

| 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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>Gunn Joseph</u> <hr/> (Last) (First) (Middle) C/O WILLIS GROUP LIMITED 51 LIME STREET <hr/> (Street) LONDON X0 EC3M 7DQ <hr/> (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 Officer (give title below) Other (specify below) X Head of North America |
| | 3. Date of Earliest Transaction (Month/Day/Year) 11/08/2018 | |
| 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 | | | |
| Ordinary Shares, nominal value \$0.000304635 per share | 11/09/2018 | | F | | 344 ⁽¹⁾ | D | \$160.35 | 15,222.4004 | D | |

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 | (2) | 11/08/2018 | | A | | 39.4283 ⁽³⁾ | | (2) | (2) | Ordinary Shares, nominal value \$0.000304635 per share | 39.4283 | \$0 | 433.7166 | D | |

Explanation of Responses:

- Withholding of shares by Issuer incident to the vesting and settlement of an aggregate of 874 restricted share units granted on November 9, 2015.
- 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.
- Includes restricted share units credited to the participant's account by the Company pursuant to the Willis Towers Watson Non-Qualified Stable Value Excess Plan for U.S. Employees (the "Plan") accrual formula, net of the units acquired pursuant to the participant's deferral election under the Plan.

/s/ Joseph Gunn by Elaine Wiggins, Attorney-in-Fact (power of attorney previously filed) 11/13/2018

** 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.

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.