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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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): September 22, 2009**

**Willis Group Holdings Limited**

(Exact Name of Registrant as Specified in Its Charter)

**Bermuda**

(State or Other Jurisdiction of Incorporation)

**001-16503**

(Commission File Number)

**98-0352587**

(IRS Employer Identification No.)

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

(Address of Principal Executive Offices)

**(44) (20) 7488-8111**

(Registrant's Telephone Number, Including Area Code)

**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

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 (*see* General Instruction A.2. below):

- 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 8.01 Other Events.**

On September 22, 2009, Willis Group Holdings Limited (“Willis”) issued a press release announcing the commencement of an offering of \$250 million aggregate principal amount of senior unsecured notes due 2019 by its indirect wholly-owned subsidiary Willis North America Inc. (“WNA”) on the terms and conditions set forth in a preliminary prospectus supplement filed with the Securities and Exchange Commission pursuant to Rule 424(b) of the Securities Act of 1933, as amended. Willis also announced a simultaneous fixed price cash tender offer by WNA for any and all of its outstanding \$250 million aggregate principal amount of 5.125% Senior Notes due 2010 on the terms and conditions set forth in the Offer to Purchase and the Letter of Transmittal that are being sent to the holders of such senior notes.

On September 22, 2009, Willis issued a press release announcing that WNA had priced an issuance of \$300 million aggregate principal amount of its 7.00% senior unsecured notes due 2019.

A copy of the press releases relating to such announcements, each dated September 22, 2009, are attached hereto as Exhibits 99.1, 99.2 and 99.3 and are incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

**Exhibit No. Description**

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99.1	September 22, 2009 Senior Notes Press Release
99.2	September 22, 2009 Tender Offer Press Release
99.3	September 22, 2009 Pricing Press Release

## 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 hereunto duly authorized.

WILLIS GROUP HOLDINGS LIMITED

Date: September 23, 2009

By: /s/ Patrick C. Regan

Name: Patrick C. Regan

Title: Group Chief Operating Officer and Chief  
Financial Officer

## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
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99.1	September 22, 2009 Senior Notes Press Release
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99.2	September 22, 2009 Tender Offer Press Release
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99.3	September 22, 2009 Pricing Press Release
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# Willis

## News Release

Contact:

Media: Will Thoretz  
+1 212 915 8251  
Email: [will.thoretz@willis.com](mailto:will.thoretz@willis.com)

Investors: Kerry K. Calaiaro  
+1 212 915 8084  
Email: [kerry.calaiaro@willis.com](mailto:kerry.calaiaro@willis.com)

**Willis North America Inc. Announces  
Offering of \$250 Million of Senior Notes**

**NEW YORK, September 22, 2009** — Willis North America Inc. (“WNA”), a subsidiary of global insurance broker Willis Group Holdings Limited (NYSE: WSH) (the “Company”), announced today that it has commenced a registered offering of \$250 million aggregate principal amount of its senior unsecured notes due 2019. Payment of principal and interest on the notes will be fully and unconditionally guaranteed by all the direct and indirect parent entities of WNA, including Willis Group Holdings Limited.

The Company intends to use the net proceeds of the offering to purchase any and all of WNA’s outstanding 5.125% Senior Notes due 2010 that are tendered and accepted in the Tender Offer announced separately on September 22, 2009. Any remaining proceeds will be used for general corporate purposes. The public offering will be made pursuant to an effective shelf registration statement on file with the Securities and Exchange Commission.

The joint book-running managers for the offering are BofA Merrill Lynch and J.P. Morgan Securities Inc. Willis Capital Markets and Advisory served as Transaction Advisor for the Company. Interested parties may obtain a preliminary prospectus supplement and prospectus by contacting BofA Merrill Lynch toll free at (800) 294-1322, or J.P. Morgan Securities Inc., at 270 Park Avenue, New York, NY 10017, Attn: High Grade Syndicate Desk, or at (212) 834-4533.

This announcement does not constitute an offer to sell or the solicitation of an offer to buy the notes, nor shall there be any sale of the notes in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state. The offering of senior notes may be made only by means of a prospectus and prospectus supplement.

**About Willis**

Willis Group Holdings Limited is a leading global insurance broker, developing and delivering professional insurance, reinsurance, risk management, financial and human resource consulting and actuarial services to corporations, public entities and institutions around the world. Willis has more than 400 offices in nearly 120 countries, with a global team of approximately 20,000 Associates serving clients in some 190 countries. Additional information on Willis may be found at [www.willis.com](http://www.willis.com).

**Forward-looking Statements**

This press release may contain certain statements relating to future results, which are forward-looking statements as that term is defined in the Private Securities Litigation Reform Act of 1995. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from historical results or those anticipated, depending on a variety of factors such as the redomicile of Willis Group Holdings Limited, general economic conditions in different countries around the world, fluctuations in global equity and fixed income markets, changes in premium rates, the competitive environment and the actual cost of resolution of contingent liabilities. Further information concerning the Company and its business, including factors that potentially could materially affect the Company's financial results, are contained in the Company's filings with the Securities and Exchange Commission.

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# Willis

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Email: [kerry.calaiaro@willis.com](mailto:kerry.calaiaro@willis.com)

**Willis North America Inc. Announces  
Cash Tender Offer for its 5.125% Senior Notes due 2010**

**NEW YORK, September 22, 2009** — Willis North America Inc. (“WNA”), a subsidiary of global insurance broker Willis Group Holdings Limited (NYSE: WSH) (the “Company”), announced today that it has commenced a tender offer to purchase any and all of its 5.125% Senior Notes due 2010. The tender offer is being made pursuant to an Offer to Purchase dated September 22, 2009 and a related Letter of Transmittal.

Upon the terms and subject to the conditions described in the Offer to Purchase and the Letter of Transmittal, WNA is offering to purchase for cash (the “Tender Offer”) any and all of its 2010 Notes for a maximum aggregate consideration equal to \$256.875 million plus all accrued and unpaid interest on the Notes purchased pursuant to this Offer up to, but not including, the Settlement Date. Tenders of the Notes may be withdrawn at any time prior to 11:59 p.m., New York City time, on September 29, 2009, but may not be withdrawn thereafter. The Tender Offer will expire at 11:59 p.m., New York City time, on September 29, 2009, unless extended or earlier terminated (the “Expiration Date”).

The consideration for each \$1,000 principal amount of Notes of each series validly tendered and accepted for purchase pursuant to the Tender Offer will be \$1,027.50 per \$1,000 principal amount of the Notes.

WNA’s obligation to accept for purchase and to pay for the Notes in the Tender Offer is subject to the satisfaction or waiver of a number of conditions, including the completion of WNA’s concurrent note offering of not less than \$250 million in aggregate principal amount of unsecured senior debt securities (the “Financing Condition”).

In addition to the applicable Notes Consideration, all Holders of Notes accepted for purchase will also receive accrued and unpaid interest on those Notes from the last interest payment date to, but not including, the Settlement Date.

None of WNA, WNA’s board of directors, the dealer manager, the depositary and the information agent makes any recommendation in connection with the Tender Offer. Holders must make their own decisions as to whether to tender their Notes, and, if so, the principal amount of Notes to tender.

WNA has retained J.P. Morgan Securities Inc. to serve as Dealer Manager. WNA has retained Global Bondholder Services Inc. to serve as the depositary and information agent. For additional information regarding the terms of the Tender Offer, please contact J.P. Morgan Securities Inc. at (866) 834-4666. Requests for documents and questions regarding the tender of the Notes may be directed to Global Bondholder Services Inc. at (866) 470-4200.

This announcement does not constitute an offer to sell or the solicitation of an offer to buy the notes, nor shall there be any sale of the notes in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state. The offering of senior notes may be made only by means of a prospectus and prospectus supplement.

### **About Willis**

Willis Group Holdings Limited is a leading global insurance broker, developing and delivering professional insurance, reinsurance, risk management, financial and human resource consulting and actuarial services to corporations, public entities and institutions around the world. Willis has more than 400 offices in nearly 120 countries, with a global team of approximately 20,000 Associates serving clients in some 190 countries. Additional information on Willis may be found at [www.willis.com](http://www.willis.com).

### **Forward-looking Statements**

This press release may contain certain statements relating to future results, which are forward-looking statements as that term is defined in the Private Securities Litigation Reform Act of 1995. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from historical results or those anticipated, depending on a variety of factors such as the redomicile of Willis Group Holdings Limited, general economic conditions in different countries around the world, fluctuations in global equity and fixed income markets, changes in premium rates, the competitive environment and the actual cost of resolution of contingent liabilities. Further information concerning the Company and its business, including factors that potentially could materially affect the Company's financial results, are contained in the Company's filings with the Securities and Exchange Commission.

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**Willis North America Inc. Prices  
Offering of \$300 Million of Senior Notes**

**NEW YORK, September 22, 2009** — Willis North America Inc. (“WNA”), a subsidiary of global insurance broker Willis Group Holdings Limited (NYSE: WSH) (the “Company”), announced today that it has priced a registered offering of \$300 million aggregate principal amount of its senior unsecured notes due 2019 at 7.0%.

The Company intends to use the net proceeds of the offering to purchase any and all of WNA’s outstanding 5.125% Senior Notes due 2010 that are tendered and accepted in the Tender Offer announced separately on September 22, 2009. Any remaining proceeds will be used for general corporate purposes. The public offering is being made pursuant to an effective shelf registration statement on file with the Securities and Exchange Commission and is expected to close on September 29, 2009.

The joint book-running managers for the offering are BofA Merrill Lynch and J.P. Morgan Securities Inc. Willis Capital Markets and Advisory served as Transaction Advisor for the Company. Interested parties may obtain a final prospectus supplement, when available, and prospectus by contacting BofA Merrill Lynch toll free at (800) 294-1322, or J.P. Morgan Securities Inc., at 270 Park Avenue, New York, NY 10017, Attn: High Grade Syndicate Desk, or at (212) 834-4533.

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