

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): July 21, 2006

Willis Group Holdings Limited

(Exact Name of Registrant as Specified in Its Charter)

Bermuda

(State or Other Jurisdiction of Incorporation)

001-16503

98-0352587

(Commission File Number)

(IRS Employer Identification No.)

c/o Willis Group Limited

Ten Trinity Square
London EC3P 3AX, England
(Address of Principal Executive Offices)

(44) (20) 7488-8111

(Registrant's Telephone Number, Including Area Code)

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 (see General Instruction A.2. below):

- 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))

Item 5.02 Appointment of Principal Officer

(d) Willis Group Holdings Limited (the "Company") has announced the appointment of Anna Cheng Catalano, a recognized figure in the global petroleum industry, to its Board of Directors effective July 21, 2006. Ms. Catalano will serve on the Board's Corporate Governance and Nominating Committee.

During a career spanning over 20 years with Amoco Corporation and subsequently BP plc, Ms. Catalano held a variety of U.S. and global positions including sales operations, technical R&D, strategic planning, marketing, international business development, and general management. Ms. Catalano holds a B.S. degree in Business Administration from the University of Illinois, Champaign-Urbana. She currently serves on the Boards of Directors of SSL International, plc. and Hercules Incorporated. She is also a member of the Board of Directors of the Gulf Coast Juvenile Diabetes Research Foundation.

Pursuant to the Company's standard director compensation policy for non-employee directors, Ms. Catalano will receive directors' fees of \$75,000 per annum and options to purchase 30,000 of the Company's shares of common stock, at an exercise price equal to the closing price of the Company's shares as quoted on the NYSE on the date of grant, which vest in five equal installments from the first anniversary of grant and are exercisable until the tenth anniversary of

grant. Each non-employee director is entitled to defer receipt of their fees in accordance with the Company's non-employee Directors' Deferred Compensation Plan.

A copy of the press release announcing Ms. Catalano's appointment to the Board of Directors is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

99.1 Press Release of Willis dated July 21, 2006

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 LIMITED

Date: July 26, 2006

By: /s/ Eric R. Dinallo

Name: Eric R. Dinallo

Title: Group General Counsel

Willis Appoints Anna Cheng Catalano to Its Board

NEW YORK--(BUSINESS WIRE)--July 21, 2006--Willis Group Holdings Limited (NYSE: WSH), the global insurance broker, today announces the appointment of Anna Cheng Catalano, a recognized figure in the global petroleum industry, to its Board of Directors.

During a career spanning over 20 years with Amoco Corporation and subsequently BP plc, Ms. Catalano held a variety of U.S. and global positions including sales operations, technical R&D, strategic planning, marketing, international business development, and general management. She held the top marketing position at BP, responsible for repositioning the company's approach in its market facing businesses from being product-driven to customer-led. After the launch of BP's brand in 2000, Anna was responsible for the stewardship as well as being a key driver of the "Beyond Petroleum" program.

As President of Amoco Orient Oil Company in the mid 1990s, Anna established and managed Amoco's first downstream refining, marketing and transportation business in the People's Republic of China. She opened Amoco's first office in Beijing, creating a team of expatriate and national employees to identify opportunities for building a presence in the country. In 1998 she was Senior Vice President, Sales Operations for Amoco, responsible for Amoco's retail network across the U.S. and in 1999 she was named BP's Group Vice President, Emerging Markets, with responsibilities for Asia, Africa, Latin America, Eastern Europe and the Middle East.

"With her unique advantage of cultural fluency coupled with a strong sense of business practices, Anna Catalano brings excellent business instincts and a global, multi-cultural perspective to Willis," said Joe Plumeri, Willis Chairman and CEO. "I am very excited that she has accepted our invitation to join our team of Board members whose combined global business understanding will help propel the Company to the next level and beyond."

The addition of Catalano to the Willis Board brings the total to 13, twelve of whom are independent.

Ms. Catalano holds a B.S. degree in Business Administration from the University of Illinois, Champaign-Urbana. In addition to frequently speaking on strategic marketing and global branding, Anna is a forthright leader on the mentoring and the advancement of women in business and in recognition of her efforts she was recognized by Fortune Magazine in 2001 as being among "The Most Powerful Women in International Business". Anna currently serves on the Boards of Directors of SSL International, plc., and Hercules Incorporated. She is also a member of the Board of Directors of the Gulf Coast Juvenile Diabetes Research Foundation.

Willis Group Holdings Limited 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. With over 300 offices in more than 100 countries, its global team of 15,400 Employees and Associates serves clients in some 190 countries. Willis is publicly traded on the New York Stock Exchange (NYSE: WSH). Additional information on Willis may be found on its web site: www.willis.com.

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