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

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**FORM 8-K**

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**CURRENT REPORT**  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

**Date of Report (Date of earliest event reported): January 12, 2015**

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**Willis Group Holdings Public Limited Company**  
(Exact name of registrant as specified in its charter)

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**Ireland**  
(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 and Wales**  
(Address, including Zip Code, of Principal Executive Offices)

**Registrant's telephone number, including area code: (44) (20) 3124 6000**

**Not Applicable**  
(Former name or former address, if changed since last report)

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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 8.01. Other Events.**

Beginning with the reporting of its second quarter 2014 financial results, Willis Group Holdings Public Limited Company (the “**Company**”) started providing certain financial metrics on an underlying basis. In calculating those financial metrics on an underlying basis, the prior period’s measures, other than earnings per share (“**EPS**”), were rebased to the current period using the average foreign currency exchange rates for each month in the period to remove the impact of foreign currency movements when comparing periods. Underlying EPS measures were treated differently. The current period underlying EPS excluded the year over year impact of foreign currency movements in order to assist comparability to EPS figures that have been disclosed in prior periods.

Starting with the reporting of fourth quarter 2014 financial results, for purposes of conforming to all other underlying financial measures, the Company will report underlying EPS on a basis similar to all other underlying measures (*i.e.*, the prior year EPS will be rebased to current period using the average foreign currency exchange rates for each month in the period to remove the impact of foreign currency movements when comparing periods).

For illustrative purposes, Exhibit 99.1 attached hereto sets forth all quarterly reconciliations of GAAP to non-GAAP financial information from 2011 through third quarter 2014 including the restated underlying EPS figures.

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**Item 9.01 Financial Statements and Exhibits.****(d) Exhibits**

<u>Exhibit Number</u>	<u>Description</u>
99.1	Quarterly Reconciliations of GAAP to Non-GAAP Financial Information

**SIGNATURES**

Pursuant to the requirement 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.

Date: January 12, 2015

**WILLIS GROUP HOLDINGS PUBLIC LIMITED COMPANY**

By: /s/ John Greene  
John Greene  
Group Chief Financial Officer

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## INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
99.1	Quarterly Reconciliations of GAAP to Non-GAAP Financial Information

We present such non-GAAP supplemental financial information, as we believe such information is of interest to the investment community because it provides additional meaningful methods of evaluating certain aspects of the Company's operating performance from period to period on a basis that may not be otherwise apparent on a GAAP basis. This supplemental financial information should be viewed in addition to, not in lieu of, the Company's condensed consolidated financial statements.

### Reconciliation of reported to underlying net income and reported diluted earnings per share to underlying diluted earnings per share

By Quarter 2011 - 2014

	2011					2012				
	Q1	Q2	Q3	Q4	FY	Q1	Q2	Q3	Q4	FY
<b>Net income (loss) attributable to Willis Group Holdings plc</b>	35	84	60	24	203	225	107	26	(804)	(446)
Excluding:										
Operational improvement program	—	—	—	—	—	—	—	—	—	—
Venezuela currency devaluation	—	—	—	—	—	—	—	—	—	—
2011 Operational review	69	12	11	36	128	—	—	—	—	—
Irrecoverable accounts receivable	—	—	—	13	13	8	—	—	—	8
FSA regulatory settlement	—	11	—	—	11	—	—	—	—	—
Goodwill impairment charge	—	—	—	—	—	—	—	—	458	458
Write-off of cash retention awards	—	—	—	—	—	—	—	—	138	138
Additional incentive accrual	—	—	—	—	—	—	—	—	175	175
Insurance recovery	—	—	—	—	—	—	(3)	—	(3)	(6)
India JV settlement	—	—	—	—	—	—	—	11	—	11
Expense reduction initiative	—	—	—	—	—	—	—	—	—	—
Debt tender fees	—	—	—	—	—	—	—	—	—	—
(Gain) loss on disposal of operations	(4)	—	—	—	(4)	—	—	1	2	3
Make-whole premium/loss on extinguishment	124	—	1	6	131	—	—	—	—	—
Deferred tax valuation allowance	—	—	—	—	—	—	—	—	113	113
Foreign currency movements	(3)	11	1	—	9	—	—	—	—	—
<b>Underlying net income</b>	<b>221</b>	<b>118</b>	<b>73</b>	<b>79</b>	<b>491</b>	<b>233</b>	<b>104</b>	<b>38</b>	<b>79</b>	<b>454</b>
	2011					2012				
	Q1	Q2	Q3	Q4	FY	Q1	Q2	Q3	Q4	FY
<b>Reported diluted earnings per share</b>	0.20	0.48	0.34	0.14	1.15	1.28	0.61	0.15	(4.65)	(2.58)
Excluding:										
Operational improvement program	—	—	—	—	—	—	—	—	—	—
Venezuela currency devaluation	—	—	—	—	—	—	—	—	—	—
2011 Operational review	0.40	0.07	0.06	0.20	0.73	—	—	—	—	—
Irrecoverable accounts receivable	—	—	—	0.07	0.08	0.04	—	—	—	0.05
FSA regulatory settlement	—	0.06	—	—	0.06	—	—	—	—	—
Goodwill impairment charge	—	—	—	—	—	—	—	—	2.62	2.60
Write-off of cash retention awards	—	—	—	—	—	—	—	—	0.79	0.78
Additional incentive accrual	—	—	—	—	—	—	—	—	1.00	0.99
Insurance recovery	—	—	—	—	—	—	(0.02)	—	(0.02)	(0.03)
India JV settlement	—	—	—	—	—	—	—	0.06	—	0.06
Expense reduction initiative	—	—	—	—	—	—	—	—	—	—
Debt tender fees	—	—	—	—	—	—	—	—	—	—
(Gain) loss on disposal of operations	(0.02)	—	—	—	(0.02)	—	—	0.01	0.01	0.02
Make-whole premium/loss on extinguishment	0.71	—	0.01	0.04	0.74	—	—	—	—	—
Deferred tax valuation allowance	—	—	—	—	—	—	—	—	0.64	0.64
Dilutive impact of potentially issuable shares	—	—	—	—	—	—	—	—	0.06	0.05
Foreign currency movements	(0.02)	0.06	0.01	—	0.05	—	—	—	—	—
<b>Underlying diluted earnings per share</b>	<b>1.27</b>	<b>0.67</b>	<b>0.42</b>	<b>0.45</b>	<b>2.79</b>	<b>1.32</b>	<b>0.59</b>	<b>0.22</b>	<b>0.45</b>	<b>2.58</b>
Diluted share count	174	176	176	176	176	176	176	175	175	176

**Underlying net income and underlying diluted EPS:** Underlying net income and underlying diluted EPS for the 2011 periods has been rebased to the 2012 period exchange rates to remove the impact of foreign currency movements when comparing periods.

**Reconciliation of reported to underlying net income and reported diluted earnings per share to underlying diluted earnings per share**

By Quarter 2011 - 2014

	2012					2013				
	Q1	Q2	Q3	Q4	FY	Q1	Q2	Q3	Q4	FY
<b>Net income (loss) attributable to Willis Group Holdings plc</b>	225	107	26	(804)	(446)	219	105	(27)	68	365
Excluding:										
Operational improvement program	—	—	—	—	—	—	—	—	—	—
Venezuela currency devaluation	—	—	—	—	—	—	—	—	—	—
2011 Operational review	—	—	—	—	—	—	—	—	—	—
Irrecoverable accounts receivable	8	—	—	—	8	—	—	—	—	—
FSA regulatory settlement	—	—	—	—	—	—	—	—	—	—
Goodwill impairment charge	—	—	—	458	458	—	—	—	—	—
Write-off of cash retention awards	—	—	—	138	138	—	—	—	—	—
Additional incentive accrual	—	—	—	175	175	—	—	—	—	—
Insurance recovery	—	(3)	—	(3)	(6)	—	—	—	—	—
India JV settlement	—	—	11	—	11	—	—	—	—	—
Expense reduction initiative	—	—	—	—	—	38	—	—	—	38
Debt tender fees	—	—	—	—	—	—	—	1	—	1
(Gain) loss on disposal of operations	—	—	1	2	3	—	—	—	(1)	(1)
Make-whole premium/loss on extinguishment	—	—	—	—	—	—	—	60	—	60
Deferred tax valuation allowance	—	—	—	113	113	—	—	—	9	9
Foreign currency movements	2	(9)	—	3	(4)	—	—	—	—	—
<b>Underlying net income</b>	<b>235</b>	<b>95</b>	<b>38</b>	<b>82</b>	<b>450</b>	<b>257</b>	<b>105</b>	<b>34</b>	<b>76</b>	<b>472</b>
	2012					2013				
	Q1	Q2	Q3	Q4	FY	Q1	Q2	Q3	Q4	FY
<b>Reported diluted earnings per share</b>	1.28	0.61	0.15	(4.65)	(2.58)	1.24	0.59	(0.15)	0.37	2.04
Excluding:										
Operational improvement program	—	—	—	—	—	—	—	—	—	—
Venezuela currency devaluation	—	—	—	—	—	—	—	—	—	—
2011 Operational review	—	—	—	—	—	—	—	—	—	—
Irrecoverable accounts receivable	0.04	—	—	—	0.05	—	—	—	—	—
FSA regulatory settlement	—	—	—	—	—	—	—	—	—	—
Goodwill impairment charge	—	—	—	2.62	2.60	—	—	—	—	—
Write-off of cash retention awards	—	—	—	0.79	0.78	—	—	—	—	—
Additional incentive accrual	—	—	—	1.00	0.99	—	—	—	—	—
Insurance recovery	—	(0.02)	—	(0.02)	(0.03)	—	—	—	—	—
India JV settlement	—	—	0.06	—	0.06	—	—	—	—	—
Expense reduction initiative	—	—	—	—	—	0.22	—	—	—	0.21
Debt tender fees	—	—	—	—	—	—	—	0.01	—	0.01
(Gain) loss on disposal of operations	—	—	0.01	0.01	0.02	—	—	—	—	(0.01)
Make-whole premium/loss on extinguishment	—	—	—	—	—	—	—	0.33	—	0.34
Deferred tax valuation allowance	—	—	—	0.64	0.64	—	—	—	0.05	0.05
Dilutive impact of potentially issuable shares	—	—	—	0.06	0.05	—	—	—	—	—
Foreign currency movements	0.01	(0.05)	—	0.02	(0.02)	—	—	—	—	—
<b>Underlying diluted earnings per share</b>	<b>1.33</b>	<b>0.54</b>	<b>0.22</b>	<b>0.47</b>	<b>2.56</b>	<b>1.46</b>	<b>0.59</b>	<b>0.19</b>	<b>0.42</b>	<b>2.64</b>
Diluted share count	176	176	175	175	176	176	178	180	182	179

**Underlying net income and underlying diluted EPS:** Underlying net income and underlying diluted EPS for the 2012 periods has been rebased to the 2013 period exchange rates to remove the impact of foreign currency movements when comparing periods.

