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

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**FORM 8-K**

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

Date of Report (Date of earliest event reported): September 7, 2018

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**EXLSERVICE HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

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Delaware  
(State or other jurisdiction  
of incorporation)

001-33089  
(Commission  
File Number)

82-0572194  
(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)

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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))

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)

- Emerging growth company
  - 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
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Effective September 7, 2018, pursuant to recommendation from the Board's Nominating and Governance Committee, the Board of Directors (the "Board") of ExlService Holdings, Inc. (the "Company") appointed Jaynie Miller Studenmund to be a member of the Board, to serve as a Class I director. Ms. Studenmund was also appointed to serve on the Board's Audit Committee and the Board's Compensation Committee. Ms. Studenmund serves as a director for CoreLogic, Inc. and Pinnacle Entertainment, Inc., and previously served as Chief Operating Officer of Overture Services, Inc. In connection with Ms. Studenmund's appointment the Company expanded the size of the Board from eight to nine directors.

Ms. Studenmund 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 2017" in the Company's Proxy Statement for its Annual Meeting of Stockholders held on June 15, 2018 (filed with the Securities and Exchange Commission on April 27, 2018).

A copy of the press release announcing Ms. Studenmund's appointment is attached hereto as Exhibit 99.1 and is hereby incorporated by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit</u>	<u>Description</u>
<a href="#">99.1</a>	<a href="#">Press Release, dated September 13, 2018.</a>

**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: September 13, 2018

By: /s/ Ajay Ayyappan  
Name: Ajay Ayyappan  
Title: Deputy General Counsel and Corporate Secretary

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**EXL Announces Appointment of Jaynie Studenmund to Board of Directors**

**NEW YORK, September 13, 2018** — EXL (NASDAQ: EXLS), a leading operations management and analytics company, today announced that Jaynie Studenmund, a seasoned executive with significant experience advising and leading digital companies, has been appointed to the Company's Board of Directors as an independent director effective September 7, 2018. Ms. Studenmund will also be a member of the Audit and Compensation committees of the Board.

"EXL will greatly benefit from Jaynie's superior track record as a director of companies that have been early adopters of digital technology and the disruption of business models such as LifeLock, Orbitz, aQuantive and eHarmony." said Garen Staglin, Chairman of the Board of EXL. "We look forward to the addition of Jaynie to our Board and her contributions, insights and business judgement in EXL's governance process."

Rohit Kapoor, Vice Chairman and Chief Executive Officer of EXL, said, "We are excited to welcome Jaynie to our Board of Directors. Her experience in the practical application of taking digital technologies to scale will be extremely important as we continue to apply Digital Intelligence to client operations to help them improve outcomes from transformation."

Ms. Studenmund's early career was in financial services where she ultimately became the EVP & Head of Consumer Business for three of the largest banks in the U.S. She then led several influential internet businesses at the height of the early 2000s technology boom. This included Overture Services, where she was the Chief Operating Officer and which was a pioneer in paid search and SEM, transforming online advertising and becoming a global company. Overture grew from \$100 million to \$1.2 billion in three years before being sold to Yahoo!.

She currently serves on two other public boards: Corelogic, Inc. (NYSE: CLGX), where she is an Independent Director and member of its Compensation and Nominating and Corporate Governance committees, and Pinnacle Entertainment, Inc. (NASDAQ: PNK), where she is an Independent Director, Chair of the Compensation committee and a member of the Compliance committee. Ms. Studenmund also serves as a trustee for funds of Western Asset Management.

Ms. Studenmund has an MBA from Harvard University and graduated from Wellesley College with a BA in Economics. She is a NACD Board Leadership Fellow.

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**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 28,000 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](http://www.exlservice.com).

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