
**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 2013

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.**

Other Events.

On February 5, 2013, 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 5, 2013 is attached hereto as Exhibit 99.1

Exhibit.

Exhibit

99.1 [Press release of WNS \(Holdings\) Limited dated February 5, 2013](#)

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 5, 2013

WNS (HOLDINGS) LIMITED

By: /s/ Deepak Sogani

Name: Deepak Sogani

Title: Group Chief Financial Officer

EXHIBIT INDEX

99.1 Press release of WNS (Holdings) Limited dated February 5, 2013



News Release
WNS (Holdings) Limited

WNS Announces Proposed Secondary Public Offering of ADSs by Warburg Pincus

NEW YORK, NY and MUMBAI, INDIA, February 5, 2013 — 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, Warburg Pincus is proposing to offer and sell 12,625,343 ADSs in an underwritten public offering. Warburg Pincus also intends to grant the underwriters of the proposed offering a 30-day option to purchase up to an additional 1,893,801 ADSs to cover over-allotments, if any.

WNS does not intend to offer any ADSs in the proposed offering and will not receive any proceeds from the sale of ADSs by Warburg Pincus in the offering. Assuming the overallotment option is exercised in full by the underwriters, Warburg Pincus will have no remaining shareholdings in WNS following the offering.

BofA Merrill Lynch and Wells Fargo Securities are acting as joint book-running managers and Baird, William Blair & Company and Janney Montgomery Scott are acting as co-managers for the offering. 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, 222 Broadway, New York, NY 10038, Attn: Prospectus Department or by email: dg.prospectus_requests@baml.com; or from Wells Fargo Securities, Attn: Equity Syndicate Department, 375 Park Avenue, New York, NY 10152, by telephone: (800) 326-5897, or by e-mail: cmclientsupport@wellsfargo.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, Telecom and Diversified Businesses; Consulting and Professional Services; Healthcare; Utilities; Banking and Financial Services; Shipping and Logistics; and Public Sector Industries. WNS delivers an entire spectrum of business process outsourcing 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, 2012, WNS had 25,931 professionals across 31 delivery centers worldwide including Costa Rica, India, the Philippines, Poland, Romania, South Africa, Sri Lanka, United Kingdom and the United States.

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 proposed public offering. 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

the public offering will be completed. 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

Corporate SVP—Finance & Head of Investor Relations

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