

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
UNDER THE SECURITIES EXCHANGE ACT OF 1934

June 16, 2010

Commission File Number: 001-32945

WNS (Holdings) Limited

(Translation of registrant's name into English)

Jersey, Channel Islands

(Jurisdiction of incorporation or organization)

Gate 4, Godrej & Boyce Complex
Pirojshanagar, Vikhroli (W)
Mumbai 400 079, India
+91-22-6797-6100

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of 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 the registrant in connection with Rule 12g3-2(b): n/a

Other Events

On June 15, 2010, WNS (Holdings) Limited announced that it has filed its annual report on Form 20-F for the fiscal year ended March 31, 2010, containing its annual consolidated financial statements for that fiscal year and the auditors' report thereon.

A copy of the press release dated June 15, 2010 is attached hereto as Exhibit 99.1.

Exhibit

99.1 Press Release of WNS (Holdings) Limited dated June 15, 2010.

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.

WNS (Holdings) Limited

Date: June 16, 2010

By: /s/Alok Misra

Name: Alok Misra

Title: Group Chief Financial Officer

EXHIBIT INDEX

Exhibit No.

Description

99.1

Press Release dated June 15, 2010



WNS Holdings Files Annual Report on Form 20-F

NEW YORK & MUMBAI, India, June 15, 2010 — WNS (Holdings) Limited (NYSE: WNS) (“WNS”), a leading provider of global business process outsourcing services, today announced that it has filed its annual report on Form 20-F for the fiscal year ended March 31, 2010, containing its annual consolidated financial statements for that fiscal year and the auditors’ report thereon (the “Annual Report”), with the United States Securities and Exchange Commission. As previously announced, the Annual Report includes WNS’s restated audited financial statements for the years ended March 31, 2009 and 2008 (as well as restated selected financial information for the years ended March 31, 2007 and 2006 and restated quarterly information for fiscal 2010 and 2009) to reflect accounting changes described therein.

The Annual Report is available on WNS’ corporate Web site at www.wns.com, in the Investor Relations section. WNS will, upon request, provide shareholders with a copy of the 2010 Annual Report free of charge. Requests should be made by sending a written request to our registered office or by sending an email to ssd@capitaregistrars.com, attention Michele Ivory or ameya.paranjape@wns.com, attention: Ameya Paranjape.

About WNS

WNS is a leading global business process outsourcing company. Deep industry and business process knowledge, a partnership approach, comprehensive service offering and a proven track record enables WNS to deliver business value to some of the leading companies in the world. WNS is passionate about building a market-leading company valued by our clients, employees, business partners, investors and communities. For more information, visit www.wns.com.

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