

**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): August 1, 2023

EXLSERVICE HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

001-33089
(Commission
File Number)

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

**320 Park Avenue, 29th Floor,
New York, New York**
(Address of principal executive offices)

10022
(Zip code)

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 filing 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

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.001 par value per share	EXLS	NASDAQ

Item 3.03. Material Modification to Rights of Security Holders.

On August 1, 2023, ExlService Holdings, Inc. (the “**Company**”), filed with the Secretary of State of the State of Delaware a Certificate of Amendment (the “**Amendment**”) to the Company’s Amended and Restated Certificate of Incorporation, as amended, to (i) effect a 5-for-1 forward stock split (the “**Stock Split**”) of the Company’s common stock, \$0.001 par value (the “**Common Stock**”), and (ii) effect a corresponding increase in the number of the Company’s authorized shares of Common Stock from 100,000,000 to 400,000,000 (the “**Share Increase**”). The Stock Split and Share Increase became effective on August 1, 2023, and the Common Stock is expected to begin trading on the Nasdaq Global Select Market on a post-split basis on August 2, 2023.

As a result of the Stock Split, every share of Common Stock issued and outstanding, as well as Common Stock held by the Company in treasury, will be converted into five (5) shares of Common Stock. Stockholders of record as of July 25, 2023 are expected to receive the additional shares after the close of business on August 1, 2023. There will be no change to the Common Stock’s par value per share, CUSIP number or Nasdaq ticker symbol of “EXLS”.

Outstanding equity-based awards, warrants and other equity rights were proportionately adjusted pursuant to their terms and the number of shares of Common Stock reserved for issuance upon vesting of restricted stock units or exercise of stock options and warrants were adjusted proportionately. No fractional shares will be issued as a result of the Stock Split.

The foregoing description of the Amendment, the Stock Split and the Share Increase set forth above does not purport to be complete and is qualified in its entirety by reference to the Amendment. A copy of the Amendment is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

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

The disclosures set forth in Item 3.03 of this Current Report on Form 8-K are incorporated into this Item 5.02 by reference.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

The disclosures set forth in Item 3.03 of this Current Report on Form 8-K are incorporated into this Item 5.03 by reference.

Item 9.01. Financial Statement and Exhibits.**(d) Exhibits.**

The following exhibits are filed herewith:

<u>Number</u>	<u>Description</u>
3.1	Certificate of Amendment to Amended and Restated Certificate of Incorporation of ExlService Holdings, Inc.
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within the inline XBRL document)

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 hereunto duly authorized.

EXLSERVICE HOLDINGS, INC.
(Registrant)

Date: August 1, 2023

By: /s/ Ajay Ayyappan
Name: Ajay Ayyappan
Title: Executive Vice President,
General Counsel and Secretary

CERTIFICATE OF AMENDMENT
TO AMENDED AND RESTATED CERTIFICATE OF
INCORPORATION OF
EXLSERVICE HOLDINGS, INC.

I, the undersigned, being the officer designated by the board of directors to execute this Certificate of Amendment to the Amended and Restated Certificate of Incorporation, as amended (the "Amended and Restated Certificate of Incorporation"), of ExlService Holdings, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware do hereby certify:

FIRST: By unanimous written consent of the Corporation's Board of Directors, resolutions were duly adopted setting forth a proposed amendment to the Amended and Restated Certificate of Incorporation, declaring said amendment to be advisable and directing that the amendment be considered at the next annual meeting of the stockholders of the Corporation.

The amendments to the Amended and Restated Certificate of Incorporation as set forth in such resolutions, are as follows:

1. Section 4.1 of the Amended and Restated Certificate of Incorporation is hereby amended and restated in its entirety to read as follows:

"4.1 Number of Shares. The Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares of all classes of stock which the Corporation shall have authority to issue is 415,000,000 shares, consisting of (i) 400,000,000 shares of Common Stock, \$0.001 par value per share ("Common Stock") and (ii) 15,000,000 shares of Preferred Stock, \$0.001 par value per share ("Preferred Stock"), of which 45,833.36 are designated as Series A Preferred Stock ("Series A Preferred Stock")."

2. Section 4.2 of the Amended and Restated Certificate of Incorporation is hereby amended and restated in its entirety to read as follows:

"4.2 Stock Split. Without any other action on the part of the Corporation or any other person, effective August 1, 2023 (the "Effective Time"), (i) each share of Common Stock issued and outstanding, and each share of Common Stock held as treasury stock, as of such time (the "Pre-Split Common Stock") shall automatically, without further action on the part of the Corporation or any holder of Pre-Split Common Stock, convert into five fully paid and nonassessable shares of Common Stock, \$0.001 par value per share, reflecting a 5-for-1 stock split. The conversion described in the foregoing sentence shall be referred to herein as the "Stock Split". No script or fractional shares of Common Stock shall be issued upon the Stock Split, and the par value of the Common Stock shall not be affected. At the Effective Time, each holder of Common Stock shall automatically hold the number of Pre-Split Common Stock shares held by such holder

multiplied by five. From and after the Effective Time, any stock certificates that, immediately prior to the Effective Time, represented the shares of Pre-Split Common Stock shall, from and after the Effective Time, automatically and without the necessity of presenting the same for exchange, represent the number of shares of Common Stock into which such Pre-Split Common Stock has been converted in the Stock Split. Whenever any fractional shares of Common Stock would otherwise be required to be issued or distributed, the actual issuance or distribution shall reflect a rounding of such fraction to the nearest whole share of Common Stock (rounded down).”

SECOND: That said amendments were duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware. The foregoing amendments shall be effective upon filing with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by a duly authorized officer of the Corporation as of this 1st day of August, 2023.

EXLSERVICE HOLDINGS, INC.

By: /s/ Rohit Kapoor

Name: Rohit Kapoor

Title: Chief Executive Officer, Vice-Chairman and Director