KERR DEBORAH

Form 4 June 19, 2018

FORM 4

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

Check this box

if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

ExlService Holdings, Inc. [EXLS]

(Print or Type Responses)

1(b).

(Last)

(City)

1. Name and Address of Reporting Person * KERR DEBORAH

(First) (Middle)

280 PARK AVENUE

(Street)

(State)

(Zip)

06/15/2018

(Month/Day/Year)

Symbol

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

3. Date of Earliest Transaction

Person Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

5. Amount of

Securities

Following

Reported

Transaction(s)

(Instr. 3 and 4)

Owned

Beneficially

Issuer

below)

X Director

Applicable Line)

Officer (give title

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

NEW YORK, NY 10017

(Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5) (A)

or Code V Amount (D) Price

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

6. Ownership

Form: Direct

(D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

10% Owner

Other (specify

7. Nature of

Indirect

OMB APPROVAL

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January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person Form filed by More than One Reporting

(Check all applicable)

Estimated average

burden hours per

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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 3. Transaction Date 3A. Deemed 5. Number 4. Derivative Conversion Execution Date, if Transaction of Derivative Expiration Date

Security or Exercise (Instr. 3)

Price of

(Month/Day/Year)

(Month/Day/Year)

Code Securities (Instr. 8) Acquired

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8. Pr **Underlying Securities** (Instr. 3 and 4)

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	Derivative Security			(A) or Disposed (D) (Instr. 3, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	06/15/2018	A		1,857		(2)	(2)	Common Stock, par value \$0.001 per share	1,857	\$

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
KERR DEBORAH 280 PARK AVENUE NEW YORK, NY 10017	X							

Signatures

/s/ Lazbart Oseni, Attorney-in-Fact 06/19/2018

**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) Each restricted stock unit represents a contingent right to receive one share of the Company's common stock upon settlement.
 - The restricted stock units vest upon the earlier of (i) the first anniversary of the date of grant, (ii) the date on which the reporting person's term as a member of the Board of Directors of ExlService Holdings, Inc. (the "Board") expires if the reporting person is not subsequently elected to a new term on the Board, and (iii) the occurrence of a "Change in Control", as defined in the ExlService Holdings, Inc. 2018
- (2) Omnibus Incentive Plan (the "Plan"), and such awards settle upon the earlier of (i) the reporting person's death, (ii) the occurrence of a "Change of Control", as defined in the Plan and (iii) the date that is 180 days following the date on which the reporting person ceases to serve as a member of the Board for any reason other than due to such reporting person's death or, if later, the date of the reporting person's separation from service.

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.

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