

ExlService Holdings, Inc.  
Form 8-K  
December 15, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Sections 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): December 11, 2015**

**EXLSERVICE HOLDINGS, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**001-33089**  
**(Commission**

**File Number)**  
**280 Park Avenue, 38th Floor**

**82-0572194**  
**(I.R.S. Employer**

**Identification No.)**

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**New York, New York 10017**

**(Address of principal executive offices)**

**Registrant's telephone number, including area code: (212) 277-7100**

**NOT APPLICABLE**

**(Former name or address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the obligation of the registrant under any of the following provisions:

- .. Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On December 11, 2015, Mr. Mohanbir Sawhney notified the Chairman of the Board of Directors (the Board ) of ExlService Holdings, Inc. (the Company ), Mr. Garen Staglin, of Mr. Sawhney s decision to resign from the Board. Mr. Sawhney s resignation will take effect as of December 31, 2015. His resignation was not due to any disagreement with the Company.

On December 14, 2015, the Board, pursuant to recommendation from the Board s Nominating and Corporate Governance Committee, appointed Mr. Nitin Sahney to be a member of the Board, effective January 1, 2015. Mr. Sahney will serve as a Class III director, which directorship is the same class as the director whom he replaces. Mr. Sahney was also appointed to serve on the Board s Audit Committee and the Board s Nominating and Governance Committee. Mr. Sahney was most recently the President and Chief Executive Officer of Omnicare, Inc. The Board determined that Mr. Sahney satisfies the requirements pertaining to director independence under the applicable provisions of federal securities laws and the Marketplace Rules of the Nasdaq Global Select Market.

Mr. Sahney will be entitled to the compensation the Company offers its other non-executive directors, including annual retainers and equity compensation in the form of Company restricted stock units. For more information on the compensation of the Company s directors, please refer to the disclosure under the heading Director Compensation for Fiscal Year 2014 in the Company s Proxy Statement for its Annual Meeting of Stockholders held on June 19, 2015 (filed with the Securities and Exchange Commission on April 30, 2015).

A copy of the press release regarding Mr. Sahney s appointment is attached hereto as Exhibit 99.1 and is hereby incorporated by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit</b>	<b>Description</b>
99.1	Press Release, dated December 15, 2015.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**EXLSERVICE HOLDINGS, INC.**

(Registrant)

Date: December 15, 2015

By: /s/ Nancy Saltzman

Name: Nancy Saltzman

Title: Executive Vice President,

General Counsel and Secretary

**EXHIBIT INDEX**

<b>Exhibit</b>	<b>Description</b>
99.1	Press Release, dated December 15, 2015.