| SEC Form 4 |
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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| | APPROVAL |
| | AFFRUVAL |
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| hours per response | . 0.5 |

| 1. Name and Address of Reporting Person [*] <u>WICKES GENE H</u> | | | 2. Issuer Name and Ticker or Trading Symbol <u>WILLIS TOWERS WATSON PLC</u> [WLTW] | | ationship of Reporting Person(s) to Issuer k all applicable) Director 10% Owner Officer (give title Other (speci below) below) | | |
|---|---|-------------------|--|------------------------|--|--|--|
| | (Last) (First) (Middle) C/O WILLIS GROUP LIMITED 51 LIME STREET | | 3. Date of Earliest Transaction (Month/Day/Year) 08/27/2020 | 1 | below) below) Head of Benefits Deliv & Admin | | |
| (Street) LONDON X0 EC3M 7DQ | | EC3M 7DQ (Zip) | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) X | vidual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person 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. Transa Code (8) | | | | 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 | 08/27/2020 | | G | v | 730(1) | D | \$0 | 67,994.836 | D | | |
| Ordinary Shares, nominal value \$0.000304635 per share | 08/27/2020 | | G | v | 730 | A | \$0 | 3,820 | I | Trusts ⁽²⁾ | |
| Ordinary Shares, nominal value \$0.000304635 per share | 08/28/2020 | | G | v | 65 ⁽³⁾ | D | \$0 | 67,929.836 | D | | |
| Ordinary Shares, nominal value \$0.000304635 per share | 08/28/2020 | | G | v | 65 | A | \$0 | 3,885 | I | Trusts ⁽⁴⁾ | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | (eigi, pare, care, marane, optione, contention occurrities) | | | | | | | | | | | | | | |
|---|---|--|---|------------------------------|---|-----------------|-----|--|--------------------|---|--|---|--|--|--|
| 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) | | 5. Number of | | 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 | | | | |

Explanation of Responses:

1. Shares gifted to irrevocable trusts for the benefit of the reporting person's immediate family members as follows: 75 shares to each of the SCW Trust, the ETW Trust, the GHW Trust, the ESW Trust and the JWW Trust; and 140 shares to each of the DJW Trust.

2. Irrevocable trusts for the benefit of the reporting person's immediate family members as follows: 125 shares - TSW Trust; 125 shares - JASW Trust; 125 shares - CSW Trust; 125 shares - KAW Trust; 125 shares - BSW2 Trust; 125 shares - MJW Trust; 455 shares - SCW Trust; 455 shares - ETW Trust; 455 shares - CPW Trust; 455 shares - GHW Trust; 455 shares - ESW Trust; 385 shares - JWW Trust; 270 shares - DJW Trust and 140 shares - AEW Trust.

3. Shares gifted to irrevocable trust for the benefit of the reporting person's immediate family member as follows: 65 shares to the JWW Trust.

4. Irrevocable trusts for the benefit of the reporting person's immediate family members as follows: 125 shares - TSW Trust; 125 shares - JASW Trust; 125 shares - CSW Trust; 125 shares - KAW Trust; 125 shares - BSW2 Trust; 125 shares - MJW Trust; 455 shares - SCW Trust; 455 shares - ETW Trust; 455 shares - CPW Trust; 455 shares - GHW Trust; 455 shares - ESW Trust; 450 shares - JWW Trust; 270 shares - DJW Trust and 140 shares - AEW Trust.

/s/ Gene H. Wickes by Elaine

<u>Wiggins, Attorney-in-Fact</u> (power of attorney previously

08/31/2020

<u>filed)</u>

** 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.