

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

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): December 1, 2008

Willis Group Holdings Limited

(Exact name of registrant as specified in its charter)

Bermuda
(Country of incorporation)

93-0352587
(I.R.S. Employer Identification No.)

c/o Willis Group Limited
51 Lime Street
London EC3M 7DQ, England

(Address of principal executive offices including zip code)

Registrant's telephone number, including area code: (011) 44-20-3124-6000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.04 Temporary Suspension of Trading Under Registrant’s Employee Benefit Plans.

On December 1, 2008, Willis Group Holdings Limited (“Willis”) sent a notice to its directors and executive officers informing them of a blackout period that is being imposed in connection with the merger of the HRH Retirement Savings Plan (the “HRH Plan”) into the Willis 401(k) Retirement Savings Plan effective January 1, 2009 (the “Merger”).

Willis’ directors and executive officers were informed that a blackout period with respect to the HRH Plan is expected to begin at 4:00 p.m., Eastern Time, on December 30, 2008, and expected to end during the week of January 4, 2009. The blackout period for HRH Plan transactions is being implemented in connection with the Merger. The HRH blackout period is necessary for the HRH Plan’s trustee to process and implement the Merger. During the HRH blackout period participants in the HRH Plan will be temporarily unable to (1) direct or diversify investments in their individual account, (2) take distributions (including final distributions) of money invested in the HRH Plan, and (3) take loans of money under the HRH Plan

Since the HRH blackout period may last for more than three business days, there must be a corresponding blackout period applicable to directors and executive officers of Willis. Pursuant to the requirements of Section 306 of the Sarbanes-Oxley Act of 2002, during this corresponding trading blackout period, Willis directors and executive officers will be generally prohibited from engaging in transactions involving Willis common shares and related equity securities acquired in connection with their service to Willis.

A copy of the trading blackout notice to Willis’ directors and executive officers, which includes the information specified in Rule 104(b) of Regulation BTR, is attached hereto as Exhibit 99.1 and is incorporated herein by reference. During the trading blackout period and for a period of two years after the ending date of the trading blackout period, security holders or other interested persons may obtain, without charge, information about the actual beginning and ending dates of the trading blackout period by contacting Shaun Bryant at +44 (0)20 3124 7146, to whom all inquiries regarding the trading blackout period should be directed.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	Important Notice Concerning Limitations on Your Trading in Willis Group Holdings Limited Securities During Special Blackout Period, dated December 1, 2008

SIGNATURE

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 hereunto duly authorized.

WILLIS GROUP HOLDINGS LIMITED

By: /s/ Adam G. Ciongoli
Name: Adam G. Ciongoli
Title: General Counsel

Date: December 1, 2008

EXHIBIT INDEX

Exhibit No.	Description of Exhibit
99.1	Important Notice Concerning Limitations on Your Trading in Willis Group Holdings Limited Securities During Special Blackout Period, dated December 1, 2008

**Important Notice Concerning Limitations on Your
Trading in Willis Group Holdings Limited Securities
During Special Blackout Period**

December 1, 2008

To: Directors and Executive Officers of Willis Group Holdings Limited (“Willis”)

From: Adam G. Ciongoli

Summary. This notice is to inform you of significant restrictions on your ability to deal in Willis common shares as well as derivative securities, such as stock options, during an upcoming “special” blackout period. As described more fully below, this blackout period for Willis’ directors and executive officers is expected to commence at 4:00 pm Eastern time on Tuesday, December 30, 2008 and to end during the week of January 4, 2009. This blackout period is in addition to the customary dealing blackout periods preceding Willis’ earnings releases. It is imposed on all directors and executive officers of Willis by the Sarbanes-Oxley Act of 2002 and U.S. Securities and Exchange Commission Regulation BTR (Blackout Trading Restriction). As more fully described below, during this blackout period you will generally be prohibited from engaging in transactions involving Willis equity securities (including common shares, stock options and other derivatives). We will notify you of any changes that affect the dates of the blackout period.

1. The blackout period is being imposed in connection with the merger of the HRH Retirement Savings Plan (the “HRH Plan”) into the Willis 401(k) Retirement Savings Plan effective January 1, 2009 (the “Merger”). In connection with the Merger, a “blackout period” for the HRH Plan will be imposed and participants will be unable to direct or diversify investments or obtain a loan or distribution from the HRH Plan (“HRH blackout period”). The HRH blackout period is necessary for the HRH Plan’s trustee to process and implement the Merger. Since the HRH blackout period may last for more than three business days, there must be a corresponding blackout period applicable to directors and executive officers of Willis. Accordingly, Willis directors and executive officers will be generally prohibited from engaging in transactions involving Willis equity securities acquired in connection with their service to Willis.
2. The HRH blackout period is expected to begin at 4:00 p.m., Eastern Time, on December 30, 2008, and end during the week of January 4, 2009. We will notify you of any changes that affect the dates of the HRH blackout period. In addition, you can confirm the status of the HRH blackout period by contacting Shaun Bryant at +44 (0)20 3124 7146 or by calling Diversified Investment Advisors, toll-free at 1-800-755-5801.
3. As a result of the Merger, during the HRH blackout period, participants in the HRH Plan will be temporarily unable to (1) direct or diversify investments in their individual account,

- (2) take distributions (including final distributions) of money invested in the HRH Plan, and
(3) take loans of money under the HRH Plan.
4. Generally, during the HRH blackout period, you will be prohibited from directly or indirectly, purchasing, selling or otherwise transferring any equity security of Willis that you acquired in connection with your service as a director or an executive officer. “Equity securities” are defined broadly to include stock options and other derivatives. Covered transactions are not limited to those involving your direct ownership, but also include any transaction in which you have a direct or indirect pecuniary interest. For example, you may be deemed to have an interest in transactions in equity securities of Willis by your family members if such securities were originally acquired in connection with your service or employment as a Willis executive officer or director.
 5. The prohibition covers securities acquired “in connection with service as a director or employment as an executive officer.” This includes, among other things, securities acquired by you under a compensatory plan or contract (such as under a stock option or a restricted stock grant), as an inducement to your employment or joining the Board of Directors, in transactions between you and Willis, and as shares necessary for you to qualify as a director or to satisfy minimum ownership requirements or guidelines. Securities acquired outside of your service as a director or executive officer (such as shares acquired when you were an employee but not yet an executive officer) are not covered.
 6. If you engage in a transaction that violates these rules, you can be required to disgorge your profits from the transaction, and you are subject to civil and criminal penalties.

The rules summarized above are complex, and the criminal and civil penalties that could be imposed upon directors and executive officers who violate them could be severe. We therefore request that you contact Shaun Bryant at +44 (0)20 3124 7146 before engaging in any transaction involving Willis securities during the HRH blackout period, or if you believe that any such transaction in which you have a pecuniary interest may occur during the HRH blackout period.