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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 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):

March 18, 2010

Willis Group Holdings Public Limited Company

(Exact name of registrant as specified in its charter)

Ireland

001-16503

98-0352587

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

c/o Willis Group Limited, 51 Lime Street, London,  
England and Wales

EC3M 7DQ

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(011) 44-20-3124-6000

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:

- 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 1.01 Entry into a Material Definitive Agreement.**

On March 18, 2010, Trinity Acquisition plc, as issuer, Willis Group Holdings Public Limited Company, as guarantor (the "Company"), the other guarantors party thereto and The Bank of New York Mellon, as trustee, entered into the Third Supplemental Indenture to the Indenture, dated as of March 6, 2009, as amended and supplemented (the "Third Supplemental Indenture"), the effect of which is to permit a subsidiary of the Company to make and dispose of certain investments previously prohibited by the Indenture. The Third Supplemental Indenture was approved by the requisite number of holders and is attached as Exhibit 10.1 hereto and is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

10.1 Third Supplemental Indenture, dated as of March 18, 2010, among Trinity Acquisition plc, Willis Group Holdings Public Limited Company and the other guarantors named therein and the Bank of New York Mellon

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**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 Public Limited Company

March 23, 2010

By: *Adam G. Ciongoli*

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*Name: Adam G. Ciongoli*

*Title: Group General Counsel*

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Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
10.1	Third Supplemental Indenture, dated as of March 18, 2010, among Trinity Acquisition plc, Willis Group Holdings Public Limited Company and the other guarantors named therein and the Bank of New York Mellon

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TRINITY ACQUISITION PLC  
Issuer  
WILLIS GROUP HOLDINGS PUBLIC LIMITED COMPANY  
Holdings  
WILLIS NETHERLANDS HOLDINGS B.V.  
WILLIS INVESTMENT UK HOLDINGS LIMITED  
TA I LIMITED  
TA II LIMITED  
TA III LIMITED  
TA IV LIMITED  
WILLIS GROUP LIMITED  
WILLIS NORTH AMERICA INC.  
the Other Guarantors  
and  
THE BANK OF NEW YORK MELLON  
Trustee

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**Third Supplemental Indenture**

Dated as of March 18, 2010

to the

**Indenture**

Dated as of March 6, 2009

Supplemental Indenture (this "Third Supplemental Indenture"), dated as of March 18, 2010, among TRINITY ACQUISITION PLC (the "Issuer"), WILLIS NETHERLANDS HOLDINGS B.V., WILLIS INVESTMENT UK HOLDINGS LIMITED, TA I LIMITED, TA II LIMITED, TA III LIMITED, TA IV LIMITED, WILLIS GROUP LIMITED and WILLIS NORTH AMERICA INC. (the "Other Guarantors"), and WILLIS GROUP HOLDINGS PUBLIC LIMITED COMPANY ("Holdings") and THE BANK OF NEW YORK MELLON, as trustee (the "Trustee").

W I T N E S S E T H

WHEREAS, each of the Issuer, Holdings, the Other Guarantors and the Trustee are parties to an indenture (the "Base Indenture"), dated as of March 6, 2009, as supplemented by the First Supplemental Indenture, dated as of November 18, 2009, and the Second Supplemental Indenture, dated as of December 31, 2009 (together, the "Indenture") providing for the issuance of \$500,000,000 aggregate principal amount of 12.875% Senior Notes due 2016 (the "Notes");

WHEREAS, Section 9.02(a) of the Indenture provides that the Issuer, the Guarantors and the Trustee may amend or supplement certain provisions of the Indenture, the Notes and the Guarantees with the consent of the Required Holders voting as a single class and upon the delivery of certain documentation to the Trustee; and

WHEREAS, the Trustee is authorized to execute and deliver this Third Supplemental Indenture.

NOW THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt of which is hereby acknowledged, the parties mutually covenant and agree as follows:

(1) Capitalized Terms. Capitalized terms used herein without definition shall have the meanings assigned to them in the Indenture.

(2) Amendments to Indenture. Subject to the conditions set forth in Article 9 of the Indenture, the Indenture is amended as set forth in this Section 2.

(a) Section 1.01, clause (9) of the definition of "Permitted Investment" is restated in its entirety, as follows:

"Investments by WSI in any ILS or equity, equity-linked or debt securities in the ordinary course of WSI's business for the purpose of (i) placing, reselling or otherwise distributing such securities in connection with private placements or registered offerings in an aggregate amount not to exceed \$300,000,000 at any one time outstanding; or (ii) trading such securities in agency transactions and otherwise, other than for its own account, in each case as authorized by the Financial Industry Regulatory Authority;"

(3) Conditions Precedent to Effectiveness. This Third Supplemental Indenture shall become effective upon the satisfaction of each of the conditions precedent set forth in this Section 3:

(a) The Trustee shall have received evidence of consent of the Required Holders to amend the Indenture pursuant to Section 9.02(a) of the Indenture along with the documents described in Section 7.02(b), Section 9.02(a), Section 9.05 and Section 12.03 of the Indenture;

(b) The Trustee shall have received executed counterparts of this Third Supplemental Indenture from all of the parties hereto, and the documents identified; and

(4) Execution and Delivery. Each of the undersigned agrees that the Third Supplemental Indenture shall remain in full force and effect notwithstanding the absence of the endorsement of any notation of such Supplemental Indenture on the Notes.

(5) Governing Law. THIS THIRD SUPPLEMENTAL INDENTURE WILL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF NEW YORK.

(6) Counterparts. The parties may sign any number of copies of this Third Supplemental Indenture. Each signed copy shall be an original, but all of them together represent the same agreement.

(7) Effect of Headings. The section headings herein are for convenience only and shall not affect the construction hereof.

(8) The Trustee. The Trustee shall not be responsible in any manner whatsoever for or in respect of the validity or sufficiency of this Third Supplemental Indenture or for or in respect of the recitals contained herein, all of which recitals are made solely by the other parties hereto.

IN WITNESS WHEREOF, the parties hereto have caused this Third Supplemental Indenture to be duly executed, all as of the date first above written.

**TRINITY ACQUISITION PLC**

By: /s/ Grahame Millwater

Name: Grahame Millwater  
Title: Director

**WILLIS NETHERLANDS HOLDINGS B.V.**

By: /s/ Adriaan Konijnendijk

Name: Adriaan Konijnendijk

Title: Managing Director

**WILLIS INVESTMENT UK HOLDINGS LIMITED**

**TA I LIMITED**

**TA II LIMITED**

**TA III LIMITED**

**TA IV LIMITED**

**WILLIS GROUP LIMITED**

By: /s/ Grahame Millwater

Name: Grahame Millwater

Title: Director

**WILLIS NORTH AMERICA INC.**

By: /s/ Derek Smyth

Name: Derek Smyth  
Title: Chief Financial Officer

**WILLIS GROUP HOLDINGS PUBLIC LIMITED COMPANY**

**PRESENT** when  
the common seal of  
**WILLIS GROUP  
HOLDINGS PUBLIC  
LIMITED COMPANY** was  
affixed to this  
Deed:-

/s/ Nicole Napolitano—

—  
**NICOLE NAPOLITANO  
MEMBER OF SEALING COMMITTEE**

/s/ Shaun Bryant—

—  
**SHAUN BRYANT  
MEMBER OF SEALING COMMITTEE**

**THE BANK OF NEW YORK MELLON, as Trustee**

By: /s/ Timothy E. Burke

Name: Timothy E. Burke  
Title: Vice President