

Towers Watson & Co.  
Form 8-K  
November 20, 2012

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

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of**  
**The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **November 16, 2012**

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**Towers Watson & Co.**

(Exact name of registrant as specified in its charter)

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

**001-34594**  
(Commission  
File Number)

**27-0676603**  
(IRS Employer  
Identification No.)

**875 Third Avenue**  
**New York, NY**

**10022**

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(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code **(212) 725-7550**

**N/A**

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

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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 5.07 Submission of Matters to a Vote of Security Holders.**

Towers Watson & Co. (the "Company") held its Annual Meeting of Stockholders on November 16, 2012. Of the 74,553,082 shares outstanding and entitled to vote, 58,867,935 shares were represented at the meeting, or 78.96%, sufficient to constitute a quorum. The final results of voting for each matter submitted to a vote of stockholders at the meeting are as follows:

Proposal 1 Election of Directors

- The Company's stockholders elected eight individuals to the Board of Directors to serve as directors until the Annual Meeting of Stockholders in 2013 and until their successors have been duly elected and qualified by the following vote:

|                    | Votes Cast<br>For | Votes Cast<br>Against | Votes<br>Abstain | Broker<br>Non-Votes |
|--------------------|-------------------|-----------------------|------------------|---------------------|
| Victor F. Ganzi    | 53,105,073        | 180,378               | 257,207          | 5,325,277           |
| John J. Haley      | 51,059,422        | 2,132,093             | 351,143          | 5,325,277           |
| Leslie S. Heisz    | 53,057,745        | 282,561               | 202,352          | 5,325,277           |
| Brendan R. O'Neill | 53,138,277        | 170,216               | 234,165          | 5,325,277           |
| Linda D. Rabbitt   | 52,352,452        | 951,557               | 238,649          | 5,325,277           |
| Gilbert T. Ray     | 52,269,071        | 967,726               | 305,861          | 5,325,277           |
| Paul Thomas        | 52,218,826        | 928,884               | 394,948          | 5,325,277           |
| Wilhelm Zeller     | 52,108,759        | 1,103,646             | 330,253          | 5,325,277           |

Proposal 2 Ratification of Selection of Independent Registered Public Accounting Firm

- The Company's stockholders ratified the selection of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2013. There were 58,546,441 votes for the selection, 155,452 votes against the selection, and 166,042 abstentions.

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### Proposal 3 Non-Binding Advisory Vote to Approve the Compensation of our Named Executive Officers

- The Company's stockholders approved, by a non-binding advisory vote, the compensation of our named executive officers by the following vote: 49,298,943 votes for, 3,834,018 against, 409,697 abstentions, and 5,325,277 broker non-votes.

### SIGNATURES

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

**TOWERS WATSON & CO.**  
(Registrant)

Date: November 20, 2012

|        |                     |
|--------|---------------------|
| By:    | /s/ Neil D. Falis   |
| Name:  | Neil D. Falis       |
| Title: | Assistant Secretary |