

WATSON WYATT & CO HOLDINGS
Form DEFA14A
October 25, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

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Check the appropriate box:

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Watson Wyatt & Company Holdings
(Name of Registrant as Specified In Its Charter)

Watson Wyatt & Company Holdings
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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Introduction.

On October 11, 2005, Watson Wyatt & Company Holdings (the Company) filed its definitive proxy statement with the Securities and Exchange Commission. Subsequent to such filing the Company discovered two items in the proxy statement to be corrected, each of which is described below.

1. Summary Compensation Table Disclosures

On page 15 in the Summary Compensation Table and on page 16 in footnote (e), the amount reported as all other compensation for Mr. Wickes was disclosed as \$12,404 and should have been reported as \$42,404. This amount reflects payments to Mr. Wickes for the annual cash out of all his excess unused paid time off. All associates are subject to the same paid time off limits.

Mr. Wickes' compensation on page 15 in the Summary Compensation Table as corrected is as follows:

| Name and Principal Position | Fiscal Year | Salary(\$) | Bonus (\$)(a) | All Other Compensation (\$)(e) |
|---|--------------------|-------------------|----------------------|---------------------------------------|
| Gene H. Wickes | 2005 | 473,750 | 375,000(c) | 47,043 |
| Vice President, | 2004 | 363,750 | 235,000(d) | 26,114 |
| Global Director of the Benefits Practice and Director | 2003 | 336,250 | 212,500 | 37,933 |

The footnote (e) on page 16, as corrected for Mr. Wickes is as follows:

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(e) All Other Compensation for fiscal year 2005 consists of the following amounts: (1) Interest earned in fiscal year 2005 on previous Company matching contributions made to a non-qualified savings plan; and (2) payment for the annual cash out of excess unused paid time off (all associates are subject to the same paid time off limits).

| Name | All Other Compensation Components for Fiscal Year 2005 | | |
|--------|--|--------|--------|
| | e(1) | e(2) | Total |
| Wickes | 4,639 | 42,404 | 47,043 |

2. Biographical Information For Other Executive Officers of the Company

On page 14 under the caption Biographical Information For Other Executive Officers of the Company, the Company inadvertently omitted information on the business experience and background of Ira T. Kay. That biographical information for Mr. Kay is below:

Ira T. Kay (age 55) is currently the Global Practice Director for Executive Compensation and Director of the U.S. Compensation Practice. Mr. Kay served as a Vice President from 1996 to 2005, and as a director of Watson Wyatt & Company from 1996 to 2000. Prior to assuming his current responsibilities, he was North American Practice Director of the Human Capital Group since 1998. Prior to joining Watson Wyatt in 1993, Mr. Kay was a Managing Director and served on the Partnership Management Committee of The Hay Group, a competing human resources consulting firm, and prior to that, he was a Managing Director in the Human Resources Department of the investment banking firm Kidder Peabody. Mr. Kay is the author of *CEO Pay and Shareholder Value* (St. Lucie Press) and *Value at the Top: Solutions to the Executive Compensation Crisis* (Harper Collins). He is a co-author (with Dr. Bruce Pfau) of *The Human Capital Edge* (McGraw-Hill). Mr. Kay has a B.S. in Industrial and Labor Relations from Cornell University and a Ph.D. in Economics from Wayne State University.
