

**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>UBBEN JEFFREY W</u> _____ (Last) (First) (Middle) <u>ONE LETTERMAN DRIVE</u> <u>BUILDING D, 4TH FLOOR</u> _____ (Street) <u>SAN FRANCISCO CA 94129</u> _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>WILLIS TOWERS WATSON PLC [ WLTW ]</u> _____ 3. Date of Earliest Transaction (Month/Day/Year) <u>03/31/2016</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) See Remarks		
			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		

**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			
Ordinary Shares, nominal value \$0.000304635 per share								7,680,015	I	See footnotes <sup>(1)(2)</sup>

**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	Amount or Number of Shares				
Forward purchase contract	(3)	03/31/2016		P		200,000		03/31/2016	04/06/2017	Common Stock	200,000	(1)	200,000	I	See footnotes <sup>(1)(2)</sup>
Forward purchase contract	(4)	03/31/2016		P		228,000		03/31/2016	04/06/2017	Common Stock	228,000	(4)	428,000	I	See footnotes <sup>(1)(2)</sup>

1. Name and Address of Reporting Person\*  
UBBEN JEFFREY W  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
ONE LETTERMAN DRIVE  
BUILDING D, 4TH FLOOR  
 \_\_\_\_\_  
 (Street)  
SAN FRANCISCO CA 94129  
 \_\_\_\_\_  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
ValueAct Holdings, L.P.  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
ONE LETTERMAN DRIVE  
BUILDING D, 4TH FLOOR  
 \_\_\_\_\_  
 (Street)  
SAN FRANCISCO CA 94129  
 \_\_\_\_\_  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
ValueAct Capital Master Fund, L.P.  
 \_\_\_\_\_

(Last) (First) (Middle)

ONE LETTERMAN DRIVE  
BUILDING D, 4TH FLOOR

(Street)

SAN FRANCISCO CA 94129

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[VA Partners I, LLC](#)

(Last) (First) (Middle)

ONE LETTERMAN DRIVE  
BUILDING D, 4TH FLOOR

(Street)

SAN FRANCISCO CA 94129

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[ValueAct Capital Management, L.P.](#)

(Last) (First) (Middle)

ONE LETTERMAN DRIVE  
BUILDING D, 4TH FLOOR

(Street)

SAN FRANCISCO CA 94129

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[ValueAct Capital Management, LLC](#)

(Last) (First) (Middle)

ONE LETTERMAN DRIVE  
BUILDING D, 4TH FLOOR

(Street)

SAN FRANCISCO CA 94129

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[ValueAct Holdings GP, LLC](#)

(Last) (First) (Middle)

ONE LETTERMAN DRIVE  
BUILDING D, 4TH FLOOR

(Street)

SAN FRANCISCO CA 94129

(City)

(State)

(Zip)

**Explanation of Responses:**

1. Each reporting person listed herein disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that such person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
2. The securities reported herein are directly beneficially owned by ValueAct Capital Master Fund, L.P. and may be deemed to be indirectly beneficially owned by (i) VA Partners I, LLC as General Partner of ValueAct Capital Master Fund, L.P., (ii) ValueAct Capital Management, L.P. as the manager of ValueAct Capital Master Fund, L.P., (iii) ValueAct Capital Management, LLC as General Partner of ValueAct Capital Management, L.P., (iv) ValueAct Holdings, L.P. as the sole owner of the limited partnership interests of ValueAct Capital Management, L.P. and the membership interests of ValueAct Capital Management, LLC and as the majority owner of the membership interests of VA Partners I, LLC and (v) ValueAct Holdings GP, LLC as General Partner of ValueAct Holdings, L.P.
3. On March 4, 2016 the reporting persons entered into forward contracts which allow the holder to purchase from the counterparty 200,000 shares at \$116.84 subject to conditions that became satisfied on March 31, 2016.
4. On March 7, 2016 the reporting persons entered into forward contracts which allow the holder to purchase from the counterparty 228,000 shares at \$116.58 subject to conditions that became satisfied on March 31, 2016.

**Remarks:**

-The reporting persons herein may be deemed to be members of a "group" for purposes of the Securities Exchange Act of 1934, as amended. Each reporting person disclaims beneficial ownership of any securities deemed to be owned by the group that are not directly owned by such reporting person. This report shall not be deemed an admission that such reporting person is a member of a group or the beneficial owner of any securities not directly owned by such reporting person. - Jeffrey W. Ubben, a member of the management board of ValueAct Holdings GP, LLC, serves on the board of directors of the Issuer. As a result, the reporting persons herein may be deemed directors by deputization.

[/s/ Jeffrey W. Ubben](#)

[04/04/2016](#)

[VALUEACT HOLDINGS, L.P., 04/04/2016](#)

[By: VALUEACT HOLDINGS](#)

GP, LLC, its General Partner,  
By: /s/ Bradley E. Singer, Chief  
Operating Officer  
VALUEACT CAPITAL  
MASTER FUND, L.P., By: VA  
PARTNERS I, LLC, its General 04/04/2016  
Partner, By: /s/ Bradley E.  
Singer, Chief Operating Officer  
VA PARTNERS I, LLC, By: /s/  
Bradley E. Singer, Chief 04/04/2016  
Operating Officer  
VALUEACT CAPITAL  
MANAGEMENT, L.P., By:  
VALUEACT CAPITAL  
MANAGEMENT, LLC, its 04/04/2016  
General Partner, By: /s/ Bradley  
E. Singer, Chief Operating  
Officer  
VALUEACT CAPITAL  
MANAGEMENT, LLC, By: /s/ 04/04/2016  
Bradley E. Singer, Chief  
Operating Officer  
VALUEACT HOLDINGS GP,  
LLC, By: /s/ Bradley E. Singer, 04/04/2016  
Chief Operating Officer  
\*\* 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.**