

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): April 27, 2005

Willis Group Holdings Limited

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(Exact Name of Registrant as Specified in Its Charter)

Bermuda

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(State or Other Jurisdiction of Incorporation)

001-16503

98-0352587

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(Commission File Number)

(IRS Employer Identification No.)

c/o Willis Group Limited  
Ten Trinity Square  
London EC3P 3AX, England

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(Address of Principal Executive Offices)

(44) (20) 7488-8111

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(Registrant's Telephone Number, Including Area Code)

Not Applicable

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(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))

Item 8.01 Other Events

On April 27, 2005 Willis Group Holdings Limited issued a press release announcing that the Board of Directors approved a \$300 million stock buy back plan. The authorization replaced the company's previously announced buy back plan of \$500 million. The press release is attached as Exhibit 99.1 hereto.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

99.1 Press Release of WGHL dated April 27, 2005

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: April 28, 2005

By: /s/ Mary E. Caiazzo

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Name: Mary E. Caiazzo  
Title: Assistant General Counsel

EXHIBIT INDEX

Exhibit No.  
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Description  
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99.1

Press Release of WGHL dated April 27, 2005

Willis Group Declares Regular Quarterly Dividend and Announces New \$300 Million Stock Buy Back Plan

NEW YORK--(BUSINESS WIRE)--April 27, 2005--Willis Group Holdings Limited (NYSE: WSH), the global insurance broker, today announced that the Board of Directors approved a USD300 million stock buy back plan.

The buyback is an open-ended plan to purchase, from time to time in the open market or through negotiated trades with persons who are not affiliates of the Company, shares of the Company's common stock.

This authorization replaces the Company's previously announced buy back plan of USD500 million.

Separately, the Board of Directors declared a regular quarterly cash dividend on the Company's common stock of USD0.215 per share, an annual rate of USD0.86 per share. The dividend is payable on July 14, 2005 to shareholders of record on June 30, 2005.

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. With over 300 offices in over 100 countries, its global team of 14,500 Associates serves clients in 180 countries. Additional information on Willis may be found on its web site: [www.willis.com](http://www.willis.com).

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