

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): April 14, 2005

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 8. 01 Other Events

On April 14, 2005 Willis Group Holdings Limited issued a press release announcing the closing of the previously announced acquisition by American Wholesale Insurance Group, Inc. of Stewart Smith Group, Willis' U.S. wholesale unit. Terms of the transaction were not disclosed. The press release is attached as Exhibit 99.1 hereto.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

99.1 Press Release of WGHL dated April 14, 2005.

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: April 14, 2005

By: /s/ Mary E. Caiazzo

Name: Mary E. Caiazzo
Title: Assistant General Counsel

EXHIBIT INDEX

Exhibit No.

Description

99.1

Press Release of WGHL dated April 14, 2005

Willis Group Completes Sale of Stewart Smith Group to American Wholesale

NEW YORK--(BUSINESS WIRE)--April 14, 2005--Willis Group Holdings (NYSE: WSH), the global insurance broker, and American Wholesale Insurance Group, Inc (AmWINS), the largest independent wholesale insurance broker in North America, announced today the closing of the previously announced acquisition by AmWINS of Stewart Smith Group, Willis' U.S. wholesale unit. Terms of the transaction were not disclosed.

"We are pleased that in American Wholesale we have found a company and a management team committed to continuing to grow this line of business," said Joe Plumeri, Willis Group Chairman and CEO. "Our divesting Stewart Smith is consistent with staying true to our mission of focusing our attention and resources on growing our core retail operations."

"Bringing together Stewart Smith with our existing brokerage operation makes great sense," said M. Steven DeCarlo, AmWINS President and Chief Executive Officer. "This transaction continues what we started almost three years ago - providing solutions exclusively to retail agents and brokers. The difference now: we have broader geographic presence, expanded people power, practice teams, and a well established and trusted trading relationship with brokers across the country."

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 over 100 countries, its global team of 14,500 Associates serves clients in 180 countries. Willis is publicly traded on the New York Stock Exchange under the symbol WSH. Additional information on Willis may be found on its web site: www.willis.com.

AmWINS (www.amwins.com) is a wholesale insurance organization dedicated to serving retail agents throughout the United States by providing property and casualty, group life and health, program administration services, and actuarial service capabilities.

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