

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Kapoor Rohit</u>			2. Issuer Name and Ticker or Trading Symbol <u>ExlService Holdings, Inc. [ EXLS ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>President &amp; CEO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/03/2013</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>280 PARK AVENUE</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>NEW YORK NY 10017</u>								
(City) (State) (Zip)								

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.001 per share	02/03/2013		M		10,925	A	(1)	953,977	D <sup>(2)</sup>	
Common Stock, par value \$0.001 per share	02/04/2013		M		18,750	A	(3)	972,727	D <sup>(2)</sup>	
Common Stock, par value \$0.001 per share								333,185	I	See Footnote <sup>(4)</sup>
Common Stock, par value \$0.001 per share								177,134	I	See Footnote <sup>(5)</sup>
Common Stock, par value \$0.001 per share								84,000	I	See Footnote <sup>(6)</sup>
Common Stock, par value \$0.001 per share								84,000	I	See Footnote <sup>(7)</sup>

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock	\$0	02/03/2013		M			10,925	(8)	(8)	Common Stock, par value \$0.001 per share	10,925	\$0	20,301	D	
Restricted Stock	\$0	02/04/2013		M			18,750	(9)	(9)	Common Stock, par value \$0.001 per share	18,750	\$0	18,750	D	

**Explanation of Responses:**

- As of February 3, 2013, ExlService Holdings, Inc. (the "Company") issued 10,925 shares of common stock, par value \$0.001 per share (the "Common Stock"), to the reporting person upon the vesting of shares of restricted stock previously granted to the reporting person.
- Owned by Rohit Kapoor.
- As of February 4, 2013, the Company issued 18,750 shares of Common Stock, par value \$0.001 per share, to the reporting person upon the vesting of shares of restricted stock previously granted to the reporting person.
- Owned by Rohit Kapoor 2012 Family Trust.
- Owned by Rohit Kapoor 2005 Grantor Retained Annuity Trust.
- Owned by Rohit Kapoor Spousal Lifetime Access Trust.
- Owned by Shikha Kapoor 2005 Family Trust.
- 10,925 shares of restricted stock vested on February 3, 2013; an additional 10,926 shares of the restricted stock will vest on February 3, 2014; and the remaining 9,375 shares of the restricted stock will vest on February 3, 2015.
- 18,750 shares of restricted stock vested on February 4, 2013 and the balance of the restricted stock will vest on February 4, 2014.

**Remarks:**

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

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**