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ExlService Holdings, Inc.
Form S-1MEF
October 19, 2006

As filed with the Securities and Exchange Commission on October 19, 2006
Registration No. 333-

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

EXLSERVICE HOLDINGS, INC.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE	541990	82-0572194
(STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION)	(PRIMARY STANDARD INDUSTRIAL CLASSIFICATION CODE NUMBER)	(IRS EMPLOYER IDENTIFICATION NUMBER)

350 PARK AVENUE
NEW YORK, NEW YORK 10022
(212) 277-7100
(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING
AREA CODE, OF REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

VIKRAM TALWAR
CHIEF EXECUTIVE OFFICER
EXLSERVICE HOLDINGS, INC.
350 PARK AVENUE
NEW YORK, NEW YORK 10022
(212) 277-7100
(NAME, ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER,
INCLUDING AREA CODE, OF AGENT FOR SERVICE)

COPIES TO:

JOHN C. KENNEDY, ESQ.	AMIT SHASHANK	JANET
PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP	GENERAL COUNSEL AND VICE PRESIDENT	CLEARY GOTTL
1285 AVENUE OF THE AMERICAS	EXLSERVICE HOLDINGS, INC.	ONE
NEW YORK, NEW YORK 10019-6064	350 PARK AVENUE	NEW YO
(212) 373-3000	NEW YORK, NEW YORK 10022	(212)
FAX: (212) 757-3990	(212) 277-7100	

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE OF THE SECURITIES TO THE
PUBLIC: AS SOON AS PRACTICABLE AFTER THIS REGISTRATION STATEMENT BECOMES
EFFECTIVE.

If any of the securities being registered on this Form are to be offered on
a delayed or continuous basis pursuant to Rule 415 under the Securities Act of

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1933, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering: 333-121001

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (1) (2)	AMOUNT OF REGISTRATION FEE
Common Stock, \$0.001 par value per share	\$8,625,000	\$923

- (1) Includes shares which may be purchased to cover over-allotments, if any. The \$8,625,000 proposed maximum aggregate offering price is in addition to the \$69,000,000 proposed maximum aggregate offering price registered pursuant to the Registrant's Registration Statement on Form S-1 (File No. 333-121001). A registration fee was previously paid in connection with that Registration Statement.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o).

THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE SECURITIES AND EXCHANGE COMMISSION IN ACCORDANCE WITH RULE 462(B) UNDER THE SECURITIES ACT OF 1933, AS AMENDED.

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EXPLANATORY NOTE

This registration statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended ("Rule 462(b)"), and includes the registration statement facing page, this page, the signature page, an exhibit index and exhibits. Pursuant to Rule 462(b), the contents of the registration statement on Form S-1 (File No. 333-121001) of ExlService Holdings, Inc. (the "Registrant"), including the exhibits thereto, are incorporated by reference into this registration statement.

The Registrant hereby certifies that it (i) has instructed its bank to transmit to the Securities and Exchange Commission (the "Commission") the filing fee set forth on the cover page of this Registration Statement by a wire transfer of such amount to the Commission's account at Mellon Bank as soon as practicable (but no later than the close of business on October 20, 2006), (ii) will not revoke such instructions, (iii) has sufficient funds in the relevant account to cover the amount of such filing fee and (iv) will confirm receipt of such instructions by its bank during the bank's regular business hours no later

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than October 20, 2006.

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 16. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.

All exhibits filed with or incorporated by reference in Registration Statement No. 333-121001 are incorporated by reference into, and shall be deemed to be a part of, this registration statement, except for the following, which are filed herewith.

Exhibit

Number	Description of Exhibit
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- | | |
|------|--|
| 5.1 | Opinion of Paul, Weiss, Rifkind, Wharton & Garrison LLP as to the legality of the shares registered hereunder. |
| 23.1 | Consent of Ernst & Young LLP. |
| 23.2 | Consent of Russell Bedford Stefanou Mirchandani LLP. |
| 23.3 | Consent of Paul, Weiss, Rifkind, Wharton & Garrison LLP (included in Exhibit 5.1). |
| 24.1 | Powers of Attorney (incorporated by reference to Exhibit 24.1 to the Registration Statement on Form S-1 of ExlService Holdings, Inc. (Registration No. 333-121001)). |

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on October 19, 2006.

EXLSERVICE HOLDINGS, INC.

By: /s/ Vikram Talwar

Name: Vikram Talwar
Title: Chief Executive Officer and
Director

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Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the following capacities on the 19th day of October, 2006.

SIGNATURE	TITLE
-----	-----
* ----- VIKRAM TALWAR	Chief Executive Officer and Director (Principal Executive Officer)
* ----- ROHIT KAPOOR	President, Chief Financial Officer and Director (Principal Financial and Accounting Officer)
* ----- STEVEN B. GRUBER	Chairman of the Board
* ----- BRADFORD E. BERNSTEIN	Director
* ----- EDWARD V. DARDANI	Director
* ----- JAMES C. HALE, III	Director
* ----- DAVID B. KELSO	Director
* ----- DR. MOHANBIR SAWHNEY	Director
* ----- GAREN K. STAGLIN	Director

*By: /s/ Vikram Talwar

Vikram Talwar, Attorney in Fact

INDEX TO EXHIBITS

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