

WNS (HOLDINGS) LTD  
Form 6-K  
April 20, 2011

Table of Contents

**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 quarter and year ended March 31, 2011**  
**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.**

**TABLE OF CONTENTS**

SIGNATURE 4

EXHIBIT INDEX 5

EX-99.1 Earnings release of WNS (Holdings) Limited dated April 20, 2011.

**Table of Contents**

**Other Events**

On April 20, 2011, WNS (Holdings) Limited issued an earnings release announcing its fiscal fourth quarter and fiscal year ended March 31, 2011 results and its guidance for Fiscal 2012. A copy of the earnings release dated April 20, 2011 is attached hereto as Exhibit 99.1.

**Exhibit**

99.1 Earnings release of WNS (Holdings) Limited dated April 20, 2011.

**Table of Contents**

**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, there under duly authorized.

Date: April 20, 2011

**WNS (HOLDINGS) LIMITED**

By: /s/ Alok Misra

Name: Alok Misra

Title: Group Chief Financial Officer

**Table of Contents**

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