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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

TaskUs, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 - Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
 - (4) Proposed maximum aggregate value of transaction:
 - (5) Total fee paid:
 - Fee paid previously with preliminary materials.
 - Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid:
 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:
 - (4) Date Filed:
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The following questions and answers list was used with employees of TaskUs, Inc. on May 9, 2025.

Employee Q&A

1. What was announced?

- We announced that the Company has entered into an agreement under which our Co-Founders Bryce Maddock and Jaspur Weir, in partnership with Blackstone, will acquire TaskUs and operate it as a private company.
- We expect the transaction will close in the second half of 2025, subject to customary closing conditions and approvals, including the receipt of required regulatory and stockholder approvals.

2. What does it mean to become a private company?

- Following completion of the transaction, our common stock will no longer be listed on any public market.
- As we continue to seek to scale and grow, we believe that operating as a private company will allow us greater flexibility to make long-term investments in our business.
- While this will be a change in the Company's ownership structure, our frontline-first culture and focus on serving clients won't change.
- Until the transaction is completed, which we expect to occur in the second half of 2025, TaskUs remains a publicly traded company, and we are operating as usual.

3. Why is TaskUs going private?

- This strategic transaction with the Buyer Group will enable TaskUs to make the long-term investments to better support both our own business and our clients as we scale and adapt in the AI age.

4. Who is Blackstone and what will their role be moving forward?

- Blackstone is the world's largest alternative asset manager and seeks to deliver compelling returns for institutional and individual investors by strengthening the companies in which the firm invests.
- Following the close of the transaction, Blackstone's partnership will equip TaskUs with additional flexibility and resources to make the long-term investments in AI capabilities that will be needed to enhance the customer value proposition in the fast-changing environment brought upon by AI.

5. What does this transaction mean for teammates?

- We believe this transaction will provide the Company and teammates with greater flexibility to support and deliver for our clients.
- However, this announcement is just the first step.
- Until the transaction closes, it remains business as usual, and our focus should be on serving our clients.

6. Will there be changes to my day-to-day responsibilities?

- Until the transaction closes, this news has no impact on day-to-day responsibilities or reporting structure.
- As always, our focus should be on serving our clients.

7. Will there be any changes to employee salaries, compensation or benefits as a result of this transaction? Will the bonus program for 2025 change?

- Nothing is changing today as a result of this announcement.
 - There will be no change to the 2025 bonus program.
 - Until the transaction closes, we will continue to operate under our current compensation and benefits programs.
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8. Will there be layoffs as a result of this transaction?

- Nothing is changing today as a result of this announcement.
- Until the close of the transaction, this news has no impact on our daily operations.
- As always, we will continue to evaluate the needs of our business to ensure that TaskUs is positioned to best serve our clients.

9. How does this impact teams outside of the U.S.?

- Nothing is changing today as a result of this announcement.
- Until the close of the transaction, this news has no impact on our daily operations.

10. What will Bryce and Jaspar's roles be? What does this mean for the management team?

- Following the close of the transaction, Bryce and Jaspar will continue to serve in their roles as Chief Executive Officer and President, respectively.

11. Will there be changes to TaskUs' name or brand?

- We will continue to operate under the TaskUs name and brand.

12. What happens to my Company stock?

- Upon closing of the transaction, TaskUs stockholders will be entitled to receive \$16.50 per share in cash.
- All shares of TaskUs stock will be purchased in the transaction in exchange for the per-share sale transaction price.

13. What will happen to TaskUs' PSUs / RSUs / stock options?

- If you hold vested and unexercised stock options as of immediately prior to the closing of the transaction, such options will be cancelled and you will become entitled to receive a cash payment equal to the transaction consideration of \$16.50 per share, less the exercise price per share, multiplied by the number of shares subject to such option, which will be made through payroll shortly following closing. If you hold unvested options as of immediately prior to the closing, such options will continue to remain outstanding and subject to the same terms and conditions as were applicable before closing (except for changes to terms rendered inoperative or no longer applicable due to TaskUs ceasing to be a publicly traded company or for such other administrative or ministerial changes). Any options (whether vested or unvested) that you hold immediately prior to the closing that are underwater based on the transaction consideration of \$16.50 per share will be cancelled for no consideration.
- For any RSUs, PSUs or Options which have vested prior to the closing of the transaction, your shares will be purchased for \$16.50 per share (less the strike price for Options). For all RSUs, PSUs or Options that have not vested prior to the closing of the transaction, the awards will continue to vest into the now private company on generally the same terms as outlined in the original award agreement except that any underwater Options will expire at the closing.

14. As an employee, can I continue to buy / sell TaskUs stock until close?

- Yes, you can continue to trade TaskUs stock, subject to the restrictions that are already in place.
 - This transaction does not impose any additional restrictions on your ability to buy or sell TaskUs stock.
 - We will continue to operate as a public company and employees are subject to all trading windows and restrictions until the transaction closes.
 - If you have additional questions, please refer to the Company's Securities Trading Policy and resources available regarding equity.
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15. What should I tell clients, vendors and suppliers if they ask me about this announcement?

- If clients / vendors / suppliers ask, you can tell them that nothing is changing today and share our excitement about the future of TaskUs and the opportunities we have to advance the Company's AI capabilities and deliver even more powerful solutions.

16. What do I do if I am approached by media, an analyst or another third party?

- If you are contacted by the press, investors or another third party, please forward any inquiries to Trent Thrash, [REDACTED] and Ramya Kumaraswamy, [REDACTED], who will handle on the Company's behalf.

17. What happens next?

- It's important to note that we are not a private company today.
- We expect the transaction to close in the second half of 2025, subject to customary closing conditions and approvals, including the receipt of required regulatory and stockholder approvals.
- In the meantime, we remain a publicly traded company and will continue operating as usual.
- As always, our focus should be on serving our clients.
- We are committed to making this a seamless transition. We will keep you informed throughout this process.

18. Who can I contact if I have questions?

- If you have additional questions, please reach out to your direct manager.
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Additional Information and Where to Find It

This communication may be deemed to be solicitation material in respect of the proposed acquisition of the Company by Breeze Merger Corporation. In connection with the proposed transaction, the Company intends to file relevant materials with the Securities and Exchange Commission (the “SEC”), including the Company’s proxy statement in preliminary and definitive form. In addition, the Company and certain affiliates of the Company intend to jointly file a transaction statement on Schedule 13E-3 (the “Schedule 13E-3”). INVESTORS AND STOCKHOLDERS OF THE COMPANY ARE URGED TO READ ALL RELEVANT DOCUMENTS FILED WITH THE SEC, INCLUDING THE COMPANY’S PROXY STATEMENT AND SCHEDULE 13E-3 (IF AND WHEN THEY BECOME AVAILABLE), BECAUSE THEY CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION. Investors and security holders are or will be able to obtain the documents (if and when available) free of charge either from the SEC’s website at www.sec.gov, or from the Company’s Investor Relations webpage at ir.taskus.com.

Participants in the Solicitation

The Company and its directors, executive officers and other members of management and employees, under SEC rules, will be deemed to be “participants” in the solicitation of proxies from stockholders of the Company in favor of the proposed transaction. Information about the Company’s directors and executive officers is set forth in the Company’s Proxy Statement on Schedule 14A for its 2025 Annual Meeting of Shareholders, which was filed with the SEC on April 8, 2025 (available [here](#)), under the sections “Executive and Director Compensation”, “Beneficial Ownership of Securities” and “Certain Relationships and Related Person Transactions”. To the extent holdings of the Company’s securities by its directors or executive officers have changed since the amounts set forth in such 2025 proxy statement, such changes have been or will be reflected on Initial Statements of Beneficial Ownership on Form 3 or Statements of Change in Ownership on Form 4 filed with the SEC.

Additional information concerning the interests of the Company’s participants in the solicitation, which may, in some cases, be different than those of the Company’s stockholders generally, will be set forth in the Company’s proxy statement relating to the proposed transaction when it becomes available.

Forward-Looking Statements

This communication contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include all statements that are not historical facts, and further include, without limitation, statements reflecting the Company’s current views with respect to, among other things, the Company’s operations, the Company’s financial performance, the Company’s industry, the impact of the macroeconomic environment on the Company’s business, and other non-historical statements. In some cases, you can identify these forward-looking statements by the use of words such as “outlook,” “believes,” “expects,” “potential,” “continues,” “may,” “will,” “should,” “could,” “would,” “seeks,” “predicts,” “intends,” “trends,” “plans,” “estimates,” “anticipates,” “position us” or the negative version of these words or other comparable words. Such forward-looking statements are subject to various risks and uncertainties. Accordingly, there are or will be important factors that could cause actual outcomes or results to differ materially from those indicated in these statements. These factors include but are not limited to: the risk that the proposed transaction may not be completed in a timely manner or at all; the failure to receive, on a timely basis or otherwise, the required approvals of the proposed transaction by the Company’s stockholders; the possibility that any or all of the various conditions to the consummation of the proposed transaction may not be satisfied or waived, including the termination or expiration of any required waiting periods under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended; the possibility that competing offers or acquisition proposals for the Company will be made; the occurrence of any event, change or other circumstance that could give rise to the termination of the definitive transaction agreement relating to the proposed transaction, including in circumstances which would require the Company to pay a termination fee; the effect of the announcement or pendency of the proposed transaction on the Company’s ability to attract, motivate or retain key executives and associates, its ability to maintain relationships with its customers, vendors, service providers and others with whom it does business, or its operating results and business generally; the potential impact of certain provisions of the merger agreement on the Company’s liquidity and ability to fund its operations during the pendency of the proposed transaction; risks related to the proposed transaction diverting management’s attention from the Company’s ongoing business operations; the risk of shareholder litigation in connection with the proposed transaction, including resulting expense or delay; the dependence of the Company’s business on key clients; the risk of loss of business or non-payment from clients; the Company’s failure to cost-effectively acquire new clients; the risk that the Company may provide inadequate service or cause disruptions in the Company’s clients’ businesses or fail to comply with the quality standards required by the Company’s clients under the Company’s agreements; the Company’s inability to anticipate clients’ needs by adapting to market and technology trends; utilization of artificial intelligence by the Company’s clients or the Company’s failure to incorporate artificial intelligence into its operations; unauthorized or improper disclosure of personal or other sensitive information, or securities breaches and incidents; negative publicity or liability or difficulty recruiting and retaining employees; the Company’s failure to detect and deter criminal or fraudulent activities or other misconduct by its employees or third parties; global economic and political conditions, especially in the social media and meal delivery and transport industries from which the Company generates significant revenue; the dependence of the Company’s business on its international operations, particularly in the Philippines and India; the Company’s failure to comply with applicable data privacy and security laws and regulations; fluctuations against the U.S. dollar in the local currencies in the countries in which the Company operates; the Company’s inability to maintain and enhance its brand; competitive pricing pressure; the Company’s dependence on senior management and key employees; increases in employee expenses and changes to labor laws; failure to attract, hire, train and retain a sufficient number of skilled employees to support operations; the Company’s inability to effectively expand its operations into countries or industries in which the Company has no prior operating experience and in which the Company may be subject to increased business, economic and regulatory risks; reliance on owned and third-party technology and computer systems; and failure to maintain asset utilization levels, price appropriately and control costs; the control of affiliates of Blackstone Inc. and the Company’s Co-Founders over the Company; the dual class structure of the Company’s common stock; and the volatility of the market price of the Company’s Class A common stock. Additional risks and uncertainties include but are not limited to those described under “Risk Factors” in the Company’s Annual Report on Form 10-K for the year ended December 31, 2024 filed with the SEC on March 6, 2025, as such factors may be updated from time to time in the Company’s filings with the SEC, which are accessible on the SEC’s website at www.sec.gov. These factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements that are included in the Company’s SEC filings. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future developments or otherwise, except as required by law.