

Towers Watson & Co.  
Form S-8 POS  
January 05, 2016

As filed with the Securities and Exchange Commission on January 5, 2016

Registration No. 333-164191

Registration No. 333-164192

Registration No. 333-181977

Registration No. 333-192633

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1 TO**  
**FORM S-8**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**Towers Watson & Co.**  
**(Exact Name of Registrant as Specified in its Charter)**

<b>Delaware</b> (State or other jurisdiction of incorporation or organization)	<b>001-16159</b> (Commission File Number)	<b>27-0676603</b> (I.R.S. Employer Identification Number)
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**901 N. Glebe Road**  
**Arlington, Virginia 22203**  
**(703) 258-8000**

(Address and Telephone Number, including Area Code, of Principal Executive Offices)

**Towers Watson & Co. Employee Stock Purchase Plan**  
**Towers Watson & Co. 2009 Long Term Incentive Plan**  
**Watson Wyatt & Company Holdings 2000 Long-Term Incentive Plan**  
**Extend Health, Inc. 2007 Equity Incentive Plan**  
**Liazon Corporation 2008 Stock Option Plan**  
**Liazon Corporation 2011 Equity Incentive Plan, as amended**

(Full Title of the Plan)

**John J. Haley**  
**Chairman of the Board of Directors and Chief Executive Officer**

**Towers Watson & Co.**  
**901 N. Glebe Road**  
**Arlington, Virginia 22203**  
**(703) 258-8000**

(Name, Address, and Telephone Number, including Area Code, of Agent for Service)

*Copies to:*

**Neil D. Falis, Esq.**  
**Towers Watson & Co.**

**901 North Glebe Road**

**Arlington, Virginia 22203-1853**

**(703) 258-8000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Securities Exchange Act of 1934, as amended. (Check one):

Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐

Smaller reporting company ☐

**EXPLANATORY NOTE**

**DEREGISTRATION OF SHARES**

Towers Watson & Co., a Delaware corporation (the Registrant ), is filing with the Securities and Exchange Commission this Post-Effective Amendment No. 1 in connection with the following Form S-8 Registration Statements: Registration Nos. 333-164191, 333-164192, 333-181977, and 333-192633 (the Registration Statements ). This Post-Effective Amendment No. 1 to the Registration Statements is being filed solely to deregister any and all securities previously registered under the Registration Statements that remain unsold.

**SIGNATURE**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this these Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in Arlington, Virginia, on the 5<sup>th</sup> day of January, 2016.

**TOWERS WATSON & CO.**

By: /s/ JOHN J. HALEY  
John J. Haley  
Chief Executive Officer

Note: No other person is required to sign this Post-Effective Amendment No. 1 to the Registration Statements in reliance on Rule 478 of the Securities Act of 1933, as amended.