

**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	
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1. Name and Address of Reporting Person* <u>Chhibbar Vishal</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>EVP &amp; CFO</b>			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/07/2016</u>			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			
<u>280 PARK AVENUE</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	<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	02/07/2016		M		1,700	A	(1)	8,523	D	
Common Stock, par value \$0.001 per share	02/07/2016		F		589	D	\$44.49 <sup>(2)</sup>	7,934	D	
Common Stock, par value \$0.001 per share	02/08/2016		M		3,600	A	(1)	11,534	D	
Common Stock, par value \$0.001 per share	02/08/2016		F		1,246	D	\$44.49 <sup>(3)</sup>	10,288	D	
Common Stock, par value \$0.001 per share	02/08/2016		M		297	A	(1)	10,585	D	
Common Stock, par value \$0.001 per share	02/08/2016		F		103	D	\$44.49 <sup>(3)</sup>	10,482	D	

**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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(1)	02/07/2016		M		1,700		(4)	(4)	Common Stock, par value \$0.001 per share	1,700	\$0	0	D	
Restricted Stock Units	(1)	02/08/2016		M		3,600		(5)	(5)	Common Stock, par value \$0.001 per share	3,600	\$0	4,800	D	
Restricted Stock Units	(1)	02/08/2016		M		297		(6)	(6)	Common Stock, par value \$0.001 per share	297	\$0	0	D	

**Explanation of Responses:**

1. Restricted stock units of ExlService Holdings, Inc. (the "Company") convert into common stock, par value \$0.001 per share (the "Common Stock") on a one-for-one basis.
2. The reporting person's restricted stock units reported in this report vested on February 7, 2016. Pursuant to the Company's 2006 Omnibus Award Plan, pursuant to which such restricted stock units were granted, the closing price of the Common Stock on the Nasdaq Global Select Market on the preceding day is used for purposes of computing tax reporting and withholding.
3. The reporting person's restricted stock units reported in this report vested on February 8, 2016. Pursuant to the Company's 2006 Omnibus Award Plan, pursuant to which such restricted stock units were granted, the closing price of the Common Stock on the Nasdaq Global Select Market on the preceding day is used for purposes of computing tax reporting and withholding.
4. On February 7, 2012, the reporting person was granted 4,250 restricted stock units, 10 percent of the restricted stock units became vested on February 7, 2013; an additional 20 percent of the restricted stock units became vested on February 7, 2014; an additional 30 percent of the restricted stock units became vested on February 7, 2015; and the remaining balance i/n/o 1,700 shares of the restricted stock units became vested on February 7, 2016.
5. On February 8, 2013, the reporting person was granted 12,000 restricted stock units, 10 percent of the restricted stock units became vested on February 8, 2014; an additional 20 percent of the restricted stock units became vested on February 8, 2015; an additional 30 percent of the restricted stock units became vested on February 8, 2016; and the remaining balance i/n/o 4,800 restricted stock units will vest on February 8, 2017.
6. On February 8, 2013, the reporting person was granted 890 restricted stock units, vesting in three annual installments beginning on the first anniversary of the grant date. 296 restricted stock units became vested on February 8, 2014, an additional 297 restricted stock units became vested on February 8, 2015, and the remaining balance i/n/o 297 restricted stock units became vested on February 8, 2016.

**Remarks:**

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

/s/ Lazbart Oseni, Attorney-in- 02/09/2016  
Fact

\*\* 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.

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