B. Riley Financial, Inc.
Form SC 13G
February 17, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No.)*

B. Riley Financial, Inc.
(Name of Issuer)

Common stock, par value $0.0001 per share
(Title of Class of Securities)

05580M108
(CUSIP Number)

December 31, 2014
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:
[X] 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 05580M108

1. NAME OF REPORTING PERSONS
   I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

   Dialectic Capital Management, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

   (a) [_]
   (b) [X]

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

6. SHARED VOTING POWER

   831,935

7. SOLE DISPOSITIVE POWER

   0

8. SHARED DISPOSITIVE POWER

   831,935

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

   831,935

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

    [_]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

    5.2%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO, IA

CUSIP No 05580M108

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

John Fichthorn

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) [_]
(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

831,935

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

831,935

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

831,935

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

[_]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.2%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN, HC

CUSIP No 05580M108

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Luke Fichthorn

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) [_]
(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

831,935

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

831,935

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

831,935

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

[_]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.2%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN, HC

05580M108

Item 1. (a). Name of Issuer:

B. Riley Financial, Inc.

(b). Address of issuer's principal executive offices:

21860 Burbank Boulevard, Suite 300 South
Woodland Hills, California 91367

Item 2. (a). Name of person filing/citizenship/address:

Dialectic Capital Management, LLC
John Fichthorn
Luke Fichthorn

Address or principal business office or, if none, residence:

Dialectic Capital Management, LLC
17 State Street, Suite 3930
New York, New York 10004
United States of America

John Fichthorn
c/o Dialectic Capital Management, LLC
(b). 17 State Street, Suite 3930
New York, New York 10004
United States of America

Luke Fichthorn
c/o Dialectic Capital Management, LLC
17 State Street, Suite 3930
New York, New York 10004
United States of America

Citizenship:

(c). Dialectic Capital Management, LLC – Delaware
John Fichthorn – United States of America
Luke Fichthorn – United States of America

(d). Title of class of securities:

Common stock, par value $0.0001 per share

(e). CUSIP No.:

05580M108

Item 3. If This Statement is filed pursuant to §§.240.13d-1(b) or 240.13d-2(b), or (c), check whether the person filing is a

(a) [_] Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b) [_] Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c) [_] Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

(d) [_] Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

(e) [X] An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);

(f) [_] An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);

(g) [_] A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);

(h) [_] A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C.1813);

(i) [_] A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) [_] A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);

(k) [_] Group, in accordance with §240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution:

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:

Dialectic Capital Management, LLC – 831,935
John Fichthorn – 831,935
Luke Fichthorn – 831,935

(b) Percent of class:

Dialectic Capital Management, LLC – 5.2%
John Fichthorn – 5.2%
Luke Fichthorn – 5.2%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

Dialectic Capital Management, LLC	0	,
John Fichthorn	0	,

	Luke Fichthorn	0 ,
(ii)	Shared power to vote or to direct the vote	
	Dialectic Capital Management, LLC	831,935,
	John Fichthorn	831,935,
	Luke Fichthorn	831,935,
(iii)	Sole power to dispose or to direct the disposition of	
	Dialectic Capital Management, LLC	0 ,
	John Fichthorn	0 ,
	Luke Fichthorn	0 ,
(iv)	Shared power to dispose or to direct the disposition of	
	Dialectic Capital Management, LLC	831,935
	John Fichthorn	831,935
	Luke Fichthorn	831,935.

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 [_].

N/A

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than 5 percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

All of the securities reported in this Schedule 13G are owned by advisory clients of Dialectic Capital Management, LLC, none of which directly owns more than 5% of the outstanding shares.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

If a parent holding company or control person has filed this schedule, pursuant to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company or control person has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

N/A

Item 8. Identification and Classification of Members of the Group.

If a group has filed this schedule pursuant to §240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identity of each member of the group.
N/A

Item 9. Notice of Dissolution of Group.

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

N/A

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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.

February 17, 2015
(Date)

Dialectic Capital Management, LLC

By: /s/ John Fichthorn
Name: John Fichthorn
Title: Managing Member

/s/ John Fichthorn
Name: John Fichthorn

/s/ Luke Fichthorn
Name: Luke Fichthorn

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 s.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 A

AGREEMENT

The undersigned agree that this Schedule 13G relating to the common stock, par value $0.0001 per share, of B. Riley Financial, Inc. shall be filed on behalf of the undersigned.

Date: February 17, 2015 Dialectic Capital Management, LLC

By: /s/ John Fichthorn
Name: John Fichthorn
Title: Managing Member

/s/ John Fichthorn
Name: John Fichthorn

/s/ Luke Fichthorn
Name: Luke Fichthorn

SK 21843 0001 6386543

E="font-family:Times New Roman" SIZE="2">8 8 65

Australia

2

United Arab Emirates

1

25	17,991	13,826	22,697

Note:

(1) Built up seats refer to the total number of production seats (excluding support functions such as Finance, Human Resource and Administration) that are set up in any premises. Used seats refer to the number of built up seats that are being used by employees. The remainder are referred to as vacant seats. Vacant seats are converted into used seats when we increase headcount.

We intend to expand our global delivery capability, and we are exploring plans to do so in areas such as the US, Asia Pacific, Latin America and Africa. For example, we opened a new delivery center in Costa Rica in late 2009, we expanded our existing delivery center in Romania in early 2011, and we entered into a subcontract agreement with a subcontractor in late 2011 to deliver services from South Africa.

Attrition

Our business relies on a large number of skilled employees. We continue to invest in our employee base in order to increase productivity and employee retention.

Table of Contents

The following table contains our employee attrition data:

	Fiscal 2012 Three months ended			Fiscal 2011 Three months ended	
	December 31, 2011	September 30, 2011	June 30, 2011	March 31, 2011	December 31, 2010
Attrition(1)	35%	39%	41%	45%	42%

Note:

(1) The attrition rate for each of the quarters indicated is presented on an annualized basis, calculated by multiplying by 100 a fraction having (a) a numerator equal to the number of our employees who resigned during such quarter after having completed at least six months of employment multiplied by 365 days divided by the number of days in such quarter and (b) a denominator equal to the average headcount calculated based on the number of employees who have completed at least six months of employment at the beginning and end of each period. The attrition rates for the three months ended March 31, 2011 and December 31, 2010 previously made publicly available by our company were calculated on a different basis and have been restated above on the basis described in the preceding sentence for consistency in the method of calculation of the attrition rates for all the quarters presented above.

Table of Contents

The Offering

ADSs that we are offering	5,400,000 ADSs.
ADSs that selling shareholders are offering	5,250,000 ADSs (6,847,500 ADSs if the underwriters exercise their over allotment option in full).
Number of ordinary shares per ADS	One ordinary share.
Ordinary shares to be outstanding immediately after this offering	50,065,791 ordinary shares[(1)].
The ADSs	Each ADS represents the right to receive one ordinary share. The ADSs will be evidenced by American Depositary Receipts, or ADRs, executed and delivered by Deutsche Bank Trust Company Americas, as Depositary.
	The Depositary will be the holder of the ordinary shares underlying your ADSs and you will have rights as provided in the deposit agreement and the ADRs.
	Subject to compliance with the relevant requirements set out herein, you may turn in your ADSs to the Depositary in exchange for ordinary shares underlying your ADSs.
	The Depositary will charge you fees for exchanges.
	You should carefully read the Description of American Depositary Shares section of the accompanying prospectus to better understand the terms of the ADSs. You should also read the deposit agreement and the form of the ADRs, which are exhibits to the registration statement that includes the accompanying prospectus.
Offering price	The public offering price is $9.25 per ADS.
Selling shareholders	See Principal and Selling Shareholders and Selling Shareholders in the accompanying prospectus for information on the selling shareholders in this offering.
Over allotment option	The underwriters have the option to purchase within 30 days of the date of this prospectus supplement up to an additional 1,597,500 ADSs from the selling shareholders to cover over allotments, if any, at the initial price to public less underwriting discounts and commissions.

Use of proceeds	Our net proceeds from the sale of 5,400,000 ADSs in this offering are expected to be approximately $45.5 million, after deducting

Table of Contents

	underwriting discounts and commissions and estimated offering expenses which are payable by us. We intend to use the net proceeds from this offering for general corporate purposes, which may include capital expenditures, acquisitions, refinancing of indebtedness and working capital.
	The proceeds from the sale of 5,250,000 ADSs (6,847,500 ADSs if the underwriters exercise their over allotment option in full) in this offering to be sold by the selling shareholders will be paid to those shareholders. We will not receive any of the proceeds from the sale of those ADSs. See Use of Proceeds.
Risk factors	See Risk Factors and other information included in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference in this prospectus supplement and the accompanying prospectus as they may be amended, updated or modified periodically in our reports filed with the SEC for a discussion of factors you should carefully consider before deciding to invest in our ADSs.
Trading market for ADSs	Our ADSs are listed on the New York Stock Exchange under the symbol WNS. On February 9, 2012, the closing sale price for our ADSs as reported on the New York Stock Exchange was $9.40 per ADS.
Depositary	Deutsche Bank Trust Company Americas.
Lock-up	We, the selling shareholders, our directors and executive officers have agreed with the underwriters not to sell, transfer or dispose of any of our ordinary shares or ADSs for a period of 90 days after the date of this prospectus supplement. See Underwriting.

Note:

(1) Calculated based on 44,665,791 ordinary shares outstanding as of December 31, 2011. The number of shares to be outstanding immediately after this offering excludes (i) 7,720 ordinary shares/ADSs issued pursuant to our Second Amended and Restated 2006 Incentive Award Plan during the period from January 1, 2012 to the date of this prospectus supplement, (ii) 997,472 ordinary shares/ADSs issuable upon the exercise of share options and vesting of restricted share units outstanding as of the date of this prospectus supplement and (iii) 3,332,218 ordinary shares/ADSs reserved for future issuance under our Second Amended and Restated 2006 Incentive Award Plan and our 2002 Stock Incentive Plan.

Table of Contents

Summary Financial and Operating Data

Our consolidated financial statements included in our annual report on Form 20-F for fiscal 2011 are prepared in accordance with US GAAP. With effect from April 1, 2011, we adopted IFRS. This prospectus supplement includes and incorporates by reference financial statements and other financial information based on both US GAAP and IFRS. Information based on US GAAP is not comparable to information prepared in accordance with IFRS. An explanation of how the transition to IFRS from US GAAP has affected our reported financial position, financial performance and cash flows is provided in Note 2.i on Reconciliations in our unaudited condensed consolidated financial statements as of and for the three months ended June 30, 2011 and 2010, Note 2.w on Reconciliations in our unaudited condensed consolidated financial statements as of and for the three and six months ended September 30, 2011 and 2010 and Note 2.w on Reconciliations in our unaudited condensed consolidated financial statements as of and for the three and nine months ended December 31, 2011 and 2010, each incorporated herein by reference.

The summary consolidated statement of income data for fiscal 2011, 2010 and 2009 and the summary consolidated balance sheet data as of March 31, 2011 and 2010 presented below have been derived from our audited consolidated financial statements, prepared in accordance with US GAAP, included in our annual report on Form 20-F for fiscal year ended March 31, 2011 and incorporated by reference in this prospectus supplement and the accompanying prospectus. The summary consolidated statement of income data for fiscal 2008 and 2007 and the summary consolidated balance sheet data as of March 31, 2009, 2008 and 2007 presented below have been derived from our audited consolidated financial statements, prepared in accordance with US GAAP, which are not incorporated by reference herein.

The summary condensed consolidated statement of income data for the nine months ended December 31, 2011 and 2010 and the summary condensed consolidated statement of financial position data as of December 31, 2011 and March 31, 2011 presented below have been derived from our unaudited condensed consolidated financial statements, prepared in accordance with IFRS, included in our report on Form 6-K as furnished to the SEC on January 20, 2012 and incorporated by reference in this prospectus supplement and the accompanying prospectus. The unaudited financial information includes all adjustments, consisting only of normal and recurring adjustments, that we consider necessary for a fair presentation of our financial position and operating results for the periods presented. The historical results are not necessarily indicative of results to be expected in any future periods.

You should read the following information in conjunction with our consolidated financial statements, including the accompanying notes, Item 5. Operating and Financial Review and Prospects included in our annual report on Form 20-F for the year ended March 31, 2011, and our condensed consolidated financial statements, including the accompanying notes, and management s discussion and analysis of financial condition and results of operations for the nine months ended December 31, 2011 and 2010 included in our report on Form 6-K furnished to the SEC on January 20, 2012, each of which is incorporated by reference in this prospectus supplement and the accompanying prospectus.

Table of Contents

US GAAP Information:

	For the year ended March 31,				
	2011	2010	2009	2008	2007
	(US dollars in millions, except share and per share data)				
Consolidated Statement of Income Data:					
Revenue	$ 616.3	$ 582.5	$ 520.9	$ 438.0	$ 345.4
Cost of revenue[1]	491.8	439.3	391.8	341.5	264.4
Gross profit	124.4	143.2	129.1	96.5	81.0
Operating expenses:					
Selling, general and administrative expenses[1]	80.5	86.2	75.5	72.7	52.5
Amortization of intangible assets	31.8	32.4	24.9	2.9	1.9
Impairment of goodwill, intangibles and other assets[2]				15.5	
Operating income	12.1	24.6	28.7	5.4	26.6
Other (income) expense, net	(6.1)	7.1	5.6	(9.2)	(2.5)
Interest expense	8.0	13.8	11.8		0.1
Income before income taxes	10.1	3.7	11.3	14.6	29.0
Provision for income taxes	1.0	1.0	3.4	5.2	2.5
Net income	9.1	2.7	7.9	9.4	26.5
Less: Net loss attributable to redeemable noncontrolling interest	(0.7)	(1.0)	(0.3)		
Net income attributable to WNS (Holdings) Limited shareholders	$ 9.8	$ 3.7	$ 8.2	$ 9.4	$ 26.5
Earnings per ordinary share					
Basic	$ 0.21	$ 0.09	$ 0.19	$ 0.22	$ 0.69
Diluted	$ 0.21	$ 0.08	$ 0.19	$ 0.22	$ 0.64
Basic weighted average ordinary shares outstanding (in millions)	44.3	43.1	42.5	42.0	38.6
Diluted weighted average ordinary shares outstanding (in millions)	45.0	44.2	43.1	42.9	41.1

	As at March 31,				
	2011	2010	2009	2008	2007
	(US dollars in millions)				
Consolidated Balance Sheet Data:					
Cash and cash equivalents	$ 27.1	$ 32.3	$ 38.9	$ 102.7	$ 112.3
Bank deposits and marketable securities			8.9	8.1	12.0
Total assets	528.4	549.9	561.8	357.2	287.6
Current portion of long term debt	50.0	40.0	45.0		
Long term debt	43.1	95.0	155.0		
Total WNS (Holdings) Limited shareholders equity	271.2	253.6	188.1	227.2	205.6

S-14

Table of Contents

	For the year ended March 31, 2011	2010	2009	2008	2007
	(US dollars in millions, except percentages and employee data)				
Other Consolidated Financial Data:					
Revenue	$ 616.3	$ 582.5	$ 520.9	$ 438.0	$ 345.4
Gross profit as a percentage of revenue	20.2%	24.6%	24.8%	22.0%	23.5%
Operating income as a percentage of revenue	2.0%	4.2%	5.5%	1.2%	7.7%
Non-GAAP Financial Measures:					
Revenue less repair payments(3)	$ 369.4	$ 390.5	$ 385.0	$ 290.6	$ 219.6
Gross profit as a percentage of revenue less repair payments	33.7%	36.7%	33.5%	33.2%	36.9%
Operating income as a percentage of revenue less repair payments	3.3%	6.3%	7.4%	1.9%	12.1%
Constant currency revenue less repair payments(4)	$ 369.4	$ 384.1	$ 362.0	$ 254.9	$ 198.6
Adjusted net income(5)	$ 44.9	$ 50.7	$ 46.7	$ 36.9	$ 32.1
Adjusted EBITDA(5)	$ 73.3	$ 86.2	$ 83.2	$ 42.7	$ 49.4
Net debt(6)	$ 80.6	$ 102.7	$ 156.5	N/A*	N/A*
Operating Data:					
Number of employees (at period end)	21,523	21,958	21,356	18,104	15,084

Notes:

* Not applicable.

(1) Includes the following share-based compensation amounts:

	For the year ended March 31, 2011	2010	2009	2008	2007
	(US dollars in millions)				
Cost of revenue	$ 0.9	$ 3.7	$ 3.6	$ 2.4	$ 1.0
Selling, general and administrative expenses	3.1	11.4	9.8	4.4	2.7

(2) In fiscal 2008, we recorded an impairment charge of $9.1 million on goodwill and $6.4 million on intangible assets acquired in the purchase of Trinity Partners Inc.

(3) Revenue less repair payments is a non-GAAP financial measure which is calculated as (a) revenue less (b) in our auto claims business, payments to repair centers (1) for fault repair cases where we act as the principal in our dealings with the third party repair centers and our clients and (2) for non fault repair cases with respect to one client as discussed below. See the explanation below, as well as Item 5. Operating and Financial Review and Prospectus Overview in our annual report on Form 20-F for fiscal 2011 and notes to our annual consolidated financial statements incorporated by reference in this prospectus supplement and the accompanying prospectus. The following table reconciles our revenue (a GAAP financial measure) to revenue less repair payments (a non-GAAP financial measure) for the indicated periods:

	For the year ended March 31, 2011	2010	2009	2008	2007

	(US dollars in millions)				
Revenue (GAAP)	$ 616.3	$ 582.5	$ 520.9	$ 438.0	$ 345.4
Less: Payments to repair centers[(a)]	246.9	192.0	135.9	147.4	125.8
Revenue less repair payments (non-GAAP)	$ 369.4	$ 390.5	$ 385.0	$ 290.6	$ 219.6

Note:

(a) Consists of payments to repair centers in our auto claims business (1) for fault repair cases where we act as the principal in our dealings with the third party repair centers and our clients and (2) for non fault repair cases with respect to one client as discussed below.

Table of Contents

We have two reportable segments for financial statement reporting purposes WNS Global BPO and WNS Auto Claims BPO. In our WNS Auto Claims BPO segment, we provide both fault and non fault repairs. For fault repairs, we provide claims handling and repair management services, where we arrange for automobile repairs through a network of third party repair centers. In our repair management services, where we act as the principal in our dealings with the third party repair centers and our clients, the amounts which we invoice to our clients for payments made by us to third party repair centers are reported as revenue. Where we are not the principal in providing the services, we record revenue from repair services net of repair cost. Since we wholly subcontract the repairs to the repair centers, we evaluate the financial performance of our fault repair business based on revenue less repair payments to third party repair centers, which is a non-GAAP financial measure. We believe that revenue less repair payments for fault repairs reflects more accurately the value addition of the business process outsourcing services that we directly provide to our clients.

For our non fault repairs business, we generally provide a consolidated suite of accident management services including credit hire and credit repair, and we believe that measurement of such business on a basis that includes repair payments in revenue is appropriate. Revenue including repair payments is therefore used as a primary measure to allocate resources and measure operating performance for accident management services provided in our non fault repairs business. For one client in our non fault repairs business, we provide only repair management services where we wholly subcontract the repairs to the repair centers (similar to our fault repairs). Accordingly, we evaluate the financial performance of our business with this client in a manner similar to how we evaluate our financial performance for our fault repairs business, that is, based on revenue less repair payments. Our non fault repairs business where we provide accident management services accounts for a relatively small portion of our revenue for our WNS Auto Claims BPO segment. Revenue less repair payments is calculated as (a) revenue less (b) in our auto claims business, payments to repair centers (1) for fault repair cases where we act as the principal in our dealings with the third party repair centers and our clients and (2) for non fault repair cases with respect to one client as discussed above. This non-GAAP financial information is not meant to be considered in isolation or as a substitute for our financial results prepared in accordance with GAAP. Our revenue less repair payments may not be comparable to similarly titled measures reported by other companies due to potential differences in the method of calculation.

(4) Constant currency revenue less repair payments is a non-GAAP financial measure. We present constant currency revenue less repair payments so that revenue less repair payments may be viewed without the impact of foreign currency exchange rate fluctuations, thereby facilitating period-to-period comparisons of business performance. Constant currency revenue less repair payments is calculated, for the indicated periods, by restating the prior fiscal year s revenue less repair payments denominated in pound sterling or Euro, as applicable, using the foreign exchange rate used for the latest fiscal year.

(5) Adjusted net income is a non-GAAP financial measure which we present as a supplemental measure of our performance. Adjusted net income is calculated, for the indicated periods, as net income attributable to WNS shareholders excluding amortization of intangible assets, impairment of goodwill, intangibles and other assets, share-based compensation, related fringe benefit taxes and net loss attributable to redeemable noncontrolling interest. The following table reconciles our Adjusted net income (a non-GAAP financial measure) to our net income (a GAAP financial measure) for the indicated periods:

	For the year ended March 31,				
	2011	2010	2009	2008	2007
	(US dollars in millions)				
Net income attributable to WNS shareholders (GAAP)	$ 9.8	$ 3.7	$ 8.2	$ 9.4	$ 26.5
Add: Amortization of intangible assets	31.8	32.4	24.9	2.9	1.9
Add: Impairment of goodwill, intangibles and other assets				15.5	
Add: Share-based compensation expense	4.0	15.1	13.4	6.8	3.7
Add: Related fringe benefit tax		0.5	0.4	2.3	
Less: Net loss attributable to redeemable noncontrolling interest	0.7	1.0	0.3		
Adjusted net income (non-GAAP)	$ 44.9	$ 50.7	$ 46.7	$ 36.9	$ 32.1

S-16

Table of Contents

Adjusted EBITDA is a non-GAAP financial measure which we present as another supplemental measure of our performance. We define Adjusted EBITDA, for the indicated periods, as net income plus (i) interest expense, (ii) provision for income taxes, and (iii) depreciation and amortization, as further adjusted by (iv) share-based compensation. The following table reconciles our Adjusted EBITDA (a non-GAAP financial measure) to our net income (a GAAP financial measure) for the indicated periods:

	For the year ended March 31,				
	2011	2010	2009	2008	2007
	(US dollars in millions)				
Net income (GAAP)	$ 9.1	$ 2.7	$ 7.9	$ 9.4	$ 26.5
Add: Interest expense	8.0	13.8	11.8		0.1
Add: Provision for income taxes	1.0	1.0	3.4	5.2	2.5
Add: Depreciation and amortization	51.2	53.6	46.7	21.3	16.6
Add: Share-based compensation	4.0	15.1	13.4	6.8	3.7
Adjusted EBITDA (non-GAAP)	$ 73.3	$ 86.2	$ 83.2	$ 42.7	$ 49.4

You are encouraged to evaluate the foregoing adjustments and the reasons we consider them appropriate for supplemental analysis. In evaluating Adjusted net income and Adjusted EBITDA, you should be aware that in the future we may incur expenses that are the same as or similar to some of the adjustments in these presentations. Our presentation of Adjusted net income and Adjusted EBITDA should not be construed as an inference that our future results will be unaffected by unusual or non-recurring items. We present these non-GAAP financial measures because we believe they assist investors and analysts in comparing our performance across reporting periods on a consistent basis by excluding items that we do not believe are indicative of our core operating performance. In addition, we use these non-GAAP financial measures (i) as a factor in evaluating management s performance when determining incentive compensation and (ii) to evaluate the effectiveness of our business strategies.

Adjusted net income and Adjusted EBITDA have limitations as analytical tools. Some of these limitations are:

(a) they do not reflect our cash expenditures, or future requirements, for capital expenditures or contractual commitments;

(b) they do not reflect changes in, or cash requirements for, our working capital needs;

(c) Adjusted EBITDA does not reflect the interest expense, or the cash requirements necessary to service interest or principal payments, on our debts;

(d) although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced in the future, and Adjusted EBITDA does not reflect any cash requirements for such replacements;

(e) non-cash compensation is and will remain a key element of our overall long-term incentive compensation package, although we exclude it as an expense when evaluating our ongoing operating performance for a particular period; and

(f) other companies in our industry may calculate Adjusted net income or Adjusted EBITDA differently than we do, limiting their usefulness as a comparative measure.

Because of these limitations, Adjusted net income and Adjusted EBITDA should not be considered in isolation or as a substitute for performance measures calculated in accordance with GAAP.

See Item 5. Operating and Financial Review and Prospectus Overview in our annual report on Form 20-F for fiscal 2011 and the notes to our annual consolidated financial statements incorporated by reference in this prospectus supplement and the accompanying prospectus.

(6) Net debt is a non-GAAP financial measure equal to the sum of long term debt, current portion of long term debt and short term line of credit less cash and cash equivalents and bank deposits and marketable securities, as shown below. Management believes that net debt is a useful measure because it represents the amount of debt obligations that are not covered by available cash and temporary investments. This non-GAAP information has limitations as an analytical tool and should not be considered in isolation or as a substitute for our financial results prepared in accordance with GAAP. The primary limitation of net debt as an analytical tool is that it does not take into consideration that the cash and cash

Table of Contents

equivalents, bank deposits and marketable securities may not be available at any given time to pay down debt. Our net debt may not be comparable to similarly titled measures reported by other companies due to potential differences in the method of calculation.

	As at March 31,		
	2011	2010	2009
	(US dollars in millions)		
Short term line of credit	$ 14.6	$	$ 4.3
Current portion of long term debt	$ 50.0	$ 40.0	$ 45.0
Long term debt	$ 43.1	$ 95.0	$ 155.0
Total debt	$ 107.7	$ 135.0	$ 204.3
Less: Cash and cash equivalents	$ 27.1	$ 32.3	$ 38.9
Less: Bank deposits and marketable securities	$	$	$ 8.9
Net debt (non-GAAP)	$ 80.6	$ 102.7	$ 156.5

Table of Contents

IFRS Information:

	Nine months ended December 31, 2011	2010
	(Unaudited)	
	(US dollars in millions, except share and per share data)	
Condensed Consolidated Statements of Income:		
Revenue	$ 360.8	$ 456.8
Cost of revenue[1]	262.7	364.2
Gross profit	98.1	92.5
Operating expenses:		
Selling and marketing expenses[1]	20.1	17.6
General and administrative expenses[1]	38.4	41.1
Foreign exchange gains, net	(2.1)	(10.8)
Amortization of intangible assets	22.4	23.9
Operating profit	19.3	20.8
Other expenses (income), net	(0.3)	(0.6)
Finance expense	3.1	10.3
Profit before income taxes	16.5	11.2
Provision for income taxes	8.4	2.1
Profit	$ 8.1	$ 9.1
Earnings per ordinary share		
Basic	$ 0.18	$ 0.21
Diluted	$ 0.18	$ 0.20

	As at December 31, 2011	As at March 31, 2011
	(Unaudited)	
	(US dollars in millions, except share and per share data)	
Condensed Consolidated Statements of Financial Position:		
Cash and cash equivalents	$ 23.3	$ 27.1
Bank deposits and marketable securities	11.4	
Total assets	472.4	522.6
Short term line of credit	34.1	14.6
Current portion of long term debt	70.1	49.4
Long term debt	2.1	42.9
Total shareholders equity	$ 215.0	$ 264.9

	For the nine months ended December 31, 2011	2010

	(US dollars in millions, except percentages)	
Other Consolidated Financial Data:		
Revenue	$ 360.8	$ 456.8
Gross profit as a percentage of revenue	27.2%	20.3%
Operating income as a percentage of revenue	5.4%	4.6%

Table of Contents

	For the nine months ended December 31, 2011	2010
	(US dollars in millions, except percentages)	
Non-GAAP Financial Measures:		
Revenue less repair payments(2)	$ 295.2	$ 275.1
Gross profit as a percentage of revenue less repair payments	33.2%	33.6%
Operating income as a percentage of revenue less repair payments	6.5%	7.6%

	Fiscal 2012 Three months ended			Fiscal 2011 Three months ended	
	December 31, 2011	September 30, 2011	June 30, 2011	March 31, 2011	December 31, 2010
	(US dollars in millions)				
Revenue less repair payments(2)	$ 97.2	$ 100.2	$ 97.8	$ 94.3	$ 92.7