

WATSON WYATT & CO HOLDINGS  
Form 8-K  
December 30, 2004

**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): **December 17, 2004**

**WATSON WYATT & COMPANY HOLDINGS**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of incorporation  
or organization)

**001-16159**  
(Commission File Number)

**52-2211537**  
(I.R.S. Employer Identification No.)

**1717 H Street NW**  
**Washington, DC**  
(Address of principal executive offices)

**20006-3900**  
(Zip Code)

**(202) 715-7000**

(Registrant's telephone number, including area code)

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N/A

(Former name or former address, if changed since last report)

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 8.01. Other Events.**

Watson Wyatt & Company Holdings received a subpoena on December 17 from the State of New York, Office of the Attorney General ( NYAG ) requesting information in connection with an investigation the NYAG is conducting regarding compensation in connection with insurance placements, including so-called override payments. Watson Wyatt will be cooperating fully with the NYAG 's investigation. Preliminary data indicate that override payments accounted for less than 2/10 of 1% of the firm 's revenues over the past four fiscal years.

**Signatures**

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

Watson Wyatt & Company Holdings

(Registrant)

Date: December 30, 2004

BY: /s/ Carl D. Mautz  
Carl D. Mautz  
Vice President and Chief Financial Officer