

ExlService Holdings, Inc.
Form 4
October 24, 2007

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 *
Talwar Vikram

(Last) (First) (Middle)
350 PARK AVENUE
(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ExlService Holdings, Inc. [EXLS]

3. Date of Earliest Transaction
(Month/Day/Year)
10/22/2007

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)
Vice Chairman and CEO

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 Price			
Common Stock, par value \$0.001 per share	10/22/2007		S ⁽¹⁾	800 D \$ 24.98	250,625	I	See Footnote (2)
Common Stock, par value \$0.001 per share	10/22/2007		S ⁽¹⁾	91 D \$ 24.99	250,534	I	See Footnote (2)
Common Stock, par	10/22/2007		S ⁽¹⁾	200 D \$ 25.11	250,334	I	See Footnote

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value \$0.001 per share								(2)
Common Stock, par value \$0.001 per share	10/22/2007	<u>S</u> (1)	11	D	\$ 25.14	250,323	I	See Footnote (2)
Common Stock, par value \$0.001 per share	10/22/2007	<u>S</u> (1)	89	D	\$ 25.15	250,234	I	See Footnote (2)
Common Stock, par value \$0.001 per share	10/22/2007	<u>S</u> (1)	309	D	\$ 25.17	249,925	I	See Footnote (2)
Common Stock, par value \$0.001 per share	10/22/2007	<u>S</u> (1)	100	D	\$ 25.28	249,825	I	See Footnote (2)
Common Stock, par value \$0.001 per share	10/22/2007	<u>S</u> (1)	300	D	\$ 25.34	249,525	I	See Footnote (2)
Common Stock, par value \$0.001 per share	10/22/2007	<u>S</u> (1)	100	D	\$ 25.35	249,425	I	See Footnote (2)
Common Stock, par value \$0.001 per share	10/22/2007	<u>S</u> (1)	100	D	\$ 25.39	249,325	I	See Footnote (2)
Common Stock, par value \$0.001 per share	10/22/2007	<u>S</u> (1)	100	D	\$ 25.4	249,225	I	See Footnote (2)
Common Stock, par value	10/22/2007	<u>S</u> (1)	400	D	\$ 25.55	248,825	I	See Footnote (2)

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\$0.001 per share								
Common Stock, par value \$0.001 per share	10/22/2007	<u>S⁽¹⁾</u>	400	D	\$ 25.61	248,425	I	See Footnote <u>(2)</u>
Common Stock, par value \$0.001 per share	10/22/2007	<u>S⁽¹⁾</u>	300	D	\$ 25.62	248,125	I	See Footnote <u>(2)</u>
Common Stock, par value \$0.001 per share	10/22/2007	<u>S⁽¹⁾</u>	400	D	\$ 25.66	247,725	I	See Footnote <u>(2)</u>
Common Stock, par value \$0.001 per share	10/22/2007	<u>S⁽¹⁾</u>	200	D	\$ 25.68	247,525	I	See Footnote <u>(2)</u>
Common Stock, par value \$0.001 per share	10/22/2007	<u>S⁽¹⁾</u>	132	D	\$ 25.71	247,393	I	See Footnote <u>(2)</u>
Common Stock, par value \$0.001 per share	10/22/2007	<u>S⁽¹⁾</u>	37	D	\$ 25.72	247,356	I	See Footnote <u>(2)</u>
Common Stock, par value \$0.001 per share	10/22/2007	<u>S⁽¹⁾</u>	27	D	\$ 25.74	247,329	I	See Footnote <u>(2)</u>
Common Stock, par value \$0.001 per share	10/22/2007	<u>S⁽¹⁾</u>	300	D	\$ 25.75	247,029	I	See Footnote <u>(2)</u>
Common Stock, par value \$0.001 per share	10/22/2007	<u>S⁽¹⁾</u>	100	D	\$ 25.76	246,929	I	See Footnote <u>(2)</u>

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share

Common Stock, par value \$0.001 per share	10/22/2007	<u>S⁽¹⁾</u>	400	D	\$ 25.77	246,529	I	See Footnote <u>(2)</u>
Common Stock, par value \$0.001 per share	10/22/2007	<u>S⁽¹⁾</u>	97	D	\$ 25.79	246,432	I	See Footnote <u>(2)</u>
Common Stock, par value \$0.001 per share	10/22/2007	<u>S⁽¹⁾</u>	1,000	D	\$ 25.8	245,432	I	See Footnote <u>(2)</u>
Common Stock, par value \$0.001 per share	10/22/2007	<u>S⁽¹⁾</u>	3	D	\$ 25.82	245,429	I	See Footnote <u>(2)</u>
Common Stock, par value \$0.001 per share	10/22/2007	<u>S⁽¹⁾</u>	100	D	\$ 25.83	245,329	I	See Footnote <u>(2)</u>
Common Stock, par value \$0.001 per share	10/22/2007	<u>S⁽¹⁾</u>	200	D	\$ 25.84	245,129	I	See Footnote <u>(2)</u>
Common Stock, par value \$0.001 per share	10/22/2007	<u>S⁽¹⁾</u>	500	D	\$ 25.86	244,629	I	See Footnote <u>(2)</u>
Common Stock, par value \$0.001 per share	10/22/2007	<u>S⁽¹⁾</u>	300	D	\$ 25.88	244,329	I	See Footnote <u>(2)</u>
Common Stock, par value \$0.001 per share	10/22/2007	<u>S⁽¹⁾</u>	4	D	\$ 25.91	244,325	I	See Footnote <u>(2)</u>

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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 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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
--------------------------------------------	--------------------------------------------------------	--------------------------------------	----------------------------------------------------	--------------------------------	-----------------------------------------------------------------------------------------	----------------------------------------------------------	---------------------------------------------------------------	--------------------------------------------	---------------------------------------------------------------------------

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Talwar Vikram 350 PARK AVENUE NEW YORK, NY 10022	X		Vice Chairman and CEO	

Signatures

/s/ Amit Shashank,
Attorney-in-Fact
Date: 10/24/2007

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) This sale was made pursuant to a 10b5-1 plan previously entered into by the Vikram Talwar 2004 Grantor Retained Annuity Trust (the "GRAT").
- (2) Owned by the GRAT.

Remarks:

Mr. Shashank is the Company's General Counsel.

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