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): April 28, 2018

EXLSERVICE HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware	**001-33089**	**82-0572194**
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

280 Park Avenue, 38th Floor
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:

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

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter)

o Emerging growth company
o If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act

ITEM 1.01 Entry into a Material Definitive Agreement

On April 28, 2018, ExlService Holdings, Inc. (the "Company"), through its wholly owned subsidiary ExlService.com, LLC ("Buyer") and Buyer's wholly owned subsidiary ExlService Cayman Merger Sub ("Merger Sub"), entered into an Agreement of Merger (the "Merger Agreement") with SCIOInspire Holdings Inc. ("SCIO"), pursuant to which, at the closing (the "Closing") of the transactions contemplated in the Merger Agreement (collectively, the "Merger"), Merger Sub will merge with and into SCIO, with SCIO continuing as the surviving corporation and a wholly owned subsidiary of Buyer. The aggregate merger consideration is $240 million, subject to adjustment based on, among other things, SCIO's cash, debt, working capital position and other adjustments as of the Closing as set forth in the Merger Agreement. The Merger Agreement also contemplates that a portion of the merger consideration will be held in escrow for working capital and certain indemnifiable matters. Immediately prior to the consummation of the Merger, certain members of the senior management team of SCIO will exchange approximately $4 million in shares of SCIO for newly-issued shares of restricted common stock of the Company in a private exchange. This share exchange will reduce, dollar for dollar, the cash amount paid by the Company at Closing. The shares of the Company issued to each such senior management team members will be subject to a two-year lock-up period unless he or she is terminated without cause.

The Merger Agreement contains customary representations, warranties and covenants, including, among other things, covenants by SCIO and its subsidiaries to conduct their business and operations only in the ordinary course of business consistent with past custom and practice during the interim period between the execution of the Merger Agreement and the Closing, and not to take specified actions during such period. SCIO has also agreed not to, nor to allow its affiliates or representatives to, directly or indirectly encourage, solicit, initiate, facilitate or continue inquiries regarding third party acquisition proposals, or enter into discussions, negotiations or contracts relating to any third party acquisition proposal. SCIO has also agreed to convene a shareholders' meeting for the approval of the Merger by its shareholders within 10 business days from the signing of the Merger Agreement and use commercially reasonable efforts to obtain all consents required for the consummation of the Merger and complete the signing of certain pending customer contracts.

The Merger Agreement contains customary closing conditions, including, among other things, (i) related to the accuracy of the representations and warranties of the parties as of the date of Closing, (ii) the parties shall have performed and complied with in all material respects with all agreements, covenants and conditions required by the terms of the Merger Agreement to be performed at or prior to the date of Closing, (iii) there shall be no material contravention, conflict or material violation of laws on account of the Merger, (iv) the absence of the occurrence of a material adverse effect on SCIO's business, assets, condition or results of operation, (v) there shall be no law or order prohibiting the Merger, (vi) any waiting periods under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 with respect to the Merger shall have expired or been terminated, (vii) Buyer shall have obtained a Buyer's representation and warranty insurance policy related to damages suffered from certain breaches of SCIO's representations and warranties in the Merger Agreement, (viii) the requisite approval of the shareholders of SCIO shall have been obtained and (ix) the audited financials for 2017 for SCIO shall have been delivered.

The Merger Agreement contains certain other termination rights for each of Buyer and SCIO prior to the Closing, including (i) the right of Buyer or SCIO to terminate in the event of any breach of the Merger Agreement by the other party, subject to a cure period, (ii) the right of Buyer or SCIO to terminate in the event the Closing, or any of the conditions to a party's obligations to consummate the Merger, has not occurred or been satisfied on or prior to August 31, 2018, or (iii) termination by mutual consent of Buyer and SCIO.

In conjunction with the execution of the Merger Agreement, the Company entered into Voting Agreements with shareholders of SCIO holding in excess of the requisite shares whose consent are required to approve the Merger.

The foregoing description of the Merger Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Merger Agreement, which will be filed with the Company's Form 10-Q for the quarter ended June 30, 2018. A copy of the press release issued by the Company concerning the foregoing is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press release dated May 1, 2018

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.

Date: May 1, 2018

By: /S/ NANCY SALTZMAN

Name: Nancy Saltzman

Title: Executive Vice President, General Counsel and Secretary

Exhibit 99.1

EXL deepens investment in Healthcare and Analytics by signing a definitive agreement to acquire payment integrity and population risk management company SCIOInspire Holdings, Inc.

NEW YORK, May 1, 2018– EXL (NASDAQ: EXLS), a leading operations management and analytics company, today announced that it has signed a definitive agreement to acquire SCIOInspire® Holdings, Inc. (SCIO®), a West Hartford Connecticut-based leading healthcare analytics solution and services company (doing business as SCIO Health Analytics).

Rohit Kapoor, EXL Vice Chairman and Chief Executive Officer stated, "The acquisition will strengthen EXL's capability in the high growth cost optimization and care optimization markets. SCIO's analytical tools and expertise in healthcare claims payment and care optimization expands EXL's market-leading advanced analytics and healthcare capabilities. Combining the talented team at SCIO to our team of 2,000+ clinicians and 3,000+ data scientists worldwide significantly increases our ability to scale to meet the needs of larger clients and increases our reach into pharmacy benefit managers, healthcare providers and life sciences companies."

"SCIO is dedicated to driving positive change by helping our clients effectively manage the transition to value-based care," said Siva Namasivayam, Founder and Chief Executive Officer, SCIO. "We are excited to join EXL, a world-class operations management and analytics Company and a recognized leader in healthcare analytics. Together, our combined synergies and innovation in end-to-end cost recovery, care management and population risk management delivers powerful solutions to our clients – helping healthcare organizations achieve optimal outcomes while reducing the total cost of care."

For more than 10 years SCIO has been driving care and reimbursement optimization for its clients through its leading healthcare analytics solutions and services. SCIO's unique 360° view of the patient, provider and claim is informed by deep clinical, payment, analytics and data expertise. Through the use of integrated healthcare data, proprietary analytics, innovative technologies and flexible delivery methodologies, SCIO transforms data into actionable insights and proven outcomes. SCIO's significant early investors include Sequoia India, Health Enterprise Partners and Saama Capital.

The aggregate merger consideration is $240 million, subject to adjustment based on, among other things, SCIO's cash, debt, working capital position and other adjustments set forth in the Merger Agreement. EXL intends to fund the purchase with available cash on hand and borrowing from its credit facility. The acquisition is anticipated to close in the next three months, subject to the fulfillment of certain closing conditions, including regulatory and other customary consents.

TripleTree, LLC served as the exclusive strategic and financial advisor to SCIO in the transaction.

About EXL

EXL (NASDAQ: EXLS) is a leading operations management and analytics company that designs and enables agile, customer-centric operating models to help clients improve their revenue growth and profitability. Our delivery model provides market-leading business outcomes using EXL's proprietary Business EXLerator Framework®, cutting-edge analytics, digital transformation and domain expertise. At EXL, we look deeper to help companies improve global operations, enhance data-driven insights, increase customer satisfaction, and manage risk and compliance. EXL serves the insurance, healthcare, banking and financial services, utilities, travel, transportation and logistics industries. Headquartered in New York, New York, EXL has more than 27,000 professionals in locations throughout the United States, Europe, Asia (primarily India and Philippines), Colombia, Australia and South Africa. For more information, visit www.exlservice.com.

About SCIO®

SCIO is a leading health analytics solution and services company serving over 100 healthcare organizations representing over 130 million covered lives across the continuum including providers, health plans, PBMs, employers, health services and global life sciences companies. Headquartered in West Hartford, Connecticut, SCIO has more than 1,100 professionals in locations throughout the United States, the United Kingdom and India.

SCIO provides scalable predictive analytic solutions and services that transform data into actionable insights, helping healthcare organizations identify opportunities and prescribe actions to drive operational performance and address the healthcare waste epidemic while improving care quality. SCIO is dedicated to helping our clients achieve outcomes and decrease total cost of care. For more information visit: www.sciohealthanalytics.com

Continuing Statement Regarding Forward-Looking Statements *This press release contains forward-looking statements. You should not place undue reliance on those statements because they are subject to numerous uncertainties and factors relating to EXL's operations and business environment, all of which are difficult to predict and many of which are beyond EXL's control. Forward-looking statements include information concerning EXL's possible or assumed future results of operations, including descriptions of its business strategy. These statements may include words such as "may," "will," "should," "believe," "expect," "anticipate," "intend," "plan," "estimate" or similar expressions. These statements are based on assumptions that we have made in light of management's experience in the industry as well as its perceptions of historical trends, current conditions, expected future developments and other factors it believes are appropriate under the circumstances. You should understand that these statements are not guarantees of performance or results. They involve known and unknown risks, uncertainties and assumptions. Although EXL believes that these forward-looking statements are based on reasonable assumptions, you should be aware that many factors could affect EXL's actual financial results or results of operations and could cause actual results to differ materially from those in the forward-looking statements. These factors, which include our ability to successfully close and integrate strategic acquisitions, are discussed in more detail in EXL's filings with the Securities and Exchange Commission, including EXL's Annual Report on Form 10-K. These risks could cause actual results to differ materially from those implied by forward-looking statements in this release. You should keep in mind that any forward-looking statement made herein, or elsewhere, speaks only as of the date on which it is made. New risks and uncertainties come up from time to time, and it is impossible to predict these events or how they may affect EXL. EXL has no obligation to update any forward-looking statements after the date hereof, except as required by federal securities laws.*

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