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

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Willis Towers Watson Public Limited Company

(Exact name of registrant as specified in its charter)

Ireland
(State or other jurisdiction of
incorporation or organization)

98-0352587
(I.R.S. Employer
Identification No.)

c/o Willis Group Limited
51 Lime Street, London, England
(Address of Principal Executive Offices)

EC3M 7DQ
(Zip Code)

WILLIS TOWERS WATSON PUBLIC LIMITED COMPANY 2012 EQUITY INCENTIVE PLAN
(Full title of the plan)

Matthew S. Furman, Esq.
General Counsel
Willis Towers Watson Public Limited Company
Brookfield Place
200 Liberty Street, 7th Floor
New York, NY 10281
(212) 915-8249

(Name, address, telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8 (the “Registration Statement”) of Willis Towers Watson Public Limited Company (the “Registrant”) is being filed pursuant to General Instruction E of Form S-8 in connection with the amendment to the Willis Towers Watson Public Limited Company 2012 Equity Incentive Plan (the “2012 Plan”) to increase by 2,000,000 the number of ordinary shares of the Registrant, \$0.000304635 nominal value per share (the “Ordinary Shares”), reserved for issuance under the 2012 Plan. These Ordinary Shares are additional securities of the same class as other securities for which previous Registration Statements on Form S-8 were filed with the United States Securities and Exchange Commission (the “Commission”) on May 4, 2012, July 29, 2014 and June 10, 2016 with respect to the 2012 Plan.

The information contained in the Registration Statements on Form S-8 originally filed by the Registrant with the Commission (File Nos. 33-181150, 33-197706, and 333-211967), pursuant to the Securities Act of 1933, as amended (the “Securities Act”), are incorporated by reference into this Registration Statement.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The document(s) containing the employee benefit plan information required by Item 1 of Form S-8 and the statement of availability of registrant information and any other information required by Item 2 of Form S-8 will be sent or given to participants as specified by Rule 428 under the Securities Act. In accordance with Rule 428 and the requirements of Part I of Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. The Registrant will maintain a file of such documents in accordance with the provisions of Rule 428. Upon request, the Registrant will furnish to the Commission or its staff a copy of any or all of the documents included in such file.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents previously filed by the Registrant with the Commission are incorporated herein by reference and shall be deemed to be a part hereof:

- (1) The Registrant’s Annual Report on [Form 10-K](#) for the year ended December 31, 2021, filed with the Commission on February 24, 2022;
- (2) The Registrant’s Quarterly Report on [Form 10-Q](#) for the quarter ended March 31, 2022, filed with the Commission on April 28, 2022;
- (3) The Registrant’s Current Reports on Form 8-K filed with the Commission on the following dates in 2022: [February 28](#), [May 13](#), and [May 19](#) (provided that any portions of such reports that are deemed furnished and not filed pursuant to instructions to Form 8-K shall not be incorporated by reference into this Registration Statement); and
- (4) The description of the Registrant’s share capital contained in its Registration Statement on [Form 8-A](#) filed with the Commission on January 5, 2016, including any amendment or report filed for the purpose of updating, changing or otherwise modifying such description.

In addition, all documents that the Registrant files pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the effective date of this Registration Statement (except for any portions of the Registrant’s Current Reports on Form 8-K furnished pursuant to Item 2.02 or Item 7.01 thereof and any corresponding exhibits thereto not filed with the Commission), but prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered hereby have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing such documents.

Any statement contained in a document incorporated by reference in this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document that is also incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement. Subject to the foregoing, all information appearing in this Registration Statement is qualified in its entirety by the information appearing in the documents incorporated by reference in this Registration Statement.

Item 6. Indemnification of Directors and Officers.

The Registrant’s articles of association (“Articles”) provide that, subject to applicable law, the Registrant shall indemnify its directors and officers against all liabilities, loss, damage or expense incurred or suffered by such person as a director or officer. The Articles further provide that such indemnified persons shall be indemnified out of the funds of the Registrant against all liabilities incurred or suffered in defending any proceedings, whether civil or criminal, in which judgment is given in a director’s or officer’s favor, he is acquitted, or in respect of any application under the Irish Companies Act, 2014 (the “Irish Companies Act”) in which relief from liability is granted to him. The Articles also require the Registrant, subject to applicable law, to pay expenses incurred by a director or officer in defending any civil or criminal action or proceeding in advance of the final disposition of any such action or proceeding, provided that the

indemnified person undertakes to repay the Registrant such amount if it is ultimately determined that such person was not entitled to indemnification. With regard to the Registrant's indemnification of its directors and its secretary, the Irish Companies Act prescribes that an Irish company may only indemnify an officer for liability attaching to that officer which does not involve negligence, default, breach of duty or breach of trust and any liability incurred by an officer in respect of proceedings in which judgment is given in his favor or in which he is acquitted or where the court has granted relief, wholly or partially, on the basis that he has acted honestly and reasonably and, having regard to the circumstances of the case, ought fairly be excused. Any provision which seeks to indemnify a director or secretary of an Irish company over and above this shall be void under Irish law, whether contained in its articles of association or in any contract between the director or secretary and the Irish company.

Irish companies may obtain directors' and officers' liability insurance, as well as other types of insurance, for their directors and officers. The Registrant has purchased and maintains a directors' and officers' liability policy.

Each of the Registrant and Willis North America Inc., a Delaware corporation, has entered into a deed of indemnity and indemnification agreement, respectively, with each of the directors and certain officers of the Registrant as well as certain individuals serving as directors or officers of the Registrant's subsidiaries. These arrangements provide for the indemnification of, and advancement of expenses to, the indemnitee by the Registrant and Willis North America Inc., respectively, to the fullest extent permitted by law and include related provisions meant to facilitate the indemnitee's receipt of such benefits.

Item 8. Exhibits.

<u>EXHIBIT NUMBER</u>	<u>DESCRIPTION</u>
4.1	<u>Amended and Restated Memorandum and Articles of Association of the Registrant (incorporated by reference to Exhibit 3.1 to the Form 8-K filed by the Registrant on June 15, 2017).</u>
4.2	<u>Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K, filed with the Commission on January 4, 2010).</u>
4.3	<u>Willis Towers Watson Public Limited Company 2012 Equity Incentive Plan (incorporated by reference to Exhibit A to the Registrant's Definitive Proxy Statement on Schedule 14A, filed with the Commission on April 28, 2022).</u>
5.1	<u>Opinion of Matheson.*</u>
23.1	<u>Consent of Deloitte & Touche LLP, independent registered public accounting firm for the Registrant.*</u>
23.2	<u>Consent of Matheson (included in its opinion filed as Exhibit 5.1 hereto).</u>
24.1	<u>Power of Attorney (included on signature page of this Registration Statement).</u>
107	<u>Filing Fee Table.</u>

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on June 8, 2022.

WILLIS TOWERS WATSON PUBLIC LIMITED
COMPANY

By: /s/ Matthew S. Furman

Name: Matthew S. Furman

Title: General Counsel

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Carl A. Hess, Andrew Krasner, and Mathew S. Furman, each acting alone, his and her true and lawful attorney-in-fact, with full power of substitution and re-substitution for him and her and in his or her name, place and stead, in any and all capacities to sign any and all amendments including post-effective amendments to this Registration Statement on Form S-8 (including, without limitation, any additional registration statement filed pursuant to Rule 462 under the Securities Act of 1933), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorney-in-fact or his or her substitute, each acting alone, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Name</u>	<u>Position</u>	<u>Date</u>
<u>/s/ Carl A. Hess</u> Carl A. Hess	Chief Executive Officer and Director (Principal Executive Officer)	June 8, 2022
<u>/s/ Andrew Krasner</u> Andrew Krasner	Chief Financial Officer (Principal Financial Officer)	June 8, 2022
<u>/s/ Joseph Kurpis</u> Joseph Kurpis	Controller (Principal Accounting Officer)	June 8, 2022
<u>/s/ Dame Inga Beale</u> Dame Inga Beale	Director	June 8, 2022
<u>/s/ Fumbi Chima</u> Fumbi Chima	Director	June 8, 2022
<u>/s/ Michael P. Hammond</u> Michael P. Hammond	Director	June 8, 2022
<u>/s/ Brendan R. O'Neill</u> Brendan R. O'Neill	Director	June 8, 2022
<u>/s/ Linda D. Rabbitt</u> Linda D. Rabbitt	Director	June 8, 2022
<u>/s/ Michelle R. Swanback</u> Michelle R. Swanback	Director	June 8, 2022
<u>/s/ Paul D. Thomas</u> Paul D. Thomas	Director	June 8, 2022

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Matheson

Willis Towers Watson plc
Willis Towers Watson House
Elm Park
Merrion Road
Dublin 4
Ireland

Our Ref
DJ/ES 661076/2

Your Ref

8 June 2022

Dear Sirs

Registration Statement on Form S-8 of Willis Towers Watson plc

We are acting as Irish counsel to Willis Towers Watson plc, a public limited company incorporated under the laws of Ireland (company number 475616) (the “**Company**”), in connection with the filing by the Company, on the date hereof, of a registration statement on Form S-8 (the “**Registration Statement**”) pursuant to the U.S. Securities Act of 1933, as amended (the “**Securities Act**”), to which this opinion (the “**Opinion**”) is an exhibit, with the U.S. Securities and Exchange Commission (the “**Commission**”), pursuant to which the Company will register, under the Securities Act, 2,000,000 ordinary shares of \$0.000304635 each (nominal value) in the capital of the Company (“**Ordinary Shares**”) that may become issuable pursuant to the Willis Towers Watson plc 2012 Equity Incentive Plan, as adopted by the shareholders on 25 April 2012, and which was subsequently amended and restated on 23 July 2014, 10 June 2016 and 8 June 2022 (the “**Plan**”).

In connection with this Opinion, we have reviewed:

1. the Registration Statement;
2. the Plan;
3. copies of such corporate records of the Company as we have deemed necessary as a basis for the opinions expressed below; and
4. searches carried out by independent law researchers on our behalf against the Company on 8 June, 2022 in (i) the Index of Petitions and Winding-up Notices maintained at the Central Office of the High Court of Ireland, (ii) the Judgments’ Office of the Central Office of the High Court of Ireland and (iii) the Companies Registration Office.

Managing Partner: Michael Jackson - Chairman: Tim Scanton - Partners: Helen Kelly, Sharon Daly, Ruth Hunter, Tony O’Grady, Paralel Madigan, Tara Doyle, Anne-Marie Bohan, Patrick Spicer, Turlough Galvin, Patrick Molloy, George Brady, Robert O’Shea, Joseph Beasly, Duailza Counihan, Deirdre Dunne, Fergus Bolster, Christian Donagh, Bryan Dunne, Shane Hogan, Nicola Dunleavy, Julie Murphy-O’Connor, Mark O’Sullivan, Brian Doran, John Gill, Joe Duffy, Pat English, Shay Lydon, Aidan Fahy, Niamh Counihan, Gerry Thornton, Liam Collins, Darren Maher, Michael Byrne, Philip Lovegrove, Rebecca Ryan, Catherine O’Meara, Elizabeth Grace, Deirdre Cummins, Alan Keating, Peter McKeever, Alma Campion, Brendan Colgan, Garret Farrelly, Rhona Henry, April McClements, Grainne Dever, Oisín McClenaghan, Rory McPhillips, Niall Pelly, Michelle Ridge, Sally-Anne Stone, Matthew Broadstock, Emma Doherty, Leonie Dunne, Stuart Kennedy, Brian McCloskey, Madeline McDonnell, Claire McLoughlin, Barry O’Connor, Donal O’Donovan, Karen Reynolds, Kevin Smith, Ciaran Healy, Chris Bollard, Deirdre Kilroy, Michael Hastings, Maria Kennedy, Barry McGettrick, Kate McKenna, Donal O’Byrne, David O’Mahony, Russell Rochford, Liam Flynn, Gráinne Callanan, Geraldine Carr, Brian Doohan, Richard Kelly, Niamh Maher, Yvonne McWeeney, Mairéad Ní Ghabháin, Padraic Roche, Vahan Tchakian, Kieran Trant, Deirdre Crowley, Philip Tully, David Jones, Kimberley Masuda, Susanne McMenamin, David Fitzgibbon. - Tax Principals: Greg Lockhart, Catherine Galvin, Anne Harvey. - Tax Department Chair: John Ryan. - General Counsel: Dermot Powell.
Of Counsel: Chris Quinn, Liam Quirke.

Dublin Cork London New York Palo Alto San Francisco

www.matheson.com

Based on the foregoing, and subject to the further assumptions, qualifications and limitations set out in this Opinion, we are of the opinion that the Ordinary Shares, when issued pursuant to the terms of the Plan (including any applicable and duly authorised award agreement under the Plan), subject to receipt by the Company of the full consideration payable therefor, will be validly issued, fully paid and non-assessable (“**non-assessable**” is a phrase which has no defined meaning under Irish law, but, for the purposes of this Opinion, shall mean the registered holders of such Ordinary Shares are not subject to calls for additional payments on such shares).

For the purposes of this Opinion, we have assumed: (i) the truth and accuracy of the contents of all documents and searches reviewed as to factual matters, but have made no independent investigation regarding such factual matters; (ii) all signatures, initials, seals and stamps contained in, or on, all documents submitted to us are genuine; (iii) all documents submitted to us as originals are authentic and complete and that all documents submitted to us as copies (including without limitation any document submitted to us as a pdf (or any other format) attachment to an email) are complete and conform to the originals of such documents, and the originals of such documents are authentic and complete; (iv) at the time of the allotment and issue of any Ordinary Shares pursuant to the terms of the Plan, the Company will have a sufficient number of authorised but unissued Ordinary Shares in its share capital (being at least equal to the number of Ordinary Shares to be allotted and issued); (v) at the time of the allotment and issue of any Ordinary Shares (or the grant of any right to subscribe for, or convert any security into, Ordinary Shares (a “**convertible right**”)) pursuant to the terms of the Plan, to the extent required, (A) the directors of the Company will, in accordance with section 1021 of the Companies Act 2014 of Ireland (the “**Companies Act**”), have been generally and unconditionally authorised by the shareholders of the Company to allot a sufficient number of “relevant securities” (within the meaning of that section) (being at least equal to the number of Ordinary Shares the subject of such allotment and issuance or grant of a convertible right) and (B) the directors of the Company will, in accordance with section 1023 of the Companies Act, have been empowered by the shareholders of the Company to allot and issue such Ordinary Shares or grant convertible rights as if section 1022(1) did not apply to such allotment and issuance or grant; (vi) where treasury shares are being re-issued, the maximum and minimum prices of re-issue shall have been determined in advance at a general meeting of the Company in accordance with the requirements of section 1078 of the Companies Act; (vii) the full consideration for all Ordinary Shares to be allotted and issued pursuant to the Plan will have been received by the Company prior to the issuance of such Ordinary Shares; (viii) no Ordinary Shares will be allotted and issued pursuant to the Plan for less than their nominal value; (ix) no Ordinary Shares will be allotted and issued pursuant to the Plan for consideration other than cash; (x) no Ordinary Shares will be allotted and issued other than pursuant to a resolution of the board of directors of the Company or a duly authorised committee thereof; and (xi) the Company shall not give any financial assistance, as contemplated by sections 82 and 1043 of the Companies Act for the purpose of any acquisition of any Ordinary Shares pursuant to the Plan, save as permitted by, or pursuant to an exemption to, the said sections 82 and 1043.

This Opinion is based upon, and limited to, the laws of Ireland as is in effect on the date hereof and is based on legislation published and cases fully reported before that date and our knowledge of the facts relevant to the opinions contained herein. We have assumed without enquiry that there is nothing in the laws of any jurisdiction other than Ireland which would, or might, affect our opinion as stated herein. We have made no investigations of, and we express no opinion on, the laws of any jurisdiction other than Ireland or the effect thereof. This Opinion is expressed as of the date hereof and we assume no obligation to update this Opinion.

This Opinion is furnished to you and the persons entitled to rely upon it pursuant to the applicable provisions of the Securities Act strictly for use in connection with the Registration Statement and may not be relied upon by any other person without our prior written consent. This Opinion is confined strictly to the matters expressly stated herein and is not to be read as extending by implication or otherwise to any other matter.

We hereby consent to the filing of this Opinion as Exhibit 5.1 to the Registration Statement and to the reference to Matheson therein. In giving such consent, we do not admit that we are included in the category of persons whose consent is required under section 7 of the Securities Act, or the rules and regulations of the Commission promulgated thereunder.

This Opinion and the opinions given in it are governed by, and construed in accordance with, the laws of Ireland.

Yours faithfully

/s/ Matheson

MATHESON

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 24, 2022 relating to the financial statements of Willis Towers Watson Public Limited Company and the effectiveness of Willis Towers Watson Public Limited Company's internal control over financial reporting, appearing in the Annual Report on Form 10-K of Willis Towers Watson Public Limited Company for the year ended December 31, 2021.

/s/ Deloitte & Touche LLP

Philadelphia, PA

June 8, 2022

Form S-8

Willis Towers Watson Public Limited Company

CALCULATION OF REGISTRATION FEE

Table 1 - Newly Registered Securities

Security Type	Security Class Type	Fee Calculation Rule	Amount Registered(1)	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Ordinary Shares, \$0.000304635 nominal value per share	Rule 457(c) and Rule 457(h)	2,000,000(2)	\$208.81(2)	\$417,620,000(2)	.0000927	\$38,713.37(2)
Total Offering Amounts					\$417,620,000		\$38,713.37
Total Fee Offsets(3)							
Net Fee Due							\$38,713.37

- (1) This registration statement on Form S-8 relates to ordinary shares, \$0.000304635 nominal value per share (“Ordinary Shares”), of Willis Towers Watson Public Limited Company (the “Registrant”) to be issued under the Willis Towers Watson Public Limited Company 2012 Equity Incentive Plan, as amended and restated. Pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also covers an indeterminate number of Ordinary Shares which may be offered or issued by reason of stock splits, stock dividends or similar transactions effected without the receipt of consideration which results in an increase in the number of outstanding Ordinary Shares.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457 (c) and (h) under the Securities Act. The offering price per share and aggregate offering price are based upon \$208.81, which is the average of the high and low trading prices of the Ordinary Shares as reported on the NASDAQ Global Select Market on June 1, 2022.
- (3) The Registrant does not have any fee offsets.