ExlService Holdings, Inc.

Form 4 July 19, 2013

FORM 4

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

OMB APPROVAL OMB 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Number: January 31, Expires: 2005

0.5

Form 4 or Form 5 obligations may continue.

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

Estimated average burden hours per response...

See Instruction

1(b).

(Print or Type Responses)

| 1. Name and A Bloom Will | Person * 2. Issu Symbol | | d Ticker or Trading | 5. Relationship of Reporting Person(s) to Issuer | | | | |
|-----------------------------|----------------------------|--------------------------------|---------------------|---|---|---------------------|-------------|--|
| | | ExlSe | vice Hold | ings, Inc. [EXLS] | (Chec | ck all applicable | e) | |
| (Last) | (First) (N | Middle) 3. Date | of Earliest T | ransaction | | | | |
| 280 PARK | AVENUE | (Month. 07/19/ | Day/Year) | | Director _X_ Officer (give | 10% e title Othe | | |
| 200171111 | 07/19/ | 2013 | | below) below) | | | | |
| | | | | | Pres., Gl | obal Client Serv | vices | |
| | 4. If An | 4. If Amendment, Date Original | | | 6. Individual or Joint/Group Filing(Check | | | |
| | Filed(M | onth/Day/Yea | r) | Applicable Line) _X_ Form filed by One Reporting Person | | | | |
| NEW YOR | | | | Form filed by More than One Reporting | | | | |
| NEW TOR | IX, IVI 10017 | | | | Person | | | |
| (City) | (State) | (Zip) Ta | ble I - Non-l | Derivative 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. | 7. Nature o | |
| Security | (Month/Day/Year) | Execution Date, if | Transacti | on(A) or Disposed of (D) | Securities | Ownership | Indirect | |
| (Instr. 3) | | any | Code | (Instr. 3, 4 and 5) | Beneficially | Form: Direct | Beneficial | |
| | | (Month/Day/Year | (Instr. 8) | | Owned | (D) or | Ownership | |

| | Table 1 - Non-Derivative Securities Acquired, Disposed of, or Deficiencially Ov | | | | | | ly Owned | | |
|---|---|---|---|--------|------------------|--|--|---|--|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) | | | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| Common | | | Code V | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | (Instr. 4) | |
| Stock, par value \$0.001 per share | 07/19/2013 | | M <u>(1)</u> | 7,000 | A | \$ 17.75 | 19,379 | D | |
| Common Stock, par value \$0.001 per share | 07/19/2013 | | S(2) | 7,000 | D | \$ 29.6 | 12,379 | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exer Expiration D (Month/Day) | ate | 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) | \$ 17.75 | 07/19/2013 | | M <u>(1)</u> | 7,000 | (3) | 07/12/2020 | Common Stock, par value \$0.001 per share | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Bloom William A 280 PARK AVENUE NEW YORK, NY 10017

Pres., Global Client Services

Signatures

/s/ Lazbart Oseni, Attorney-in-Fact 07/19/2013

**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) On July 19, 2013 the reporting person exercised previously issued options to purchase an aggregate of 7,000 shares of common stock of ExlService Holdings, Inc.
- (2) This sale was made pursuant to a 10b5-1 plan previously entered into by the reporting person.
- (3) 136,000 of these options are currently vested and exercisable and the balance of 100,000 will vest on July 12, 2014.

Reporting Owners 2

Edgar Filing: ExlService Holdings, Inc. - Form 4

Remarks:

Mr. Oseni is the Company's Head of Administration and Accounts.

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.