

Edgar Filing: ExlService Holdings, Inc. - Form 8-K

ExlService Holdings, Inc.
Form 8-K
October 26, 2007

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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): October 24, 2007

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.) |

350 PARK AVENUE
NEW YORK, NEW YORK 10022
(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 filing obligation of the registrant under any of the following provisions (SEE General Instruction A.2. below):

- Written communications 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 5.03. AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN

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FISCAL YEAR.

On October 24, 2007, the Board of Directors of ExlService Holdings, Inc. (the "Company") amended and restated the Company's Amended and Restated By-laws, effective as of October 24, 2007, to amend Article 7 thereof to allow for the issuance of uncertificated shares of the Company's stock. The amendment makes the Company's shares of common stock eligible for inclusion in the Direct Registration Program, as required by Section 4350 of the Nasdaq Stock Exchange's Marketplace Rules, which allows investors to have securities registered in their names without the issuance of physical certificates and allows investors to electronically transfer securities to broker-dealers in order to effect transactions without the risks and delays associated with transferring physical certificates.

The full text of the Second Amended and Restated By-laws is filed as Exhibit 3.1 to this Current Report, and Article 7 therein is incorporated herein by reference.

Item 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

| Exhibit No. ----- | Description ----- |
|----------------------|--|
| 3.1 | Second Amended and Restated By-laws, as amended effective October 24, 2007 |

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: October 26, 2007

By: /s/ Amit Shashank

Name: Amit Shashank
Title: Vice President, General Counsel
and Corporate Secretary

EXHIBIT INDEX

| Exhibit No. ----- | Description ----- |
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