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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): December 11, 2015**

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**Willis Group Holdings Public Limited  
Company**

(Exact name of registrant as specified in its charter)

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**Ireland**  
(State or other jurisdiction  
of incorporation)

**001-16503**  
(Commission  
File Number)

**98-0352587**  
(IRS Employer  
Identification No.)

**c/o Willis Group Limited, 51 Lime Street, London, EC3M 7DQ, England and Wales**  
(Address, including Zip Code, of Principal Executive Offices)

**Registrant's telephone number, including area code: (011) (44)-(20)-3124-6000**

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

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

As previously disclosed, on June 29, 2015, Willis Group Holdings Public Limited Company, an Irish public limited company (“Willis”), entered into an Agreement and Plan of Merger (as amended on November 19, 2015, the “Merger Agreement”) by and among Willis, Citadel Merger Sub, Inc., a Delaware corporation and a wholly-owned subsidiary of Willis (“Merger Sub”), and Towers Watson & Co., a Delaware corporation (“Towers Watson”). Subject to the terms and conditions of the Merger Agreement, Merger Sub will merge with and into Towers Watson (the “Merger”), with Towers Watson surviving the Merger as a subsidiary of Willis. In connection with the closing of the Merger, the combined company will change its name from “Willis Group Holdings Public Limited Company” to “Willis Towers Watson Public Limited Company” (the “Combined Company”).

On December 11, 2015, Willis notified The New York Stock Exchange (“NYSE”) that, subject to approval by the NASDAQ Stock Market LLC (“NASDAQ”) of Willis’ listing application and satisfaction of the other conditions to the closing of the Merger, following the Merger, Willis intends to voluntarily delist its ordinary shares from NYSE and transfer the listing of the ordinary shares of the Combined Company to NASDAQ. The Board of Directors of Willis previously approved the transfer of listing to NASDAQ and the delisting from NYSE, effective upon closing of the Merger.

Willis and Towers Watson currently expect to commence trading of the ordinary shares of the combined company under the ticker symbol “WLTW” on the trading day following the closing of the Merger. Willis’ ordinary shares will continue to trade on NYSE under the ticker symbol “WSH” until the Merger and subsequent transfer is complete.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On December 11, 2015, Willis convened an extraordinary meeting of shareholders (the “Willis EGM”) at which holders of Willis’ ordinary shares, \$0.000115 nominal value per share, approved each of the proposals (collectively, the “Willis Proposals”) relating to the transactions contemplated by the Merger Agreement. The voting results were as follows:

1. The proposal to approve the issuance of Willis’ ordinary shares to stockholders of Towers Watson to be issued as the merger consideration in connection with the Merger as contemplated by the Merger Agreement (the “Willis Issuance Share Proposal”)

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
157,220,656	5,102,660	2,329,834

2. The proposal to approve the name change of “Willis Group Holdings Public Limited Company” to “Willis Towers Watson Public Limited Company,” subject to, and immediately after, the consummation of the Merger (the “Willis Name Change Proposal”)

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
157,391,155	5,100,608	2,161,387

3. The proposal to approve a consolidation (i.e., a reverse stock split under Irish law) whereby every 2.6490 Willis ordinary shares will be consolidated into one Willis ordinary share, \$0.000304635 nominal value per share, subject to, and immediately after, the consummation of the Merger (the “Willis Consolidation Proposal”)

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
156,871,569	5,613,541	2,168,040

4. The proposal to approve and consent to the adjournment of the Willis EGM, or any adjournments thereof, to another time and place if, in the discretion of the Chairman, it is necessary or appropriate to, among other things, solicit additional proxies if there are insufficient votes received by way of proxy, at the time of the Willis EGM to approve the Willis Share Issuance Proposal, the Willis Name Change Proposal and/or the Willis Consolidation Proposal.

Votes For	Votes Against	Abstentions
152,412,954	9,976,085	2,264,111

Adjournment of the Willis EGM was not necessary because there were sufficient votes at the time of the Willis EGM to approve the Willis Share Issuance Proposal, the Willis Name Change Proposal and the Willis Consolidation Proposal.

**Item 7.01. Regulation FD Disclosure.**

On December 11, 2015, Willis issued a press release announcing the voting results of the Willis EGM, which press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference. Also on December 11, 2015, Willis announced its intention to list the ordinary shares of the Combined Company on NASDAQ and to delist Willis’ ordinary shares from NYSE following the Merger, which press release is furnished as Exhibit 99.2 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

The following exhibits are filed as part of this Report.

Exhibit Number	Description
99.1	Press release announcing results of the Willis EGM, dated December 11, 2015
99.2	Press release issued by Willis Group Holdings Public Limited Company, dated December 11, 2015

**Where You Can Find Additional Information**

In connection with the proposed merger of Towers Watson and Willis Group, Willis Group filed a registration statement on Form S-4 with the Securities and Exchange Commission (the “Commission”) that contains a joint proxy statement/prospectus and other relevant documents concerning the proposed transaction. The registration statement on Form S-4 was declared effective by the Commission on October 13, 2015. Each of Towers Watson and Willis Group mailed the joint proxy statement/prospectus to its respective stockholders on or around October 13, 2015. **YOU ARE URGED TO READ THE JOINT PROXY STATEMENT/PROSPECTUS AND THE OTHER RELEVANT DOCUMENTS THAT HAVE BEEN OR WILL BE FILED WITH THE COMMISSION AS THEY BECOME AVAILABLE BECAUSE THEY CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION ABOUT TOWERS WATSON, WILLIS GROUP AND THE PROPOSED TRANSACTION.** You may obtain the joint proxy statement/prospectus and the other documents filed with the Commission free of charge at the Commission’s website, [www.sec.gov](http://www.sec.gov). In addition, you may obtain free copies of the joint proxy statement/prospectus and the other documents filed by Towers Watson and Willis Group with the Commission by requesting them in writing from Towers Watson, 901 N. Glebe Road, Arlington, VA 22203, Attention: Investor Relations, or by telephone at (703) 258-8000, or from Willis Group, Brookfield Place, 200 Liberty Street, 7th Floor, New York, NY, 10281-1003, Attention: Investor Relations, or by telephone at (212) 915-8084.

**Responsibility Statement**

The directors of Willis accept responsibility for the information contained in this document other than that relating to Towers Watson, the Towers Watson Group and the directors of Towers Watson and members of their immediate families, related trusts and persons connected with them. To the best of the knowledge and belief of the directors of Willis (who have taken all reasonable care to ensure that such is the case) the information contained in this document for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

## Forward-Looking Statements

This document contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. You can identify these statements and other forward-looking statements in this document by words such as “may”, “will”, “would”, “expect”, “anticipate”, “believe”, “estimate”, “plan”, “intend”, “continue”, or similar words, expressions or the negative of such terms or other comparable terminology. These statements include, but are not limited to, the benefits of the business combination transaction involving Towers Watson and Willis Group, including the combined company’s future financial and operating results, plans, objectives, expectations and intentions and other statements that are not historical facts. Such statements are based upon the current beliefs and expectations of Towers Watson’s and Willis Group’s management and are subject to significant risks and uncertainties. Actual results may differ from those set forth in the forward-looking statements.

The following factors, among others, could cause actual results to differ from those set forth in the forward-looking statements: the ability to obtain governmental approvals of the transaction on the proposed terms and schedule; the risk that the businesses will not be integrated successfully; the risk that anticipated cost savings and any other synergies from the transaction may not be fully realized or may take longer to realize than expected; the potential impact of the announcement or consummation of the proposed transaction on relationships, including with employees, suppliers, customers and competitors; changes in general economic, business and political conditions, including changes in the financial markets; significant competition; compliance with extensive government regulation; the combined company’s ability to make acquisitions and its ability to integrate or manage such acquired businesses.

Additional risks and factors are identified under “Risk Factors” in Willis’ and Towers Watson’s Annual Reports on Form 10-K for their most recent fiscal years, as may be updated in their subsequent filings with the Commission, and under “Risk Factors” in the joint proxy statement/prospectus.

You should not rely upon forward-looking statements as predictions of future events because these statements are based on assumptions that may not come true and are speculative by their nature. Neither Towers Watson or Willis Group undertakes an obligation to update any of the forward-looking information included in this document, whether as a result of new information, future events, changed expectations or otherwise.

**SIGNATURES**

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

Date: December 11, 2015

**WILLIS GROUP HOLDINGS PUBLIC  
LIMITED COMPANY**

By: /s/ Matthew Furman  
Name: Matthew Furman  
Title: Executive Vice President and Group General Counsel

**EXHIBIT INDEX**

**Exhibit Number**

**Description**

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99.1

Press release announcing results of the Willis EGM, dated December 11, 2015

99.2

Press release issued by Willis Group Holdings Public Limited Company, dated December 11, 2015



## **Willis and Towers Watson Shareholders Approve Merger**

*Shareholders Vote to Create Leading Global Advisory, Broking and Solutions Firm*

*Transaction Expected to Close Very Early in the New Year*

LONDON and ARLINGTON, Va. – (December 11, 2015) – Willis Group Holdings (NYSE:WSH) and Towers Watson (Nasdaq:TW) have announced the preliminary results of their respective special meetings of shareholders that were held earlier today. Shareholders of each company approved the proposals necessary to complete the merger of equals transaction. The companies expect that the transaction will close very early in the New Year, subject to customary closing conditions, including the receipt of certain regulatory approvals.

“We are pleased with the outcome of today’s vote and thank all of our shareholders for their support,” said John Haley, Chairman and Chief Executive Officer of Towers Watson. “We are confident that combining Towers Watson and Willis will accelerate both companies’ long-term strategies and create substantial incremental value for shareholders. We look forward to working with Willis to successfully complete the transaction and realize the full benefits of the merger for all of our stakeholders.”

Dominic Casserley, Chief Executive Officer of Willis, added, “With the support of our shareholders, we are now focused on completing the transaction, successfully integrating the businesses and realizing the combination’s full value creation potential. These efforts are well underway, and we expect that they will create substantial incremental shareholder value through revenue, cash flow, and EBITDA growth superior to what either company could achieve independently.”

At Willis’s Extraordinary General Meeting of Shareholders, shareholders approved a proposal that Willis issue new shares to Towers Watson shareholders as required to complete the merger. Shareholders also approved proposals to change the name of the combined company to Willis Towers Watson upon completion of the merger and to execute a reverse stock split in which every 2.6490 Willis shares would be converted to one share, allowing Towers Watson shareholders to receive one post-split Willis share for each Towers Watson share.

At Towers Watson’s Special Meeting of Stockholders, shareholders voted in favor of a proposal to approve the merger agreement with Willis, the only Towers Watson shareholder approval required for Towers Watson to complete the merger. In other business at the meeting, Towers Watson shareholders approved, on a non-binding, advisory basis, specified compensation arrangements between Towers Watson and its named executive officers relating to the transactions contemplated by the Merger Agreement.

Additional information is available at [www.willisandtowerswatson.mergerannouncement.com](http://www.willisandtowerswatson.mergerannouncement.com).

## **About Willis Group**

Willis Group Holdings plc is a leading global risk advisory, re/insurance broker and human capital and benefits firm. With roots dating to 1828, Willis operates today on every continent with more than 18,000 employees in over 400 offices. Willis offers its clients superior expertise, teamwork, innovation and market-leading products and professional services in risk management and transfer. Our experts rank among the world's leading authorities on analytics, modelling and mitigation strategies at the intersection of global commerce and extreme events. Find more information at our website, [www.willis.com](http://www.willis.com), our leadership journal, Resilience, or our up-to-the-minute blog on breaking news, WillisWire. Across geographies, industries and specialisms, Willis provides its local and multinational clients with resilience for a risky world.

## **About Towers Watson**

Towers Watson is a leading global professional services company that helps organizations improve performance through effective people, risk and financial management. With 16,000 associates around the world, the company offers consulting, technology and solutions in the areas of benefits, talent management, rewards, and risk and capital management. Learn more at [towerswatson.com](http://towerswatson.com).

## **Responsibility Statement**

The directors of Willis accept responsibility for the information contained in this document other than that relating to Towers Watson, the Towers Watson Group and the directors of Towers Watson and members of their immediate families, related trusts and persons connected with them. To the best of the knowledge and belief of the directors of Willis (who have taken all reasonable care to ensure that such is the case) the information contained in this document for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information. The directors of Towers Watson accept responsibility for the information contained in this document relating to Towers Watson, the Towers Watson Group and the directors of Towers Watson and members of their immediate families, related trusts and persons connected with them. To the best of the knowledge and belief of the directors of Towers Watson (who have taken all reasonable care to ensure that such is the case) the information contained in this document for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

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The following factors, among others, could cause actual results to differ from those set forth in the forward-looking statements: the ability to obtain governmental approvals of the transaction on the proposed terms and schedule; the failure of the transaction to close for any reason; the risk that the businesses will not be integrated successfully; the risk that anticipated cost savings and any other



synergies from the transaction may not be fully realized or may take longer to realize than expected; the potential impact of the announcement or consummation of the proposed transaction on relationships, including with employees, suppliers, customers and competitors; changes in general economic, business and political conditions, including changes in the financial markets; significant competition; compliance with extensive government regulation; the combined company's ability to make acquisitions and its ability to integrate or manage such acquired businesses. Additional risks and factors are identified under "Risk Factors" in Towers Watson's Annual Report on Form 10-K filed on August 14, 2015, which is on file with the Commission, and under "Risk Factors" in the joint proxy statement/prospectus.

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## **Contact Information**

### **Willis Contacts:**

#### **Investor Contact**

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### **Towers Watson Contacts:**

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# Willis

## News Release

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### COMBINED COMPANY OF WILLIS AND TOWERS WATSON TO LIST ON NASDAQ UNDER TICKER SYMBOL WLTW FOLLOWING MERGER

LONDON – 11 December, 2015 – Willis Group Holdings Public Limited Company (Willis) (NYSE: WSH) today announced that upon the closing of the merger with Towers Watson, the companies intend to list the ordinary shares of the combined company on the NASDAQ Stock Market LLC (NASDAQ). In addition, upon the closing of the merger, the combined company will be renamed “Willis Towers Watson Public Limited Company.” The companies expect to commence trading of the ordinary shares of Willis Towers Watson Public Limited Company under the symbol WLTW on the trading day following the closing of the merger. Until that time, the ordinary shares of Willis will continue to trade under the ticker symbol WSH on The New York Stock Exchange and the common stock of Towers Watson will continue to trade under the ticker symbol TW on the NASDAQ. The closing of the merger remains subject to NASDAQ’s approval of Willis’ listing application and the satisfaction of the other conditions to the closing of the merger.

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#### About Willis

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#### Where You Can Find Additional Information

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STATEMENT/PROSPECTUS AND THE OTHER RELEVANT DOCUMENTS THAT HAVE BEEN OR WILL BE FILED WITH THE COMMISSION AS THEY BECOME AVAILABLE BECAUSE THEY CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION ABOUT TOWERS WATSON, WILLIS GROUP AND THE PROPOSED TRANSACTION. You may obtain the joint proxy statement/prospectus and the other documents filed with the Commission free of charge at the Commission's website, [www.sec.gov](http://www.sec.gov). In addition, you may obtain free copies of the joint proxy statement/prospectus and the other documents filed by Towers Watson and Willis Group with the Commission by requesting them in writing from Towers Watson, 901 N. Glebe Road, Arlington, VA 22203, Attention: Investor Relations, or by telephone at (703) 258-8000, or from Willis Group, Brookfield Place, 200 Liberty Street, 7th Floor, New York, NY, 10281-1003, Attention: Investor Relations, or by telephone at (212) 915-8084.

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The following factors, among others, could cause actual results to differ from those set forth in the forward-looking statements: the ability to obtain governmental approvals of the transaction on the proposed terms and schedule; the failure of Towers Watson stockholders and Willis Group shareholders to approve the transaction; the failure of the transaction to close for any reason; the risk that the businesses will not be integrated successfully; the risk that anticipated cost savings and any other synergies from the transaction may not be fully realized or may take longer to realize than expected; the potential impact of the announcement or consummation of the proposed transaction on relationships, including with employees, suppliers, customers and competitors; changes in general economic, business and political conditions, including changes in the financial markets; significant competition; compliance with extensive government regulation; the combined company's ability to make acquisitions and its ability to integrate or manage such acquired businesses.

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