

**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): September 30, 2009

Willis Group Holdings Limited

(Exact Name of Registrant as Specified in Its Charter)

Bermuda

(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**

(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 8.01 Other Events.

On September 30, 2009, Willis Group Holdings Limited (“Willis”) issued a press release announcing the final results of the cash tender offer made by its subsidiary, Willis North America Inc. (“WNA”), to purchase any and all of WNA’s 5.125% Senior Notes due 2010 (the “Tender Offer”), which was made pursuant to an Offer to Purchase dated September 22, 2009, and a related Letter of Transmittal.

A copy of the press release to such announcement, dated September 30, 2009, is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1.	September 30, 2009 Tender Offer Press Release.

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: September 30, 2009

By: /s/ Adam G. Ciongoli

Name: Adam G. Ciongoli

Title: Group General Counsel

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	September 30, 2009 Tender Offer Press Release



News Release

Contact: Will Thoretz
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Email: will.thoretz@willis.com

Investors: Kerry K. Calaiaro
+1 212 915 8084
Email: kerry.calaiaro@willis.com

**Willis North America Inc. Announces Final Results of
Cash Tender Offer for its 5.125% Senior Notes due 2010**

NEW YORK, September 30, 2009 — Willis North America Inc. ("WNA"), a subsidiary of global insurance broker Willis Group Holdings Limited (NYSE: WSH), today announced the final results of its cash tender offer to purchase any and all of its 5.125% Senior Notes due 2010 (the "Tender Offer").

As of 11:59 p.m., New York City time, on September 29, 2009, the aggregate principal amount of 2010 Senior Notes tendered in the Tender Offer was \$159,788,000. All of the 2010 Notes that were tendered have been accepted for payment by WNA, with settlement expected to occur today. The holders of the 2010 Notes that were accepted for purchase will be entitled to receive tender offer consideration of \$1,027.50 per \$1,000 principal amount of the 2010 Notes, plus any accrued and unpaid interest from and including the last interest payment date up to, but not including, the Settlement Date.

The Tender Offer was made pursuant to an Offer to Purchase dated September 22, 2009, and a related Letter of Transmittal, which set forth a complete description of the terms of the offer.

WNA retained J.P. Morgan Securities Inc. to serve as Dealer Manager, and Global Bondholder Services Inc. to serve as the depository and information agent. For additional information regarding the terms of the Tender Offer, please contact J.P. Morgan Securities Inc. at (866) 834-4666. Requests for documents and questions regarding the tender of the Notes may be directed to Global Bondholder Services Inc. at (866) 470-4200.

This announcement does not constitute an offer to sell or the solicitation of an offer to buy the notes, nor shall there be any sale of the notes in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

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 some 190 countries. Additional information on Willis may be found at www.willis.com.

Forward-looking Statements

This press release may contain certain statements relating to future results, which are forward-looking statements as that term is defined in the Private Securities Litigation Reform Act of 1995. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from historical results or those anticipated, depending on a variety of factors such as the redomicile of Willis Group Holdings Limited, general economic conditions in different countries around the world, fluctuations in global equity and fixed income markets, changes in premium rates, the competitive environment and the actual cost of resolution of contingent liabilities. Further information concerning the Company and its business, including factors that potentially could materially affect the Company's financial results, are contained in the Company's filings with the Securities and Exchange Commission.

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