

**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>Hess Carl Aaron</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) <p style="text-align: right;"><b>Head of IRR</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/15/2018</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)	10/15/2018		A		7.9851 <sup>(2)</sup>		(1)	(1)	Ordinary Shares, nominal value \$0.000304635 per share	7.9851	\$0	3,161.9922	D	
Restricted Share Unit	(1)	10/15/2018		A		5.187 <sup>(3)</sup>		(1)	(1)	Ordinary Shares, nominal value \$0.000304635 per share	5.187	\$0	3,167.1792	D	
Restricted Share Unit	(4)	10/15/2018		A		3.3422 <sup>(5)</sup>		(4)	(4)	Ordinary Shares, nominal value \$0.000304635 per share	3.3422	\$0	771.942	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.
- Represents dividends acquired pursuant to the participant's deferral election under the Willis Towers Watson Non-Qualified Deferred Savings Plan for U.S. Employees.
- Represents dividends acquired pursuant to the Company's matching contribution on the participant's deferral election pursuant to the terms of the Willis Towers Watson Non-Qualified Deferred Savings Plan for U.S. Employees and credited to the participant's account in the form of restricted share units.
- Vested shares under the Willis Towers Watson Non-Qualified Stable Value Excess Plan for U.S. Employees settle for Ordinary Shares, nominal value \$0.000304635 per share, on a 1:1 basis on the first business day of the month on which the NASDAQ Stock Market is open for business following the earlier of (i) the date that is 6 months after the reporting person's separation from service and (ii) the date that is 30 days after the reporting person's death.
- Represents dividends acquired pursuant to the Company's contribution under the Willis Towers Watson Non-Qualified Stable Value Excess Plan for U.S. Employees and credited to the participant's account in the form of restricted share units.

/s/ Carl A. Hess by Elaine Wiggins, Attorney-in-Fact (power of attorney previously filed) 10/17/2018

\*\* 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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