

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
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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) CEO & Vice Chairman			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/30/2018</u>						
<u>280 PARK AVENUE</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			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			
(Street)	(City)	(State)	(Zip)						
<u>NEW YORK</u>	<u>NY</u>	<u>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	01/30/2018		A		53,044	A	(1)	222,730 ⁽²⁾	D ⁽³⁾	
Common Stock, par value \$0.001 per share	01/30/2018		A		200,000	A	(4)	422,730	D ⁽³⁾	
Common Stock, par value \$0.001 per share								40,219	I	See footnote ⁽⁵⁾
Common Stock, par value \$0.001 per share								333,185	I	See footnote ⁽⁶⁾
Common Stock, par value \$0.001 per share								177,134	I	See footnote ⁽⁷⁾
Common Stock, par value \$0.001 per share								84,000	I	See footnote ⁽⁸⁾
Common Stock, par value \$0.001 per share								84,000	I	See footnote ⁽⁹⁾

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)
						Date Exercisable	Expiration Date					

Explanation of Responses:

- The reporting person's shares of common stock, par value \$0.001 per share (the "Common Stock") reported in this report were earned pursuant to the performance restricted stock units ("PRSU") of ExlService Holdings, Inc. (the "Company") granted on February 26, 2015 and voluntarily reported in a Form 4 filed on March 12, 2015. Such shares of Common Stock were deemed earned on January 30, 2018 based on the Compensation Committee of the Board of Directors administering the award certifying the achievement of performance targets applicable to the PRSUs for the performance period ending on December 31, 2017.
- Reflects an additional 8,000 shares, which the reporting person inadvertently reported as having been disposed of in a gift transaction that was voluntarily reported on the reporting person's Form 4 filed November 17, 2018 but that was never completed.
- Owned by Rohit Kapoor.
- The reporting person's shares of Common Stock reported in this report were earned pursuant to the PRSU's of the Company granted on April 29, 2015 and voluntarily reported in a Form 4 filed on May 1, 2015. Such shares of Common Stock were deemed earned on January 30, 2018 based on the Compensation Committee of the Board of Directors administering the award certifying the achievement of performance targets applicable to the PRSUs for the performance period ending on December 31, 2017.
- Owned by the 2016 Kapoor Family Trust Created Under the Rohit Kapoor 2013 GRAT.
- Owned by the Rohit Kapoor 2012 Family Trust.
- Owned by the 2016 Kapoor Family Trust Created Under the Rohit Kapoor 2005 GRAT.
- Owned by the Rohit Kapoor Spousal Lifetime Access Trust.
- Owned by the Shikha Kapoor 2005 Family Trust.

Remarks:

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

/s/ Lazbart Oseni, Attorney-in-Fact 02/01/2018

** Signature of Reporting Person Date

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.