

ExlService Holdings, Inc.
Form 4
May 23, 2012

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 *
OHCP GENPAR LP

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
201 MAIN STREET, SUITE 1018

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/22/2012

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
See Remarks

FORT WORTH, TX 76102

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

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

(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	05/22/2012		J(1)(2)		5,403,942	D	\$ 0 0
Common Stock	05/22/2012		J(1)(2)		138,562	D	\$ 0 0
Common Stock	05/22/2012		J(1)(2)		1,146,301	D	\$ 0 0
Common Stock	05/22/2012		J(1)(2)		22,925	D	\$ 0 0

See footnote (3)

See footnote (4)

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

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OHCP GENPAR LP 201 MAIN STREET SUITE 1018 FORT WORTH, TX 76102		X		See Remarks
OHCP MGP LLC 201 MAIN STREET SUITE 1018 FORT WORTH, TX 76102		X		See Remarks

Signatures

OHCP GenPar, L.P. By: OHCP MGP, LLC, general partner By: /s/ Kevin G. Levy, Vice President 05/23/2012
 **Signature of Reporting Person Date

OHCP MGP, LLC By: /s/ Kevin G. Levy, Vice President 05/23/2012
 **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).

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- Oak Hill Capital Partners, L.P. ("OHCP") is the direct beneficial owner of the 5,403,942 shares of common stock reported on Column 4 of Table I. Oak Hill Capital Management Partners, L.P. ("OHCMP") is the direct beneficial owner of the 138,562 shares of common stock reported on Column 4 of Table I. On May 22, 2012, OHCP and OHCMP each distributed their EXLS shares to their partners.
- (1) OHCP GenPar, L.P. (the "Reporting Person") is the sole general partner of both OHCP and OHCMP, and an indirect beneficial owner of the 5,542,504 shares of common stock collectively owned by OHCP and OHCMP (the "EXLS Shares"). On May 22, 2012, the Reporting Person distributed the 1,146,301 shares of common stock that it received from OHCP and OHCMP to its partners. OHCP MGP, LLC ("OHCP MGP") is the sole general partner of the Reporting Person, and an indirect beneficial owner of the EXLS Shares. [cont'd in fn 2]
- [cont'd from fn 1] On May 22, 2012, OHCP MGP distributed the 22,925 shares of common stock that it received from the Reporting Person to its members (each of the distributions of this paragraph, collectively, the "Distributions"). No consideration was paid in connection with the Distributions.
- (2) By OHCP. OHCP MGP is the general partner of the Reporting Person, which is the general partner of OHCP, beneficial owner of the securities reported herein. Pursuant to Rule 16a-1(a)(2)(ii)(B) under the Securities Exchange Act of 1934 (the "Act"), each of OHCP MGP and the Reporting Person may be deemed to be the beneficial owner of the securities beneficially owned by OHCP only to the extent of the greater of its respective direct or indirect interest in the profits or capital account of OHCP. Pursuant to Rule 16a-1(a)(4) under the Act, this filing shall not be deemed an admission that OHCP MGP or the Reporting Person is, for purposes of Section 16 of the Act or otherwise, the beneficial owner of any securities owned by OHCP in excess of such amount.
- (3) By OHCMP. OHCP MGP is the general partner of the Reporting Person, which is the general partner of OHCMP, beneficial owner of the securities reported herein. Pursuant to Rule 16a-1(a)(2)(ii)(B) under the Act, each of OHCP MGP and the Reporting Person may be deemed to be the beneficial owner of the securities beneficially owned by OHCMP only to the extent of the greater of its respective direct or indirect interest in the profits or capital account of OHCMP. Pursuant to Rule 16a-1(a)(4) under the Act, this filing shall not be deemed an admission that OHCP MGP or the Reporting Person is, for purposes of Section 16 of the Act or otherwise, the beneficial owner of any securities owned by OHCMP in excess of such amount.
- (4)

Remarks:

Each reporting person may be deemed to be a member of a "group" for purposes of the Act. Each reporting person disclaims b

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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