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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):

February 16, 2010

Willis Group Holdings Public Limited Company

(Exact name of registrant as specified in its charter)

Ireland

001-16503

98-0352587

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

c/o Willis Group Limited, 51 Lime Street, London,  
England and Wales

EC3M 7DQ

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(011) 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)
  - 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))
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**Item 1.01 Entry into a Material Definitive Agreement.**

On February 16, 2010, Willis Group Holdings Public Limited Company (the "Company") entered into the Amended and Restated Assurance of Discontinuance with the Attorney General of the State of New York and the Amended and Restated Stipulation with the Superintendent of Insurance of the State of New York (the "Amended and Restated AOD") on behalf of itself and its subsidiaries named therein ("Willis"). The Amended and Restated AOD is effective February 11, 2010 and supersedes and replaces the Assurance of Discontinuance with the Attorney General of the State of New York, dated April 7, 2005, and the Stipulation with the Superintendent of Insurance of the State of New York, dated April 8, 2005, each as amended from time to time (collectively, the "AOD").

The Amended and Restated AOD specifically recognizes that Willis has substantially met its obligations under the AOD and ends many of the requirements previously imposed. It relieves Willis of a number of technical compliance obligations that have imposed significant administrative and financial burdens on its operations. The Amended and Restated AOD no longer limits the types of compensation Willis can receive and has lowered the compensation disclosure requirements to clients that the AOD originally imposed.

The Amended and Restated AOD requires Willis to: (i) in New York, and each of the other 49 states of the United States, the District of Columbia and U.S. territories, provide compensation disclosure that will, at a minimum, comply with the terms of 11 NYCRR 30 (adopted on February 10, 2010), as may be amended from time to time, or the provisions of the AOD that existed prior to the adoption of the Amended and Restated AOD; and (ii) maintain its compliance programs and continue to provide appropriate training to relevant employees in business ethics, professional obligations, conflicts of interest and antitrust and trade practices compliance. In addition, in placing, renewing, consulting on or servicing any insurance policy, it prohibits Willis from directly or indirectly (a) accepting from or requesting of any insurer any promise or commitment to use any of Willis's brokerage, agency, producing or consulting services in exchange for production of business to such insurer or (b) knowingly place, renew or consult on or service a client's insurance business through a wholesale broker in a manner that is contrary to the client's best interest.

This description of the Amended and Restated AOD does not purport to be complete and is qualified in its entirety by reference to the Amended and Restated AOD, a copy of which is attached hereto as Exhibit 10.1 and incorporated herein by reference.

**Item 7.01 Regulation FD Disclosure.**

On February 16, 2010, the Company issued a press release regarding the execution of the Amended and Restated AOD. The press release is attached to this Current Report on Form 8-K as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

10.1 Amended and Restated Assurance of Discontinuance between the Attorney General of the State of New York and the Company on behalf of itself and its subsidiaries named therein and the Amended and Restated Stipulation between the Superintendent of Insurance of the State of New York and the Company on behalf of itself and the subsidiaries named therein, effective as of February 11, 2010.

99.1 Press Release issued by Willis Group Holdings Public Limited Company on February 16, 2010.

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**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 Public Limited Company

*February 16, 2010*

By: *Adam G. Ciongoli*

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*Name: Adam G. Ciongoli*

*Title: Group General Counsel*

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Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
10.1	Amended and Restated Assurance of Discontinuance between the Attorney General of the State of New York and Willis Group Holdings Public Limited Company on behalf of itself and its subsidiaries named therein and the Amended and Restated Stipulation between the Superintendent of Insurance of the State of New York and Willis Group Holdings Public Limited Company on behalf of itself and its subsidiaries named therein, effective as of February 11, 2010.
99.1	Press Release issued by Willis Group Holdings Public Limited Company on February 16, 2010.

**Amended and Restated Assurance of Discontinuance between  
the Attorney General of the State of New York  
and Willis Group Holdings plc as successor in interest for Willis Group Holdings Limited, Willis  
North America, Inc., Willis of New York, Inc., dated April 7, 2005 , and**

**Amended and Restated Stipulation between  
the Superintendent of Insurance of the State of New York and Willis Group Holdings plc as successor  
in interest for Willis Group Holdings Limited, Willis North America, Inc., Willis of New York,  
Inc., Willis RE Inc., Willis of Wisconsin, Inc., Willis of Texas, Inc., Willis of Seattle, Inc.,  
Willis of Tennessee, Inc., Willis of North Carolina, Inc., Willis of Ohio, Inc., Willis of Oregon,  
Inc., Willis of Pennsylvania, Inc., Willis of Michigan, Inc., Willis of Minnesota, Inc. , Willis of  
New Hampshire, Inc., Willis of New Jersey, Inc., Willis of Massachusetts, Inc., Willis of Maryland,  
Inc., Willis of Louisiana, Inc., Willis of Kansas, Inc., Willis of Illinois, Inc., Willis Insurance  
Services of Georgia, Inc., d.b.a. Willis Insurance Brokerage of Georgia, Willis Insurance Services  
of California, Inc. d.b.a. Willis Insurance Brokerage, Willis of Arizona, Inc., Willis of Alabama,  
Inc., Willis Life Insurance Agency of Ohio, Inc., Stewart Smith East, Inc., dated April 8, 2005  
(collectively, "Willis").**

**WHEREAS**, Willis entered into an Assurance of Discontinuance with the Attorney General of the State of New York ("Attorney General") dated April 7, 2005 and a Stipulation with the Superintendent of Insurance of the State of New York ("Superintendent") dated April 8, 2005, each as amended from time to time (collectively, the "AOD"); and

**WHEREAS**, the Attorney General and the Superintendent conducted public hearings in July 2008 on the subject of insurance producer compensation and disclosure practices; and

**WHEREAS**, 11 NYCRR 30 (Regulation No. 194) was adopted on February 10, 2010; and

**WHEREAS**, the Superintendent has concluded that Willis has substantially met its obligations under the AOD, as determined by an independent examiner;

**NOW, THEREFORE**, the parties hereby agree that, effective as of February 11, 2010, the AOD shall be amended and restated as follows:

1. **Compensation Disclosure to Insurance Purchasers**: In New York, and each of the other 49 states of the United States, the District of Columbia, and U.S. territories, Willis shall provide compensation disclosure that will, at a minimum, comply with the terms of Regulation No. 194, as may be amended from time to time, or the provisions of the AOD, as existed prior to the adoption this Amended and Restated Agreement and Amended and Restated Stipulation.
2. **Compliance Programs and Training**: Willis shall maintain its compliance programs and continue to provide appropriate training to relevant employees in business ethics, professional obligations, conflicts of interest and antitrust and trade practices compliance.
3. **Prohibition on Reinsurance Brokerage "Leveraging"**: In placing, renewing, consulting on or servicing any insurance policy, Willis shall not directly or indirectly accept from or request of any insurer any promise or commitment to use any of Willis's brokerage, agency, producing or consulting services, including reinsurance brokerage, agency or producing services, in exchange for production of business to such insurer.
4. **Prohibition of Inappropriate Use of Wholesalers**: In placing, renewing, consulting on or servicing any insurance policy, Willis shall not directly or indirectly knowingly place, renew, consult on or service a client's insurance business through a wholesale broker in a manner that is contrary to the client's best interests.
5. The Attorney General and Superintendent reserve the right to take action to enforce this Amended and Restated Agreement. If compliance with any aspect of this Amended and Restated Agreement proves impracticable, Willis reserves the right to request that the parties modify it accordingly.
6. This Amended and Restated Agreement shall be governed by the laws of the State of New York.
7. This Amended and Restated Agreement supersedes and replaces the AOD as amended and all prior agreements, arrangements, commitments and understandings, whether written or oral, with respect to the subject matter hereof, and constitutes the entire agreement of the parties.
8. This Amended and Restated Agreement may be executed in counterparts, including via facsimile.

WHEREFORE, the following signatures are affixed hereto on the date first above written.

People of the State  
of New York  
/s/ Michael Berlin

New York Insurance Department  
/s/ James J. Wrynn

By: Michael Berlin  
Deputy Attorney General  
for Economic Justice  
Office of the Attorney General

By: James J. Wrynn  
Superintendent of Insurance  
25 Beaver Street  
New York, NY 10004

120 Broadway, 25<sup>th</sup> Floor  
New York, NY 10271

Willis Group Holdings plc, et. al.

/s/ Adam G. Ciongoli  
By: Adam G. Ciongoli  
Group General Counsel

Willis Group Holdings, plc



News Release

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**Statement of Willis Group Holdings  
Regarding the Amended and Restated Agreement  
Between Willis and the Attorney General of the State of New York  
And the Superintendent of Insurance of the State of New York**

**New York, February 16, 2010** – Willis Group Holdings plc (NYSE: WSH), the global insurance broker, today entered into agreement with the Attorney General and the Superintendent of Insurance of the State of New York to amend and restate the 2005 Assurance of Discontinuance and Stipulation, as amended (the AOD).

The new agreement specifically recognizes that Willis substantially has met our obligations under the AOD over the last half decade, and ends many of the requirements imposed by the current agreement. Willis welcomes this development. The new agreement relieves us of a number of technical compliance obligations that have imposed significant administrative and financial burdens on our operations that we do not believe benefit our clients. The new agreement no longer limits the types of compensation Willis can receive and has lowered the compensation disclosure requirements to clients that the AOD originally imposed.

Nevertheless, Willis's stand is clear: on issues of trust, transparency and disclosure, we have been guided by principle – doing what is right – rather than waiting for regulation to tell us what we must do. Indeed, we voluntarily began disclosing compensation to our retail clients and refusing to take contingent compensation in our retail brokerage business before we signed the AOD in 2005. Neither of those commitments will change today, whether or not our competitors follow our lead.

Willis will continue to disclose to our retail clients the compensation we receive from insurance carriers. Willis also will continue to refuse to accept contingent commissions from carriers in our retail brokerage business. Willis is proud of the position we have taken with regard to contingent commissions that we believe is square in the best interests of our retail clients.

Willis Group Holdings plc 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).

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**Forward-looking statements**

We have included in this document “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, and Section 21E of the Securities Exchange Act of 1934, which are intended to be covered by the safe harbors created by those laws. All statements, other than statements of historical facts, included in this document that address activities, events or developments that we expect or anticipate may occur in the future, including such things as business strategies, competitive strengths, goals, the benefits of new initiatives, growth of our business and operations, plans and references to future successes are forward-looking statements. Also when we use words such as “anticipate,” “believe,” “will,” “estimate,” “expect,” “intend,” “plan” “probably” or similar expressions, we are making forward-looking statements. For a list of factors that could cause actual results to differ materially from those anticipated in the forward-looking statements, see the section entitled “Risk Factors” included in Willis’ Form 10-K for the year ended December 31, 2008 and Form 10-Q for the quarter ended September 30, 2009 and our subsequent filings with the Securities and Exchange Commission. Copies of are available online at [www.sec.gov](http://www.sec.gov) or on request from the Company as set forth in Part I, Item 1 “Business-Available Information” in Willis’ Form 10-K. Although we believe that the assumptions underlying our forward-looking statements are reasonable, any of these assumptions, and therefore also the forward-looking statements based on these assumptions, could themselves prove to be inaccurate. In light of the significant uncertainties inherent in the forward-looking statements included in this document, our inclusion of this information is not a representation or guarantee by us that our objectives and plans will be achieved. Our forward-looking statements speak only as of the date made and we will not update these forward-looking statements unless the securities laws require us to do so. In light of these risks, uncertainties and assumptions, the forward looking-events discussed in this document may not occur, and we caution you against unduly relying on these forward-looking statements.