

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)**

Delaware
(State or other jurisdiction of
incorporation or organization)

001-16159
(Commission File Number)

27-0676603
(I.R.S. Employer
Identification Number)

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.

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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

Non-accelerated filer

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 these Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in Arlington, Virginia, on the 5th 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.