SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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 Ac Garrard Ac		ting Person [*]	2. Date of Event Requiring Statement (Month/Day/Year) 01/04/2016		3. Issuer Name and Ticker or Trading Symbol <u>WILLIS TOWERS WATSON PLC</u> [WLTW]					
(Last) C/O WILLIS	(First) (Middle) /ILLIS GROUP LIMITED				4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner		(Mo	5. If Amendment, Date of Original Filed (Month/Day/Year)		
51 LIME STREET					X Officer (give title below) Head of Internati	Other (specify below) tional		6. Individual or Joint/Group Filing (Check Applicable Line)		
(Street) LONDON								X Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	ity) (State) (Zip)									
Table I - Non-Derivative Securities Beneficially Owned										
1. Title of Security (Instr. 4)					Beneficially Owned (Instr. 4)	3. Ownersh Form: Direct or Indirect (Instr. 5)	rect (D) (Instr. 5) ct (I)		Beneficial Ownership	
Ordinary Shares, nominal value \$0.000304635 per share					6,496(1)	D				
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)										
1. Title of Derivative Security (Instr. 4)			2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise	5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
			Date Exercisable	Expiratior Date	n Title	Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)		
Stock Option (right to buy)		12/26/2015 ⁽²⁾	12/27/2020	Ordinary Shares, nominal value \$0.000304635 per share	3,214	88.84	D			
Stock Option (right to buy)		12/16/2016 ⁽³⁾	12/17/2021	Ordinary Shares, nominal value \$0.000304635 per share	5,380	117.4	D			
Stock Option (right to buy)			05/02/2013 ⁽²⁾	05/03/2019	Ordinary Shares, nominal value \$0.000304635 per share	1,225	109.95	D		

Explanation of Responses:

1. Comprised of 6,496 restricted stock units ("RSUs"), which represent the right to receive ordinary shares, par value \$0.000304635 per share of the Issuer. The RSUs vest as follows: 1,441 RSUs on December 16, 2016; 2,174 RSUs on March 5, 2017; 706 RSUs on November 9, 2016; 706 RSUs on November 9, 2017; 730 RSUs on November 9, 2018; and 739 RSUs on December 16, 2017.

2. These options are fully vested and exercisable.

3. These options vest as follows: 33% on December 16, 2014; 33% on December 16, 2015; and 34% on December 16, 2016.

Remarks:

/s/ Adam Garrard by Cindy Hanna, Attorney-in-Fact (power of attorney filed herewith) ** Signature of Reporting Person

01/13/2016

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 5 (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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Matthew Furman, Nicole Napolitano, Neil Falis, Cindy Hanna, Thomas Scholtes and Elaine Wiggins or any of them signing singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Willis Towers Watson Public Limited Company or one of its subsidiaries (as applicable, the "Company"), upon the consummation of the merger between Willis Group Holdings Public Limited Company and Towers Watson & Co., Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations of the United States Securities and Exchange Commission ("SEC") thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, including filing and applying for any accession, CCC and CIK filing codes (including filing SEC Form ID or any similar form), completing and executing any amendment or amendments thereto and timely filing any such form with the SEC and any stock exchange or similar regulatory authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

This Power of Attorney shall not be affected by the incapacity of the undersigned.

[Remainder of Page Intentionally Left Blank.]

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 23 day of December, 2015.

By: /s/ Adam Garrard

Name: Adam Garrard Title: Head of International