

Towers Watson & Co.  
Form SC TO-I/A  
May 25, 2010

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**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**Schedule TO**  
**(Amendment No. 2)**  
**Tender Offer Statement under Section 14(d)(1) or 13(e)(1) of the Securities Exchange Act of 1934**  
**TOWERS WATSON & CO.**

*(Name of Subject Company (Issuer) and Filing Person (Offeror))*  
Class B-1 Common Stock

*(Title of Class of Securities)*  
Not applicable

*(CUSIP Numbers of Class of Securities)*  
John J. Haley  
Chairman of the Board of Directors and Chief Executive Officer  
Towers Watson & Co.  
875 Third Avenue  
New York, NY 10022  
(212) 725-7550

*(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing person)*

*With copies to:*  
Charles J. Conroy  
Milbank, Tweed, Hadley & McCloy LLP  
One Chase Manhattan Plaza  
New York, NY 10005  
Telephone: (212) 530-5000  
Facsimile: (212) 530-5219

**CALCULATION OF FILING FEE**

Transaction valuation(*)	Amount of Filing Fee(**)
\$200,000,000.00	\$14,260.00

\* Calculated solely for the purpose of determining the amount of the filing fee. This valuation is based on one-fiftieth of

one percent of  
the aggregate  
principal  
amount of notes  
to be exchanged  
(\$200,000,000)  
for outstanding  
shares of  
Class B-1  
Common Stock,  
par value of  
\$0.01, (the  
Class B-1  
Common  
Stock ), as  
described  
herein.

\*\* The amount of  
the filing fee,  
calculated in  
accordance with  
Rule 0-11 of the  
Securities  
Exchange Act  
of 1934, as  
amended, equals  
\$71.30 for each  
\$1,000,000 of  
the value of the  
transaction.

Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$14,260.00  
Form or Registration No.: Schedule TO

Filing Party: Towers Watson & Co.  
Date Filed: May 17, 2010

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

- o If applicable, check the appropriate box(es) below to designate the appropriate rule provisions(s) relied upon:
  - o Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
  - o Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
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Items 1 through 11.

Item 12. Exhibits.

Item 13. Information Required by Schedule 13E-3.

**SIGNATURES**

**EXHIBIT INDEX**

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This Amendment No. 2 to the Issuer Tender Offer Statement on Schedule TO (together with the Initial Schedule TO and Amendment No. 1 (each as defined below), and as amended hereby, the Schedule TO ), is filed by Towers Watson & Co., a Delaware corporation (the Company ). This Schedule TO, amends and supplements the Tender Offer Statement on Schedule TO filed on May 17, 2010 (the Initial Schedule TO ) and Amendment No. 1 to the Schedule TO filed on May 21, 2010 ( Amendment No. 1 ), and relates to the offer by the Company pursuant to Rule 13e-4 under the Securities Exchange Act of 1934, as amended, to exchange up to all of the shares of Class B-1 Common Stock, par value \$.01 per share, of the Company, for an unsecured subordinated note due March 15, 2012 (a New Note , and collectively, the New Notes ) with each New Note having a principal amount equal to the Exchange Ratio , provided that the aggregate principal amount of the New Notes does not exceed \$200,000,000, upon the terms and subject to the conditions set forth in the Offer to Exchange, dated May 17, 2010 (as amended and supplemented from time to time, the Offer to Exchange ) and the related offer materials (as amended and supplemented from time to time, the Offer Documents ).

**Items 1 through 11.**

The information set forth in the Offer Documents is incorporated herein by reference with respect to Items 1 – 11 of this Schedule TO.

Notwithstanding the foregoing, the first clause of the first sentence on page 37 of the Offer to Exchange under the section entitled “Conditions to Completion of the Offer” is amended and revised in its entirety to read as follows:

Notwithstanding any other provision of the Offer, or any extension of the Offer, we shall not be required to accept for exchange any shares of Class B-1 Common Stock or issue any New Notes, and we may terminate or amend the Offer at any time prior to the Expiration Date if we determine, in our reasonable judgment, that any of the following conditions has not been satisfied on or before the Expiration Date:

**Item 12. Exhibits.**

- (a)(1)(A) Offer to Exchange, dated May 17, 2010.<sup>(1)</sup>
- (a)(1)(B) Letter of Transmittal.<sup>(1)</sup>
- (a)(5)(A) Press Release issued by the Company, dated May 17, 2010.<sup>(1)</sup>
- (a)(5)(B) Canadian Issuer Bid Circular.<sup>(1)</sup>
- (a)(5)(C) Supplement to the Offer to Exchange, dated May 20, 2010 <sup>(2)</sup>
- (d)(1) Form of Towers Watson Notes Indenture and Form of Towers Watson Notes.<sup>(1)</sup>

(1) Incorporated by reference from the Initial Schedule TO, filed by the Company with the Securities and Exchange Commission on May 17, 2010.

(2) Incorporated by reference from

Amendment  
No. 1, filed by  
the Company  
with the  
Securities and  
Exchange  
Commission on  
May 21, 2010.

**Item 13. Information Required by Schedule 13E-3.**

Not applicable.

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**SIGNATURES**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: May 25, 2010

**TOWERS WATSON & CO.**

By: /s/ Walter W. Bardenwerper

Name: Walter W. Bardenwerper

Title: Vice President, General Counsel and  
Secretary

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(2) Incorporated by reference from Amendment No. 1, filed by the Company with the Securities and Exchange Commission on May 21, 2010.