

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Gebauer Julie Jarecke</u> (Last) (First) (Middle) <u>C/O WILLIS GROUP LIMITED</u> <u>51 LIME STREET</u> (Street) <u>LONDON X0 EC3M 7DQ</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>WILLIS TOWERS WATSON PLC [WLTW]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Head of Human Capital&Benefits</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/15/2017</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Share Unit	(1)	09/15/2017		A		15,435 ⁽²⁾		(1)	(1)	Ordinary Shares, nominal value \$0.000304635 per share	15,435	\$0	17,901.8465	D	
Restricted Share Unit	(1)	09/15/2017		F		364 ⁽³⁾		(1)	(1)	Ordinary Shares, nominal value \$0.000304635 per share	364	\$152.42	17,537.8465	D	

Explanation of Responses:

- Restricted share units settle for Ordinary Shares, nominal value \$0.000304635 per share, on a 1:1 basis 6 months after the reporting person's termination date.
- The Reporting Person was granted unvested performance-vesting restricted share units (PVRsUs) on September 25, 2013, which vest over a three-year performance period to the extent that certain predetermined performance criteria are achieved and based on the Reporting Person's continued employment with the Issuer. Pursuant to the terms of the applicable award agreement, the award's performance in the event of a Change in Control occurring during the performance period was considered to be the greater of target or actual performance at the time of the Change in Control. As the PVRsUs were accruing at 204% at the time of the Willis Towers Watson merger, that level of performance was locked in upon the closing of the merger. The PVRsUs thereafter vested and were settled in shares on September 15, 2017 and are reported herein. The number of PVRsUs that vested includes additional restricted share units granted as a result of the special dividend declared by Towers Watson on December 29, 2015. In order to maintain the Company's tax deductions, these shares are being deferred into the Towers Watson Non-Qualified Deferred Savings Plan for US Employees.
- This represents restricted share units that were withheld by the Issuer to satisfy local withholding tax requirements.

/s/ Julie J. Gebauer by Thomas D. Scholtes, Attorney-in-Fact (power of attorney previously filed) 09/19/2017

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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