

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Schedule 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES
13d-1 (b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)
(Amendment No. 2)*

WNS (Holdings) Limited

(Name of Issuer)

Ordinary Shares

(Title of Class of Securities)

92932M101

(CUSIP Number)

December 31, 2009

(Date of Event Which Requires Filing of this Statement)

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

- Rule 13d-1(b)
- Rule 13d-1(c)
- 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 disclosures provided in a prior cover page.

The information required on 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).

(Continued on following pages)

| | | | |
|---|---|--|-----------------------|
| 1 | NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Tiger Global Management, LLC ("Tiger Management") | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="radio"/> (b) <input checked="" type="radio"/> | | |
| 3 | SEC USE ONLY | | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION Delaware | | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER 0 shares. | |
| | 6 | SHARED VOTING POWER See response to row 5. | |
| | 7 | SOLE DISPOSITIVE POWER 0 shares. | |
| | 8 | SHARED DISPOSITIVE POWER See response to row 7. | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | 0 |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* | | <input type="radio"/> |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 | | 0.0% |
| 12 | TYPE OF REPORTING PERSON* | | OO |

* SEE INSTRUCTIONS BEFORE FILLING OUT!

| | | | |
|---|---|--|-----------------------|
| 1 | NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Tiger Global II, L.P. ("Tiger Global II") | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="radio"/> (b) <input checked="" type="radio"/> | | |
| 3 | SEC USE ONLY | | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION Delaware | | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER 0 shares. | |
| | 6 | SHARED VOTING POWER See response to row 5. | |
| | 7 | SOLE DISPOSITIVE POWER 0 shares. | |
| | 8 | SHARED DISPOSITIVE POWER See response to row 7. | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | 0 |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* | | <input type="radio"/> |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 | | 0.0% |
| 12 | TYPE OF REPORTING PERSON* | | PN |

* SEE INSTRUCTIONS BEFORE FILLING OUT!

| | | | |
|---|---|--|-----------------------|
| 1 | NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Tiger Global, L.P. ("Tiger Global") | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="radio"/> (b) <input checked="" type="radio"/> | | |
| 3 | SEC USE ONLY | | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION Delaware | | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER 0 shares. | |
| | 6 | SHARED VOTING POWER See response to row 5. | |
| | 7 | SOLE DISPOSITIVE POWER 0 shares. | |
| | 8 | SHARED DISPOSITIVE POWER See response to row 7. | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | 0 |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* | | <input type="radio"/> |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 | | 0.0% |
| 12 | TYPE OF REPORTING PERSON* | | PN |

* SEE INSTRUCTIONS BEFORE FILLING OUT!

| | | | |
|---|---|--|-----------------------|
| 1 | NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Tiger Global Performance, L.L.C. ("Tiger Global Performance") | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="radio"/> (b) <input checked="" type="radio"/> | | |
| 3 | SEC USE ONLY | | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION Delaware | | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER 0 shares. | |
| | 6 | SHARED VOTING POWER See response to row 5. | |
| | 7 | SOLE DISPOSITIVE POWER 0 shares. | |
| | 8 | SHARED DISPOSITIVE POWER See response to row 7. | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | 0 |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* | | <input type="radio"/> |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 | | 0.0% |
| 12 | TYPE OF REPORTING PERSON* | | OO |

* SEE INSTRUCTIONS BEFORE FILLING OUT!

| | | | |
|---|---|--|-----------------------|
| 1 | NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Tiger Global, Ltd. ("Tiger Ltd.") | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="radio"/> (b) <input checked="" type="radio"/> | | |
| 3 | SEC USE ONLY | | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands | | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER 0 shares. | |
| | 6 | SHARED VOTING POWER See response to row 5. | |
| | 7 | SOLE DISPOSITIVE POWER 0 shares. | |
| | 8 | SHARED DISPOSITIVE POWER See response to row 7. | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | 0 |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* | | <input type="radio"/> |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 | | 0.0% |
| 12 | TYPE OF REPORTING PERSON* | | CO |

* SEE INSTRUCTIONS BEFORE FILLING OUT!

| | | | |
|---|--|--|-----------------------|
| 1 | NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Charles P. Coleman III ("Coleman") | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="radio"/> (b) <input checked="" type="radio"/> | | |
| 3 | SEC USE ONLY | | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen | | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER 0 shares. | |
| | 6 | SHARED VOTING POWER See response to row 5. | |
| | 7 | SOLE DISPOSITIVE POWER 0 shares. | |
| | 8 | SHARED DISPOSITIVE POWER See response to row 7. | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | 0 |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* | | <input type="radio"/> |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 | | 0.0% |
| 12 | TYPE OF REPORTING PERSON* | | IN |

* SEE INSTRUCTIONS BEFORE FILLING OUT!

This Amendment No. 2 amends the Schedule 13G filed with the Securities and Exchange Commission on September 26, 2006, as amended by Amendment No. 1 on February 12, 2009 by Charles P. Coleman III ("Coleman"), Tiger Global Management, LLC, a Delaware limited liability company ("Tiger Management"), Tiger Global II, L.P., a Delaware limited partnership, Tiger Global, L.P., a Delaware limited partnership, Tiger Global Performance, L.L.C., a Delaware limited liability company, and Tiger Global, Ltd., a Cayman Islands exempted company, and amends the Schedule 13G filed by Coleman and Tiger Management. The foregoing entities and individual are collectively referred to as the "Reporting Persons." Only those items as to which there has been a change are included in this Amendment No. 2.

ITEM 4. OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:
See Row 9 of cover page for each Reporting Person.
- (b) Percent of Class:
See Row 11 of cover page for each Reporting Person.
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote:
See Row 5 of cover page for each Reporting Person.
 - (ii) Shared power to vote or to direct the vote:
See Row 6 of cover page for each Reporting Person.
 - (iii) Sole power to dispose or to direct the disposition of:
See Row 7 of cover page for each Reporting Person.
 - (iv) Shared power to dispose or to direct the disposition of:
See Row 8 of cover page for each Reporting Person.

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 5 percent of the class of securities, check the following: x

SIGNATURES

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: February 12, 2010

Tiger Global Management, L.L.C.

/s/ Charles P. Coleman III
Signature

Charles P. Coleman III
Managing Member

Tiger Global II, L.P.

By Tiger Global Performance, L.L.C.
Its General Partner

/s/ Charles P. Coleman III
Signature

Charles P. Coleman III
Managing Member

Tiger Global, L.P.

By Tiger Global Performance, L.L.C.
Its General Partner

/s/ Charles P. Coleman III
Signature

Charles P. Coleman III
Managing Member

Tiger Global, Ltd.

/s/ Charles P. Coleman III
Signature

Charles P. Coleman III
Director

Tiger Global Performance, L.L.C.

/s/ Charles P. Coleman III
Signature

Charles P. Coleman III
Managing Member

Charles P. Coleman III

/s/ Charles P. Coleman III
Signature

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

EXHIBIT INDEX

Exhibit

Found on
Sequentially
Numbered Page

Exhibit A: Agreement of Joint Filing

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EXHIBIT AAgreement of Joint Filing

The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Ordinary Shares of WNS (Holdings) Limited shall be filed on behalf of each of the undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G (or any amendment thereto).

Date: February 12, 2010

Tiger Global II, L.P.
By Tiger Global Performance, LLC
Its General Partner

/s/ Charles P. Coleman III
Signature

Charles P. Coleman III
Managing Member

Tiger Global, L.P.
By Tiger Global Performance, L.L.C.
Its General Partner

/s/ Charles P. Coleman III
Signature

Charles P. Coleman III
Managing Member

Tiger Global Performance, L.L.C.

/s/ Charles P. Coleman III
Signature

Charles P. Coleman III
Managing Member

Tiger Global, Ltd.

/s/ Charles P. Coleman III
Signature

Charles P. Coleman III
Director

Tiger Global Management, LLC

/s/ Charles P. Coleman III
Signature

Charles P. Coleman III
Managing Member

Charles P. Coleman III

/s/ Charles P. Coleman III
Signature
