

ExlService Holdings, Inc.  
Form 8-K  
February 24, 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): February 24, 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**  
  
**New York, New York 10017**

**82-0572194**  
**(I.R.S. Employer**  
  
**Identification No.)**

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(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))

**2.02 Results of Operations and Financial Condition.**

On February 24, 2015, ExlService Holdings, Inc. (the Company) reported its results of operations for the three months and twelve months ended December 31, 2014. A copy of the press release issued by the Company concerning the foregoing is furnished herewith as Exhibit 99.1 and is incorporated herein by reference. The information provided in Item 2.02 of this report, including Exhibit 99.1, shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

**Item 8.01 Other Events.**

On February 24, 2015, the Company issued a press release announcing that the Company's Board of Directors authorized a three-year \$20 million annual common stock repurchase program. Shares may be purchased through December 31, 2017. A copy of the press release is attached as Exhibit 99.2 to this report and is incorporated by reference into this Item 8.01.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 99.1               | Press Release, dated February 24, 2015 (furnished pursuant to Item 2.02) |
| 99.2               | Press Release, dated February 24, 2015 (furnished pursuant to Item 8.01) |

**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: February 24, 2015

By: /s/ Nancy Saltzman  
Name: Nancy Saltzman  
Title: Executive Vice President,

General Counsel and Secretary

**EXHIBIT INDEX**

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