

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

November 2, 2011

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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WNS (Holdings) Limited is incorporating by reference the information set forth in this report on Form 6-K into its registration statements on Form S-8 (File No. 333-136168), Form S-8 (File No. 333-157356), Form S-8 (File No. 333-176849) and Form F-3 (File No. 333-177250).

#### Other Events

On November 2, 2011, WNS (Holdings) Limited announced that it has on November 1, 2011 entered into an agreement with Paxys, Inc., its joint venture partner in WNS Philippines Inc., to acquire the latter's 35% stake in the joint venture and terminate the joint venture. Following the acquisition of Paxys' stake, WNS Philippines Inc. has become a 100% wholly-owned indirect subsidiary of WNS.

A copy of the press release dated November 2, 2011 is attached hereto as Exhibit 99.1.

#### Exhibit

99.1 Press Release of WNS (Holdings) Limited dated November 2, 2011.

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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: November 2, 2011

By: /s/ Alok Misra

Name: Alok Misra

Title: Group Chief Financial Officer

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# EXHIBIT INDEX

**Exhibit No.**

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**Description**

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99.1

Press Release dated November 2, 2011

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## WNS Acquires Partner's Minority Stake in Philippines JV

**New York, NY and Mumbai, India, November 2, 2011:** WNS (Holdings) Limited (WNS) (NYSE: WNS), a leading provider of global Business Process Outsourcing (BPO) services, today announced that it has entered into an agreement with Paxys, Inc., its joint venture partner in WNS Philippines Inc., to acquire the latter's 35% stake in the joint venture. Following the acquisition of Paxys' stake, WNS Philippines has become a 100% wholly-owned indirect subsidiary of WNS.

The original joint venture agreement was signed in April 2008 and provided for a joint venture term of four years from the commencement of operations of the joint venture in July 2008. The parties have mutually agreed to terminate the joint venture agreement with effect from November 1, 2011, following WNS's acquisition of Paxys' stake for a consideration determined in accordance with the formula set out in the original joint venture agreement.

"The Philippines is of strategic importance to us, as part of our global delivery strategy, and we expect to continue to invest in the Philippines as we grow our business," said Keshav R. Muruges, Group CEO, WNS. "We have enjoyed a fruitful partnership with Paxys for over three years and would welcome the opportunity to work with them again in the future."

### About WNS

WNS (Holdings) Limited (NYSE: WNS), is a leading global business process outsourcing company. WNS offers business value to 200+ global clients by combining operational excellence with deep domain expertise in key industry verticals including Travel, Insurance, Banking and Financial Services, Manufacturing, Retail and Consumer Packaged Goods, Shipping and Logistics and Healthcare and Utilities. 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. WNS has over 21,000 professionals across 23 delivery centers worldwide including Costa Rica, India, Philippines, Romania, Sri Lanka and United Kingdom. For more information, visit [www.wns.com](http://www.wns.com).

### Safe Harbor Statement under the provisions of the United States Private Securities Litigation Reform Act of 1995

This document includes information which may constitute forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, the accuracy of which are necessarily subject to risks, uncertainties, and assumptions as to future events. Factors that could cause actual results to differ materially from those expressed or implied are discussed in our most recent Form 20-F and other filings with the Securities and Exchange Commission. WNS undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

### CONTACT:

#### **Investors:**

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#### **Media:**

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