

Kapoor Rohit
Form SC 13G/A
February 07, 2012

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 5)

ExlService Holdings, Inc.
(Name of Issuer)

Common Stock, par value \$0.001 per share
(Title of Class of Securities)

302081104
(CUSIP Number)

December 31, 2011
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

The information required in the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Rohit Kapoor

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

NUMBER OF 2,075,046

SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED
BY EACH

168,000

REPORTING 7 SOLE DISPOSITIVE POWER

PERSON WITH 2,075,046

8 SHARED DISPOSITIVE POWER

168,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,243,046

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.1

12 TYPE OF REPORTING PERSON

IN

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Item 1(a). Name of Issuer:

ExlService Holdings, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

280 Park Avenue
New York, New York 10017

Item 2(a). Name of Person Filing:

Rohit Kapoor ("Mr. Kapoor")

Item 2(b). Address of Principal Business Office or, if none, Residence of the Reporting Person:

c/o ExlService Holdings, Inc.
280 Park Avenue
New York, New York 10017

Item 2(c). Citizenship:

United States of America

Item 2(d). Title of Class of Securities:

Common Stock, par value \$0.001 per share (the "Common Stock")

Item 2(e). CUSIP Number:

302081104

Item 3. This Schedule 13G Statement is not being filed pursuant to Rule 13d-1(b) or Rule 13d-2(b) or (c).

Item 4. Ownership

Mr. Kapoor directly beneficially owns 1,897,912 shares of Common Stock, including 501,349 shares of Common Stock of which Mr. Kapoor has the right to acquire beneficial ownership within 60 days of December 31, 2011. In addition, Mr. Kapoor is the sole trustee of the Rohit Kapoor 2005 Grantor Retained Annuity Trust (the "Rohit Kapoor GRAT"), which directly owns 177,134 shares of Common Stock. As such, Mr. Kapoor has sole dispositive and voting power over the 2,075,046 shares of Common Stock held by him directly and held by the Rohit Kapoor GRAT.

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Mr. Kapoor may be deemed to beneficially own 84,000 shares of Common Stock directly owned by the Rohit Kapoor 2005 Spousal Lifetime Access Trust (the "Rohit Kapoor SLAT"). Mr. Kapoor's spouse and Mr. Kapoor's sister-in-law are co-trustees of the Rohit Kapoor SLAT and share dispositive and voting power over the 84,000 shares of Common Stock owned by the Rohit Kapoor SLAT. Mr. Kapoor disclaims beneficial ownership of any shares of Common Stock held by the Rohit Kapoor SLAT.

Mr. Kapoor may be deemed to beneficially own 84,000 shares of Common Stock directly owned by the Shikha Kapoor 2005 Family Trust (the "Shikha Kapoor 2005 Trust"). Mr. Kapoor and Mr. Kapoor's sister-in-law are co-trustees of the Shikha Kapoor 2005 Trust and share dispositive and voting power over the 84,000 shares of Common Stock owned by the Shikha Kapoor 2005 Trust. Mr. Kapoor disclaims beneficial ownership of any shares of Common Stock held by the Shikha Kapoor 2005 Trust.

In aggregate, Mr. Kapoor beneficially owns 2,243,046 shares of Common Stock, which represents approximately 7.1% of the issued and outstanding shares of Common Stock.

Item 5. Ownership of Five Percent or Less of a Class

Not Applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Not Applicable

Item 8. Identification and Classification of Members of the Group

Not Applicable

Item 9. Notice of Dissolution of Group

Not Applicable

Item 10. Certifications

Not Applicable

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 7, 2012

/s/ Rohit Kapoor
Rohit Kapoor