Chhibbar Vishal Form 4/A December 31, 2012

## FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB APPROVAL OMB** 3235-0287

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Number: January 31, Expires: 2005

subject to Section 16. Form 4 or Form 5

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

obligations

may continue.

(Print or Type Responses)

1. Name and Address of Reporting Person * Chhibbar Vishal	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)	ExlService Holdings, Inc. [EXLS] 3. Date of Earliest Transaction	(Check all applicable)			
C/O EXLSERVICE HOLDINGS, INC., 280 PARK AVENUE	(Month/Day/Year) 09/28/2012	Director 10% Owner Selection Other (specification) below)  EVP & CFO			
(Street) NEW YORK, NY 10017	4. If Amendment, Date Original Filed(Month/Day/Year) 03/02/2012	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State) (Z	Zıp)	Table I - Non-D	erivative Securities Acq	quired, Disposed o	f, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature o

						<del>-</del>		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired tion(A) or Disposed of (D) ) (Instr. 3, 4 and 5)		d of	5. Amount of Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock, par value \$0.001 per share	09/28/2012	S <u>(1)</u>	900	D	\$ 29.7	259 <u>(1)</u>	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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#### Edgar Filing: Chhibbar Vishal - Form 4/A

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. Number or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	of Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) Instr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (right to buy)	\$ 9.59	02/29/2012		M <u>(1)</u>	5,050	(2)	06/01/2019	Common Stock, par value \$0.001 per share	5,050

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

**EVP & CFO** 

Chhibbar Vishal

C/O EXLSERVICE HOLDINGS, INC.

280 PARK AVENUE

NEW YORK, NY 10017

## **Signatures**

/s/ Lazbart Oseni, Attorney-in-Fact

\*\*Signature of Reporting Person Date

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This sale was made pursuant to a 10b5-1 plan previously entered into by the reporting person.
- (2) 43,509 of these options are currently vested and exercisable, and the remaining 40,000 will vest on June 1, 2013.

#### **Remarks:**

Mr. Oseni is the Company's Head of Administration and Accounts. This form 4/A is being filed to correct the amount of secur Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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