

WNS (HOLDINGS) LTD  
Form 6-K  
February 10, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 6-K**

**Report of Foreign Private Issuer**  
**Pursuant to Rule 13a-16 or 15d-16 of**  
**the Securities Exchange Act of 1934**

**For the month of February 2012**

**Commission File Number 001 32945**

**WNS (HOLDINGS) LIMITED**

**(Exact name of registrant as specified in the charter)**

**Not Applicable**

**(Translation of Registrant's name into English)**

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**Jersey, Channel Islands**

(Jurisdiction of incorporation or organization)

**Gate 4, Godrej & Boyce Complex**

**Pirojshanagar, Vikhroli (W)**

**Mumbai 400 079, India**

**+91-22-4095-2100**

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether the Registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No

If  Yes is marked, indicate below the file number assigned to registrant in connection with Rule 12g3-2(b): **Not applicable.**

WNS (Holdings) Limited (the Company ) is incorporating by reference the information and exhibit set forth in this Form 6-K into its registration statement filed on Form F-3 (File No. 333-177250).

**Other Events**

In connection with the Company s previously announced ADS offering on February 1, 2012, the Company entered into an underwriting agreement, dated February 9, 2012, with the selling shareholders named therein, and Merrill Lynch, Pierce, Fenner & Smith Incorporated and Deutsche Bank Securities Inc., as representatives of the several underwriters named therein. A copy of the underwriting agreement is attached hereto as Exhibit 1.1.

**Exhibit**

- 1.1 Underwriting Agreement dated February 9, 2012 by and among the Company, the selling shareholders named therein, and Merrill Lynch, Pierce, Fenner & Smith Incorporated and Deutsche Bank Securities Inc., as representatives of the several underwriters named therein.

**SIGNATURE**

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.

Date: February 9, 2012

**WNS (HOLDINGS) LIMITED**

By: /s/ Ronald D Mello  
Name: Ronald D Mello  
Title: General Counsel

**EXHIBIT INDEX**

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