

**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**

October 16, 2013

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

+91-22-4095-2100

(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

WNS (Holdings) Limited is incorporating by reference the information and exhibits set forth in this Form 6-K into its registration statements on Form S-8 (Registration No: 333-136168), Form S-8 (File No. 333-157356), Form S-8 (File No. 333-176849), and Form S-8 (File No. 333-191416).

Other Events

On October 16, 2013, WNS (Holdings) Limited (the "Company") issued a press release announcing certain changes in the Board of Directors of the Company effective January 1, 2014.

A copy of the press release dated October 16, 2013 is attached hereto as Exhibit 99.1.

Exhibit

99.1 Press Release of WNS (Holdings) Limited dated October 16, 2013.

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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: October 16, 2013

By: /s/Ronald D'Mello

Name: Ronald D'Mello

Title: General Counsel

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press release dated October 16, 2013



WNS Announces Changes to the Board of Directors

NEW YORK and MUMBAI, October 16, 2013 — WNS (Holdings) Limited (NYSE: WNS), a leading provider of global Business Process Management (BPM) services, today announced that, effective January 1, 2014, Vice Chairman Adrian T. Dillon, who joined the Company's Board of Directors in September, 2012, will assume the role of Chairman of the Board of Directors. Dillon will replace Eric B. Herr, who was recently appointed Chairman of the New Hampshire Governor's Commission on State Government Innovation, Efficiency and Transparency. Herr will remain on the WNS Board.

Dillon is currently a member of the Board of Directors, and Chair of the Audit and Finance Committee of Williams-Sonoma, Inc, a specialty retailer of high-quality home products. During his career, Dillon has held key finance roles including Chief Financial and Administrative Officer at Skype Limited and EVP, Finance and Administration and Chief Financial Officer at Agilent Technologies.

The Company also announced that Gareth Williams and Michael Menezes have been appointed to the company's Board of Directors effective January 1, 2014. Richard Bernays, who joined the WNS Board at the completion of the company's initial public offering in 2006, will retire effective December 31, 2013.

Gareth Williams was until recently the human resources director of Diageo, plc, one of the world's leading premium drink businesses. Williams held a series of increasingly responsible HR positions with Grand Metropolitan, plc in North America and the UK from 1984 to 1998, leading up to the merger with Guinness that formed Diageo. He was appointed head of HR for Diageo in January 1999.

Michael Menezes has over 20 years of international experience as a CFO and CEO in the Financial Services, Consumer Goods and Agribusiness Sectors. Most recently, he was the CFO, Technology, Operations and Corporate Group at Bank of Montreal from 2000 to 2012. In his previous roles, Menezes worked as the CFO for ONIC (Holding) and for ITC Ltd in India for over 20 years in various senior Finance roles and as CEO of ITC Agro Tech Ltd.

"We are pleased to announce the addition of Gareth Williams and Michael Menezes to the WNS Board, and look forward to benefitting from their relationships, experience and unique business perspectives," said Eric B. Herr, Chairman of the Board of Directors. "On behalf of the entire Board, I would like to thank Richard Bernays for his dedicated service and significant contributions to WNS over the past 7 years."

About WNS

WNS (Holdings) Limited (NYSE: WNS), is a leading global business process management company. WNS offers business value to 200+ global clients by combining operational excellence with deep domain expertise in key industry verticals including Travel, Insurance, Banking and Financial Services, Manufacturing, Retail and Consumer Packaged Goods, Shipping and Logistics and Healthcare and Utilities. WNS delivers an entire spectrum of business process management services such as finance and accounting, customer care, technology solutions, research and analytics and industry specific back office and front office processes. As of September 30, 2013, WNS had 26,630 professionals across 32 delivery centers worldwide including China, Costa Rica, India, Philippines, Poland, Romania, South Africa, Sri Lanka, United Kingdom and the United States. For more information, visit www.wns.com.

Safe Harbor Provision

This document includes information which may constitute forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, the accuracy of which are necessarily subject to risks, uncertainties, and assumptions as to future events. Factors that could cause actual results to differ materially from those expressed or implied are discussed in our most recent Form 20-F and other filings with the Securities and Exchange Commission. WNS undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

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