

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB Approval Number:3235-0145
Expires: January 31, 2006
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hours per response.....11

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

Willis Group Holdings Limited

(Name of Issuer)

Common Stock, Par Value \$0.000115 per share

(Title of Class of Securities)

G96655 10 8

(CUSIP Number)

December 31, 2005

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's
initial filing on this form with respect to the subject class of securities,
and for any subsequent amendment containing information which would alter the
disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be
deemed to be "filed" for the purpose of Section 18 of the Securities Exchange
Act of 1934 ("Act") or otherwise subject to the liabilities of that section of
the Act but shall be subject to all other provisions of the Act (however, see
the Notes).

Persons who are to respond to the collection of information contained in this
form are not required to respond unless the form displays a currently valid
OMB control number.

CUSIP No. G96655 10 8.....

1. Name of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).
PROFIT SHARING (OVERSEAS), LIMITED PARTNERSHIP

2. Check the Appropriate Box if a Member of a Group (See Instructions)

- (a)
- (b) X.....

3. SEC Use Only

4. Citizenship or Place of Organization Alberta, Canada.....

Number of Shares Beneficially Owned by Each Reporting Person With:

5. Sole Voting Power 0.....

6. Shared Voting Power 0.....

7. Sole Dispositive Power 0.....

8. Shared Dispositive Power 0.....

9. Aggregate Amount Beneficially Owned by Each Reporting Person 0.....

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9) 0%.....

12. Type of Reporting Person (See Instructions)

PN.....

CUSIP No. G96655 10 8.....

1. Name of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).
KKR 1996 FUND(OVERSEAS), LIMITED PARTNERSHIP

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
.....
.....
(b) X.....

3. SEC Use Only

4. Citizenship or Place of Organization Alberta, Canada.....

Number of Shares Beneficially Owned by Each Reporting Person With:
5. Sole Voting Power 0.....
6. Shared Voting Power 0.....

7. Sole Dispositive Power 0.....

8. Shared Dispositive Power 0.....

9. Aggregate Amount Beneficially Owned by Each Reporting Person 0.....

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9) 0%.....

12. Type of Reporting Person (See Instructions)

PN.....
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CUSIP No. G96655 10 8.....

1. Name of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).
KKR ASSOCIATES II (1996), LIMITED PARTNERSHIP

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b) X.....

3. SEC Use Only

4. Citizenship or Place of Organization Cayman Islands.....

Number of Shares Beneficially Owned by Each Reporting Person With:
5. Sole Voting Power 0.....
6. Shared Voting Power 0.....
7. Sole Dispositive Power 0.....
8. Shared Dispositive Power 0.....

9. Aggregate Amount Beneficially Owned by Each Reporting Person 0.....

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9) 0%.....

12. Type of Reporting Person (See Instructions)

PN.....
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.....
.....
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CUSIP No. G96655 10 8.....

1. Name of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).
KKR 1996 OVERSEAS, LIMITED

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b) X.....

3. SEC Use Only

4. Citizenship or Place of Organization Cayman Islands.....

Number of Shares 5. Sole Voting Power 0.....
Beneficially
Owned by Each
Reporting Person 6. Shared Voting Power 0.....
With:
7. Sole Dispositive Power 0.....
8. Shared Dispositive Power 0.....

9. Aggregate Amount Beneficially Owned by Each Reporting Person 0.....

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions)

11. Percent of Class Represented by Amount in Row (9) 0%.....

12. Type of Reporting Person (See Instructions)
PN.....

Item 1.

(a) NAME OF ISSUER

Willis Group Holdings Limited

(b) ADDRESS of ISSUER'S PRINCIPAL EXECUTIVE OFFICES

Ten Trinity Square, London EC3P 3AX, England

Item 2.

(a) Name of Persons Filing:

Profit Sharing (Overseas), Limited Partnership
KKR 1996 Fund (Overseas), Limited Partnership
KKR Associates II (1996), Limited Partnership
KKR 1996 Overseas, Limited

(b) Address of Principal Business Office or, if none, Residence

KKR Overseas, Limited
Ugland House
P.O. Box 309
George Town, Grand Cayman
Cayman Islands B.W.I.

(c) Citizenship

Alberta, Canada: Profit Sharing (Overseas), Limited Partnership
KKR 1996 Fund (Overseas), Limited Partnership

Cayman Islands: KKR Associates II (1996), Limited Partnership
KKR 1996 Overseas, Limited

(d) Title of Class of Securities

Common Stock, par value \$0.000115

(e) CUSIP Number

G96655 10 8

Item 3. If this statement is filed pursuant to ss.ss.240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a) / / Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b) / / Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c) / / Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

(d) / / Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

(e) / / An investment adviser in accordance with ss.240.13d-1(b)(1)(ii)(E);

(f) / / An employee benefit plan or endowment fund in accordance with ss.240.13d-1(b)(1)(ii)(F);

(g) / / A parent holding company or control person in accordance with ss.240.13d-1(b)(1)(ii)(G);

(h) / / A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i) / / A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) / / Group, in accordance with ss.240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

See Item 9 of each cover page.

(b) Percent of class:

See Item 11 of each cover page, which is based upon Item 5 of each cover page.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

See Item 5 of each cover page.

(ii) Shared power to vote or to direct the vote:

See Item 6 of each cover page.

(iii) Sole power to dispose or to direct the disposition of:

See Item 7 of each cover page.

(iv) Shared power to dispose or to direct the disposition of:

See Item 8 of each cover page.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable

Item 10. Certification.

Not applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

PROFIT SHARING (OVERSEAS), LIMITED
PARTNERSHIP

By: KKR 1996 (Overseas), Limited Partnership,
its general partner

By: KKR Associates II (1996), Limited
Partnership, its general partner

By: KKR Overseas, Limited, its general partner

By: /s/ William J. Janetschek

Name: William J. Janetschek
Title: Attorney-in-fact for Perry Golkin

KKR 1996 FUND (OVERSEAS), LIMITED PARTNERSHIP

By: KKR Associates II (1996), Limited
Partnership, its general partner

By: KKR 1996 Overseas, Limited, its general
partner

By: /s/ William J. Janetschek

Name: William J. Janetschek
Title: Attorney-in-fact for Perry Golkin

KKR ASSOCIATES II (1996), LIMITED PARTNERSHIP

By: KKR 1996 Overseas, Limited, its general
partner

By: /s/ William J. Janetschek

Name: William J. Janetschek
Title: Attorney-in-fact for Perry Golkin

KKR 1996 OVERSEAS, LIMITED

By: /s/ William J. Janetschek

Name: William J. Janetschek
Title: Attorney-in-fact for Perry Golkin

February 14, 2006

EXHIBITS

- Exhibit 1 - Joint Filing Agreement (already on file)
- Exhibit 2 Power of Attorney (already on file)