

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>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>01/15/2020</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)	01/15/2020		A		322.0433 ⁽²⁾		(1)	(1)	Ordinary Shares, nominal value \$0.000304635 per share	322.0433	\$0	106,601.7206	D	
Restricted Share Unit	(1)	01/15/2020		A		16.0289 ⁽³⁾		(1)	(1)	Ordinary Shares, nominal value \$0.000304635 per share	16.0289	\$0	106,617.7495	D	
Restricted Share Unit	(4)	01/15/2020		A		29.9972 ⁽⁵⁾		(4)	(4)	Ordinary Shares, nominal value \$0.000304635 per share	29.9972	\$0	9,447.7239	D	
Dividend Equivalent Rights	(6)	01/15/2020		A		882.448 ⁽⁷⁾		(6)	(6)	Ordinary Shares, nominal value \$0.000304635 per share	882.448	\$0	3,796.541	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 under the Willis Towers Watson Non-Qualified Deferred Savings Plan for U.S. Employees pursuant to the participant's deferral election and automatic deferral of earned awards under the Company's Long-Term Incentive Plan.
- Represents dividends acquired pursuant to the Company's matching contribution on the participant's deferral pursuant to the terms of the Willis Towers Watson Non-Qualified Deferred Savings Plan for US Employees and credited to the participant's account in the form of restricted share units.
- Vested shares under the 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.
- The dividend equivalent rights accrued on a number of Ordinary Shares of the Issuer previously earned under the reporting person's performance-based restricted share unit award and will settle based on the same settlement schedule applicable to the underlying restricted share unit award. Each dividend equivalent right is the economic equivalent of one WLTW Ordinary Share.
- The dividend equivalent rights accrued on a number of Ordinary Shares of the Issuer previously earned under the reporting person's performance-based restricted share unit award (including Ordinary Shares of the Issuer that were issuable pursuant to the dividend equivalent rights provided under the terms of the award agreement) and credited in the form of restricted share units, of which 50% will settle on the reporting person's termination of service and the remaining 50% will settle upon the later of the first anniversary of the certification date and the reporting person's termination of service. The dividend equivalent rights will be settled based on the same settlement schedule applicable to the underlying restricted share units. Each dividend equivalent right is the economic equivalent of one WLTW Ordinary Share.

/s/ John J. Haley by Elaine Wiggins, Attorney-in-Fact (power of attorney previously filed) 01/17/2020
 ** 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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