

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

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**Form 6-K**

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

**For the month of January, 2015.**

**Commission File Number 001-32945**

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

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**Not Applicable**  
(Translation of Registrant's name into English)

**Gate 4, Godrej & Boyce Complex  
Pirojshanagar, Vikhroli (W)  
Mumbai 400 079, India  
+91-22-4095-2100**  
(Address of principal executive office)

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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):

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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 January 15, 2015, WNS (Holdings) Limited announced that its Board of Directors has authorized a program to repurchase up to 1.1 million American Depositary Shares (“ADS’s”), each representing one ordinary share. The share repurchase program is subject to shareholder approval.

A copy of the press release dated January 15, 2015 is attached hereto as Exhibit 99.1.

### **Exhibit**

99.1 Press release of WNS (Holdings) Limited dated January 15, 2015.

**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: January 15, 2015

**WNS (HOLDINGS) LIMITED**

By: /s/ Sanjay Puria

Name: Sanjay Puria

Title: Group Chief Financial Officer

**EXHIBIT INDEX**

99.1 Press release of WNS (Holdings) Limited dated January 15, 2015.



## **WNS Announces Board Authorization of ADS Repurchase Program**

**NEW YORK, NY and MUMBAI, INDIA, January 15, 2015** – WNS (Holdings) Limited (WNS) (NYSE:WNS) a leading provider of global Business Process Management (BPM) services, today announced that its Board of Directors has authorized a program to repurchase up to 1.1 million American Depositary Shares (“ADS’s”), each representing one ordinary share, at a price range of \$10 to \$30 per ADS. The share repurchase program is subject to shareholder approval. WNS intends to convene an extraordinary general meeting of its shareholders in the fourth quarter of financial year 2015. If shareholders approve the repurchase program, ADS’s may be purchased in the open market from time to time over the next 12 months from April 1, 2015.

“WNS management is confident in the strength of its business and the continued growth of its target markets,” said Keshav R. Muruges, WNS’s Group Chief Executive Officer. “We are committed to invest in our long-term growth and enhance shareholder value. Our company has a strong balance sheet and solid cash flows, and the management team and Board of Directors believe this share buy-back represents a good use of company funds while demonstrating the company’s commitment to deliver long-term shareholder value.” WNS intends to fund the share repurchases through internal cash accruals.

These repurchases will be made in compliance with the SEC’s Rule 10b-18, subject to market conditions, applicable legal requirements and other factors. The plan does not obligate the company to repurchase any specific number of shares and may be suspended at any time at management’s discretion. The company currently has 51.7 million ordinary shares outstanding.

### **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, 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 December 31, 2014, WNS had 27,755 professionals across 37 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](http://www.wns.com).

### **Safe Harbor Statement**

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 are based on our current expectations and assumptions about our Company and our industry. Generally, these forward-looking statements may be identified by the use of terminology such as “anticipate,” “believe,” “estimate,” “expect,” “intend,” “will,” “seek,” “should” and similar expressions. These statements include, among other things, the discussions of our strategic initiatives and the expected resulting benefits, our growth opportunities, expectations concerning our future financial performance and growth potential. Forward-looking statements inherently involve risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such statements. Such risks and uncertainties include but are not limited to worldwide economic and business conditions; political or economic instability in the jurisdictions where we have operations; regulatory, legislative and judicial developments; our ability to attract and retain clients; technological innovation; telecommunications or technology disruptions; future regulatory actions and conditions in our operating areas; our dependence on a limited number of clients in a limited number of industries; our ability to expand our business or effectively manage growth; our ability to hire and retain enough sufficiently trained employees to support our operations; negative public reaction in the US or the UK to offshore outsourcing; the effects of our different pricing strategies or those of our competitors; and increasing competition in the BPM industry. These and other factors are more fully discussed in our most recent annual report on Form 20-F and subsequent reports on Form 6-K filed with or furnished to the US Securities and Exchange Commission (SEC) which are available at [www.sec.gov](http://www.sec.gov). We caution you not to place undue reliance on any forward-looking statements. Except as required by law, we do not undertake to update any forward-looking statements to reflect future events or circumstances.