
**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)

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)

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))
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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.

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

<u>Exhibit</u>	<u>Description</u>
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

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

EXL Announces Appointment of Nitin Sahney to Board of Directors

Dr. Mohanbir Sawhney to Retire From the Board Following Ten Years of Service

NEW YORK, December 15, 2015 - EXL (NASDAQ:EXLS), a leading business process solutions company, today announced that Nitin Sahney, the former President and CEO of Omnicare Inc. and a seasoned executive in the healthcare industry, has been appointed to the Company's Board of Directors as an independent director effective January 1, 2016. The appointment of Nitin Sahney follows the decision by Dr. Mohanbir Sawhney to retire from the Board of Directors effective December 31, 2015 following ten years of dedicated service.

Sahney will serve on the Audit and Nominating & Governance Committees filling the positions held by Dr. Sawhney.

Garen Staglin, Chairman of the Board of EXL, said "On behalf of the entire Board, we welcome Nitin and express our sincere appreciation to Mohanbir for his insights, guidance and marketing expertise over the last ten years. Mohanbir's knowledge, judgment and vision have been very integral to the success of the Company. We look forward to Nitin adding his significant experience leading a public company and knowledge of the healthcare industry to our Board and becoming a key contributor helping shape EXL's strategy and vision."

Rohit Kapoor, Vice Chairman and Chief Executive Officer, said "Mohanbir has played an invaluable role on our Board of Directors. With his wisdom and business acumen, he has been an important contributor to EXL's growth and success. We wish him great success in his future endeavors. We are excited to welcome Nitin as a member of our Board of Directors. We look forward to benefiting from his extensive experience in the healthcare industry which is undergoing structural changes. Nitin's operating knowledge will be extremely valuable as we continue to leverage our operations management, clinical expertise and analytics expertise in healthcare."

Prior to Omnicare, Sahney was a healthcare industry executive, managed a healthcare investment fund, and was the founder and CEO of RxCrossroads, a specialty pharmaceutical company. He also held a series of leadership positions with Cardinal Healthcare. Sahney graduated with a Bachelor of Arts in Economics from Punjab University and a Master of Business Administration from Clarion University.

Dr. Mohanbir Sawhney stated, "It has been a pleasure to serve on the EXL Board of Directors for the past ten years. I have enjoyed watching EXL evolve from a newly public company to the sophisticated, dynamic company it is today. I believe that EXL has the right leadership and strategic focus to drive the next phase of its growth. I wish the company continued success."

About EXL

EXL (NASDAQ: EXLS) is a leading business process solutions company that looks deeper to drive business impact through integrated services and industry knowledge. EXL provides operations management, analytics and technology platforms to organizations in insurance, healthcare, banking and financial services, utilities, travel, and transportation and logistics, among others. We work as a strategic partner to help our clients streamline business operations, improve corporate finance, manage compliance, create new channels for growth and better adapt to change. Headquartered in New York and in business since 1999, EXL has approximately 23,500 professionals in locations throughout the U.S., Europe, Asia, Latin America and South Africa. For more information, visit www.exlservice.com.

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