

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): February 8, 2008

Willis Group Holdings Limited

-----  
(Exact Name of Registrant as Specified in Its Charter)

Bermuda

-----  
(State or Other Jurisdiction of Incorporation)

001-16503

98-0352587

-----  
(Commission File Number)

(IRS Employer Identification No.)

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

Item 5.02(b) Departure of Director

On February 8, 2008 Gordon Bethune, a member of the Board of Directors and the Compensation Committee of Willis Group Holdings Limited, advised the Company that he does not intend to stand for re-election at the upcoming Annual General Meeting of Shareholders to be held on or about April 23, 2008. Mr. Bethune's decision not to stand for re-election was based on his current obligations outside of Willis.

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: February 13, 2008

By: /s/ Adam G. Ciongoli

-----  
Name: Adam G. Ciongoli  
Title: General Counsel