

SECURITIES AND EXCHANGE COMMISSION

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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): September 8, 2004

WILLIS GROUP HOLDINGS LIMITED  
(Exact name of Registrant as specified in Charter)

BERMUDA  
(Jurisdiction of incorporation  
or organization)

001-16503  
(Commission File  
Number)

98-0352587  
(IRS Employer  
Identification  
No.)

Ten Trinity Square  
London EC3P 3AX, England  
(Address of principal executive offices)

Registrant's telephone number, including area code: +44 20 7488 8111

Not Applicable  
(Former name or former address, if changed since last report.)

Item 8.01 Other Events

On September 8, 2004, Willis Group Holdings Limited issued a press release announcing that the Board of Directors approved an increase in the Company's existing common share buyback authorization from \$300 million to \$500 million. The press release is attached as Exhibit 99.1 hereto.

Item 9.01 Financial Statements and Exhibits

(c) The following document is filed as an exhibit to this report on Form 8-K:

99.1 Press Release dated September 8, 2004 of Willis Group Holdings Limited

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

WILLIS GROUP HOLDINGS LIMITED

By: /s/ Mary E. Caiazzo

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Mary E. Caiazzo  
Assistant General Counsel

Dated: September 8, 2004

EXHIBIT INDEX

Exhibit  
Number    Title  
- - - - -

99.1      Press Release dated September 8, 2004, of Willis Group Holdings Limited

## Willis Group Increases Stock Buyback Authorization

NEW YORK--(BUSINESS WIRE)--Sept. 8, 2004--Willis Group Holdings Limited (NYSE: WSH), the global insurance broker, today announced that the Board of Directors approved an increase in the Company's existing common share buyback authorization from \$300 million to \$500 million.

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.

To date in 2004, the Company has repurchased approximately \$250 million of its common stock.

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 some 80 countries, its global team of 14,500 Associates serves clients in some 180 countries. Additional information on Willis may be found on its web site [www.willis.com](http://www.willis.com).

CONTACT: Willis Group Holdings Limited

Investors:

Kerry K. Calaiaro, 212-837-0880

[calaiaroke@willis.com](mailto:calaiaroke@willis.com)

or

Media:

Nicholas Jones, +44-20-7488-8190

[jonesnr@willis.com](mailto:jonesnr@willis.com)

or

Dan Prince, 212-837-0806

[prnceda@willis.com](mailto:prnceda@willis.com)