

**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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>FINANCIAL TECHNOLOGY MANAGEMENT II, LLC</u>  (Last) (First) (Middle) <u>555 CALIFORNIA STREET, SUITE 2900</u>  (Street) <u>SAN FRANCISCO CA 94104</u>  (City) (State) (Zip)	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 <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)  See Footnote 1
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/02/2007</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

**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	05/02/2007		S		184,902	D	\$22.5554	1,561,806	I	By Financial Technology Ventures II (Q), L.P. <sup>(1)</sup>
Common Stock, par value \$0.001 per share	05/02/2007		S		36,284	D	\$22.4707	1,525,522	I	By Financial Technology Ventures II (Q), L.P. <sup>(1)</sup>
Common Stock, par value \$0.001 per share	05/02/2007		S		1,098	D	\$22.5554	9,278	I	By Financial Technology Ventures II, L.P. <sup>(1)</sup>
Common Stock, par value \$0.001 per share	05/02/2007		S		216	D	\$22.4707	9,062	I	By Financial Technology Ventures II, L.P. <sup>(1)</sup>

**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					

**Explanation of Responses:**

1. Financial Technology Management II, LLC ("FTM") is the general partner of Financial Technology Ventures II (Q), L.P. ("FTVQ") and Financial Technology Ventures II, L.P. ("FTV"). Pursuant to Rule 16a-1(a)(2)(ii)(B) under the Securities Exchange Act of 1934, as amended (the "Act"), FTM is deemed to be a beneficial owner of the securities owned by FTVQ and FTV only to the extent of the greater of its respective direct or indirect interest in the profits or capital account of FTVQ and FTV. Pursuant to Rule 16a-1(a)(4) under the Act, this filing shall not be deemed an admission that FTM is, for purposes of Section 16 of the Act or otherwise, the beneficial owner of any securities owned by FTVQ or FTV in excess of such amount.

/s/ Richard N. Garman

05/04/2007

\*\* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

