
**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 30, 2014

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 30, 2014, the Board of Directors (the “Board”) of ExlService Holdings, Inc. (the “Company”), pursuant to recommendation from the Board’s Nominating and Corporate Governance Committee, appointed Deborah Kerr to be a member of the Board, effective January 1, 2015. Ms. Kerr was also appointed to serve on the Board’s Audit Committee and the Board’s Compensation Committee. Ms. Kerr is currently the Executive Vice President, Chief Product and Technology Officer at Sabre Corporation. The Board determined that Ms. Kerr 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.

Ms. Kerr 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 2013” in the Company’s Proxy Statement for its Annual Meeting of Stockholders held on June 20, 2014 (filed with the Securities and Exchange Commission on April 30, 2014).

A copy of the press release announcing Ms. Kerr’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 January 5, 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: January 5, 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 January 5, 2015.

EXL Elects Deborah Kerr to Board of Directors

NEW YORK, January 5, 2014 — EXL (NASDAQ: EXLS), a leading business process solutions company, today announced that it has elected Deborah Kerr to its Board of Directors effective January 1, 2015. Since 2013, Deborah has served as the Executive Vice President, Chief Product and Technology Officer at Sabre Corporation. She was also formerly a senior technology executive at FICO, Hewlett Packard and Peregrine Systems, after a 10-year career at Jet Propulsion Laboratory. Kerr will be a member of EXL's Audit and Compensation committees.

"Deborah is a leader in integrating state-of-the-art technologies for highly complex, global organizations as demonstrated by her successful career at Sabre, FICO and Hewlett Packard. We are delighted to welcome her to our Board of Directors," said Garen Staglin, Chairman of EXL's Board of Directors. "EXL will greatly benefit from her insights and expertise as we see increased demand for the integration of technology and analytics into our business process solutions."

Rohit Kapoor, Vice-Chairman and CEO of EXL, commented on Deborah's election, "Throughout her career, Deborah has led global technology organizations that have delivered products and services to grow revenue, enhance profitability and improve customer satisfaction. With the launch of our Business EXLerator Framework, the increasing importance of BPaaS delivery and the introduction of technology-enabled products into our operations management services, Deborah's experience will be extremely valuable as we continue to create innovative solutions for our clients."

Kerr earned her MS in Computer Science from Azusa Pacific University and graduated from California State University, Northridge with a BA in Psychology.

Kerr is currently an Independent Director of D+H Corporation and serves as a member of its Audit and Human Resources and Compensation Committees. She recently served for approximately four years as a Director of privately held Mitchell Systems, which provides technology solutions to the Property and Casualty industries and was sold to private equity.

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, decision 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 more than 23,000 professionals in locations throughout the U.S., Europe and Asia. For more information, visit www.exlservice.com.

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