

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 7, 2022

Willis Towers Watson Public Limited Company

(Exact name of registrant as specified in its charter)

Ireland
(State or other jurisdiction
of incorporation)

001-16503
(Commission
File Number)

98-0352587
(IRS Employer
Identification No.)

c/o Willis Group Limited, 51 Lime Street, London, EC3M 7DQ, England
(Address, including Zip Code, of Principal Executive Offices)

Registrant's telephone number, including area code: (011) (44)-(20)-3124-6000

Not Applicable
(Former name or former address, if changed since last report)

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Ordinary Shares, nominal value \$0.000304635 per share	WTW	NASDAQ Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On December 7, 2022, the Board of Directors (the “Board”) of Willis Towers Watson (the “Company”) appointed Mr. Stephen Chipman, Ms. Jackie Hunt, and Mr. Fredric Tomczyk to the Board, each with a start date effective April 1, 2023. In addition, two current directors, Mr. Brendan O’Neill and Ms. Linda Rabbitt, gave notice to the Company that they will not be standing for re-election at the Company’s next Annual General Meeting, to be held in the second quarter of 2023. Each has decided not to stand for re-election in light of other commitments and in furtherance of the Board succession plan. There is no disagreement between the Company and either Mr. O’Neill or Ms. Rabbitt on any matter relating to the Company’s operations, policies or practices. As a result of the timing of the above appointments and departures, the Board will increase its size briefly to 12 directors immediately before April 1, 2023, and then reduce the size of the Board to 10 directors following the conclusion of the 2023 Annual General Meeting.

There are no arrangements or understandings between Mr. Chipman, Ms. Hunt and Mr. Tomczyk and any other person pursuant to which they will join the Board, and none of Mr. Chipman, Ms. Hunt or Mr. Tomczyk is a party to any transaction with the Company reportable under Item 404(a) of Regulation S-K under the Securities Act of 1933.

7.01 Regulation FD

On December 8, 2022, the Company issued a press release announcing changes to the Board, a copy of which is attached as Exhibit 99.1 to this Current Report on Form 8-K. The press release is being furnished pursuant to this Item 7.01 and shall not be deemed to be “filed” for purposes of section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended. In addition, this information shall not be deemed to be incorporated by reference into any of the Company’s filings with the Securities and Exchange Commission, except as shall be expressly set forth by specific reference in any such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued December 8, 2022.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirement 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.

Date: December 8, 2022

**WILLIS TOWERS WATSON
PUBLIC LIMITED COMPANY**

By: /s/ Matthew Furman

Matthew Furman
General Counsel

WTW Board Directors Announcement

External announcement – press release

WTW announces election of three new Board Directors

Dublin, December 8, 2022 – Willis Towers Watson Public Limited Company (“WTW” or the “Company”) is pleased to announce that its Board has unanimously selected Stephen Chipman, former CEO of Grant Thornton U.S.; Jackie Hunt, former Chair of Allianz Asset Management and Allianz Life (U.S.); and Fredric Tomczyk, former President and CEO of TD Ameritrade, to join the Board, each with start dates effective April 1, 2023.

The Board made these selections as part of its multi-year succession planning process, utilizing the assistance of a leading search firm.

In addition, two current Directors – Brendan O’Neill and Linda Rabbitt – have given notice to WTW that they will not be standing for re-election at the Company’s next Annual General Meeting (“AGM”), to be held in the second quarter of 2023. Each has decided not to stand for re-election in light of other commitments and in furtherance of the Board succession plan.

Paul Thomas, WTW Board Chair, said: “On behalf of the Board, I would like to welcome our three new Directors and to thank Brendan and Linda, our two outgoing Directors, for the many years of dedicated service that they have given WTW.

“We are delighted to have identified such strong incoming candidates in Stephen, Jackie and Fred, each of whom has significant experience leading dynamic professional and financial service firms as well as broad financial and operational expertise.”

New Director Biographies:

Stephen Chipman was previously CEO of Grant Thornton U.S. and a member of the firm’s global Board of Governors from 2009 to 2014. Shortly after retiring from Grant Thornton, Stephen became CEO of Radius, a business services company, until its acquisition in 2018. He is currently a Director of Auxadi, Stout and Prudential Insurance Funds. Stephen is originally from the UK and is a U.S. and British citizen. He is a certified public accountant in Texas and is a chartered accountant in England and Wales.

Jackie Hunt has held a number of senior management positions in companies including Aviva, Hibernian Group, Norwich Union Insurance, PricewaterhouseCoopers and RSA Insurance. From 2016 until 2021, she was a member of the Allianz SE management board with executive responsibility for the asset management and U.S. life insurance divisions. Prior to that, she was an Executive Director of Prudential plc and CEO of Prudential UK, Europe and Africa from 2013 to 2015. She was Group CFO of Standard Life from 2010 to 2013. She is currently a Director of Standard Chartered Bank PLC, Man Group PLC and Rothesay Life PLC. Jackie trained as a chartered accountant in South Africa and now lives in London, England.

Fredric Tomczyk was previously President and CEO of TD Ameritrade from 2007 to 2016. Prior to that, he joined Toronto-Dominion Bank in 2000 where he rose to Vice Chair of Corporate Operations. He is currently a director of CBOE Global Markets, Inc. and a Director of Sagan MI Canada Inc. and its operating subsidiary Sagan Mortgage Insurance Company Canada. Fred is a resident of Toronto, Canada.

Ends

About WTW

At WTW (NASDAQ: WTW), we provide data-driven, insight-led solutions in the areas of people, risk and capital. Leveraging the global view and local expertise of our colleagues serving 140 countries and markets, we help organizations sharpen their strategy, enhance organizational resilience, motivate their workforce and maximize performance.

Working shoulder to shoulder with our clients, we uncover opportunities for sustainable success.

Learn more at wtwco.com.

Media Contact

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