
**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)

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.**

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Other Events.

On February 1, 2012, WNS (Holdings) Limited (the “Company”) issued a press release announcing a proposed public offering of American Depositary Shares, each representing one ordinary share of the Company. A copy of the press release dated February 1, 2012 is attached hereto as Exhibit 99.1

Exhibit.

Exhibit

99.1 Press release of WNS (Holdings) Limited dated February 1, 2012

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 1, 2012

WNS (HOLDINGS) LIMITED

By: /s/ Ronald D'Mello

Name: Ronald D'Mello

Title: General Counsel

EXHIBIT INDEX

99.1 [Press release of WNS \(Holdings\) Limited dated February 1, 2012](#)



WNS Announces Proposed Public Offering of ADSs

NEW YORK, NY and MUMBAI, INDIA, February 1, 2012 — WNS (Holdings) Limited (WNS) (NYSE: WNS), a leading provider of global offshore business process outsourcing services, today announced that, subject to market and other conditions, it is proposing to offer and sell newly issued 5,250,000 ADSs and Warburg Pincus is proposing to offer and sell 5,250,000 ADSs. Warburg Pincus also intends to grant the underwriters of the proposed offering a 30 day option to purchase up to an additional 1,575,000 ADSs to cover over-allotments, if any.

WNS intends to use the net proceeds from the offering for general corporate purposes, which may include capital expenditures, acquisitions, refinancing of indebtedness and working capital. WNS will not receive any proceeds from the sale of ADSs by Warburg Pincus in the offering.

BofA Merrill Lynch and Deutsche Bank Securities Inc. are joint book-running managers and Baird, William Blair & Company and Janney Montgomery Scott are co-managers. The ordinary shares represented by the ADSs will be offered pursuant to a shelf registration statement on Form F-3 previously filed with and declared effective by the Securities and Exchange Commission (the "SEC"). WNS will also file with the SEC a prospectus supplement with respect to the offering.

This press release shall not constitute an offer to sell, or the solicitation of an offer to buy, nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. Copies of the prospectus supplement and accompanying prospectus may be obtained, when available, from BofA Merrill Lynch, 4 World Financial Center, New York, NY 10080, Attn: Prospectus Department or by email: dg.prospectus_requests@baml.com; or from Deutsche Bank Securities Inc., Attn: Prospectus Department, 100 Plaza One, Jersey City, New Jersey 07311, by telephone: (800) 503-4611, or by e-mail: prospectus.cpdg@db.com.

About WNS

WNS (Holdings) Limited (NYSE: WNS), is a leading global offshore business process outsourcing company. WNS offers business value by combining operational excellence with deep domain expertise in key industry verticals including Insurance; Travel and Leisure; Manufacturing, Retail, Consumer Products and Telecom; Consulting and Professional Services; Healthcare; Banking and Financial Services; Utilities, and Shipping and Logistics industries. WNS delivers an entire spectrum of business process outsourcing services such as customer care, finance and accounting, legal services, procurement, research and analytics, technology services and industry specific back office and front office processes. WNS has over 22,500 professionals across 25 delivery centers worldwide including India, the Philippines, the United Kingdom, Sri Lanka, Romania, Costa Rica and the United States, as well as a subcontractor's delivery center in South Africa.

Safe Harbor Statement under the provisions of the United States Private Securities Litigation Reform Act of 1995

This release contains forward-looking statements, as defined in the safe harbor provisions of the US Private Securities Litigation Reform Act of 1995. These forward-looking statements include, among other things, statements relating to WNS's expectations regarding the completion and timing of the proposed public offering and the intended use of proceeds. We caution you that reliance on any forward-looking statement involves risks and uncertainties that might cause actual results to differ materially from those expressed or implied by such statements. These risks and uncertainties include, without limitation, risks and uncertainties related to market conditions and satisfaction of customary closing conditions related to the public offering. There can be no assurance that WNS will be able to complete the public offering on the anticipated terms, or at all. These and other factors are more fully discussed in the prospectus supplement for the offering filed with the SEC which is available at <http://www.sec.gov>. Except as required by law, we do not undertake to release revisions of any of these forward-looking statements to reflect future events or circumstances.

References to “ADS” refer to American Depositary Shares, each representing one ordinary share of WNS.

CONTACT:

Investors:

David Mackey
Sr. Vice President – Finance &
Head of Investor Relations
WNS (Holdings) Limited
+1 248 630 5197
ir@wns.com

Media:

Sumi Gupta
Public Relations
WNS (Holdings) Limited
+91 (22) 4095 2263
sumi.gupta@wns.com; pr@wns.com