

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

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)**

Filed by the Registrant x
Filed by a Party other than the Registrant o

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Willis Group Holdings Public Limited Company

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Willis Group Holdings Public Limited Company

Important Notice Regarding the Availability of Proxy Materials for the Shareholders Meeting to Be Held on Wednesday, April 25, 2012

The Proxy Statement, Annual Report, Irish Statutory Accounts and other proxy materials are available at: <http://www.proxyvoting.com/wsh>

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

Willis Group Holdings Public Limited Company

If you want to receive a paper or e-mail copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed below on or before April 11, 2012 to facilitate timely delivery.

TO REQUEST PAPER COPIES OF THE PROXY STATEMENT, ANNUAL REPORT AND IRISH STATUTORY ACCOUNTS:

(please reference your 11-digit control number when requesting materials)

By opting out to receive printed materials, your preference for future proxy mailings will be kept on our file.

Telephone: **1-888-313-0164**

(outside of the U.S. and Canada call 201-680-6688).

Email: **shrrelations@bnymellon.com**

(you must reference your 11-digit control number in your email)

Internet: **<http://www.proxyvoting.com/wsh>**

TO VOTE YOUR SHARES SEE INSTRUCTIONS ON REVERSE SIDE

This is not a proxy card. You cannot use this notice to vote your shares.

Dear Willis Group Holdings Public Limited Company Shareholder:

The 2012 Annual General Meeting of Shareholders of Willis Group Holdings Public Limited Company (the "Company") will be held at Willis Group Holdings Public Limited Company, Grand Mill Quay, Barrow Street, Dublin 4 Ireland, on Wednesday, April 25, 2012, at 8:00 a.m. GMT.

Proposals to be considered at the Annual General Meeting of Shareholders:

- (1) to elect 12 directors to hold office until the next Annual General Meeting of Shareholders and until his/her successor is elected and qualified;
- (2) to ratify the reappointment of Deloitte LLP as auditors until the close of the next Annual General Meeting of Shareholders and authorize the Board of Directors acting through the Audit Committee to fix the auditor's remuneration;
- (3) an advisory vote to approve named executive officer compensation; and
- (4) to approve the Willis Group Holdings Public Limited Company 2012 Equity Incentive Plan.

Your Board recommends that you vote "FOR" Items 1, 2, 3 and 4.

The Board of Directors has fixed the close of business on March 1, 2012 as the record date (the "Record Date") for the determination of shareholders entitled to receive notice of and to vote at the Annual General Meeting of Shareholders or any adjournment(s) thereof.

CONTROL NUMBER

YOU MUST REFERENCE YOUR 11-DIGIT CONTROL NUMBER WHEN YOU REQUEST A PAPER COPY OF THE PROXY STATEMENT AND ANNUAL REPORT OR TO VOTE YOUR PROXY ELECTRONICALLY.

Shareholders of record as of the Record Date are encouraged and cordially invited to attend the Annual General Meeting of Shareholders.

Meeting Location:

Willis Group Holdings Public Limited Company
Grand Mill Quay, Barrow Street
Dublin 4 Ireland

The following materials are available for you to review online:

- the Company's 2012 Proxy Statement;
- the Company's Annual Report for the year ended December 31, 2011;
- the Company's Irish Statutory Accounts for the period ended December 31, 2011, and the reports of the directors and auditors thereon; and
- any amendments to the foregoing materials that are required to be furnished to shareholders.

To request a paper copy of the Proxy Statement, Annual Report and Irish Statutory Accounts:

(you must reference your 11-digit control number located on the reverse side of this form)

Telephone: **1-888-313-0164** (outside of the U.S. and Canada call 201-680-6688)

Email: **shrrelations@bnymellon.com** *(you must reference your 11-digit control number in your email)*

Internet: **<http://www.proxyvoting.com/wsh>**

The Proxy Materials for Willis Group Holdings Public Limited Company are available to review at:

<http://www.proxyvoting.com/wsh>

Have this notice available when you request a PAPER copy of the Proxy Statement, Annual Report and Irish Statutory Accounts, when you want to view your proxy materials online
OR WHEN YOU WANT TO VOTE YOUR PROXY ELECTRONICALLY.

HOW TO VOTE BY INTERNET

We encourage you to review the proxy materials online before voting.

Use the Internet to vote your shares. On the landing page of the above website in the box labeled "To Vote Your Shares by Internet" click on "**Vote Now**" to access the electronic proxy card and vote your shares. Have this notice in hand when you access the website.

You will need to reference the 11-digit control number located on the reverse side.