

WILLIS GROUP HOLDINGS PLC  
 Form 3  
 July 07, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * ^ Towers Watson & Co. (Last) (First) (Middle)  901 N. GLEBE ROAD (Street)  ARLINGTON, ^ VA ^ 22203 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/29/2015	3. Issuer Name <b>and</b> Ticker or Trading Symbol WILLIS GROUP HOLDINGS PLC [WSH]	4. Relationship of Reporting Person(s) to Issuer  (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	0 <u>(1)</u> <u>(2)</u> <u>(3)</u>	D <u>(1)</u> <u>(2)</u> <u>(3)</u> ^	

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable      Expiration Date	Title      Amount or Number of			

Shares (I)  
(Instr. 5)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Towers Watson & Co. 901 N. GLEBE ROAD ARLINGTON, VA 22203	Â	Â X	Â	Â

## Signatures

/s/ Neil D. Falis, Assistant Secretary of Towers Watson  
& Co.

07/07/2015

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

(1) Towers Watson & Co. ("Towers Watson") is deemed to have beneficial ownership over the 18,423,835 shares of the Issuer held by ValueAct Capital Master Fund, L.P., VA Partners I, LLC, ValueAct Capital Management, L.P., ValueAct Capital Management, LLC, ValueAct Holdings, L.P., and ValueAct Holdings GP, LLC (together, "ValueAct", and such held units, "ValueAct Held Shares"), as a result of entering into a certain Voting Agreement, dated as of June 29, 2015, with ValueAct, pursuant to which, in part, ValueAct agreed to support the transactions contemplated by the Merger Agreement (as defined below) (the "Transactions"), including the Merger (as defined below), by voting all ValueAct Held Shares in favor of the Transactions. ValueAct also agreed not to enter into any voting agreement or voting trust or grant a proxy which is inconsistent with its obligations to vote in favor of the Transactions. (Continued in Footnote 2)

(2) On June 29, 2015, an Agreement and Plan of Merger (the "Merger Agreement") was entered into by and among Towers Watson, the Issuer and Citadel Merger Sub, Inc., a wholly owned subsidiary of the Issuer ("Merger Sub"). Pursuant to the Merger Agreement, Merger Sub will merge with and into Towers Watson (the "Merger"), with Towers Watson surviving the Merger as a subsidiary of the Issuer.

(3) Towers Watson does not have any pecuniary interest in any of the ValueAct Held Shares and beneficial ownership over the ValueAct Held Shares is expressly disclaimed.

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

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