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): January 12, 2015

Willis Group Holdings Public Limited Company

(Exact name of registrant as specified in its charter)

Ireland (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 and Wales (Address, including Zip Code, of Principal Executive Offices)

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

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)

Dere-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Dere-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01. Other Events.

Beginning with the reporting of its second quarter 2014 financial results, Willis Group Holdings Public Limited Company (the "**Company**") started providing certain financial metrics on an underlying basis. In calculating those financial metrics on an underlying basis, the prior period's measures, other than earnings per share ("**EPS**"), were rebased to the current period using the average foreign currency exchange rates for each month in the period to remove the impact of foreign currency movements when comparing periods. Underlying EPS measures were treated differently. The current period underlying EPS excluded the year over year impact of foreign currency movements in order to assist comparability to EPS figures that have been disclosed in prior periods.

Starting with the reporting of fourth quarter 2014 financial results, for purposes of conforming to all other underlying financial measures, the Company will report underlying EPS on a basis similar to all other underlying measures (*i.e.*, the prior year EPS will be rebased to current period using the average foreign currency exchange rates for each month in the period to remove the impact of foreign currency movements when comparing periods).

For illustrative purposes, Exhibit 99.1 attached hereto sets forth all quarterly reconciliations of GAAP to non-GAAP financial information from 2011 through third quarter 2014 including the restated underlying EPS figures.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit <u>Number</u>	Description
99.1	Quarterly Reconciliations of GAAP to Non-GAAP Financial Information

SIGNATURES

Pursuant to the requirement 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.

Date: January 12, 2015

WILLIS GROUP HOLDINGS PUBLIC LIMITED COMPANY

By: /s/ John Greene

John Greene Group Chief Financial Officer

INDEX TO EXHIBITS

Exhibit
NumberDescription99.1Quarterly Reconciliations of GAAP to Non-GAAP Financial Information

We present such non-GAAP supplemental financial information, as we believe such information is of interest to the investment community because it provides additional meaningful methods of evaluating certain aspects of the Company's operating performance from period to period on a basis that may not be otherwise apparent on a GAAP basis. This supplemental financial information should be viewed in addition to, not in lieu of, the Company's condensed consolidated financial statements.

Reconciliation of reported to underlying net income and reported diluted earnings per share to underlying diluted earnings per share

By Quarter 2011 - 2014

			2011					2012		
	Q1	Q2	Q3	Q4	FY	Q1	Q2	Q3	Q4	FY
Net income (loss) attributable to Willis Group Holdings plc	35	84	60	24	203	225	107	26	(804)	(446)
Excluding:										
Operational improvement program		_	_	_		_				—
Venezuela currency devaluation	_	_	_	_	_	_	_	—	_	—
2011 Operational review	69	12	11	36	128	_	—	—	_	—
Irrecoverable accounts receivable		_		13	13	8	_			8
FSA regulatory settlement		11			11		_			_
Goodwill impairment charge		_			_		_		458	458
Write-off of cash retention awards		_			_		_		138	138
Additional incentive accrual	—	—			—	—	—	—	175	175
Insurance recovery				_	—		(3)	_	(3)	(6)
India JV settlement					—		—	11		11
Expense reduction initiative					—		—	—		—
Debt tender fees	—	—			—	—	—	—		—
(Gain) loss on disposal of operations	(4)			—	(4)		—	1	2	3
Make-whole premium/loss on extinguishment	124		1	6	131		—	—		—
Deferred tax valuation allowance	—		—	—	—	_	—	—	113	113
Foreign currency movements	(3)	11	1		9					
Underlying net income	221	118	73	79	491	233	104	38	79	454
			2011					2012		
	Q1	Q2	Q3	Q4	FY	Q1	Q2	Q3	Q4	FY
Reported diluted earnings per share	0.20	0.48	0.34	0.14	1.15	1.28	0.61	0.15	(4.65)	(2.58)
									()	()
Excluding:										
Operational improvement program										—
Venezuela currency devaluation					—		—	—		—
2011 Operational review	0.40	0.07	0.06	0.20	0.73		—	—		—
Irrecoverable accounts receivable		_		0.07	0.08	0.04	—	—		0.05
FSA regulatory settlement		0.06		—	0.06		—	—		—
Goodwill impairment charge	—	—			—	—	—	—	2.62	2.60
Write-off of cash retention awards	—			—	—	—	—	—	0.79	0.78
Additional incentive accrual		—		—	—		—	—	1.00	0.99
Insurance recovery		_	_		_	_	(0.02)		(0.02)	(0.03)
India JV settlement					_		_	0.06		0.06
Expense reduction initiative					_		_	—		—
Debt tender fees				_			—			
(Gain) loss on disposal of operations	(0.02)	_			(0.02)	_	—	0.01	0.01	0.02
Make-whole premium/loss on extinguishment	0.71	_	0.01	0.04	0.74		—	—		
Deferred tax valuation allowance		_			_	_	_	_	0.64	0.64
Dilutive impact of potentially issuable shares	(0.02)	0.06		_	0.05	_		_	0.06	0.05
Foreign currency movements	(0.02)	0.06	0.01	—	0.05				—	—
Underlying diluted earnings per share	1.27	0.67	0.42	0.45	2.79	1.32	0.59	0.22	0.45	2.58
Diluted share count	174	176	176	176	176	176	176	175	175	176

Underlying net income and underlying diluted EPS: Underlying net income and underlying diluted EPS for the 2011 periods has been rebased to the 2012 period exchange rates to remove the impact of foreign currency movements when comparing periods.

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Reconciliation of reported to underlying net income and reported diluted earnings per share to underlying diluted earnings per share By Quarter 2011 - 2014

Net income (loss) attributable to Willis Group Holdings plc $\overline{Q1}$ 225 $Q2$ 107 $Q3$ 26 $Q4$ (804) FY (446) $Q1$ 219 $Q2$ 105 $Q3$ (27) $Q4$ 68 FY 365 Excluding:Operational improvement program				2012					2013		
Excluding:		Q1	Q2				Q1			Q4	FY
Operational improvement program	Net income (loss) attributable to Willis Group Holdings plc	225	107	26	(804)	(446)	219	105	(27)	68	365
Venezuela currency devaluation — … <	Excluding:										
2011 Operational review — … <td></td> <td>—</td>											—
Irrecoverable accounts receivable 8 — — 8 — … … … … … … …	Venezuela currency devaluation				—			—			—
FSA regulatory settlement — …<					—			—			—
Goodwill impairment charge 458 458	Irrecoverable accounts receivable	8	_		—	8					—
Write-off of cash retention awards — — — 138 138 — … … … … … … … …	FSA regulatory settlement				—			—			—
Additional incentive accrual - - 175 175 -	Goodwill impairment charge				458	458		—			—
Insurance recovery — (3) — (3) (6) — — — — —	Write-off of cash retention awards		_		138	138				_	—
	Additional incentive accrual		_		175	175				_	—
India JV settlement	Insurance recovery		(3)		(3)	(6)				_	—
	India JV settlement	—	_	11	_	11	_	_	_	_	—
Expense reduction initiative — — — — 38 — — — 38	Expense reduction initiative		_		_		38			_	38
Debt tender fees 1 1	Debt tender fees		_		_			_	1	_	1
(Gain) loss on disposal of operations — — 1 2 3 — — — (1) (1)	(Gain) loss on disposal of operations	—	_	1	2	3		_	_	(1)	(1)
Make-whole premium/loss on extinguishment — — — — — — — 60 — 60					_			_	60		
Deferred tax valuation allowance — — — — — — — — — — — — 9 9	Deferred tax valuation allowance		_		113	113				9	9
Foreign currency movements 2 (9) 3 (4)	Foreign currency movements	2	(9)		3	(4)		_			_
	Underlying not income	225			02	450	257	105	24	76	470
Underlying net income 235 95 38 82 450 257 105 34 76 472	Underlying net income	235	95	- 30	02	450	257	105	54	/0	4/2
				2012					2012		
2012 2013 Q1 Q2 Q3 Q4 FY Q1 Q2 Q3 Q4 FY		Q1	Q2		Q4	FY	Q1	Q2		Q4	FY
Reported diluted earnings per share 1.28 0.61 0.15 (4.65) (2.58) 1.24 0.59 (0.15) 0.37 2.04	Reported diluted earnings per share	1.28	0.61	0.15	(4.65)	(2.58)	1.24	0.59	(0.15)	0.37	2.04
Excluding:	Excluding:										
Operational improvement program	Operational improvement program										_
Venezuela currency devaluation			_		_			_		_	_
2011 Operational review			_		_			_		_	_
Irrecoverable accounts receivable 0.04 — — 0.05 — — — — —		0.04	_		_	0.05		_		_	_
FSA regulatory settlement											_
Goodwill impairment charge — — — 2.62 2.60 — — — — —					2.62	2.60					_
Write-off of cash retention awards — — — 0.79 0.78 — …								_			
Additional incentive accrual — — — 1.00 0.99 — — — — —								_			
Insurance recovery — (0.02) — (0.03) — — — — —			(0.02)					_			
India JV settlement 0.06 0.06				0.06				_			_
Expense reduction initiative 0.21			_	_	_		0.22	_	_	_	0.21
Debt tender fees	-				_			_	0.01		
(Gain) loss on disposal of operations — — 0.01 0.01 0.02 — — — (0.01)		_	_	0.01	0.01	0.02		_		_	
Make-whole premium/loss on extinguishment — — — — — — 0.33 — 0.34		_	_						0.33		
Deferred tax valuation allowance — — — 0.64 0.64 — — — 0.05 0.05		_	_		0.64	0.64					
Dilutive impact of potentially issuable shares — — — 0.06 0.05 — — — — —		_	_								
Foreign currency movements 0.01 (0.05) — 0.02 (0.02) — … <th…< th=""></th…<>		0.01	(0.05)								
Underlying diluted earnings per share 1.33 0.54 0.22 0.47 2.56 1.46 0.59 0.19 0.42 2.64	Underlying diluted earnings per share	1.33	0.54	0.22	0.47	2.56	1.46	0.59	0.19	0.42	2.64
Diluted share count 176 176 175 176 176 178 180 182 179	Diluted share count	176	176	175	175	176	176	178	180	182	179

Underlying net income and underlying diluted EPS: Underlying net income and underlying diluted EPS for the 2012 periods has been rebased to the 2013 period exchange rates to remove the impact of foreign currency movements when comparing periods.

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Reconciliation of reported to underlying net income and reported diluted earnings per share to underlying diluted earnings per share By Quarter 2011 - 2014

	201	13			20)14	
<u>Q1</u>	Q2	Q3	YTD	Q1	Q2	Q3	YTD
Net income (loss) attributable to Willis Group Holdings plc219	105	(27)	297	246	47	(7)	286
Excluding:							
Operational improvement program —	_				2	14	16
Venezuela currency devaluation —	_				13		13
2011 Operational review —	_						
Irrecoverable accounts receivable —	_						
FSA regulatory settlement —							_
Goodwill impairment charge —	_	_	_	_	_	_	_
Write-off of cash retention awards —							_
Additional incentive accrual —	_		_			_	
Insurance recovery —	_	_	_	_	_	_	_
India JV settlement —							_
Expense reduction initiative 38	_		38			_	
Debt tender fees —	_	1	1				
(Gain) loss on disposal of operations —				2			2
Make-whole premium/loss on extinguishment —	_	60	60				
Deferred tax valuation allowance —			_		21		21
Foreign currency movements (6)	(5)	(18)	(29)		_		_
Underlying net income 251	100	16	367	248	83	7	338
	201)14	
	Q2	Q3	YTD	Q1	Q2	Q3	YTD
Reported diluted earnings per share 1.24	0.59	(0.15)	1.67	1.35	0.26	(0.04)	1.57
Excluding:							
Operational improvement program —					0.01	0.08	0.09
Venezuela currency devaluation —					0.01		0.07
			_				
					0.07		0.07
2011 Operational review —				—		_	
Irrecoverable accounts receivable —	_	_	_			_	
Irrecoverable accounts receivable—FSA regulatory settlement—							
Irrecoverable accounts receivable—FSA regulatory settlement—Goodwill impairment charge—							
Irrecoverable accounts receivable—FSA regulatory settlement—Goodwill impairment charge—Write-off of cash retention awards—							
Irrecoverable accounts receivable—FSA regulatory settlement—Goodwill impairment charge—Write-off of cash retention awards—Additional incentive accrual—							
Irrecoverable accounts receivable—FSA regulatory settlement—Goodwill impairment charge—Write-off of cash retention awards—Additional incentive accrual—Insurance recovery—							
Irrecoverable accounts receivable—FSA regulatory settlement—Goodwill impairment charge—Write-off of cash retention awards—Additional incentive accrual—Insurance recovery—India JV settlement—			 0.21				
Irrecoverable accounts receivable—FSA regulatory settlement—Goodwill impairment charge—Write-off of cash retention awards—Additional incentive accrual—Insurance recovery—India JV settlement—Expense reduction initiative0.22			0.21				
Irrecoverable accounts receivable—FSA regulatory settlement—Goodwill impairment charge—Write-off of cash retention awards—Additional incentive accrual—Insurance recovery—India JV settlement—Expense reduction initiative0.22Debt tender fees—		 0.01	0.21 0.01				
Irrecoverable accounts receivable—FSA regulatory settlement—Goodwill impairment charge—Write-off of cash retention awards—Additional incentive accrual—Insurance recovery—India JV settlement—Expense reduction initiative0.22Debt tender fees—(Gain) loss on disposal of operations—		0.01	0.21 0.01 —				
Irrecoverable accounts receivable—FSA regulatory settlement—Goodwill impairment charge—Write-off of cash retention awards—Additional incentive accrual—Insurance recovery—India JV settlement—Expense reduction initiative0.22Debt tender fees—(Gain) loss on disposal of operations—Make-whole premium/loss on extinguishment—		0.01 0.33	0.21 0.01				
Irrecoverable accounts receivable—FSA regulatory settlement—Goodwill impairment charge—Write-off of cash retention awards—Additional incentive accrual—Insurance recovery—India JV settlement—Expense reduction initiative0.22Debt tender fees—(Gain) loss on disposal of operations—Make-whole premium/loss on extinguishment—Deferred tax valuation allowance—		0.01 0.33 	0.21 0.01 —				
Irrecoverable accounts receivable—FSA regulatory settlement—Goodwill impairment charge—Write-off of cash retention awards—Additional incentive accrual—Insurance recovery—India JV settlement—Expense reduction initiative0.22Debt tender fees—(Gain) loss on disposal of operations—Make-whole premium/loss on extinguishment—Deferred tax valuation allowance—Dilutive impact of potentially issuable shares—		0.01 0.33 	0.21 0.01 0.33 				
Irrecoverable accounts receivable—FSA regulatory settlement—Goodwill impairment charge—Write-off of cash retention awards—Additional incentive accrual—Insurance recovery—India JV settlement—Expense reduction initiative0.22Debt tender fees—(Gain) loss on disposal of operations—Make-whole premium/loss on extinguishment—Deferred tax valuation allowance—	 (0.03)	0.01 0.33 	0.21 0.01 —				
Irrecoverable accounts receivable—FSA regulatory settlement—Goodwill impairment charge—Write-off of cash retention awards—Additional incentive accrual—Insurance recovery—India JV settlement—Expense reduction initiative0.22Debt tender fees—(Gain) loss on disposal of operations—Make-whole premium/loss on extinguishment—Deferred tax valuation allowance—Dilutive impact of potentially issuable shares—		0.01 0.33 	0.21 0.01 0.33 				

Underlying net income and underlying diluted EPS: Underlying net income and underlying diluted EPS for the 2013 periods has been rebased to the 2014 period exchange rates to remove the impact of foreign currency movements when comparing periods.

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