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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

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

BERMUDA  
(State or other jurisdiction of  
incorporation or organization)

NONE  
(I.R.S. Employer  
Identification Number)

TEN TRINITY SQUARE  
LONDON EC3P 3AX  
ENGLAND  
(Address of Principal Executive Office)

If this form relates to the registration of a class of securities pursuant to  
Section 12(b) of the Exchange Act and is effective pursuant to General  
Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to  
Section 12(g) of the Exchange Act and is effective pursuant to General  
Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates:  
No. 333-60982

Securities to be registered pursuant to Section 12(b) of the Act:

Title Of Each Class To Be So Registered -----	Name of Each Exchange On Which Each Class Is To Be Registered -----
Common Stock, par value \$0.000115	New York Stock Exchange
Securities to be registered pursuant to Section 12(g) of the Act:	None

Item 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED  
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Information with respect to the Common Stock is incorporated herein by reference to the section captioned "Description of Capital Stock" in the prospectus included in the Registration Statement on Form F-1 (Registration No. 333-60982) (the "Registration Statement"), filed under the Securities Act of 1933, as amended, with the Securities and Exchange Commission (the "Commission").

Item 2. EXHIBITS

- 1.1 Specimen Certificate for Common Stock of the Registrant (incorporated by reference to Exhibit 4.1 to the Registration Statement).
- 2.1 Memorandum of Association of the Registrant (incorporated by reference to Exhibit 3.1 to the Registration Statement).
- 2.2 Bye-laws of the Registrant (incorporated by reference to Exhibit 3.2 to the Registration Statement).
- 2.3 Memorandum of Increase in the Share Capital of the Registrant (incorporated by reference to Exhibit 3.3 to the Registration Statement).

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: May 21, 2001

WILLIS GROUP HOLDINGS LIMITED

By: /JOSEPH J. PLUMERI/

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Name: Joseph J. Plumeri  
Title: Executive Chairman