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Form 4	garaja									
February 21,	2019									
FORM		статес	SECU	DITIES /	ND FY	CHANCE		T	PPROVAL	
Check thi		SIAILS		shington				N OMB Number:	3235-028	
if no long	or			ICES IN	WNEDSHIDOL	Expires:	January 3 ⁻ 200			
subject to Section 16. Form 4 or								Estimated burden hou response	urs per	.5
Form 5 obligatior may conti <i>See</i> Instru 1(b).	inue. Section 17(a) of the I	Public U	Itility Hol	ding Co		nge Act of 1934, of 1935 or Secti 940	on		
(Print or Type R	Responses)									
1. Name and A Srivatsan Na	Person [*]	Symbol	er Name an			5. Relationship of Reporting Person(s) to Issuer				
				vice Hold	C		(Che	eck all applicabl	e)	
(3. Date of Earliest Transaction (Month/Day/Year) 02/22/2018				Director 10% Owner X Officer (give title Other (specify below) below) Exec VP & Chief Growth Officer			
	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 Form filed by More than One Reporting 					
NEW YORE	K, NY 10017						Person	More than One K	eporung	
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	e Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
	2. Transaction Date (Month/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3,	l (A) or l of (D)	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)	
Reminder: Repo	ort on a separate line	e for each cla	ass of sec	urities bene	ficially ow	ned directly o	or indirectly.			
					inforı requi	nation cont red to respo ays a curre	spond to the colle ained in this forn ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	D
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	S

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) or Disposed (D) (Instr. 3, and 5)	d of				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	02/22/2018		A		5,960		(2)	02/22/2028	Common Stock, par value \$0.001 per share	5,960

Reporting Owners

Reporting Owner Name / Address	s Relationships						
1	Director	10% Owner	Officer	Other			
Srivatsan Nagaraja 280 PARK AVENUE NEW YORK, NY 10017			Exec VP & Chief Growth Officer				
Signatures							

/s/ Ajay Ayyappan, Attorney-in-Fact

02/21/2019

**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) Each restricted stock unit represents a contingent right to receive one share of the Company's common stock upon settlement.

 The restricted stock units will vest in four equal annual installments, beginning on February 22, 2019. Vesting will be accelerated upon
 (2) certain termination of employment events and upon a "Change in Control" (as defined in the ExlService Holdings, Inc. 2015 Amendment and Restatement of the 2006 Omnibus Award Plan).

Remarks:

Note: On February 22, 2018 the reporting person was also granted performance-based restricted stock units that are subject to

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.

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