

Towers Watson & Co.  
Form 8-A12B  
January 04, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR (g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Towers Watson & Co.**

(Exact name of registrant as specified in its charter)

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

**875 Third Avenue**

**New York, NY**

**27-0676603**  
(I.R.S. Employer Identification No.)

**10022**

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(Address of principal executive offices)

(Zip Code)

**Securities to be registered pursuant to Section 12(b) of the Act:**

| <b>Title of each class to be so registered</b> | <b>Name of each exchange on which each class is to be registered</b> |
|--|--|
| Class A common stock, \$0.01 par value         | NASDAQ Stock Market LLC  |

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: 333-161705.

**Securities to be registered pursuant to Section 12(g) of the Act:**

None

(Title of class)

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**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 1. Description of Registrant's Securities to be Registered.**

A description of the Class A common stock, par value \$0.01 per share, of Towers Watson & Co. is set forth under the heading "Description of Towers Watson's Common Stock" in its Registration Statement on Form S-4 (File No. 333-161705) filed with the Securities and Exchange Commission on September 3, 2009, as amended on October 19, 2009, November 4, 2009 and November 9, 2009, including any form of prospectus contained in such Registration Statement filed under Rule 424(b) under the Securities Act of 1933, as amended. Such description of the Class A common stock of Towers Watson & Co. is incorporated by reference in this Item 1.

**Item 2. Exhibits.**

**Exhibit  
No.**

**Description**

- |      |  |
|------|--|
| *4.1 | Form of Amended and Restated Certificate of Incorporation of Jupiter Saturn Holding Company, now known as Towers Watson & Co.  |
| 4.2  | Form of Amended and Restated Bylaws of Towers Watson & Co., incorporated by reference to Exhibit 3.4 of Amendment No. 3 to the Registration Statement on Form S-4 (File No. 333-161705) filed with the Securities and Exchange Commission on November 9, 2009. |

\* Filed herewith.

**SIGNATURE**

**Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.**

TOWERS WATSON & CO.

By: /s/ **WALTER W. BARDENWERPER**  
**Walter W. Bardenwerper**

**General Counsel and Secretary**

Date: January 4, 2010

**EXHIBIT INDEX**

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