OSTLER CLYDE W

Form 4

December 10, 2018

## FORM 4

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

**OMB APPROVAL** OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

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

January 31, 2005 Estimated average

0.5

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

Expires:

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address OSTLER CLYDE	of Reporting Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol ExlService Holdings, Inc. [EXLS]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last) (F	first) (Middle)	3. Date of Earliest Transaction			
280 PARK AVENUE		(Month/Day/Year) 12/06/2018	_X_ Director 10% Owner Officer (give title below) Other (specify below)		
(S	treet)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Chec		
NEW YORK, NY	10017	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reportin Person		

1,2,1,1,1,1,1,1,1,1,1,1,1,1,1,1,1,1,1,1				Person						
	(City)	(State)	(Zip) Table	e I - Non-D	erivative S	Securi	ities Acqu	nired, Disposed of	f, or Beneficiall	ly Owned
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
	Common			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
	Stock, par value \$0.001 per share	12/06/2018		M <u>(1)</u>	5,648	A	\$ 8.51	17,278	D	
	Common Stock, par value \$0.001 per share	12/06/2018		S(2)	3,250	D	\$ 54.51	14,028	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)

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. Transacti Code (Instr. 8)	5. Number omf Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	of Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4,		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)	\$ 8.51	12/06/2018		M <u>(1)</u>	5,648	(3)	01/02/2019	Common Stock, par value \$0.001 per share	5,648

## **Reporting Owners**

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

### **Signatures**

/s/ Lazbart Oseni, Attorney-in-Fact

\*\*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) On December 6, 2018, the reporting person exercised previously issued options to purchase an aggregate of 5,648 shares of common stock of ExlService Holdings, Inc.
- (2) The sales was made pursuant to a 10b5-1 plan previously entered into by the reporting person.
- (3) On January 2, 2009, the reporting person was granted 16,892 stock options. 100 percent of these options became vested and exercisable on December 31, 2009.

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.