SEC Form 4

Instruction 1(b)

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

OMB APPROVAL

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	· ·		or Section 30(h) of the Investment Company Act of 1940				
1. Name and Address of Reporting Person [*] Zeller Wilhelm			2. Issuer Name and Ticker or Trading Symbol WILLIS TOWERS WATSON PLC [WLTW]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner Officer (give title Other (specify below) below)			
(Last) (First) (Middle) C/O WILLIS GROUP LIMITED 51 LIME STREET		()	3. Date of Earliest Transaction (Month/Day/Year) 05/11/2021				
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applica Line)			
(Street)	NO	ECOM TOO		X Form filed by One Reporting Person			
LONDON	X0	EC3M 7DQ	-	Form filed by More than One Reporting Person			
(City)	(State)	(Zip)					

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)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Ordinary Shares, nominal value \$0.000304635 per share	05/11/2021		F		687 ⁽¹⁾	D	\$264.25	8,470	D		
Ordinary Shares, nominal value \$0.000304635 per share	05/11/2021		A		605 ⁽²⁾	A	\$0	9,075	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. Transa Code (8)		of	ired r osed) : 3, 4	Expiration Date (Month/Day/Year)		Deriv	int of rities rlying ative rity (Instr.	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)	Beneficial Ownership (Instr. 4)		
						Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Withholding of shares by Issuer incident to the tax payment related to the vesting and settlement of 1,431 restricted share units granted on June 10, 2020.

2. Comprised of 605 restricted share units ("RSUs"), which represent the right to receive ordinary shares, par value \$0.000304635 per share, of the Issuer. The RSUs shall vest in full on the earlier of May 11, 2022 and the Issuer's 2022 Annual General Meeting of Shareholders, and are subject to pro-rata vesting based on the period served through the effective time of the business combination between the Issuer and Aon plc.

/s/ Wilhelm Zeller by Elaine Wiggins, Attorney-in-Fact (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.