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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

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**FORM 8-K**

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**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (date of earliest event reported): December 17, 2009

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**Willis Group Holdings Limited**

(Exact name of registrant as specified in its charter)

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**000-16503**  
(Commission File Number)

**Bermuda**  
(State or other jurisdiction of  
incorporation or organization)

**98-0352587**  
(I.R.S. 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)

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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 communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 7.01 Regulation FD Disclosure.**

On December 17, 2009, Willis Group Holdings Limited (the “Company”) announced the closing of the transactions contemplated by that certain Investment and Share Purchase Agreement (the “Purchase Agreement”) by and among a wholly-owned subsidiary of the Company, Astorg Partners, a private equity fund, Soleil, a newly formed French *société par actions simplifiée*, Alcee, a newly formed French *société par actions simplifiée* and wholly owned subsidiary of Soleil, the Lucas family shareholders, the Gras family shareholders, key managers of Gras Savoye & Cie (“Gras Savoye”) and other minority shareholders of Gras Savoye.

The Company previously disclosed the execution of the Purchase Agreement in its Current Report on Form 8-K filed on November 19, 2009, and additional details of the transactions contemplated by the Purchase Agreement can be found therein.

A copy of the press release issued by the Company in connection with the closing of the transactions contemplated by the Purchase Agreement is attached hereto as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Company Press Release dated December 17, 2009

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**SIGNATURES**

Pursuant to the requirements of the Securities 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: December 17, 2009

By: /s/ Adam G. Ciongoli

Name: Adam G. Ciongoli

Title: General Counsel

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## Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Company Press Release, dated December 17, 2009

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Contact:

Investors: Kerry K. Calaiaro  
(212) 915-8084  
Email: kerry.calaiaro@willis.com

Media: Will Thoretz  
(212) 915-8251  
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**Willis Completes Leveraged Transaction with Family Shareholders and  
Astorg Partners to Reorganize Capital of Gras Savoye**

**NEW YORK, December 17, 2009** — Willis Group Holdings Limited (NYSE: WSH), the global insurance broker, said today it has completed a leveraged transaction with the original family shareholders of Gras Savoye & Cie, the leading French insurance broker, and Astorg Partners, a private equity fund, to reorganize the capital of Gras Savoye.

With the closing of the transaction, Willis, the family shareholders of Gras Savoye, and Astorg each now own equal stakes of 31.8 percent in the new holding company and have equal representation of 33.3 percent of the voting rights on its Board. The remaining 4.5 percent is held by a large pool of Gras Savoye managers.

Gras Savoye has been an Associate company of Willis since 1997 when Willis acquired a 33 percent ownership interest. Willis had gradually increased its shareholding to 48.6 percent of voting rights (46.2 percent of outstanding shares), with family shareholders and management owning the remainder.

The leveraged transaction valued Willis' investment in Gras Savoye at approximately \$335 million. Willis rolled over approximately \$132 million in equity and convertible debt and lent approximately \$47 million to the new holding company at a rate of 6 percent per annum. As a result, Willis received approximately \$156 million of tax-free net cash proceeds from the transaction, which it will use to pay down existing debt.

Willis has the option to purchase 100 percent of the capital in the new holding company in 2015, should it choose to do so, with notification in 2014. An existing put option, which gave family shareholders an option to sell their shares in Gras Savoye to Willis between now and 2011, has been cancelled.

Financial information in this press release has been translated between Euros and US Dollars at a rate of exchange of \$1 = €0.687, the closing euro rate on December 15, 2009. Additional information relating to the transaction can be found in Willis' 8-K filed on November 19, 2009.

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## **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 approximately 190 countries. Additional information on Willis may be found at [www.willis.com](http://www.willis.com).

## **Forward-Looking Statements**

This communication may contain forward-looking information regarding Willis Group Holdings Limited, Gras Savoye and Astorg and the combined company after the completion of the transaction that are intended to be covered by the safe harbor for “forward-looking statements” provided by the Private Securities Litigation Reform Act of 1995. These statements include, but are not limited to, the potential benefits of the transaction, the parties’ plans, objectives, expectations and intentions and other statements that are not historical facts. Such statements are based on current beliefs, expectations, forecasts and assumptions of management that are subject to risks and uncertainties which could cause actual outcomes and results to differ materially from these statements. Other risks and uncertainties relating to the transaction include, but are not limited to, the expected operating and financial performance of Gras Savoye, achieving the expected synergies and other strategic benefits as a result of the transaction, general industry and market conditions, general domestic and international economic conditions and governmental laws and regulations affecting domestic and foreign operations.

The foregoing list of factors is not exhaustive and new factors may emerge from time to time that could also affect actual performance and results. For additional factors see the section entitled “Risk Factors” included in Willis’ Form 10-K for the year ended December 31, 2008 and our Form 10-Q for the quarter ended September 30, 2009 as filed with the Securities and Exchange Commission. Copies are available online at <http://www.sec.gov> or on request from Willis as set forth in Part I, Item 1 “Business-Available Information” in Willis’ Form 10-K. These forward-looking statements speak only as of the date made and the parties will not update these forward-looking statements unless the securities laws require it. In light of these risks, uncertainties and assumptions, the forward-looking events discussed in this document may not occur, and you should not place undue reliance on these forward-looking statements.

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