OSTLER CLYDE W

Form 4

December 06, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

Number:

Expires:

January 31, 2005

0.5

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obligations

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * OSTLER CLYDE W | | | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | | |
|--|----------|----------|---|---|--|--|--|
| (Last) (First) (Middle) 280 PARK AVENUE | | (Middle) | ExlService Holdings, Inc. [EXLS] 3. Date of Earliest Transaction | (Check all applicable) | | | |
| | | (made) | (Month/Day/Year) 12/03/2018 | X Director 10% Owner Officer (give title below) Other (specify below) | | | |
| | (Street) | | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | |
| NEW YORK, NY 10017 | | | | Form filed by More than One Reporting Person | | | |
| (City) | (State) | (Zip) | Table I - Non-Derivative Securities Acc | quired Disposed of or Reneficially Owner | | | |

| (City) | (State) | Zip) Table | e I - Non-D | erivative S | Securi | ities Acc | quired, Disposed o | of, or Beneficial | ly Owned |
|---|---|------------|---|---|------------------|------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year) | | 3. Transaction Code (Instr. 8) | 4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported | 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 | Transaction(s) (Instr. 3 and 4) | | |
| Common Stock, par value \$0.001 per share | 12/03/2018 | | M(1) | | ` ´ | | 12,461 | D | |
| Common Stock, par value \$0.001 per share | 12/03/2018 | | S(2) | 3,231 | D | \$ 58.1 | 9,230 | 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 decurities (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 | 12/03/2018 | | M <u>(1)</u> | 3,231 | (3) | 01/02/2019 | Common Stock, par value \$0.001 per share | 3,231 |

Reporting Owners

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

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 3, 2018, the reporting person exercised previously issued options to purchase an aggregate of 3,231 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

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