

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): April 23, 2004

WILLIS GROUP HOLDINGS LIMITED  
(Exact name of Registrant as specified in Charter)

BERMUDA (Jurisdiction of incorporation or organization)	001-16503 (Commission File Number)	98-0352587 (IRS Employer Identification No.)
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Ten Trinity Square  
London EC3P 3AX, England  
(Address of principal executive offices)

Registrant's telephone number, including area code: +44 20 7488 8111

Not Applicable  
(Former name or former address, if changed since last report.)

Item 5. Other Events

On April 23, 2004 Willis Group Holdings Limited issued a press release announcing that it has received from the Office of the Attorney General of the State of New York a subpoena seeking information regarding certain compensation agreements between insurance brokers and insurance companies.

Item 7. Financial Statements and Exhibits

(c) The following document is filed as an exhibit to this report on Form 8-K:

99.1 Press Release dated April 23, 2004 of Willis Group Holdings Limited

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

WILLIS GROUP HOLDINGS LIMITED

By: /s/ Mary E. Caiazzo

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Mary E. Caiazzo  
Assistant General Counsel

Dated: April 23, 2004

EXHIBIT INDEX

Exhibit Number - - - - -	Title -----
99.1	Press Release dated April 23, 2004 of Willis Group Holdings Limited

State of New York Seeks Information Regarding Compensation Agreements  
between Insurance Brokers and Insurance Companies

NEW YORK--(BUSINESS WIRE)--April 23, 2004--Willis Group Holdings Limited (NYSE:WSH) has received from the Office of the Attorney General of the State of New York a subpoena seeking information regarding certain compensation agreements between insurance brokers and insurance companies.

The compensation agreements, also known as contingent agreements, are a long-standing and common practice within the insurance industry. Brokers have had such agreements with insurance companies for many years to compensate the brokers for services they provide to the carriers and many of the major carriers have these agreements with brokers. We have a practice of disclosing such arrangements to clients in contracts and on our web site.

Willis will fully cooperate with the inquiry.

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