

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE TO

(Rule 14d-100)

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 2)

WILLIS GROUP HOLDINGS LIMITED

(Name of Subject Company (Issuer) and Filing Person (Offeror))

OPTIONS TO PURCHASE COMMON STOCK, \$0.000115 PAR VALUE
(Title of Class of Securities)

G9665108

(CUSIP Number of Class of Securities)
(Underlying Common Stock)

Adam G. Ciongoli
General Counsel

Willis Group Holdings Limited
One World Financial Center
200 Liberty Street, 7th Floor
New York, New York 10281
(212) 915-8899

(Name, Address and Telephone Numbers of Person
Authorized to Receive Notices and Communications on Behalf of Filing Person)

Copy to:

Craig W. Adas
Weil, Gotshal & Manges LLP
201 Redwood Shores Parkway
Redwood Shores, CA 94065
(650) 802-3000

CALCULATION OF FILING FEE

Transaction Valuation *

\$5,260,262.40

Amount of Filing Fee

\$293.53

* A filing fee of \$293.53 has been previously paid based on the initial assumption that options to purchase up to 2,578,560 shares of Common Stock, \$0.000115 par value, of Willis Group Holdings Limited could be purchased pursuant to this offer for an aggregate of \$5,260,262.40 in cash. The actual transaction value is based on the number of options tendered. The amount of the filing fee, calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory No. 5 for fiscal 2009, equals \$55.80 per million dollars of the value of the transaction. The transaction valuation set forth above was calculated for the sole purpose of determining the filing fee and should not be used for any other purpose.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$293.53
Form or Registration Number: Schedule TO

Filing Party: Willis Group Holdings Limited
Date Filed: July 8, 2009

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)



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INTRODUCTORY STATEMENT

This Amendment No. 2 to the Tender Offer Statement on Schedule TO (this “Amendment”), as filed with the Securities and Exchange Commission (the “SEC”) on August 7, 2009, amends and supplements the Tender Offer Statement on Schedule TO dated July 8, 2009, as amended July 23, 2009 (the “Initial Statement”), relating to an offer by Willis Group Holdings Limited, a Bermuda company (the “Company”), to purchase for cash outstanding Eligible Options to purchase shares of the Company’s common stock, \$0.000115 par value (the “Offer”). Capitalized terms used but not defined in this Amendment shall have the meanings ascribed to them in the Offer to Purchase filed with the SEC as Exhibit (a)(1)(A) to the Initial Statement (the “Offer to Purchase”).

This Amendment is made to report the results of the Offer. Other than as amended and supplemented herein, all other terms of the Initial Statement remain the same.

Item 4. Terms of the Transaction.

Item 4(a) of the Initial Statement is hereby amended and supplemented by adding the following text thereto:

“The Offer period expired at 5:00 P.M., Eastern Daylight Time, on August 6, 2009. Pursuant to the Offer to Purchase, Eligible Options to purchase an aggregate of 1,593,450 shares of the Company’s common stock were validly tendered and not withdrawn, and the Company has accepted for repurchase such Eligible Options. Each Eligible Optionee who validly tendered Eligible Options pursuant to the Offer to Purchase will receive a cash payment of \$2.04 per share of common stock underlying such Eligible Options. The Company will promptly make such cash payments in the aggregate amount of \$3,250,638.”

SIGNATURES

After due 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.

Dated: August 7, 2009

WILLIS GROUP HOLDINGS LIMITED

By: /s/ Adam G. Ciongoli
Adam G. Ciongoli
General Counsel

EXHIBIT INDEX

Exhibit No.	Exhibit Name
(a)(1)(A)*	Offer to Purchase Eligible Stock Options, dated July 8, 2009, as amended July 23, 2009.
(a)(1)(B)**	Form of Email to Eligible Employees Announcing Offer to Purchase.
(a)(1)(C)**	Script for Initial Informational Call Regarding Offer to Purchase.
(a)(1)(D)**	Employee Presentation Slides Regarding Offer to Purchase.
(a)(1)(E)**	Form of Email to Eligible Employees Distributing Log-in ID.
(a)(1)(F)**	Form of Email to Eligible Employees Distributing Log-in Password.
(a)(1)(G)**	Form of Email to Eligible Employees Confirming Election to Tender Eligible Options.
(a)(1)(H)**	Form of Reminder Email Regarding Expiration of Offer.
(a)(1)(I)**	Form of Email to Eligible Employees Announcing the Expiration of Offer to Purchase.
(a)(1)(J)**	Paper Election Form.
(a)(1)(K)**	Paper Election Withdrawal Notice.
(a)(1)(L)**	Text of Offer Website.
(a)(1)(M)*	Form of Email Announcing Amendment to Offer to Purchase.
(a)(5)(A)	The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2008, filed with the Securities and Exchange Commission on February 27, 2009 (incorporated herein by reference).
(a)(5)(B)	The Company's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2009, filed with the Securities and Exchange Commission on May 8, 2009 (incorporated herein by reference).
(a)(5)(C)	The Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on January 5, 2009 (incorporated herein by reference).
(a)(5)(D)	The Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on February 6, 2009 (incorporated herein by reference).
(a)(5)(E)	The Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on February 12, 2009 (incorporated herein by reference).
(a)(5)(F)	The Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on March 11, 2009 (incorporated herein by reference).
(a)(5)(G)	The Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on March 12, 2009 (incorporated herein by reference).
(a)(5)(H)	The Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on May 12, 2009 (incorporated herein by reference).
(a)(5)(I)	The Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on June 10, 2009 (incorporated herein by reference).
(a)(5)(J)	The Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on June 17, 2009 (incorporated herein by reference).
(a)(5)(K)	The Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on June 29, 2009 (incorporated herein by reference).
(a)(5)(L)	The Company's Definitive Proxy Statement for the Company's 2009 Annual Meeting of Shareholders, filed with the Securities and Exchange Commission on March 13, 2009 (incorporated herein by reference).
(a)(5)(M)	A description of the Company's Common Stock contained in the Registration Statement filed with the Securities and Exchange Commission on Form S-3, filed June 19, 2009, under the Securities Act of 1933, as amended, together with any amendments or reports filed for the purpose of updating such information (incorporated herein by reference).

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<u>Exhibit No.</u>	<u>Exhibit Name</u>
(b)	Not applicable.
(d)(A)	Amended and Restated 1998 Share Purchase and Option Plan for Key Employees of Willis Group Holdings Limited (1).
(d)(B)	Amended and Restated Willis Award Plan for Key Employees of Willis Group Holdings Limited (2).
(d)(C)	Amended and Restated Willis Group Holdings Limited 2001 Share Purchase and Option Plan (3).
(d)(D)	Willis Group Holdings Limited 2001 Bonus and Stock Plan (4).
(d)(E)	Willis Group Holdings Limited 2001 North America Employee Stock Purchase Plan (5).
(d)(F)	Willis Group Holdings Limited 2008 Share Purchase and Option Plan (6).
(d)(G)	Restated Form of Willis Partners Plan Option Agreement (May 6, 2008) under the Willis Group Holdings Limited 2008 Share Purchase and Option Plan (7).
(d)(H)	Form of Employment Agreement dated March 13, 2007 between Willis Limited and Grahame J. Millwater (8).
(d)(I)	Form of Amended and Restated Employment Agreement, dated as of March 26, 2001, between Willis Group Holdings Limited and Joseph J. Plumeri (9).
(d)(J)	Second Amendment to the Amended and Restated Employment Agreement between Willis North America Inc. and Joseph J. Plumeri (10).
(d)(K)	Second Amended and Restated Employment Agreement, dated as of June 1, 2003, between Willis Group Holdings Limited, Willis North America, Inc. and Joseph J. Plumeri (11).
(d)(L)	Third Amended and Restated Employment Agreement, dated as of May 25, 2004, between Willis Group Holdings Limited, Willis North America Inc., and Joseph J. Plumeri (12).
(d)(M)	First Amendment to the Third Amended and Restated Employment Agreement dated as of May 25, 2004, between Willis Group Holdings Limited, Willis North America Inc., and Joseph J. Plumeri dated March 9, 2007 (13).
(d)(N)	Fourth Amended and Restated Employment Agreement dated February 29, 2008, between Willis Group Holdings Limited, Willis North America Inc., and Joseph J. Plumeri (14).
(d)(O)	First Amendment dated December 31, 2008 to the Fourth Amended and Restated Employment Agreement dated February 29, 2008, between Willis Group Holdings Limited, Willis North America Inc., and Joseph J. Plumeri (15).
(d)(P)	Form of Employment Agreement dated March 13, 2007, between Willis Limited and Patrick Regan (16).
(d)(Q)	Form of Employment Agreement dated December 17, 2007 between Willis Limited and Tim Wright (17).
(d)(R)	Form of Employment Agreement dated January 24, 1994, between Willis Faber North America, Inc. and Peter C. Hearn (18).
(d)(S)	Agreement of Restrictive Covenants and Other Obligations dated as of May 6, 2008 between the Company and Peter Hearn (19).
(d)(T)	Form of Employment Agreement dated November 10, 2004, between Willis Limited and David Margrett (20).
(g)	Not applicable.
(h)	Not applicable.

* Previously filed as an exhibit to Amendment No. 1 to the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on July 23, 2009.

** Previously filed as an exhibit to the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on July 8, 2009.

(1) Incorporated by reference to Exhibit No. 4.5 to Registration Statement No. 333-63186 filed with the Securities and Exchange Commission on June 15, 2001.

(2) Incorporated by reference to Exhibit No. 4.6 to Registration Statement No. 333-63186 filed with the Securities and Exchange Commission on June 15, 2001.

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- (3) Incorporated by reference to Exhibit 10.23 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 4, 2005.
- (4) Incorporated by reference to Exhibit No. 4.8 to Registration Statement No. 333-63186 filed with the Securities and Exchange Commission on November 21, 2001.
- (5) Incorporated by reference to Exhibit No. 4.3 to Registration Statement No. 333-62780 filed with the Securities and Exchange Commission on June 12, 2001.
- (6) Incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2008 filed with the Securities and Exchange Commission on May 9, 2008.
- (7) Incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 10, 2008.
- (8) Incorporated by reference to Exhibit No. 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2007 filed with the Securities and Exchange Commission on May 10, 2007.
- (9) Incorporated by reference to Exhibit No. 10.9 to Registration Statement No. 333-60982 filed with the Securities and Exchange Commission on May 31, 2001.
- (10) Incorporated by reference to Exhibit No. 10.25 to the Company's Annual Report on Form 10-K for the year ended December 31, 2002 filed with the Securities and Exchange Commission on March 26, 2003.
- (11) Incorporated by reference to Exhibit No. 10.20 to the Company's Annual Report on Form 10-K for the year ended December 31, 2003 filed with the Securities and Exchange Commission on March 15, 2004.
- (12) Incorporated by reference to Exhibit No. 10.19 to the Company's Annual Report on Form 10-K for the year ended December 31, 2004 filed with the Securities and Exchange Commission on March 8, 2005.
- (13) Incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2007 filed with the Securities and Exchange Commission on May 10, 2007.
- (14) Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 29, 2008.
- (15) Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on January 5, 2009.
- (16) Incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2007 filed with the Securities and Exchange Commission on May 10, 2007.
- (17) Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 29, 2008.
- (18) Incorporated by reference to Exhibit No. 10.28 to the Company's Annual Report on Form 10-K for the year ended December 31, 2007 filed with the Securities and Exchange Commission on February 27, 2008.
- (19) Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on June 26, 2008.
- (20) Incorporated by reference to Exhibit No. 10.29 to the Company's Annual Report on Form 10-K for the year ended December 31, 2007 filed with the Securities and Exchange Commission on February 27, 2008.