

PANDIT VIKRAM S  
Form 4  
October 09, 2018

**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 \*  
PANDIT VIKRAM S

(Last) (First) (Middle)

C/O THE OROGEN GROUP  
LLC, ONE ROCKEFELLER  
PLAZA, SUITE 2416

(Street)

NEW YORK, NY 10020

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

ExlService Holdings, Inc. [EXLS]

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

10/04/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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

**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 Ownership (Instr. 4) |     |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
|                                 |                                      |  |                                | (A) or (D)  | Code  | V  | Amount                            | (D) | Price |

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

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction of Derivative | 5. Number | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. Pr |
|------------------------|---------------|--------------------------------------|-------------------------------|------------------------------|-----------|---|--|-------|
|------------------------|---------------|--------------------------------------|-------------------------------|------------------------------|-----------|---|--|-------|

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| Security (Instr. 3)    | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | Secu (Instr. 3 and 4) |                 |   |                            |
|------------------------|--|----------------------|-----------------|---|------------------|------------------|-----------------------|-----------------|---|----------------------------|
|                        |  |                      | Code            | V   | (A)              | (D)              | Date Exercisable      | Expiration Date | Title                                     | Amount or Number of Shares |
| Restricted Stock Units | (1)                                      | 10/04/2018           | A               |   | 1,199            |                  | (2)                   | (2)             | Common Stock, par value \$0.001 per share | 1,199                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| PANDIT VIKRAM S<br>C/O THE OROGEN GROUP LLC<br>ONE ROCKEFELLER PLAZA, SUITE 2416<br>NEW YORK, NY 10020     | X             |           |         |       |
| Orogen Echo LLC<br>C/O THE OROGEN GROUP LLC<br>ONE ROCKEFELLER PLAZA, SUITE 2416<br>NEW YORK, NY 10020     | X             |           |         |       |
| Orogen Group LLC<br>C/O THE OROGEN GROUP LLC<br>ONE ROCKEFELLER PLAZA, SUITE 2416<br>NEW YORK, NY 10020    | X             |           |         |       |
| Orogen Holdings LLC<br>C/O THE OROGEN GROUP LLC<br>ONE ROCKEFELLER PLAZA, SUITE 2416<br>NEW YORK, NY 10020 | X             |           |         |       |
| Atairos-Orogen Holdings, LLC<br>40 MORRIS ROAD<br>BRYN MAWR, PA 19010                                      | X             |           |         |       |
| Atairos Group, Inc.<br>C/O ATAIVOS MANAGEMENT, L.P.<br>40 MORRIS ROAD<br>BRYN MAWR, PA 19010               | X             |           |         |       |
| Atairos Partners, L.P.<br>C/O ATAIVOS MANAGEMENT, L.P.   | X             |           |         |       |

40 MORRIS ROAD  
BRYN MAWR, PA 19010

Atairos Partners GP, Inc.  
C/O ATAIVOS MANAGEMENT, L.P. X  
40 MORRIS ROAD  
BRYN MAWR, PA 19010

Angelakis Michael J  
C/O ATAIVOS MANAGEMENT, L.P. X  
40 MORRIS ROAD  
BRYN MAWR, PA 19010

## Signatures

By: Orogen Echo LLC, by the Orogen Group LLC, its sole member, by Vikram S. Pandit, Chairman and Chief Executive Officer, /s/ Vikram S. Pandit 10/04/2018

\_\_Signature of Reporting Person Date

By: The Orogen Group LLC, by Vikram S. Pandit, Chairman and Chief Executive Officer, /s/ Vikram S. Pandit 10/04/2018

\_\_Signature of Reporting Person Date

By: Orogen Holdings LLC, by Vikram S. Pandit, Manager, /s/ Vikram S. Pandit 10/04/2018

\_\_Signature of Reporting Person Date

By: Atairos-Orogen Holdings, LLC, by David L. Caplan, Vice President , /s/ Vikram S. Pandit 10/04/2018

\_\_Signature of Reporting Person Date

By: Atairos Group, Inc., by David L. Caplan, Vice President and General Counsel, /s/ David L. Caplan 10/04/2018

\_\_Signature of Reporting Person Date

By: Atairos Partners, L.P., by Atairos Partners GP, Inc., its general partner, by David L. Caplan, Vice President, /s/ David L. Caplan 10/04/2018

\_\_Signature of Reporting Person Date

By: Atairos Partners GP, Inc., by David L. Caplan, Vice President, /s/ David L. Caplan 10/04/2018

\_\_Signature of Reporting Person Date

By: Michael J. Angelakis, /s/ David L. Caplan 10/04/2018

\_\_Signature of Reporting Person Date

/s/ Michael J. Angelakis 10/04/2018

\_\_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 common stock ("Common Stock") of ExlService Holdings, Inc. (the "Issuer") upon settlement.
- (2) 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 the Issuer (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.

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2018 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.

- (3) Mr. Pandit serves on the Board and is the Chairman and Chief Executive Officer of Orogen Echo LLC ("OE"). Orogen Holdings LLC and Atairos-Orogen Holdings, LLC are the sole members with joint investment control of The Orogen Group LLC ("Orogen"), which is the sole member of OE. Mr. Pandit has majority voting control of Orogen Holdings LLC. Atairos Group, Inc. ("Atairos") is the sole voting shareholder of Atairos-Orogen Holdings, LLC. Michael Angelakis is the Chairman and Chief Executive Officer of Atairos and controls a majority of the voting power of Atairos Partners GP, Inc., which is the general partner of Atairos Partners L.P., the sole voting shareholder of Atairos.

- (4) Each of the reporting persons, other than Mr. Pandit, is acting as a director by deputization of the Issuer with respect to Mr. Pandit's membership on the Board. Each of the reporting persons may be deemed to have direct or indirect beneficial ownership of the reported securities, as applicable, but disclaims such beneficial ownership except to the extent of its pecuniary interest therein.

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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