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

#### **SCHEDULE 13G**

**Under the Securities Exchange Act of 1934** 

(Amendment No. 1)\*

# WNS (Holdings) Limited

(Name of Issuer)

Ordinary Shares, Par Value 10 Pence Per Share

(Title of Class of Securities)

92932M 10 1

(CUSIP Number)

February 15, 2012

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- o Rule 13d-1(b)
- o Rule 13d-1(c)
- x Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 929	932M 10 1		13G	Page 2of 23 Pages	
1	NAME OF REPORT WARBURG PINCU I.R.S. IDENTIFICA I.R.S. No. 13 – 4161	S PRIVATE EQUIT	Y VIII, L.P. VE PERSON (ENTITIES ONLY)		
2	CHECK THE APPR (a) o (b) x		A MEMBER OF A GROUP*		
3	SEC USE ONLY				
4	CITIZENSHIP OR I	PLACE OF ORGAN	IIZATION		
	5	SOLE VOTING PO	OWER		
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	8	SHARED DISPOS 7,259,572			
9	AGGREGATE AMC 7,259,572	OUNT BENEFICIAI	LLY OWNED BY EACH REPORTI	NG PERSON	
10	CHECK BOX IF TH	IE AGGREGATE A	MOUNT IN ROW (9) EXCLUDES	CERTAIN SHARES*	
11	PERCENT OF CLA 14.5%	SS REPRESENTED	BY AMOUNT IN ROW 9		
12	TYPE OF REPORTI	ING PERSON*			

CUSIP No. 92	932M 10 1		13G	Page 3 of 23 Pages	
1		INTERNATIONAL PARTNE ON NO. OF ABOVE PERSON			
2	CHECK THE APPRO (a) o (b) x	PRIATE BOX IF A MEMBER	OF A GROUP*		
3	SEC USE ONLY				
4	CITIZENSHIP OR PL Delaware	ACE OF ORGANIZATION			
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10	CHECK BOX IF THE	AGGREGATE AMOUNT IN	ROW (9) EXCLUDES	CERTAIN SHARES*	
11	PERCENT OF CLASS	REPRESENTED BY AMOU	INT IN ROW 9		
12	TYPE OF REPORTIN	G PERSON*			

CUSIP No. 929	932M 10 1	. 13G	Page <u>4</u> of <u>23</u> Pages
1	I.R.S. IDENTIFICATION NO. OF A I.R.S. No. 13 – 4133839	IDS INTERNATIONAL PARTNERS I C.V. BOVE PERSON (ENTITIES ONLY)	
2	CHECK THE APPROPRIATE BOX (a) 0 (b) x	IF A MEMBER OF A GROUP*	
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORC	SANIZATION	
	5 SOLE VOTING 0		
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11	PERCENT OF CLASS REPRESENT Less than 1%	TED BY AMOUNT IN ROW 9	
12	TYPE OF REPORTING PERSON* PN		

CUSIP No. 92932M 10				13	G .	Page <u>5</u> of <u>23</u> Pages
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1	I.R.S. ID	RG PINCU ENTIFIC <i>A</i> ). 13 – 635	ATION NO. OF ABO 8475	OVE PERSON (ENTITIES ONLY)	)		
2	CHECK (a) o (b) x	THE APP	ROPRIATE BOX IF	A MEMBER OF A GROUP*			
3	SEC USI	E ONLY					
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12	TYPE O	F REPORT	ING PERSON*				_

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1	Charles F	R. Kaye	TING PERSON	OVE PERSON (ENTITIES (	DNLY)		
2	CHECK (a) o (b) x	THE APP	ROPRIATE BOX IF	A MEMBER OF A GROU	)*		
3	SEC USI	E ONLY					
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11	PERCEN 29.0%	T OF CL	ASS REPRESENTE	D BY AMOUNT IN ROW 9	,		
12	TYPE OI	F REPORT	TING PERSON*				

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1	Joseph. P	. Landy	TING PERSON ATION NO. OF ABO	OVE PERSON (EN	ΓΙΤΙΕS ONLY)		
2	CHECK (a) o (b) x	THE APP	ROPRIATE BOX IF	A MEMBER OF A	GROUP*		
3	SEC USE	SEC USE ONLY					
4	CITIZEN	SHIP OR	PLACE OF ORGAN	NIZATION			
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10	CHECK O	BOX IF T	HE AGGREGATE A	MOUNT IN ROW	(9) EXCLUDES CER	TAIN SHARES*	
11	PERCEN 29.0%	T OF CL	ASS REPRESENTEI	D BY AMOUNT IN	NROW 9		
12	TYPE OI	F REPORT	'ING PERSON*				

Item 1(a): Name of Issuer:

WNS (Holdings) Limited

Item 1(b): Address of Issuer's Principal Executive Offices:

Gate 4, Godrej & Boyce Complex Pirojshanagar, Vikhroli (W) Mumbai 400 079 India

Item 2(a): Name of Person Filing:

This Schedule 13G/A is filed by and on behalf of (i) Warburg Pincus Private Equity VIII, L.P., a Delaware limited partnership ("WP VIII", and together with its two affiliated partnerships, Warburg Pincus Netherlands Private Equity VIII C.V. I, a company formed under the laws of the Netherlands ("WP VIII CV I"), and WP-WPVIII Investors, L.P., a Delaware limited partnership ("WP-WPVIII Investors"), and collectively, the "WP VIII Funds"); (ii) Warburg Pincus International Partners, L.P., a Delaware limited partnership ("WPIP", and together with its two affiliated partnerships, Warburg Pincus Netherlands International Partners I C.V., a company formed under the laws of the Netherlands ("WPIP I CV"), and WP-WPIP Investors L.P., a Delaware limited partnership ("WP-WPIP Investors"), and collectively, the "WPIP Funds"); (iii) Warburg Pincus Partners LLC, a New York limited liability company ("WPP LLC"), the general partner of WP VIII, WPIP, WP VIII CV I and WPIP I CV, and the sole member of certain Delaware limited liability companies affiliated with the WP VIII Funds and the WPIP Funds; (iv) Warburg Pincus & Co., a New York general partnership ("WP"), the managing member of WPP LLC; (v) Warburg Pincus LLC, a New York limited liability company ("WP LLC"), which manages the WP VIII Funds and the WPIP Funds; and (vi) Messrs. Charles R. Kaye and Joseph P. Landy, each a United States citizen and a Managing General Partner of WP and Co-President and Managing Member of WP LLC. Each of the WP VIII Funds, the WPIP Funds, WPP LLC, WP, WP LLC, Mr. Kaye and Mr. Landy are sometimes collectively referred to herein as the "Warburg Pincus Reporting Persons".

Each of the Warburg Pincus Reporting Persons expressly disclaims beneficial ownership of the Ordinary Shares in which they do not have a pecuniary interest.

Item 2(b): Address of Principal Business Office or, if None, Residence:

The address of the principal business office of each the Warburg Pincus Reporting Persons is 450 Lexington Avenue, New York, New York 10017, USA.

Item 2(c):	Citizenship:
	See Item 2(a) above.
Item 2(d):	Title of Class of Securities:
	Ordinary Shares, par value 10 pence per share ("Ordinary Shares")
Item 2(e):	CUSIP Number
	92932M 10 1
Item 3:	If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:
	A. o Broker or dealer registered under Section 15 of the Act,
	B. o Bank as defined in Section 3(a)(6) of the Act,
	C. o Insurance Company as defined in Section 3(a)(19) of the Act,
	D. o Investment Company registered under Section 8 of the Investment Company Act of 1940,
	E. o Investment Adviser in accordance with Rule 13d-1 (b)(1)(ii)(E),
	F. o Employee Benefit Plan or Endowment Fund in accordance with 13d-1 (b)(1)(ii)(F),
	G. o Parent Holding Company or control person in accordance with Rule 13d-1 (b)(1)(ii)(G),
	H. o Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act,
	I. o Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940,
	J. o Group, in accordance with Rule 13d-1(b)(1)(ii)(J).
Item 4:	Ownership:
1.	Warburg Pincus Private Equity VIII, L.P.
(a)	) Amount beneficially owned:

	(b)	Percent of class: 14.5%	
	(c)	Number of shares as to which the person has:	
	(i)	Sole power to vote or to direct the vote: 0	
	(ii)	Shared power to vote or to direct the vote: 7,259,572	
	(iii)	Sole power to dispose or to direct the disposition of: 0	
	(iv)	Shared power to dispose or to direct the disposition of: 7,259,572	
2.	War	burg Pincus International Partners, L.P.	
(a)	Amo	ount beneficially owned: 6,969,190	
(b)	Perc	cent of class: 13.9%	
(c)	Nun	nber of shares as to which the person has:	
	(i)	Sole power to vote or to direct the vote: 0	
	(ii)	Shared power to vote or to direct the vote: 6,969,190	
	(iii)	Sole power to dispose or to direct the disposition of: 0	
	(iv)	Shared power to dispose or to direct the disposition of: 6,969,190	

3.	Warburg Pincus Netherlands International Partners I C.V.					
(a)	Amount beneficially owned: 290,382					
(b)	Percent of class: Less than 1%					
(c)	Number of shares as to which the person has:					
	(i) Sole power to vote or to direct the vote: 0					
	(ii) Shared power to vote or to direct the vote: 290,382					
	(iii) Sole power to dispose or to direct the disposition of: 0					
	(iv) Shared power to dispose or to direct the disposition of: 290,382					
4.	Warburg Pincus Partners LLC					
(a)	Amount beneficially owned: 14,519,144					
(b)	Percent of class: 29.0%					
(c)	Number of shares as to which the person has:					
	(i) Sole power to vote or to direct the vote: 0					
	(ii) Shared power to vote or to direct the vote: 14,519,144					

5.	(iv) Shared power to dispose or to direct the disposition of: 14,519,144  Warburg Pincus & Co.					
(a)	Amount beneficially owned: 14,519,144					
(b)	Percent of class: 29.0%					
(c)	Number of shares as to which the person has:					
	(i) Sole power to vote or to direct the vote: 0					
	(ii) Shared power to vote or to direct the vote: 14,519,144					
	(iii) Sole power to dispose or to direct the disposition of: 0					
	(iv) Shared power to dispose or to direct the disposition of: 14,519,144					
6.	Warburg Pincus LLC					
(a)	Amount beneficially owned: 14,519,144					
(b)	Percent of class: 29.0%					
(c)	Number of shares as to which the person has:  (i) Sole power to vote or to direct the vote: 0					

(iii)

Sole power to dispose or to direct the disposition of:  $\boldsymbol{0}$ 

	(ii)	Shared power to vote or to direct the vote: 14,519,144							
	(iii)	Sole power to dispose or to direct the disposition of: 0							
	(iv)	Shared power to dispose or to direct the disposition of: 14,519,144							
7.	Charles	<u>s R. Kaye</u>							
(a)	Amour	at beneficially owned: 14,519,144							
(b)	Percent of class: 29.0%								
(c)	Number of shares as to which the person has:								
	(i)	Sole power to vote or to direct the vote: 0							
	(ii)	Shared power to vote or to direct the vote: 14,519,144							
	(iii)	Sole power to dispose or to direct the disposition of: 0							
	(iv)	Shared power to dispose or to direct the disposition of: 14,519,144							
8.	Joseph P. Landy								
(a)	Amount beneficially owned: 14,519,144								
(b)	Percent of class: 29.0%								

- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote: 0
  - (ii) Shared power to vote or to direct the vote: 14,519,144
  - (iii) Sole power to dispose or to direct the disposition of: 0
  - (iv) Shared power to dispose or to direct the disposition of: 14,519,144

#### Item 5: Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: o

#### Item 6: Ownership of More than Five Percent on Behalf of Another Person:

Other than as set forth herein, no other person has the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of, in excess of 5% of the total outstanding Ordinary Shares.

# Item 7: Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

N/A

#### Item 8: Identification and Classification of Members of the Group:

The Warburg Pincus Reporting Persons are making this single joint filing because they may be deemed to constitute a "group" within the meaning of Section 13(d)-(3) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The joint filing agreement among the Warburg Pincus Reporting Persons to file this Schedule 13G/A jointly in accordance with Rule 13d-1(k) of the Exchange Act is attached hereto as Exhibit 99.1. Each Warburg Pincus Reporting Person expressly disclaims beneficial ownership with respect to any Ordinary Shares in which they do not have a pecuniary interest.

#### **Item 9: Notice of Dissolution of Group:**

N/A

Item 10: Certification:

N/A

#### **SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 30, 2012

### WARBURG PINCUS PRIVATE EQUITY VIII, L.P.

By: Warburg Pincus Partners LLC, its General Partner

By: Warburg Pincus & Co., its Managing Member

By: /s/ Scott A. Arenare

Name: Scott A. Arenare

Title: Partner

Dated: March 30, 2012

#### WARBURG PINCUS INTERNATIONAL PARTNERS, L.P.

By: Warburg Pincus Partners LLC, its General Partner

By: Warburg Pincus & Co., its Managing Member

By: /s/ Scott A. Arenare

Name: Scott A. Arenare

Title: Partner

Dated: March 30, 2012

## WARBURG PINCUS NETHERLANDS INTERNATIONAL PARTNERS I

C.V.

By: Warburg Pincus Partners LLC, its General Partner

By: Warburg Pincus & Co., its Managing Member

By: <u>/s/ Scott A. Arenare</u> Name: Scott A. Arenare

Title: Partner

WARBURG PINCUS PARTNERS LLC Dated: March 30, 2012 By: Warburg Pincus & Co., its Managing Member By: /s/ Scott A. Arenare Name: Scott A. Arenare Title: Partner WARBURG PINCUS & CO. Dated: March 30, 2012 By: /s/ Scott A. Arenare Name: Scott A. Arenare Title: Partner WARBURG PINCUS LLC Dated: March 30, 2012 By: /s/ Scott A. Arenare Name: Scott A. Arenare Title: Managing Director Dated: March 30, 2012 CHARLES R. KAYE By: <u>/s/ Scott A. Arenare</u> By: Scott A. Arenare as Attorney-in-Fact\* Dated: March 30, 2012 JOSEPH P. LANDY By: /s/ Scott A. Arenare

By: Scott A. Arenare as Attorney-in-Fact\*

-	•	 curities and Exchan	

## EXHIBIT INDEX

**Exhibit 99.1:** Joint Filing Agreement, dated March 30, 2012, by and between the Warburg Pincus Reporting Persons.

#### JOINT FILING AGREEMENT

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G/A is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that it knows or has reason to believe that such information is inaccurate. This Agreement may be executed in any number of counterparts and all of such counterparts taken together shall constitute one and the same instrument.

Dated: March 30, 2012 WARBURG PINCUS PRIVATE EQUITY VIII, L.P.

Dated: March 30, 2012

By: Warburg Pincus Partners LLC, its General Partner

By: Warburg Pincus & Co., its Managing Member

By: <u>/s/ Scott A. Arenare</u>

Name: Scott A. Arenare

Title: Partner

WARBURG PINCUS INTERNATIONAL PARTNERS, L.P.

By: Warburg Pincus Partners LLC, its General Partner

By: Warburg Pincus & Co., its Managing Member

By: <u>/s/ Scott A. Arenare</u>

Name: Scott A. Arenare

Title: Partner

WARBURG PINCUS NETHERLANDS INTERNATIONAL PARTNERS I Dated: March 30, 2012 C.V. By: Warburg Pincus Partners LLC, its General Partner By: Warburg Pincus & Co., its Managing Member By: /s/ Scott A. Arenare Name: Scott A. Arenare Title: Partner Dated: March 30, 2012 WARBURG PINCUS PARTNERS LLC By: Warburg Pincus & Co., its Managing Member By: <u>/s/ Scott A. Arenare</u> Name: Scott A. Arenare Title: Partner WARBURG PINCUS & CO. Dated: March 30, 2012 By: <u>/s/ Scott A. Arenare</u> Name: Scott A. Arenare Title: Partner WARBURG PINCUS LLC Dated: March 30, 2012 By: /s/ Scott A. Arenare Name: Scott A. Arenare Title: Managing Director Dated: March 30, 2012 CHARLES R. KAYE By: /s/ Scott A. Arenare By: Scott A. Arenare as Attorney-in-Fact\*

Dated: March 30, 2012 JOSEPH P. LANDY

By: /s/ Scott A. Arenare

By: Scott A. Arenare as Attorney-in-Fact\*

<sup>\*</sup> Powers of Attorney given by Messrs. Kaye and Landy were previously filed with the U.S. Securities and Exchange Commission on March 2, 2006 as an exhibit to a Schedule 13D filed by Building Products, LLC with respect to Builders FirstSource, Inc.