

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

**FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

TaskUs, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

7374
(Primary Standard Industrial
Classification Code Number)

83-1586636
(I.R.S. Employer
Identification No.)

1650 Independence Drive, Suite 100
New Braunfels, Texas 78132
Telephone: (888) 400-8275
(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

Jeffrey Chugg
Vice President, Legal
TaskUs, Inc.
1650 Independence Drive, Suite 100
New Braunfels, Texas 78132
Telephone: (888) 400-8275
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Joshua Ford Bonnie
Edgar J. Lewandowski
Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, New York 10017
Telephone: (212) 455-2000

Byron B. Rooney
Emily Roberts
Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, New York 10017
Telephone: (212) 450-4000

Approximate date of commencement of the proposed sale of the securities to the public: **As soon as practicable after the Registration Statement is declared effective.**

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. File No. 333-260326

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price(1)(2)	Amount of Registration Fee
Class A Common Stock, par value \$0.01 per share(3)	2,389,102	\$63.50(2)	\$151,707,977	\$14,063.33

(1) Includes 311,622 shares of Class A common stock that are subject to the underwriters' option to purchase additional shares.

(2) Estimated solely for the purpose of determining the amount of the registration fee in accordance with Rule 457(a) under the Securities Act of 1933.

(3) The shares of Class A common stock being registered hereunder are in addition to the 11,500,000 shares of Class A common stock registered pursuant to the Registrant's Registration Statement on Form S-1 (File No. 333-260326).

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) promulgated under the Securities Act.

**EXPLANATORY NOTE AND INCORPORATION OF
CERTAIN INFORMATION BY REFERENCE**

This Registration Statement on Form S-1 is being filed with the Securities and Exchange Commission (the "Commission") pursuant to Rule 462(b) under the Securities Act of 1933, as amended, by TaskUs, Inc. (the "Registrant"). This Registration Statement incorporates by reference the contents of, including all exhibits to, the Registrant's Registration Statement on Form S-1 (File No. 333-260326), as amended, which was declared effective by the Commission on October 20, 2021.

The Registrant hereby (i) undertakes to pay the Commission the filing fee set forth on the cover page of this Registration Statement by a wire transfer of such amount as soon as practicable (but no later than the close of business on October 21, 2021) and (ii) certifies that it has sufficient funds in the relevant account to cover the amount of such filing fee.

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
5.1	<u>Opinion of Simpson Thacher & Bartlett LLP (filed as Exhibit 5.1 to the Registration Statement on Form S-1 filed by the Registrant on October 18, 2021 (File No. 333-260326) and incorporated herein by reference)</u>
23.1	<u>Consent of KPMG LLP</u>
23.2	<u>Consent of Simpson Thacher & Bartlett LLP (included as part of Exhibit 5.1)</u>
24.1	<u>Power of Attorney (included in the signature page to the Registration Statement on Form S-1 filed by the Registrant on April 12, 2021 (File No. 333-260326) and incorporated herein by reference)</u>

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New Braunfels, State of Texas, on the 20th day of October, 2021.

TASKUS, INC.

By: /s/ Bryce Maddock
Name: Bryce Maddock
Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated on the 20th day of October, 2021.

Signature	Title
<u>/s/ Bryce Maddock</u> Bryce Maddock	Chief Executive Officer and Director (principal executive officer)
*	
<u>Jaspar Weir</u>	President and Director
*	
<u>Amit Dixit</u>	Director
*	
<u>Susir Kumar</u>	Director
*	
<u>Mukesh Mehta</u>	Director
*	
<u>Jacqueline Reses</u>	Director
*	
<u>Kelly Tuminelli</u>	Director
*	
<u>Balaji Sekar</u>	Chief Financial Officer (principal financial officer)
*	
<u>Steven Amaya</u>	Vice President—Finance (principal accounting officer)

* By: /s/ Bryce Maddock
Name: Bryce Maddock
Title: Attorney-in-fact

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated March 23, 2021, except for Note 2(w), as to which the date is May 6, 2021, and except for Note 2(a), as to which the date is September 17, 2021, with respect to the consolidated financial statements of TaskUs, Inc. (formerly known as TU Topco, Inc.), included herein.

/s/ KPMG LLP

Los Angeles, California

October 20, 2021