ExlService Holdings, Inc.

Form 4 June 19, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

OMB APPROVAL

Number:

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SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations

may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Talwar Vikram			Symbol		Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of	Earliest Tra	ansaction	(Cliek	ск ин иррнецок	~)	
280 PARK	AVENUE		(Month/D 06/17/20	•		X Director Officer (give below)	e titleX_ Oth below) Chairman		
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
			Filed(Mon	th/Day/Year)		Applicable Line) _X_ Form filed by	One Reporting Pe	erson	
NEW YOR	K, NY 10017					Form filed by M Person	More than One Re	eporting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative Securities Acq	uired, Disposed o	f, or Beneficial	lly Owned	
1.Title of Security		Date 2A. Dee Year) Executi		3. Transactio	4. Securities Acquired on(A) or Disposed of	5. Amount of Securities	6. Ownership Form: Direct		

	Table 1 - Non-Derivative Securities Acquired, Disposed							of, of Beneficially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Ac Transaction(A) or Disposed Code (D) (Instr. 8) (Instr. 3, 4 and 3		od of Securities Beneficially		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Stock, par value \$0.001 per share	06/17/2013		M <u>(1)</u>	255	A	\$ 8.75	255	D	
Common Stock, par value \$0.001 per share	06/17/2013		S(2)	255	D	\$ 31	0	D	

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

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SEC 1474 (9-02)

> 8. I De Sec (In

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. Transactic Code (Instr. 8)	5. Number opportunities 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (right to buy)	\$ 8.75	06/17/2013		M <u>(1)</u>	255	<u>(3)</u>	02/10/2019	Common Stock, par value \$0.001 per share	255

Reporting Owners

Reporting Owner Name / Address	Relationships							
Transfer de la companya de la compan	Director	10% Owner	Officer	Other				
Talwar Vikram	X 7			CI.				
280 PARK AVENUE	X			Chairman				
NEW YORK, NY 10017								

Signatures

/s/ Lazbart Oseni, Attorney-in-Fact 06/19/2013

**Signature of Reporting Person Da

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 June 17, 2013 the reporting person exercised previously issued options to purchase an aggregate of 255 shares of common stock of ExlService Holdings, Inc.
- (2) This sale was made pursuant to a 10b5-1 plan previously entered into by the reporting person.
- (3) 48,845 of these options are currently vested and exercisable.

Reporting Owners 2

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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.