SEC Form 4	
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 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

	dress of Reporting Pe	erson [*]		suer Name and Tick	0	Symbol ON PLC [WTW		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
- ~ 	(First)	(Middle)	_]	te of Earliest Transa			x	Director Officer (give title below)		Owner · (specify /)			
(Last) C/O WILLIS	(First) GROUP LIMITE	()		6/2023				Head of North America					
51 LIME STR		4. lf /	Amendment, Date of	f Original Filed	I (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applica Line)							
(Street)			-				X	Form filed by Or					
LONDON	X0	EC3M 7DQ						Form filed by Mo Person	ore than one Re	porting			
(City)	(State) (Zip)			Rule 10b5-1(c) Transaction Indication									
			Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.										
	Ta	able I - Non-Deriv	ative S	Securities Acq	uired, Dis	oosed of, or Bene	ficially	Owned					
1. Title of Secur	tity (Instr. 3)	2. Trans	action	2A. Deemed	3.	4. Securities Acquired (A	A) or	5. Amount of	6. Ownership	7. Nature			

	1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)		4. Securities Disposed Of 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150.4)
	Ordinary Shares, nominal value \$0.000304635 per share	04/06/2023		F		271 ⁽¹⁾	D	\$232.38	3,631.46	D	
- 1	Ordinary Shares, nominal value \$0.000304635 per share	04/06/2023		F		100 ⁽²⁾	D	\$232.38	3,531.46	D	

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

			(0.9.) P	,			,	•••••••				7			
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)	Ownership Form:	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Withholding of shares by Issuer incident to the tax payment related to the vesting and settlement of 924 performance-based restricted share units granted on April 1, 2020.

2. Withholding of shares by Issuer incident to the tax payment related to the vesting and settlement of 340 time-based restricted share units granted on April 1, 2022.

<u>/s/ Imran Qureshi by Elaine</u> <u>Wiggins, Attorney-in-Fact</u> (power of attorney previously filed). <u>04/10/2023</u>

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

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