

Miglani Nalin Kumar  
 Form 4  
 February 26, 2019

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Miglani Nalin Kumar

(Last) (First) (Middle)  
 280 PARK AVENUE  
 (Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 ExlService Holdings, Inc. [EXLS]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 02/22/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 EVP and Chief HR Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock, par value \$0.001 per share	02/22/2019		M	1,602	A	1,602	D
Common Stock, par value \$0.001 per share	02/22/2019		F	610	D	\$ 63.34 (2)	D
Common Stock, par value \$0.001 per share	02/23/2019		M	1,788	A	2,780	D

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value  
\$0.001 per  
share

Common  
Stock, par  
value  
\$0.001 per  
share

02/23/2019

F

684

D

\$ 64  
(3)

2,096

D

Common  
Stock, par  
value  
\$0.001 per  
share

02/24/2019

M

1,500

A

(1)

3,596

D

Common  
Stock, par  
value  
\$0.001 per  
share

02/24/2019

F

574

D

\$ 64  
(4)

3,022

D

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

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(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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Pr Deriv Secur (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	02/22/2019		M	1,602	(5)	(5)	Common Stock, par value \$0.001 per share	1,602
Restricted Stock Units	(1)	02/23/2019		M	1,788	(6)	(6)	Common Stock, par value	1,788

Restricted Stock Units	<u>(1)</u>	02/24/2019	M	1,500	<u>(7)</u>	<u>(7)</u>	\$0.001 per share Common Stock, par value \$0.001 per share	1,500	\$
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## Reporting Owners

Reporting Owner Name / Address	Relationships
Miglani Nalin Kumar 280 PARK AVENUE NEW YORK, NY 10017	Director 10% Owner Officer EVP and Chief HR Officer

## Signatures

/s/ Lazbart Oseni, 02/26/2019  
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) Restricted stock units of ExlService Holdings, Inc. (the "Company") convert into common stock, par value \$0.001 per share (the "Common Stock") on a one-for-one basis.  
  
The reporting person's restricted stock units reported in this report vested on February 22, 2019. Pursuant to the Company's 2015 Amendment and Restatement of the 2006 Omnibus Award Plan, pursuant to which such restricted stock units were granted, the closing price of the Common Stock on the Nasdaq Global Select Market on the preceding day is used for purposes of computing tax reporting and withholding.
  - (2) The reporting person's restricted stock units reported in this report vested on February 23, 2019. Pursuant to the Company's 2015 Amendment and Restatement of the 2006 Omnibus Award Plan, pursuant to which such restricted stock units were granted, the closing price of the Common Stock on the Nasdaq Global Select Market on the preceding day is used for purposes of computing tax reporting and withholding.
  - (3) The reporting person's restricted stock units reported in this report vested on February 24, 2019. Pursuant to the Company's 2015 Amendment and Restatement of the 2006 Omnibus Award Plan, pursuant to which such restricted stock units were granted, the closing price of the Common Stock on the Nasdaq Global Select Market on the preceding day is used for purposes of computing tax reporting and withholding.
  - (4) On February 22, 2018, the reporting person was granted 6,410 restricted stock units, vesting in four annual installments beginning on the first anniversary of the grant date. 25 percent of the restricted stock units became vested on February 22, 2019, an additional 25 percent of the restricted stock units will vest on February 22, 2020, an additional 25 percent of the restricted stock units will vest on February 22, 2021, and the remaining balance of 25 percent of the restricted stock units will vest on February 22, 2022.
  - (5) On February 23, 2017, the reporting person was granted 7,150 restricted stock units, vesting in four annual installments beginning on the first anniversary of the grant date. 25 percent of the restricted stock units became vested on February 23, 2018, an additional 25 percent of the restricted stock units became vested on February 23, 2019, an additional 25 percent of the restricted stock units will vest on February 23, 2020, and the remaining balance of 1,789 shares of the restricted stock units will vest on February 23, 2021.
  - (6) On February 23, 2017, the reporting person was granted 7,150 restricted stock units, vesting in four annual installments beginning on the first anniversary of the grant date. 25 percent of the restricted stock units became vested on February 23, 2018, an additional 25 percent of the restricted stock units became vested on February 23, 2019, an additional 25 percent of the restricted stock units will vest on February 23, 2020, and the remaining balance of 1,789 shares of the restricted stock units will vest on February 23, 2021.
  - (7) On February 23, 2017, the reporting person was granted 7,150 restricted stock units, vesting in four annual installments beginning on the first anniversary of the grant date. 25 percent of the restricted stock units became vested on February 23, 2018, an additional 25 percent of the restricted stock units became vested on February 23, 2019, an additional 25 percent of the restricted stock units will vest on February 23, 2020, and the remaining balance of 1,789 shares of the restricted stock units will vest on February 23, 2021.

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23, 2020, and the remaining balance of 1,789 shares of the restricted stock units will vest on February 23, 2021.

### **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.

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