

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>HALEY JOHN J</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/15/2016</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	\$0	09/15/2016		A		35,886 <sup>(1)</sup>		(2)	(2)	Ordinary Shares, nominal value \$0.000304635 per share	35,886	\$0	41,399.0124	D	
Restricted Share Unit	\$0	09/15/2016		F		844 <sup>(3)</sup>		(4)	(4)	Ordinary Shares, nominal value \$0.000304635 per share	844	\$122.3	40,555.0124	D	

**Explanation of Responses:**

- The Reporting Person was granted unvested performance-vesting restricted stock units (PVRs) 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. On August 20, 2016, the Compensation Committee certified the extent to which the performance criteria applicable to such PVRs were achieved; therefore, pursuant to the terms of the applicable award agreement, PVRs thereafter vested on September 15, 2016. The number of PVRs that vested includes additional Restricted Stock Units (RSUs) granted as a result of the special dividend declared by Towers Watson on December 29, 2015. The Reporting Person elected to defer receipt of shares and these shares are being deferred into the Towers Watson Non-Qualified Deferred Savings Plan for US Employees.
- Restricted share units settle 6 months after date of termination of reporting person.
- This represents RSUs that were withheld by the Issuer to satisfy local withholding tax requirements.
- Not applicable

/s/ John J. Haley by Thomas Scholtes, Attorney-in-Fact  
(power of attorney previously filed)  
 09/19/2016

\*\* 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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