

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-3

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

WILLIS GROUP HOLDINGS LIMITED
TA I LIMITED
TA II LIMITED
TA III LIMITED
TRINITY ACQUISITION LIMITED
TA IV LIMITED
WILLIS GROUP LIMITED
WILLIS NORTH AMERICA INC.
(Exact name of registrant
as specified in its charter)

Bermuda
England & Wales
England & Wales
England & Wales
England & Wales
England & Wales
England & Wales
Delaware
(State or other
jurisdiction of incorporation)

98-0352587
98-0351629
98-0395656
98-0395657
98-0198190
98-0338268
98-0199005
13-5654526
(I.R.S. Employee
Identification Number)

Ten Trinity Square
London EC3P 3AX, England
+44 20 7488 8111
(Address, including zip code, and telephone number,
including area code, of Registrant's principal executive offices)

William P. Bowden, Jr.
Willis Group Holdings Limited
7 Hanover Square
New York, New York 10004
(212) 344-8888
(Name, address, including zip code, and telephone number,
including area code, of agent for service)

Copy to:
Donald C. Walkovik
Sullivan & Cromwell LLP
125 Broad Street
New York, New York 10025
(212) 558-4000

Approximate date of commencement of proposed sale to the public: From time to time after the Registration Statement becomes effective as determined by market conditions and other factors.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. //

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. //

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. /x/ 333-104439 and 333-112354

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. //

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. //

CALCULATION OF REGISTRATION FEE

Title of each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Aggregate Price Per Security(2)	Proposed Maximum Aggregate Offering Price(1)(2)	Amount of Registration Fee
Debt Securities(3)	\$100,000,000	100%	\$100,000,000	\$11,770

Guarantees by Willis Group Holdings Limited, TA I Limited, TA II Limited, TA III Limited, Trinity Acquisition Limited, TA IV Limited, and Willis Group Limited(3)

(1) The initial public offering price of any debt securities denominated in any foreign currencies or currency units shall be the U.S. dollar equivalent thereof based on the prevailing exchange rates at the respective times such securities are first offered. For debt securities issued with an original issue discount, the amount to be registered is the amount as shall result in aggregate gross proceeds of

(Continued from previous page)

- (2) Estimated solely for the purposes of calculating the registration for pursuant to Rule 457(o) under the Securities Act.
- (3) Debt securities will be issued by Willis North America Inc., an indirect wholly-owned subsidiary of Willis Group Holdings Limited. Debt securities issued by Willis North America Inc. will be guaranteed by its direct and indirect parent entities, including Willis Group Holdings Limited. Pursuant to Rule 457(n), additional or separate registration fees are payable in respect of the guarantees.

THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE COMMISSION IN ACCORDANCE WITH RULE 462(b) UNDER THE SECURITIES ACT OF 1933.

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The information in the Registration Statements on Form S-3 filed by Willis Group Holdings Limited with the Securities and Exchange Commission (File Nos. 333-104439 and 333-112354) pursuant to the Securities Act of 1933, as amended, and declared effective on April 17, 2003 and on February 6, 2004, respectively, is incorporated by reference into this Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on June 28, 2005.

WILLIS GROUP HOLDINGS LIMITED

By: /s/ WILLIAM P. BOWDEN, JR.

Name: William P. Bowden, Jr.

Title: Group General Counsel

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
*	Chairman, Chief Executive Officer and Director (principal executive officer)	June 28, 2005
Joseph J. Plumeri		
/s/ THOMAS COLRAINE	Group Chief Financial Officer (principal financial officer and principal accounting officer)	June 28, 2005
Thomas Colraine		
*		
Gordon M. Bethune	Director	June 28, 2005
*		
William W. Bradley	Director	June 28, 2005
*		
Joseph A. Califano, Jr.	Director	June 28, 2005
*		
James R. Fisher	Director	June 28, 2005
*		
Perry Golkin	Director	June 28, 2005
*		
Paul M. Hazen	Director	June 28, 2005
*		
Wendy E. Lane	Director	June 28, 2005
*		
James F. McCann	Director	June 28, 2005
*		
Scott C. Nuttall	Director	June 28, 2005

*

Douglas B. Roberts

Director

June 28, 2005

/s/ WILLIAM P. BOWDEN, JR.

William P. Bowden, Jr.

Authorized U.S. Representative

June 28, 2005

*By:

/s/ WILLIAM P. BOWDEN, JR.

Attorney-in-fact

June 28, 2005

William P. Bowden, Jr.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on June 28, 2005.

TA I LIMITED

By: /s/ WILLIAM P. BOWDEN, JR.

Name: William P. Bowden, Jr.
Title: Group General Counsel

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
*		
Joseph J. Plumeri /s/ MICHAEL CHITTY	Chairman and Director	June 28, 2005
Michael Chitty /s/ THOMAS COLRAINE	Director	June 28, 2005
Thomas Colraine /s/ WILLIAM P. BOWDEN, JR.	Director	June 28, 2005
William P. Bowden, Jr. /s/ WILLIAM P. BOWDEN, JR.	Director	June 28, 2005
William P. Bowden, Jr.	Authorized U.S. Representative	June 28, 2005
*By: /s/ MARY E. CAIAZZO Mary E. Caiazzo	Attorney-in-fact	June 28, 2005

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on June 28, 2005.

TA II LIMITED

By: /s/ WILLIAM P. BOWDEN, JR.

Name: William P. Bowden, Jr.

Title: Group General Counsel

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ WILLIAM P. BOWDEN, JR.		
William P. Bowden, Jr.	Director	June 28, 2005
/s/ MICHAEL CHITTY		
Michael Chitty	Director	June 28, 2005
/s/ THOMAS COLRAINE		
Thomas Colraine	Director	June 28, 2005
/s/ WILLIAM P. BOWDEN, JR.		
William P. Bowden, Jr.	Authorized U.S. Representative	June 28, 2005

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on June 28, 2005.

TA III LIMITED

By: /s/ WILLIAM P. BOWDEN, JR.

Name: William P. Bowden, Jr.
Title: Group General Counsel

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ WILLIAM P. BOWDEN, JR.		
William P. Bowden, Jr.	Director	June 28, 2005
/s/ MICHAEL CHITTY		
Michael Chitty	Director	June 28, 2005
/s/ THOMAS COLRAINE		
Thomas Colraine	Director	June 28, 2005
/s/ WILLIAM P. BOWDEN, JR.		
William P. Bowden, Jr.	Authorized U.S. Representative	June 28, 2005

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on June 28, 2005.

TRINITY ACQUISITION LIMITED

By: /s/ WILLIAM P. BOWDEN, JR.

Name: William P. Bowden, Jr.

Title: Group General Counsel

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ WILLIAM P. BOWDEN, JR.		
William P. Bowden, Jr.	Director	June 28, 2005
/s/ MICHAEL CHITTY		
Michael Chitty	Director	June 28, 2005
/s/ THOMAS COLRAINE		
Thomas Colraine	Director	June 28, 2005
/s/ WILLIAM P. BOWDEN, JR.		
William P. Bowden, Jr.	Authorized U.S. Representative	June 28, 2005

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on June 28, 2005.

TA IV LIMITED

By: /s/ WILLIAM P. BOWDEN, JR.

Name: William P. Bowden, Jr.
Title: Group General Counsel

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<hr/> /s/ WILLIAM P. BOWDEN, JR. <hr/>		
William P. Bowden, Jr.	Director	June 28, 2005
<hr/> /s/ MICHAEL CHITTY <hr/>		
Michael Chitty	Director	June 28, 2005
<hr/> /s/ THOMAS COLRAINE <hr/>		
Thomas Colraine	Director	June 28, 2005
<hr/> /s/ WILLIAM P. BOWDEN, JR. <hr/>		
William P. Bowden, Jr.	Authorized U.S. Representative	June 28, 2005

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on June 28, 2005.

WILLIS GROUP LIMITED

By: /s/ WILLIAM P. BOWDEN, JR.

Name: William P. Bowden, Jr.
Title: Group General Counsel

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<hr/> *	Chairman and Chief Executive Officer and Director	June 28, 2005
Joseph J. Plumeri		
<hr/> /s/ RICHARD J.S. BUCKNALL	Group Chief Operating Officer and Director	June 28, 2005
Richard J.S. Bucknall		
<hr/> /s/ THOMAS COLRAINE	Group Chief Financial Officer and Director	June 28, 2005
Thomas Colraine		
<hr/> /s/ WILLIAM P. BOWDEN, JR.	Authorized U.S. Representative	June 28, 2005
William P. Bowden, Jr.		
*By: <hr/> /s/ WILLIAM P. BOWDEN, JR.	Attorney-in-fact	June 28, 2005
William P. Bowden, Jr.		

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on June 28, 2005.

WILLIS NORTH AMERICA INC.

By: /s/ WILLIAM P. BOWDEN, JR.

Name: William P. Bowden, Jr.
Title: Group General Counsel

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
*	Executive Chairman (principal executive officer)	June 28, 2005
Joseph J. Plumeri		
/s/ MARIO VITALE	Chief Executive Officer, President and Director	June 28, 2005
Mario Vitale		
/s/ WILLIAM P. BOWDEN, JR.		
William P. Bowden, Jr.	Director	June 28, 2005
/s/ MARY E. CAIAZZO	Director, General Counsel, Secretary and Senior Vice President	June 28, 2005
Mary E. Caiazza		
*By: /s/ WILLIAM P. BOWDEN, JR.	Attorney-in-fact	June 28, 2005
William P. Bowden, Jr.		

Exhibit Index

The following exhibits are filed as part of this registration statement:

Exhibit No.	Description
5.1*	Opinion and consent of Sullivan & Cromwell LLP
23.1*	Consent of Deloitte & Touche
24.1	Powers of Attorney of the Registrants (incorporated by reference to Exhibit 24.1 to Willis Group Holdings Limited's Annual Report on Form 10-K for the fiscal year ended December 31, 2004)
24.2	Power of Attorney of the Registrants (incorporated by reference to Exhibit No. 24.3 to Registration Statement No. 333-112345)

* Filed herewith.

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June 28, 2005

Willis North America Inc.,

Ten Trinity Square,

London EC3P 3AX.

Ladies and Gentlemen:

In connection with the registration under the Securities Act of 1933 (the "Act") of \$100,000,000 principal amount of (i) debt securities of Willis North America Inc., a Delaware corporation (the "Company") (the "Senior Debt Securities") and (ii) guarantees of Willis Group Holdings Limited, an exempted company incorporated under the laws of Bermuda (the "Parent"), TA I Limited, TA II Limited, TA III Limited, Trinity Acquisition Limited, TA IV Limited and Willis Group Limited, each of which is a company with limited liability organized under the laws of England and Wales, and which collectively comprise substantially all of the direct and indirect parent entities of the Company (together with Parent, the "Guarantors") to be issued in connection with the Senior Debt Securities (the "Guarantees", together with the Senior Debt Securities, the "Securities"), we, as your counsel, have examined such corporate records, certificates and other documents, and such questions of law, as we have considered necessary or appropriate for the purposes of this opinion.

Upon the basis of such examination, we advise you that, in our opinion, when the Registration Statement has become effective under the Act, the Supplemental Indenture relating to the Securities (the "Supplemental Indenture"), supplementing the Indenture, dated as of July 1, 2005 (the "Indenture"), between the Company, the Guarantors and JPMorgan Chase Bank, N.A., as Trustee, has been duly authorized, executed and delivered, the terms of the Securities and of their issuance and sale have been duly established in conformity with the Indenture and the Supplemental Indenture so as not to violate any applicable law or result in a default under or breach of any agreement or instrument binding upon the Company or the Guarantors and so as to comply with any requirement or restriction imposed by any court or governmental body having jurisdiction over the Company or the Guarantors, and the Securities have been duly executed and authenticated in accordance with the Indenture and the Supplemental Indenture and issued and sold as contemplated in the Registration Statement, the Securities and the Guarantees will constitute valid and legally binding obligations of the Company and the Guarantors, subject to bankruptcy, insolvency, fraudulent transfer, reorganization, moratorium and similar laws of general applicability relating to or affecting creditors' rights and to general equity principles.

We note that, as of the date of this opinion, a judgment for money in an action based on the Securities or the Guarantees in a Federal or state court in the United States ordinarily would be enforced in the United States only in United States dollars.

The foregoing opinion is limited to the Federal laws of the United States and the laws of the State of New York, and we are expressing no opinion as to the effect of the laws of any other jurisdiction.

Also, we have relied as to certain factual matters on information obtained from public officials, officers of the Company and the Guarantors and other sources believed by us to be responsible, and we have assumed that the Indenture has been duly authorized, executed and delivered by the Trustee thereunder, an assumption which we have not independently verified.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ Sullivan & Cromwell LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement of Willis Group Holdings Limited of our reports dated March 8, 2005 relating to the consolidated financial statements and financial statement schedule of Willis Group Holdings Limited and management's report on the effectiveness of internal control over financial reporting, appearing in the Annual Report on Form 10-K of Willis Group Holdings Limited for the year ended December 31, 2004.

DELOITTE & TOUCHE LLP

London, England

June 28, 2005

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