
**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): April 4, 2014

WILLIS GROUP HOLDINGS PUBLIC LIMITED COMPANY

(Exact name of registrant as specified in its charter)

Ireland
(State or other jurisdiction or incorporation)

001-16503
(Commission File Number)

98-0352587
(IRS Employer Identification No.)

**c/o Willis Group Limited,
51 Lime Street, London, EC3M 7DQ, England and Wales**
(Address, including Zip Code, of Principal Executive Offices)

(011) 44-20-3124-6000
(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:

- 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 - Changes to segmental and income statement presentation

The Company has announced a number of changes to the structure of its operations that are effective from January 1, 2014. In addition, we have made some changes to the segmental financial information that will be reported and to the presentation of certain items in the Consolidated Statement of Operations. To assist in understanding these changes, the following summarizes the impact of the changes on selected financial data for 2011, 2012 and 2013. These changes will be incorporated in full within the financial statements reported in our Quarterly Report on Form 10-Q to be filed on or about May 9, 2014.

The principal changes to the components of the North America, Global and International reporting segments are:

- the UK retail business, previously reported within the International reporting segment, will be reported within the Global reporting segment;
- the Mexican retail business, previously reported within the North America reporting segment, will be reported within the International reporting segment; and
- the US captive consulting business and facultative reinsurance businesses, both previously reported within the North America reporting segment, will be reported within the Global reporting segment.

The Company has made additional changes to the segmental financial information that will be used and reported during 2014 to evaluate performance and to support decision making. We will continue to use organic growth in commissions and fees and operating income to evaluate segment performance however, operating income will be changed to reflect the following:

- amortization of intangibles, previously reported in Corporate and other, will be reported in operating expenses for each of the reporting segments; and
- certain leadership, project and other costs relating to group functions and the non-servicing or financing elements of the defined benefit pension scheme cost (income), previously allocated to each of the reporting segments will be reported in Corporate and other.

Finally, the Company has made changes to the presentation of certain items in the Consolidated Statement of Operations. Certain foreign exchange gains and losses, primarily from balance sheet revaluation, and gains and losses from the disposal of operations, previously reported within total operating expenses, will be reported in a new income statement line item, 'Other income (expense)', which will be reported below Operating income (loss).

Management believes that these changes to the presentation of the Consolidated Statement of Operations and components of segmental operating income will: (i) provide greater clarity of the performance of our reporting segments; (ii) reflect the new structure of our operations effective from January 1, 2014; and (iii) improve the transparency and visibility of foreign exchange in the income statement.

The impact of the changes to the selected financial data described above, retrospectively applied to 2011, 2012 and 2013 is disclosed in Exhibit 99.1.

Item 9.01 - Financial Statements and Exhibits

99.1 Impact of the changes to Consolidated Statement of Operations, segmental operating income and adjusted operating income

The following is the impact of the unaudited changes to the Consolidated Statements of Operations presentation described above retrospectively applied to 2011, 2012 and 2013.

	For the year ended December 31, 2011			For the year ended December 31, 2012			For the year ended December 31, 2013		
	As Reported	Reclassification	As Reclassified	As Reported	Reclassification	As Reclassified	As Reported	Reclassification	As Reclassified
Revenues	(millions)								
Total revenues	\$ 3,447	—	\$ 3,447	\$ 3,480	—	\$ 3,480	\$ 3,655	—	\$ 3,655
Expenses									
Salaries and benefits	(2,087)	—	(2,087)	(2,475)	—	(2,475)	(2,207)	—	(2,207)
Other operating expenses	(656)	9	(647)	(581)	(19)	(600)	(616)	(20)	(636)
Depreciation expense	(74)	—	(74)	(79)	—	(79)	(94)	—	(94)
Amortization of intangible assets	(68)	—	(68)	(59)	—	(59)	(55)	—	(55)
Goodwill impairment charge	—	—	—	(492)	—	(492)	—	—	—
Net gain (loss) on disposal of operations	4	(4)	—	(3)	3	—	2	(2)	—
Total expenses	(2,881)	5	(2,876)	(3,689)	(16)	(3,705)	(2,970)	(22)	(2,992)
Operating income (loss)	566	5	571	(209)	(16)	(225)	685	(22)	663
Other (expense) income	—	(5)	(5)	—	16	16	—	22	22
Make-whole on repurchase and redemption of senior notes and write-off of unamortized debt issuance costs	(171)	—	(171)	—	—	—	—	—	—
Loss on extinguishment of debt	—	—	—	—	—	—	(60)	—	(60)
Interest expense	(156)	—	(156)	(128)	—	(128)	(126)	—	(126)
Income (loss) from continuing operations before income taxes and interest in earnings of associates	239	—	239	(337)	—	(337)	499	—	499
Income taxes	(32)	—	(32)	(101)	—	(101)	(122)	—	(122)
Income (loss) from continuing operations before interest in earnings of associates	207	—	207	(438)	—	(438)	377	—	377
Interest in earnings of associates, net of tax	12	—	12	5	—	5	—	—	—
Income (loss) from continuing operations	219	—	219	(433)	—	(433)	377	—	377
Discontinued operations, net of tax	1	—	1	—	—	—	—	—	—
Net income (loss)	220	—	220	(433)	—	(433)	377	—	377
Less: net income attributable to noncontrolling interests	(16)	—	(16)	(13)	—	(13)	(12)	—	(12)
Net income (loss) attributable to Willis Group Holdings	\$ 204	—	\$ 204	\$ (446)	—	\$ (446)	\$ 365	—	\$ 365

The following is the impact of the above unaudited changes retrospectively applied to the 2011, 2012 and 2013 segmental and total commissions and fees, total revenue, operating income (loss), organic commission and fee growth and operating margin disclosures:

As reported	For the year ended December 31,		2013				
	2011	2012	Q1	Q2	Q3	Q4	FY
(millions, except percentages)							
Commissions and fees							
Global	\$ 1,073	\$ 1,124	\$ 383	\$ 305	\$ 250	\$ 250	\$ 1,188
North America	1,314	1,306	363	333	328	353	1,377
International	1,027	1,028	300	247	213	308	1,068
Total commissions and fees	<u>\$ 3,414</u>	<u>\$ 3,458</u>	<u>\$ 1,046</u>	<u>\$ 885</u>	<u>\$ 791</u>	<u>\$ 911</u>	<u>\$ 3,633</u>
Total revenues							
Global	\$ 1,082	\$ 1,129	\$ 384	\$ 306	\$ 251	\$ 250	\$ 1,191
North America	1,323	1,313	365	335	329	357	1,386
International	1,042	1,038	302	249	215	312	1,078
Total revenues	<u>\$ 3,447</u>	<u>\$ 3,480</u>	<u>\$ 1,051</u>	<u>\$ 890</u>	<u>\$ 795</u>	<u>\$ 919</u>	<u>\$ 3,655</u>
Operating income (loss)							
Global	\$ 352	\$ 372	\$ 171	\$ 106	\$ 36	\$ 21	\$ 334
North America	271	240	89	57	57	66	269
International	221	183	86	27	(9)	77	181
Corporate & other	(278)	(1,004)	(59)	(19)	(9)	(12)	(99)
Total operating income	<u>\$ 566</u>	<u>\$ (209)</u>	<u>\$ 287</u>	<u>\$ 171</u>	<u>\$ 75</u>	<u>\$ 152</u>	<u>\$ 685</u>
Organic commission and fee growth							
Global	6.6 %	6.1 %	4.1%	10.3%	6.4 %	1.4%	5.6%
North America	(3.5)%	(0.6)%	4.3%	5.5%	3.9 %	5.8%	4.9%
International	4.8 %	4.9 %	3.8%	2.6%	7.8 %	3.0%	4.1%
Total organic commission and fee growth	<u>1.8 %</u>	<u>3.1 %</u>	<u>4.1%</u>	<u>6.3%</u>	<u>5.7 %</u>	<u>3.7%</u>	<u>4.9%</u>
Operating margin							
Global	32.5 %	32.9 %	44.5%	34.6%	14.3 %	8.4%	28.0%
North America	20.5 %	18.3 %	24.4%	17.0%	17.3 %	18.5%	19.4%
International	21.2 %	17.6 %	28.5%	10.8%	(4.2)%	24.7%	16.8%
Total operating margin	<u>16.4 %</u>	<u>(6.0)%</u>	<u>27.3%</u>	<u>19.2%</u>	<u>9.4 %</u>	<u>16.5%</u>	<u>18.7%</u>

Reclassifications	For the year ended December 31,				2013		
	2011	2012	Q1	Q2	Q3	Q4	FY
	(millions, except percentages)						
Commissions and fees							
Global	\$ 192	\$ 185	\$ 46	\$ 47	\$ 40	\$ 44	\$ 177
North America	(29)	(25)	(8)	(6)	(6)	(8)	(28)
International	(163)	(160)	(38)	(41)	(34)	(36)	(149)
Total commissions and fees	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>
Total revenues							
Global	\$ 196	\$ 187	\$ 46	\$ 48	\$ 41	\$ 45	\$ 180
North America	(29)	(25)	(8)	(6)	(7)	(7)	(28)
International	(167)	(162)	(38)	(42)	(34)	(38)	(152)
Total revenues	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>
Operating income (loss)							
Global	\$ 50	\$ 26	\$ 16	\$ 2	\$ 11	\$ 13	\$ 42
North America	(13)	12	(7)	(2)	(11)	—	(20)
International	(23)	(14)	(8)	(1)	2	4	(3)
Corporate & other	(9)	(40)	(7)	(3)	(7)	(24)	(41)
Total operating income	<u>\$ 5</u>	<u>\$ (16)</u>	<u>\$ (6)</u>	<u>\$ (4)</u>	<u>\$ (5)</u>	<u>\$ (7)</u>	<u>\$ (22)</u>
Organic commission and fee growth							
Global	0.4 %	(1.4)%	(0.7)%	(1.8)%	(1.9)%	(1.0)%	(1.2)%
North America	(2.1)%	0.2 %	0.1 %	— %	(0.1)%	(0.2)%	(0.1)%
International	2.7 %	1.4 %	0.7 %	1.6 %	3.5 %	1.7 %	1.6 %
Total organic commission and fee growth	<u>— %</u>	<u>— %</u>	<u>— %</u>	<u>— %</u>	<u>— %</u>	<u>— %</u>	<u>— %</u>
Operating margin							
Global	(1.0)%	(2.7)%	(1.0)%	(4.1)%	1.8 %	3.1 %	(0.6)%
North America	(0.6)%	1.3 %	(1.4)%	(0.3)%	(3.0)%	0.4 %	(1.1)%
International	1.4 %	(1.7)%	1.0 %	1.8 %	0.3 %	4.9 %	2.4 %
Total operating margin	<u>0.2 %</u>	<u>(0.5)%</u>	<u>(0.6)%</u>	<u>(0.4)%</u>	<u>(0.6)%</u>	<u>(0.7)%</u>	<u>(0.6)%</u>

As reclassified	For the year ended December 31,				2013			
	2011	2012	Q1	Q2	Q3	Q4	FY	
(millions, except percentages)								
Commissions and fees								
Global	\$ 1,265	\$ 1,309	\$ 429	\$ 352	\$ 290	\$ 294	\$ 1,365	
North America	1,285	1,281	355	327	322	345	1,349	
International	864	868	262	206	179	272	919	
Total commissions and fees	<u>\$ 3,414</u>	<u>\$ 3,458</u>	<u>\$ 1,046</u>	<u>\$ 885</u>	<u>\$ 791</u>	<u>\$ 911</u>	<u>\$ 3,633</u>	
Total revenues								
Global	\$ 1,278	\$ 1,316	\$ 430	\$ 354	\$ 292	\$ 295	\$ 1,371	
North America	1,294	1,288	357	329	322	350	1,358	
International	875	876	264	207	181	274	926	
Total revenues	<u>\$ 3,447</u>	<u>\$ 3,480</u>	<u>\$ 1,051</u>	<u>\$ 890</u>	<u>\$ 795</u>	<u>\$ 919</u>	<u>\$ 3,655</u>	
Operating income (loss)								
Global	\$ 402	\$ 398	\$ 187	\$ 108	\$ 47	\$ 34	\$ 376	
North America	258	252	82	55	46	66	249	
International	198	169	78	26	(7)	81	178	
Corporate & other	(287)	(1,044)	(66)	(22)	(16)	(36)	(140)	
Total operating income	<u>\$ 571</u>	<u>\$ (225)</u>	<u>\$ 281</u>	<u>\$ 167</u>	<u>\$ 70</u>	<u>\$ 145</u>	<u>\$ 663</u>	
Organic commission and fee growth								
Global	7.0 %	4.7 %	3.4%	8.5%	4.5 %	0.4%	4.4%	
North America	(5.6)%	(0.4)%	4.4%	5.5%	3.8 %	5.6%	4.8%	
International	7.5 %	6.3 %	4.5%	4.2%	11.3 %	4.7%	5.7%	
Total organic commission and fee growth	<u>1.8 %</u>	<u>3.1 %</u>	<u>4.1%</u>	<u>6.3%</u>	<u>5.7 %</u>	<u>3.7%</u>	<u>4.9%</u>	
Operating margin								
Global	31.5 %	30.2 %	43.5%	30.5%	16.1 %	11.5%	27.4%	
North America	19.9 %	19.6 %	23.0%	16.7%	14.3 %	18.9%	18.3%	
International	22.6 %	19.3 %	29.5%	12.6%	(3.9)%	29.6%	19.2%	
Total operating margin	<u>16.6 %</u>	<u>(6.5)%</u>	<u>26.7%</u>	<u>18.8%</u>	<u>8.8 %</u>	<u>15.8%</u>	<u>18.1%</u>	

The following is the impact of the reclassification of foreign exchange gains and losses and gains and losses from the disposal of operations to the reconciliation of operating income (loss), the most directly comparable GAAP measures, to adjusted operating income and adjusted operating margin disclosures, which are non-GAAP financial measures as defined under Regulation G of SEC rules, for the years ended December 31, 2011, 2012 and 2013.

	2011	2012	2013
	(millions, except percentages)		
As reported: Operating income (loss), GAAP basis	\$ 566	\$ (209)	\$ 685
Reclassification: Foreign exchange gains and losses and gains and losses from the disposal of operations	5	(16)	(22)
As reclassified: Operating income (loss), GAAP basis	571	(225)	663
Excluding:			
Expense reduction initiative	—	—	46
Fees related to the extinguishment of debt	—	—	1
Additional incentive accrual for change in remuneration policy	—	252	—
Write-off of unamortized cash retention awards debtor	—	200	—
Goodwill impairment charge	—	492	—
India JV settlement	—	11	—
Insurance recovery	—	(10)	—
Write-off of uncollectible accounts receivable balance	22	13	—
2011 Operational Review	180	—	—
FSA regulatory settlement	11	—	—
Adjusted operating income	<u>\$ 784</u>	<u>\$ 733</u>	<u>\$ 710</u>
Operating margin	<u>16.6%</u>	<u>(6.5)%</u>	<u>18.1%</u>
Adjusted operating margin	<u>22.7%</u>	<u>21.1 %</u>	<u>19.4%</u>