

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

December 26, 2006

Commission File Number: 001-32945

**WNS (Holdings) Limited**

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(Translation of registrant's name into English)

Jersey, Channel Islands

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(Jurisdiction of incorporation or organization)

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

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(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

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## Other Events

### Entering into Rule 10b5-1 Plan

Several employees of the Company, including Neeraj Bhargava, Director and Chief Executive Officer of the Company, and his family trust, have entered into written trading plans in accordance with Rule 10b5-1 under the U.S. Securities Exchange Act of 1934, as amended (the "Exchange Act"), to sell shares of the Company's common stock owned by them, including shares issuable upon the exercise of stock options held by them.

Rule 10b5-1 of the Exchange Act allows officers and directors to adopt written plans for trading the Company's securities in a non-discretionary, pre-scheduled manner in order to avoid concerns about initiating stock transactions when the insider may be aware of material non-public information.

The trading plan for Neeraj Bhargava and his family trust provides for sale of up to 135,000 shares, and the trading plan will terminate when such shares are sold, or in any event by May 10, 2007.

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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: 12/26/2006

By: Zubin Dubash

Name: Zubin Dubash

Title: Chief Financial Officer

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