

WNS (HOLDINGS) LTD
Form SC 13G/A
March 01, 2013

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

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, 2013

(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 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. 92932M 10 1

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1NAME OF REPORTING PERSON

WARBURG PINCUS PRIVATE EQUITY VIII, L.P.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

I.R.S. No. 13 - 4161869

2CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3SEC USE ONLY

4CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5SOLE VOTING POWER

NUMBER OF
SHARES

0

6SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

7SOLE DISPOSITIVE POWER

EACH

REPORTING

PERSON

0

8SHARED DISPOSITIVE POWER

WITH

0

9AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

12TYPE OF REPORTING PERSON*

PN

CUSIP No. 92932M 10 1

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1NAME OF REPORTING PERSON

WARBURG PINCUS INTERNATIONAL PARTNERS, L.P.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

I.R.S. No. 13-4104745

2CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3SEC USE ONLY

4CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5SOLE VOTING POWER

NUMBER OF
SHARES

0

6SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

7SOLE DISPOSITIVE POWER

EACH

REPORTING

PERSON

0

8SHARED DISPOSITIVE POWER

WITH

0

9AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

12TYPE OF REPORTING PERSON*

PN

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1NAME OF REPORTING PERSON

WARBURG PINCUS NETHERLANDS INTERNATIONAL PARTNERS I C.V.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

I.R.S. No. 13 - 4133839

2CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3SEC USE ONLY

4CITIZENSHIP OR PLACE OF ORGANIZATION

The Netherlands

5SOLE VOTING POWER

NUMBER OF
SHARES

0

6SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

7SOLE DISPOSITIVE POWER

EACH

REPORTING

PERSON

0

8SHARED DISPOSITIVE POWER

WITH

0

9AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

12TYPE OF REPORTING PERSON*

PN

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1NAME OF REPORTING PERSON
WARBURG PINCUS PARTNERS LLC

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
I.R.S. No. 13 - 4069737

2CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

- (a)
- (b)

3SEC USE ONLY

4CITIZENSHIP OR PLACE OF ORGANIZATION

New York

5SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

0
6SHARED VOTING POWER

0
7SOLE DISPOSITIVE POWER

0
8SHARED DISPOSITIVE POWER

0

9AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

12TYPE OF REPORTING PERSON*

OO

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1NAME OF REPORTING PERSON
WARBURG PINCUS & CO.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
I.R.S. No. 13 – 6358475

2CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3SEC USE ONLY

4CITIZENSHIP OR PLACE OF ORGANIZATION

New York

5SOLE VOTING POWER

0

6SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

0

7SOLE DISPOSITIVE POWER

0

8SHARED DISPOSITIVE POWER

0

9AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

12TYPE OF REPORTING PERSON*

PN

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1NAME OF REPORTING PERSON
WARBURG PINCUS LLC

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

I.R.S. No. 13-3536050

2CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3SEC USE ONLY

4CITIZENSHIP OR PLACE OF ORGANIZATION

New York

5SOLE VOTING POWER

NUMBER OF
SHARES

0

6SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

7SOLE DISPOSITIVE POWER

EACH

REPORTING

PERSON

0

8SHARED DISPOSITIVE POWER

WITH

0

9AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

12TYPE OF REPORTING PERSON*

OO

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1NAME OF REPORTING PERSON

Charles R. Kaye

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3SEC USE ONLY

4CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5SOLE VOTING POWER

0

6SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

0

7SOLE DISPOSITIVE POWER

0

8SHARED DISPOSITIVE POWER

0

9AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

12TYPE OF REPORTING PERSON*

IN

CUSIP No. 92932M 10 1

