

Towers Watson & Co.  
Form 8-K  
September 15, 2010

**UNITED STATES**  
**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): September 9, 2010

**Towers Watson & Co.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction

of Incorporation)

**001-34594**  
(Commission

File Number)

**27-0676603**  
(I.R.S. Employer

Identification Number)

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**875 Third Avenue**

**10022**

**New York, NY**

**(Address of Principal Executive Offices)**

**(Zip Code)**

**Registrant's telephone number, including area code: (212) 725-7550**

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))

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

On September 9, 2010, Towers Watson & Co. (the Company) held a special meeting of stockholders. The final voting results for the meeting are as follows:

- The Company's stockholders approved an amendment to the Company's Amended and Restated Certificate of Incorporation to eliminate the restriction on the number of shares of Class B Common Stock that the Company's Board of Directors can convert into shares of Class A Common Stock, as set forth below.

Class B stockholders approved the amendment as follows:

|                           |            |
|---------------------------|------------|
| Class B votes for:        | 18,287,059 |
| Class B votes against:    | 59,307     |
| Class B abstentions:      | 13,640     |
| Class B broker non-votes: | 0          |

Class A and Class B stockholders approved the amendment as follows:

|                                       |            |
|---------------------------------------|------------|
| Class A and Class B votes for:        | 51,917,079 |
| Class A and Class B votes against:    | 377,337    |
| Class A and Class B abstentions:      | 79,141     |
| Class A and Class B broker non-votes: | 0          |

**Item 8.01 Other Events.**

On September 13, 2010, the Company filed a preliminary prospectus with the Securities and Exchange Commission in connection with a proposed secondary public offering of its Class A Common Stock. A copy of the press release announcing the filing of the preliminary prospectus is filed as an exhibit to and incorporated by reference into this report.

**Item 9.01 Exhibits.**

(d) Exhibits

**Exhibit**

| No.  | Description of Exhibit                                      |
|------|---|
| 99.1 | Towers Watson & Co. press release dated September 13, 2010. |

**SIGNATURE**

Pursuant to the requirements 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.

TOWERS WATSON & CO.

Dated: September 15, 2010

By: /s/ NEIL D. FALIS  
Name: **Neil D. Falis**  
Title: **Assistant Secretary**

**Exhibit Index**

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|------------|---|
| 99.1       | Towers Watson & Co. press release dated September 13, 2010. |