

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G
(RULE 13d-102)
INFORMATION TO BE INCLUDED IN
STATEMENTS FILED PURSUANT TO RULE 13d-1(b), (c),
AND (d) AND AMENDMENTS THERETO
FILED PURSUANT TO RULE 13d-2(b)

WILLIS GROUP HOLDINGS LIMITED

(NAME OF ISSUER)

COMMON STOCK, PAR VALUE \$0.000115 PER SHARE

(TITLE OF CLASS OF SECURITIES)

G96655 10 8

(CUSIP NUMBER)

FEBRUARY 15, 2002

DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

THE REMAINDER OF THIS COVER PAGE SHALL BE FILLED OUT FOR A REPORTING PERSON'S INITIAL FILING ON THIS FORM WITH RESPECT TO THE SUBJECT CLASS OF SECURITIES, AND FOR ANY SUBSEQUENT AMENDMENT CONTAINING INFORMATION WHICH WOULD ALTER DISCLOSURES PROVIDED IN A PRIOR COVER PAGE.

THE INFORMATION REQUIRED ON THE REMAINDER OF THIS COVER PAGE SHALL NOT BE DEEMED TO BE "FILED" FOR THE PURPOSE OF SECTION 18 OF THE SECURITIES EXCHANGE ACT OF 1934 ("ACT") OR OTHERWISE SUBJECT TO THE LIABILITIES OF THAT SECTION OF THE ACT BUT SHALL BE SUBJECT TO ALL OTHER PROVISIONS OF THE ACT (HOWEVER, SEE THE NOTES).

SCHEDULE 13G

CUSIP NO. G96655 10 8

PAGE 2 OF 14

1 Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person:

PROFIT SHARING (OVERSEAS), LIMITED PARTNERSHIP

2 Check the Appropriate Box if a Member of a Group (a)
(b)

3 SEC Use Only

4 Citizenship or Place of Organization

ALBERTA, CANADA

5 Sole Voting Power
NUMBER OF

77,750,683

SHARES

6 Shared Voting Power

BENEFICIALLY

0

OWNED BY EACH

7 Sole Dispositive Power

REPORTING

77,750,683

PERSON

8 Shared Dispositive Power

WITH

0

9 Aggregate Amount Beneficially Owned by Each Reporting Person

77,750,683

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions)

|_ |

11 Percent of Class Represented by Amount in Row (9)

52.9%

12 Type of Reporting Person (See Instructions)

PN

SCHEDULE 13G

CUSIP NO. G96655 10 8

PAGE 3 OF 14

1 Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person:

KKR ASSOCIATES 1996 FUND (OVERSEAS), LIMITED PARTNERSHIP

2 Check the Appropriate Box if a Member of a Group

(a) |_ |
(b) |X |

3 SEC Use Only

4 Citizenship or Place of Organization

ALBERTA, CANADA

5 Sole Voting Power

NUMBER OF

77,750,683

SHARES

6 Shared Voting Power

BENEFICIALLY

0

OWNED BY EACH

7 Sole Dispositive Power

REPORTING

77,750,683

PERSON

8 Shared Dispositive Power

WITH

0

9 Aggregate Amount Beneficially Owned by Each Reporting Person

77,750,683

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions)

11 Percent of Class Represented by Amount in Row (9)

52.9%

12 Type of Reporting Person (See Instructions)

PN

SCHEDULE 13G

CUSIP NO. G96655 10 8

PAGE 4 OF 14

1 Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person:

KKR ASSOCIATES II (1996), LIMITED PARTNERSHIP

2 Check the Appropriate Box if a Member of a Group (a) |_|
(b) |X|

3 SEC Use Only

4 Citizenship or Place of Organization

CAYMAN ISLANDS

5	Sole Voting Power
NUMBER OF	77,750,683
SHARES	
6	Shared Voting Power
BENEFICIALLY	0
OWNED BY EACH	
7	Sole Dispositive Power
REPORTING	77,750,683
PERSON	
8	Shared Dispositive Power
WITH	0

9 Aggregate Amount Beneficially Owned by Each Reporting Person

77,750,683

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions)

11 Percent of Class Represented by Amount in Row (9)

52.9%

12 Type of Reporting Person (See Instructions)

PN

1 Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person:

KKR 1996 OVERSEAS, LIMITED

2 Check the Appropriate Box if a Member of a Group (a)
(b)

3 SEC Use Only

4 Citizenship or Place of Organization

CAYMAN ISLANDS

NUMBER OF	5	Sole Voting Power
SHARES		77,750,683
BENEFICIALLY	6	Shared Voting Power
OWNED BY EACH		0
REPORTING	7	Sole Dispositive Power
PERSON		77,750,683
WITH	8	Shared Dispositive Power
		0

9 Aggregate Amount Beneficially Owned by Each Reporting Person

77,750,683

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions)

11 Percent of Class Represented by Amount in Row (9)

52.9%

12 Type of Reporting Person (See Instructions)

PN

SCHEDULE 13G

ITEM 1(a). NAME OF ISSUER:

Willis Group Holdings Limited

ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

Ten Trinity Square
London EC3P 3AX
England

ITEM 2(a). NAME OF PERSONS FILING:

Profit Sharing (Overseas), Limited Partnership
KKR 1996 Fund (Overseas), Limited Partnership
KKR Associates II (1996), Limited Partnership
KKR 1996 Overseas, Limited

ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

KKR Overseas, Limited
Ugland House
P.O. Box 309
George Town, Grand Cayman
Cayman Islands

ITEM 2(c). CITIZENSHIP:

Alberta, Canada: Profit Sharing (Overseas), Limited Partnership,
KKR 1996 Fund (Overseas), Limited Partnership

Cayman Islands: KKR Associates II (1996), Limited Partnership
KKR 1996 Overseas, Limited

ITEM 2(d). TITLE OF CLASS OF SECURITIES:

Common Stock, par value \$0.00015 per share

ITEM 2(e). CUSIP NUMBER:

G96655 10 8

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13d-1(b), OR
13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

(a) Broker or dealer registered under Section 15 of the
Exchange Act.

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(b) Bank as defined in section 3(a)(6) of the Exchange
Act.

(c) Insurance company as defined in Section 3(a)(19) of
the Exchange Act.

(d) Investment company registered under Section 8 of the
Investment Company Act.

(e) An investment adviser in accordance with Rule
13d-1(b)(1)(ii)(E);

(f) An employee benefit plan or endowment fund in
accordance with Rule 13d-1(b)(1)(ii)(F);

(g) A parent holding company or control person in
accordance with Rule 13d-1(b)(1)(ii)(G);

(h) A savings association as defined in Section 3(b) of
the Federal Deposit Insurance Act;

(i) A church plan that is excluded from the definition
of an investment company under Section 3(c)(14) of
the Investment Company Act;

(j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J);

If this statement is filed pursuant to Rule 13d-1(c), check this
box.

ITEM 4. OWNERSHIP.

(a) Amount Beneficially Owned

Shares shown as beneficially owned by KKR 1996 Overseas, Limited are
owned of record by Profit Sharing (Overseas), Limited Partnership. KKR 1996
Overseas, Limited is the general partner of KKR Associates II (1996), Limited
Partnership, which is the general partner of KKR 1996 Fund (Overseas), Limited
Partnership, which is the general partner of Profit Sharing (Overseas), Limited
Partnership, which owns 77,750,683 shares of common stock. Messrs. Henry R.
Kravis, George R. Roberts, Robert I. McDonnell, Paul E. Raether, Michael W.
Michelson, James H. Greene, Jr., Michael T. Tokarz, Edward A. Gilhuly, Perry
Golkin, Scott M. Stuart and Todd A. Fisher as members of KKR 1996 Overseas,
Limited, may be deemed to share beneficial ownership of any shares beneficially
owned by KKR 1996 Overseas, Limited but disclaim such beneficial ownership.
Scott C. Nuttall is a director and an executive of Kohlberg Kravis Roberts & Co.

L.P. Mr. Nuttall is also a limited partner of KKR Associates II (1996), Limited Partnership. Mr. Nuttall disclaims beneficial ownership of any of our shares beneficially owned by Kohlberg Kravis Roberts & Co. L.P. and KKR Associates II (1996), Limited

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Partnership. The amounts owned by Messrs. Golkin, Fisher and Nuttall include 34,000, 8,000 and 3,000 shares respectively.

(b) Percent of Class

See Item 11 of each cover page, which is based upon Item 5 of each cover page. See Item 4(a).

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote

See Item 5 of each cover page.

(ii) shared power to vote or to direct the vote

See Item 6 of each cover page.

(iii) sole power to dispose or to direct the disposition of

See Item 7 of each cover page.

(iv) shared power to dispose or to direct the disposition of

See Item 8 of each cover page.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

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ITEM 10. CERTIFICATIONS.

Not applicable.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

PROFIT SHARING (OVERSEAS), LIMITED
PARTNERSHIP

By: KKR 1996 Fund (Overseas), Limited
Partnership, general partner

By: KKR Associates II (1996), Limited
Partnership, general partner

By: KKR 1996 Overseas, Limited, general
partner

By: /s/ William J. Janetschek

Name: William J. Janetschek
Title: Attorney-in-fact for
Perry Golkin

KKR 1996 FUND (OVERSEAS), LIMITED
PARTNERSHIP

By: KKR Associates II (1996), Limited
Partnership, general partner

By: KKR 1996 Overseas, Limited, general
partner

By: /s/ William J. Janetschek

Name: William J. Janetschek
Title: Attorney-in-fact for
Perry Golkin

KKR ASSOCIATES II (1996), LIMITED
PARTNERSHIP

By: KKR 1996 Overseas, Limited, general
partner

By: /s/ William J. Janetschek

Name: William J. Janetschek
Title: Attorney-in-fact for
Perry Golkin

KKR 1996 OVERSEAS, LIMITED

By: /s/ William J. Janetschek

Name: William J. Janetschek
Title: Attorney-in-fact for
Perry Golkin

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EXHIBITS

- Exhibit 1 - Joint Filing Agreement
- Exhibit 2 - Power of Attorney (already on file)

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JOINT FILING AGREEMENT

We, the signatories of the statement on Schedule 13G to which this Agreement is attached, hereby agree that such statement is, and any amendments thereto filed by any of us will be, filed on behalf of each of us.

PROFIT SHARING (OVERSEAS), LIMITED
PARTNERSHIP

By: KKR 1996 Fund (Overseas), Limited
Partnership, general partner

By: KKR Associates II (1996), Limited
Partnership, general partner

By: KKR 1996 Overseas, Limited, general
partner

By: /s/ William J. Janetschek

Name: William J. Janetschek
Title: Attorney-in-fact for
Perry Golkin

KKR 1996 FUND (OVERSEAS), LIMITED
PARTNERSHIP

By: KKR Associates II (1996), Limited
Partnership, general partner

By: KKR 1996 Overseas, Limited, general
partner

By: /s/ William J. Janetschek

Name: William J. Janetschek
Title: Attorney-in-fact for
Perry Golkin

(Page 13 of 14)

KKR ASSOCIATES II (1996), LIMITED
PARTNERSHIP

By: KKR 1996 Overseas, Limited, general
partner

By: /s/ William J. Janetschek

Name: William J. Janetschek
Title: Attorney-in-fact for
Perry Golkin

KKR 1996 OVERSEAS, LIMITED

By: /s/ William J. Janetschek

Name: William J. Janetschek
Title: Attorney-in-fact for
Perry Golkin

