JUPITER SATURN HOLDING CO Form 425 November 05, 2009

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Subject Companies:

Watson Wyatt Worldwide, Inc. (Commission File No. 001-16159)

Towers, Perrin, Forster & Crosby, Inc. (Commission File No. 132-02690)

Jupiter Saturn Holding Company (Commission File No. 333-161705)

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WATSON WYATT WORLDWIDE REPORTS ADJUSTED EPS OF \$0.84

ARLINGTON, VA, November 5, 2009 Watson Wyatt Worldwide, Inc. (NYSE, NASDAQ: WW), a leading international human capital and financial management consulting firm, today announced financial results for the first quarter of fiscal year 2010, which ended September 30, 2009.

Revenues were \$401.3 million for the quarter, a decrease of 6% (decrease of 1% constant currency) from the first quarter of fiscal 2009 revenues of \$426.1 million. Net income for the first quarter of fiscal 2010 was \$29.8 million, or \$0.69 per diluted share. Net income for the quarter includes \$8.4 million pretax, or \$0.12 per diluted share, of transaction costs related to our pending merger with Towers Perrin, and \$1.9 million pretax, or \$0.03 per diluted share, of severance costs. Adjusted net income was \$36.2 million, or \$0.84 per diluted share. In the prior-year first quarter, net income was \$35.2 million, or \$0.82 per diluted share. When compared to prior-year first quarter exchange rates, the strengthening of the U.S. dollar had a negative impact of \$0.05 on diluted earnings per share.

These results demonstrate our sound underlying business fundamentals and strong client relationships. All of our segments were profitable, with particularly strong growth in our Investment Consulting and Technology and Administration Solutions segments, said John Haley, president and chief executive officer.

We continue to provide our clients with practical solutions for today s toughest challenges, said Mr. Hale With our anticipated merger with Towers Perrin, we look forward to serving clients around the world with an even broader range of services and deeper pool of talent.

Operating Highlights

• **Benefits Group** revenues (representing 56% of first-quarter revenues) were \$224 million for the first quarter of fiscal 2010, a decrease of 4% (increase of 1% constant currency) from \$233 million in the prior-year first quarter. On a constant currency basis, revenues increased modestly in both retirement and health care consulting.

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•	Technology and Administration Solutions Group revenues (representing 14% of first-quarter revenues) were \$55 million fo	r the
first quarte	of fiscal 2010, an increase of 4% (increase of 11% constant currency) from \$53 million in the prior-year first quarter. Revenue	ies
increased is	both the U.K. and the U.S. due primarily to additional revenues from several large clients.	

- **Human Capital Group** revenues (representing 9% of first-quarter revenues) were \$38 million for the first quarter of fiscal 2010, a decrease of 24% (decrease of 22% constant currency) from \$50 million in the prior-year first quarter. There was less demand for our services in all geographic regions.
- Insurance & Financial Services Group revenues (representing 6% of first-quarter revenues) were \$24 million for the first quarter of fiscal 2010, a decrease of 13% (decrease of 4% constant currency) from \$28 million in the prior-year first quarter. The revenue decrease was due to less project work in Europe.
- **Investment Consulting Group** revenues (representing 11% of first-quarter revenues) were \$45 million for the first quarter of fiscal 2010, an increase of 6% (increase of 17% constant currency) from \$42 million in the prior-year first quarter. The revenue increase was due to increases in implemented consulting activities and strategy projects.

Outlook for Fiscal Year 2010

For fiscal year 2010, the company is maintaining its previous guidance and expects revenues to be in the range of \$1.63 billion to \$1.70 billion and adjusted diluted earnings per share to be in the range of \$3.50 to \$3.60. Adjusted diluted earnings per share exclude severance and merger costs. Our foreign currency exchange rate assumptions also remain unchanged. This guidance assumes an average exchange rate of 1.65 U.S. dollars to the British pound for fiscal year 2010 and an average rate of 1.40 U.S. dollars to the Euro for fiscal year 2010. This guidance does not include the impact of the pending merger with Towers Perrin which is expected to close during fiscal year 2010.

For the second quarter of fiscal 2010, the company expects revenues to be in the range of \$405 million to \$420 million and adjusted diluted earnings per share for the quarter are expected to be in the range of \$0.81 to \$0.86. Adjusted diluted earnings per share exclude severance and merger costs. This guidance assumes an average exchange rate of 1.65 U.S. dollars to the British pound for the second quarter of fiscal 2010 and an average rate of 1.40 U.S. dollars to the Euro for the second quarter of fiscal

2010. This guidance does not include the impact of the pending merger with Towers Perrin which is expected to close during fiscal year 2010.

The forecasted adjusted diluted earnings per share are based on management s estimates for fiscal year 2010 and the second quarter of fiscal 2010. The company expects to incur charges for severance and merger costs during those periods, and the amounts are dependent upon future events. The company will use adjusted diluted earnings per share to evaluate its performance and believes this information is helpful to shareholders.

Conference Call

The company will host a live webcast and conference call to discuss the financial results for the first quarter of fiscal 2010. It will be held on Thursday, November 5, 2009, beginning at 9:00 a.m. Eastern Time, and can be accessed via the Internet by going to www.watsonwyatt.com. The replay of the webcast will be available shortly after the live call for a period of three months. The replay will also be available for one week after the call by dialing 617-801-6888 and using confirmation number 34420570.

Non-GAAP Measures

The company prepared its condensed consolidated financial statements in conformity with accounting principles generally accepted in the United States (U.S. GAAP) and pursuant to accounting requirements of the Securities and Exchange Commission applicable to quarterly reports on Form 10-Q. In an effort to provide investors with additional information regarding the company s results and to provide a meaningful period-over-period comparison of financial performance, the company sometimes uses non-GAAP financial measures as defined by the Securities and Exchange Commission. The differences between the U.S. GAAP and non-GAAP financial measures are reconciled in an attached schedule. In presenting comparable results, the company discloses non-GAAP financial measures when it believes such measures will be useful to investors in evaluating underlying business performance. The company uses the non-GAAP financial measures to evaluate its financial performance against internal budgets and targets. In addition, the Company reviews its results excluding the impact of certain items, as it believes that these non-GAAP financial measures are useful for evaluating core operating results and facilitating comparison across reporting periods. The company believes non-GAAP financial measures should be considered in addition to, and not in lieu of, U.S. GAAP financial measures. The company s non-GAAP financial measures may be different from non-GAAP financial measures used by other

comp	anies.

Where You Can Find Additional Information

This communication was released on November 5, 2009. Towers Perrin and Watson Wyatt have formed a company, Jupiter Saturn Holding Company (the Holding Company), which has filed a registration statement on Form S-4 with the Securities and Exchange Commission (the Commission) that contains a joint proxy statement/prospectus and other relevant documents concerning the proposed transaction. YOU ARE URGED TO READ THE JOINT PROXY STATEMENT/PROSPECTUS AND THE OTHER RELEVANT DOCUMENTS FILED WITH THE COMMISSION BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT TOWERS PERRIN, WATSON WYATT, THE HOLDING COMPANY AND THE PROPOSED TRANSACTION.

You may obtain the joint proxy statement/prospectus and the other documents filed with the Commission free of charge at the Commission s website, www.sec.gov. In addition, you may obtain free copies of the joint proxy statement/prospectus and the other documents filed by Towers Perrin, Watson Wyatt and the Holding Company with the Commission by requesting them in writing from Towers Perrin, One Stamford Plaza, 263 Tresser Boulevard, Stamford, CT. 06901-3225, Attention: Marketing, or by telephone at 203-326-5400, or from Watson Wyatt, 901 N. Glebe Rd., Arlington, VA. 22203, Attention: Investor Relations, or by telephone at 703-258-8000.

Towers Perrin, Watson Wyatt, the Holding Company and their respective directors and executive officers may be deemed under the rules of the Commission to be participants in the solicitation of proxies from the stockholders of Watson Wyatt. A list of the names of those directors and executive officers and descriptions of their interests in Towers Perrin, Watson Wyatt and the Holding Company is contained in the joint proxy statement/prospectus filed by the Holding Company with the Commission. Stockholders may obtain additional information about the interests of the directors and executive officers in the proposed transaction by reading the joint proxy statement/prospectus when it becomes available.

Forward-Looking Statements

Statements in this press release regarding projections and expectations of future earnings, revenues, operations, business trends, timing and potential benefits of the proposed merger between Watson Wyatt and Towers Perrin and other statements that are not historical facts and other such items are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of

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1995. You can identify these forward-looking statements by their use of words such as anticipate, believe. could. estimate. expect. plan, potential, will, and other similar words and terms. Forward-looking statements are based on management s beliefs, as as assumptions made by, and information currently available to management. Because such statements are based on expectations and are not statements of fact, actual events and results may differ materially from those projected. A number of risks and uncertainties exist which could cause actual results to differ materially from the results reflected in these forward-looking statements. Such factors include but are not limited to the ability of Watson Wyatt and Towers Perrin to obtain governmental and regulatory approvals of the merger on the proposed terms and schedule; failure to complete the merger with Towers Perrin in certain circumstances could require us to pay a termination fee or reimburse Towers Perrin s expenses; failure to complete the merger with Towers Perrin could negatively impact Watson Wyatt and its future operations; foreign currency exchange and interest rate fluctuations; general economic and business conditions that adversely affect us or our clients; a significant decrease in the demand for the consulting, actuarial and other services we offer as a result of changing economic conditions or other factors; the company s ability to integrate the operations of acquired businesses into our own business, processes and systems, and achieve the anticipated results; our continued ability to recruit and retain qualified associates; the success of our marketing, client development and sales programs; our ability to maintain client relationships and to attract new clients; declines in demand for our services; outcomes of pending or future litigation and the availability and capacity of professional liability insurance to fund pending or future judgments or settlements; the ability of the company to obtain professional liability insurance; actions by competitors offering human resources consulting services, including public accounting and consulting firms, technology consulting firms and internet/intranet development firms; our continued ability to achieve cost reductions; exposure to liabilities of acquired businesses that have not been expressly assumed; the level of capital resources required for future acquisitions and business opportunities; regulatory developments abroad and domestically that impact our business practices; legislative and technological developments that may affect the demand for or costs of our services. A variety of factors could cause actual results to differ from those set forth in the forward-looking statements, including the risks and factors identified under Risk Factors in the joint proxy statement/prospectus included in the initial registration statement on Form S-4 filed by Jupiter Saturn Holding Company on September 3, 2009 with the Commission, as amended from time to time, and under Risk Factors in Watson Wyatt s Annual Report on Form 10-K filed on August 14, 2009 with the Commission. You should not rely upon forward-looking statements as predictions of future events because these statements are based on assumptions that may not come true and are speculative by their

nature.

These statements are based on assumptions that may not come true. All forward-looking disclosure is speculative by its nature. None of Jupiter Saturn Holding Company, Towers Perrin or Watson Wyatt undertake an obligation to update any of the forward-looking information included in this report, whether as a result of new information, future events, changed expectations or otherwise.

About Watson Wyatt Worldwide

Watson Wyatt (NYSE, NASDAQ: WW) is the trusted business partner to the world s leading organizations on people and financial issues. The firm s global services include: managing the cost and effectiveness of employee benefit programs; developing attraction, retention and reward strategies; advising pension plan sponsors and other institutions on optimal investment strategies; providing strategic and financial advice to insurance and financial services companies; and delivering related technology, outsourcing and data services. Watson Wyatt has 7,500 associates in 33 countries and is located on the Web at www.watsonwyatt.com.

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WATSON WYATT WORLDWIDE, INC.

Condensed Consolidated Statements of Operations

(Thousands of U.S. Dollars, Except Per Share Data)

(Unaudited)

		Three months end 2009	ember 30, 2008	
Revenue	\$	401,345	\$	426,126
Costs of providing services:				
Salaries and employee benefits		236,081		235,879
Professional and subcontracted services		16,159		26,315
Occupancy, communications and other		39,872		49,997
General and administrative expenses		39,770		43,887
Depreciation and amortization		17,934		18,864
Transaction and integration expenses		8,388		
		358,204		374,942
Income from operations		43,141		51,184
Income from affiliates		947		1,695
Interest income		350		1,031
Interest expense		(449)		(569)
Other non-operating (expense) / income		1,142		(19)
Income before income taxes		45,131		53,322
Provision for income taxes		15,350		18,162
Net income	\$	29,781	\$	35,160
Earnings per share:				
Net income - Basic	\$	0.70	\$	0.82
Net income - Diluted	\$	0.69	\$	0.82
Weighted average shares of common stock, basic (000)		42,673		42,935
Weighted average shares of common stock, diluted (000)		42,888		43,085
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WATSON WYATT WORLDWIDE, INC.

Supplemental Segment Data

(Thousands of U.S. Dollars)

(Unaudited)

	Three Months Ended September 30,		
	2009		2008
Revenue (net of reimbursable expenses)			
Benefits Group	\$ 223,670	\$	232,705
Technology and Administration Solutions Group	55,457		53,218
Human Capital Group	37,680		49,602
Insurance & Financial Services Group	24,182		27,806
Investment Consulting Group	44,729		42,107
Total segment revenue	385,718		405,438
Other, including reimbursable expenses	15,627		20,688
Consolidated revenue	\$ 401,345	\$	426,126
Net operating income			
Benefits Group	\$ 63,417	\$	61,523
Technology and Administration Solutions Group	17,083		14,461
Human Capital Group	2,684		6,842
Insurance & Financial Services Group	292		834
Investment Consulting Group	15,123		12,527
Total segment net operating income	98,599		96,187
Discretionary compensation	(47,963		