SEC Form 4

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

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden

0.5

hours per response:

Filed nursuant to	Section 16(a)	of the Se	curities I	Exch

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

				()									
Hess Carl A			2. Issuer Name and Ticker or Trading Symbol <u>WILLIS TOWERS WATSON PLC</u> [WLTW]						tionship of Reporting all applicable) Director Officer (give title below)	10% C	Owner (specify		
(Last) C/O WILLIS (51 LIME STR	(First) GROUP LIMITEI EET	(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 04/08/2021						,	of IRR		
(Street) LONDON	X0	EC3M 7DQ	4. If Ame	4. If Amendment, Date of Original Filed (Month/Day/Year)						6. 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-Derivative Securities Acquired, Disposed of, or Beneficially Owned													
Date		. Transaction vate Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)					5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	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	(Instr. 3 and 4)			

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. Transa Code (8)		Derivative		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	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		Transaction(s) (Instr. 4)		
Restricted Share Unit	(1)	04/08/2021		A		159.8695 ⁽²⁾		(1)	(1)	Ordinary Shares, nominal value \$0.000304635 per share	159.8695	\$237.07	4,521.3034	D	
Restricted Share Unit	(1)	04/08/2021		A		93.2573 ⁽³⁾		(1)	(1)	Ordinary Shares, nominal value \$0.000304635 per share	93.2573	\$0	4,614.5607	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. Includes restricted share units acquired pursuant to the participant's deferral election under the Willis Towers Watson Non-Qualified Deferred Savings Plan for U.S. Employees (the "Plan").

3. Includes restricted share units acquired pursuant to the Company's matching contribution on the participant's deferral election pursuant to the terms of the Plan and credited to the participant's account in the form of restricted share units under the Plan.

<u>/s/ Carl A. Hess by Elaine</u> <u>Wiggins, Attorney-in-Fact</u> (power of attorney previously filed)

** 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.