

ExlService Holdings, Inc.  
Form SC 13G/A  
February 09, 2015

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 8)\***

**ExlService Holdings, Inc.**

**(Name of Issuer)**

**Common Stock, par value \$0.001 per share**

**(Title of Class of Securities)**

**302081104**

**(CUSIP Number)**

**December 31, 2014**

**(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 remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

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).

CUSIP No. 302081104

1. NAME OF REPORTING 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

SHARES 1,634,445

6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 501,185

EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 1,634,445

8. SHARED DISPOSITIVE POWER

WITH

501,185

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,135,630

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

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

6.2%

12. TYPE OF REPORTING PERSON

IN

CUSIP No. 302081104

SCHEDULE 13G

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 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 1,207,311 shares of Common Stock, including 717,020 shares of Common Stock of which Mr. Kapoor has the right to acquire beneficial ownership within 60 days of December 31, 2014. In addition, Mr. Kapoor is the sole trustee of the Rohit Kapoor 2005 Grantor Retained Annuity Trust (the Rohit Kapoor GRAT ) and the Rohit Kapoor 2013 Grantor Retained Annuity Trust (the Rohit Kapoor GRAT 2013 ), which directly owns 177,134 and 250,000 shares of Common Stock, respectively. As such, Mr. Kapoor has sole dispositive and voting power over the 1,634,445 shares of Common Stock held by him directly and sole dispositive and voting power over the 177,134 and 250,000 shares held by the Rohit Kapoor GRAT and the Rohit Kapoor GRAT 2013, respectively.

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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.

Mr. Kapoor may be deemed to beneficially own 333,185 shares of Common Stock directly owned by the Rohit Kapoor 2012 Family Trust (the Rohit Kapoor 2012 Trust ). Barclays Wealth Trust (US), NA is the sole trustee of the Rohit Kapoor 2012 Trust and share dispositive and voting power over the 333,185 shares of Common Stock owned by the Rohit Kapoor 2012 Trust. Mr. Kapoor disclaims beneficial ownership of any shares of Common Stock held by the Rohit Kapoor 2012 Trust.

In aggregate, Mr. Kapoor beneficially owns 2,135,630 shares of Common Stock, which represented approximately 6.2% of the issued and outstanding shares of Common Stock as of December 31, 2014.

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

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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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**SIGNATURE**

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 9, 2015

/s/ Rohit Kapoor  
Rohit Kapoor