FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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| | OMB APF | PROVAL |
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| HIP | OMB Number: | 3235-028 |

| STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP | OMB Number: | 3235-0287 |
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| | Estimated average burden | |
| Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 | hours per response: | 0.5 |
| or Section 20(h) of the Investment Company Act of 1040 | | |

| 1. Name and Address of Reporting Person* HALEY JOHN J | | | | | | 2. Issuer Name and Ticker or Trading Symbol WILLIS TOWERS WATSON PLC [WLTW] | | | | | | | | tionship of Reporting Perso all applicable) Director Officer (give title | | Person(| 10% Owner | | |
|---|---|--|---|--|---|---|---|--|--------------------------------|---|--|--|--|---|---------------------------------------|--|---|---|--|
| (Last) (First) (Middle) C/O WILLIS GROUP LIMITED 51 LIME STREET | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 01/15/2021 | | | | | | | | X | pecify | | | | | |
| (Street) LONDON X0 EC3M 7DQ | | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | | | |
| (City) (State) (Zip) | | | | | | | | | | | | | | | | | | | |
| | | | Table I - Non | -Deriv | /ative | _ | | - | , Dis | . | | | _ | vned | | | | | |
| Di | | | | 2. Trans Date (Month/ | | Execution if any | 2A. Deemed Execution Date, if any (Month/Day/Yea | | e, Transaction Code (Instr. | | 4. Securities Acquired (A) o Disposed Of (D) (Instr. 3, 4 a | | and 5) Securitie Beneficia Following | | Owned eported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | 7. Nature of Indirect Beneficial Ownership | |
| | | | | | | | | Code | v | Amoui | nt (A) or | Pr | ice | Transaction(s) (Instr. 3 and 4) | | | | (Instr. 4) | |
| | | | | | | | | | | | f, or Benef | | | ned | | | | | |
| 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) | Transaction Code (Instr. 8) | | Derivative I | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amoun Securities Underly Derivative Security and 4) | | ing Derivativ | | 9. Number of derivative Securities Beneficially Owned Following | | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership t (Instr. 4) | | |
| | | | | Code | v | (A) | (D) | Date Exercisal | | xpiration ate | Title | | ount or nber of res | | Reported Transaction (Instr. 4) | | | | |
| Restricted Share Unit | (1) | 01/15/2021 | | A | | 356.2478 ⁽²⁾ | | (1) | | (1) | Ordinary Shares, nominal value \$0.000304635 per share | | 5.2478 | \$0 | 110,005 | .7206 | D | | |
| Restricted Share Unit | (1) | 01/15/2021 | | A | | 19.9888 ⁽³⁾ | | (1) | | (1) | Ordinary Shares, nominal value \$0.000304635 per share | | .9888 | \$0 | 110,025 | .7094 | D | | |
| Restricted Share Unit | (4) | 01/15/2021 | | A | | 46.5894 ⁽⁵⁾ | | (4) | | (4) | Ordinary Shares, nominal value \$0.000304635 per share | | .5894 | \$0 | 13,606. | 7457 | D | | |
| Dividend Equivalent Rights | (6) | 01/15/2021 | | A | | 964.581 ⁽⁷⁾ | | (6) | | (6) | Ordinary Shares, nominal value \$0.000304635 per share | | 4.581 | \$0 | 7,577 | .94 | D | | |

Explanation of Responses:

- 1. 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.
- 2. 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.
- 3. 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 U.S. Employees and credited to the participant's account in the form of restricted share units.
- 4. 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.
- 5. 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.
- 6. 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.
- 7. 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)

01/19/2021

** 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.