ExlService Holdings, Inc.

Form 4

share

Common

Stock, par

12/19/2013

December 20, 2013

December 2	0, 2013										
FORM	14		CECE		AND EX	CIT A	NGE GG		OMB AF	PROVAL	
. •	UNITED	STATES			AND EX 1, D.C. 2(INGE CC	OMMISSION	OMB Number:	3235-0287	
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obligation may con <i>See</i> Instruction 1(b).	ons Section 170	(a) of the	Public U	Itility Ho	lding Cor	mpan	_	Act of 1934, 935 or Section			
(Print or Type	Responses)										
Bloom William A Syn			Symbol		d Ticker or		I	5. Relationship of Reporting Person(s) to Issuer			
					Fransaction	_	LLO _J	(Check all applicable)			
(Lust)	(1131)	(Middle)		Day/Year)	Tansaction		_	Director	10%	Owner	
280 PARK	AVENUE		12/19/2	-				_X_ Officer (give to below) Pres., Glob	title Other below) oal Client Serv	r (specify	
	(Street)		4. If Am	endment, [Oate Origina	al	ϵ	6. Individual or Joi	nt/Group Filin	g(Check	
			Filed(Mo	onth/Day/Ye	ar)			Applicable Line) X_ Form filed by Or	ne Reporting Pe	reon	
NEW YOR	K, NY 10017						_	Form filed by Mo Form filed by Mo Person			
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Secu	rities Acqui	red, Disposed of,	or Beneficial	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) ay/Year) (Instr. 8)				(D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock, par value	12/19/2013			M(1)	21,000	A	\$ 17.75	33,379	D		
\$0.001 per share											
Common							Ф				
Stock, par value	12/19/2013			S(2)	7,000	D	\$ 26.7394	26,379	D		
\$0.001 per	12/17/2013			<u>5(-/</u>	7,000	D	(3)	20,379	D		

 $S^{(2)}$

14,000 D

\$

26.4628

12,379

D

value \$0.001 per share (3)

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)	Execution Date, if Transaction Code		6. Date Exercisable and Expiration Date (Month/Day/Year)		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	12/19/2013		M <u>(1)</u>	21,000	<u>(4)</u>	07/12/2020	Common Stock, par value \$0.001 per share	21,000

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

**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 December 19, 2013 the reporting person exercised previously issued options to purchase an aggregate of 21,000 shares of common stock of ExlService Holdings, Inc.

Reporting Owners 2

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- (2) This sale was made pursuant to a 10b5-1 plan previously entered into by the reporting person.
- This transaction was executed in multiple trades at prices ranging from \$26.00 to \$26.88 per share. The price reported above reflects the weighted average purchase price on the date indicated. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were
- the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
- (4) 87,000 of these options are currently vested and exercisable and the balance of 100,000 will vest on July 12, 2014.

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.