

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>UBBEN JEFFREY W</u> (Last) (First) (Middle) 435 PACIFIC AVENUE, FOURTH FLOOR (Street) SAN FRANCISCO CA 94133 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>WILLIS GROUP HOLDINGS PLC [WSH]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) 08/12/2013	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Ordinary Shares, nominal value \$0.000115 per share	08/12/2013		A		2,375 ⁽¹⁾	A	\$0	2,375 ⁽²⁾	D ⁽³⁾⁽⁴⁾	
Ordinary Shares, nominal value \$0.000115 per share								18,214,700	I	See footnotes ⁽⁴⁾⁽⁵⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person*
UBBEN JEFFREY W
 (Last) (First) (Middle)
 435 PACIFIC AVENUE, FOURTH FLOOR
 (Street)
 SAN FRANCISCO CA 94133
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
ValueAct Holdings, L.P.
 (Last) (First) (Middle)
 435 PACIFIC AVENUE, 4TH FLOOR
 (Street)
 SAN FRANCISCO CA 94133
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
ValueAct Capital Master Fund, L.P.
 (Last) (First) (Middle)

435 PACIFIC AVENUE
4TH FLOOR

(Street)

SAN FRANCISCO CA 94133

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[VA Partners I, LLC](#)

(Last) (First) (Middle)

435 PACIFIC AVENUE, 4TH FLOOR

(Street)

SAN FRANCISCO CA 94133

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[ValueAct Capital Management, L.P.](#)

(Last) (First) (Middle)

435 PACIFIC AVENUE, 4TH FLOOR

(Street)

SAN FRANCISCO CA 94133

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[ValueAct Capital Management, LLC](#)

(Last) (First) (Middle)

435 PACIFIC AVENUE, 4TH FLOOR

(Street)

SAN FRANCISCO CA 94133

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[ValueAct Holdings GP, LLC](#)

(Last) (First) (Middle)

435 PACIFIC AVENUE, 4TH FLOOR

(Street)

SAN FRANCISCO CA 94133

(City) (State) (Zip)

Explanation of Responses:

1. Comprised of 2,375 restricted share units ("RSUs") awarded to Jeffrey W. Ubben as a Director of the Company, which represent the right to receive ordinary shares, par value \$0.000115 per share, of Willis Group Holdings Public Limited Company. The RSUs shall vest 100% on August 12, 2014.
2. This amount gives effect to the RSUs that were granted on August 12, 2013.
3. Under an agreement with ValueAct Capital, Jeffrey W. Ubben is deemed to hold the RSUs for the benefit of ValueAct Capital Master Fund, L.P. and indirectly for (i) VA Partners I, LLC as General Partner of ValueAct Capital Master Fund, L.P., (ii) ValueAct Capital Management, L.P. as the manager of ValueAct Capital Master Fund, L.P., (iii) ValueAct Capital Management, LLC as General Partner of ValueAct Capital Management, L.P., (iv) ValueAct Holdings, L.P. as the sole owner of the limited partnership interests of ValueAct Capital Management, L.P. and the membership interests of ValueAct Capital Management, LLC and as the majority owner of the membership interests of VA Partners I, LLC and (v) ValueAct Holdings GP, LLC as General Partner of ValueAct Holdings, L.P.
4. Each reporting person listed herein disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that such person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
5. The securities reported herein are directly beneficially owned by ValueAct Capital Master Fund, L.P. and may be deemed to be indirectly beneficially owned by (i) VA Partners I, LLC as General Partner of ValueAct Capital Master Fund, L.P., (ii) ValueAct Capital Management, L.P. as the manager of ValueAct Capital Master Fund, L.P., (iii) ValueAct Capital Management, LLC as General Partner of ValueAct Capital Management, L.P., (iv) ValueAct Holdings, L.P. as the sole owner of the limited partnership interests of ValueAct Capital Management, L.P. and the membership interests of ValueAct Capital Management, LLC and as the majority owner of the membership interests of VA Partners I, LLC and (v) ValueAct Holdings GP, LLC as General Partner of ValueAct Holdings, L.P.

Remarks:

-The reporting persons herein may be deemed to be members of a "group" for purposes of the Securities Exchange Act of 1934, as amended. Each reporting person disclaims beneficial ownership of any securities deemed to be owned by the group that are not directly owned by such reporting person. This report shall not be deemed an admission that such reporting person is a member of a group or the beneficial owner of any securities not directly owned by such reporting person. -Jeffrey W. Ubben, a member of the management committee of ValueAct Holdings GP, LLC, serves on the board of directors of the Issuer. As a result, the other reporting persons herein may be deemed directors by deputization.

[By:/s/ Jeffrey W. Ubben](#)

[08/14/2013](#)

[VALUEACT HOLDINGS,
L.P., By: VALUEACT](#)

[08/14/2013](#)

HOLDINGS GP, LLC, its
General Partner, By:/s/ George
F. Hamel, Jr., Chief Operating
Officer

VALUEACT CAPITAL
MASTER FUND, L.P., By: VA
PARTNERS I, LLC, its
General Partner, By:/s/ George 08/14/2013
F. Hamel, Jr., Chief Operating
Officer

VA PARTNERS I, LLC, By:/s/
George F. Hamel, Jr., Chief 08/14/2013
Operating Officer

VALUEACT CAPITAL
MANAGEMENT, L.P., By:
VALUEACT CAPITAL
MANAGEMENT, LLC, its 08/14/2013
General Partner, By:/s/ George
F. Hamel, Jr., Chief Operating
Officer

VALUEACT CAPITAL
MANAGEMENT, LLC, By:/s/
George F. Hamel, Jr., Chief 08/14/2013
Operating Officer

VALUEACT HOLDINGS GP,
LLC, By:/s/ George F. Hamel, 08/14/2013
Jr., Chief Operating Officer

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.