| 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 |
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| Section 16. Form 4 or Form 5 |
| obligations may continue. See |
| Instruction 1(b). |

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

| OMB APPROVAL | | | | | | | | | | |
|--------------------------|-----------|--|--|--|--|--|--|--|--|--|
| OMB Number: | 3235-0287 | | | | | | | | | |
| Estimated average burden | | | | | | | | | | |
| hours per response: | 0.5 | | | | | | | | | |

| 1. Name and Address of Reporting Person [*] Gunn Joseph | | | 2. Issuer Name and Ticker or Trading Symbol <u>WILLIS TOWERS WATSON PLC</u> [WLTW] | | tionship of Reporting Per all applicable) Director Officer (give title | 10% Owner Other (specify | |
|---|---------------|-------------------|--|------------------------|---|-----------------------------|--|
| (Last) (First) C/O WILLIS GROUP LIMITED 51 LIME STREET | | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 03/02/2018 | | below) below) Head of North America | | |
| (Street) LONDON (City) | X0 (State) | EC3M 7DQ (Zip) | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) X | idual or Joint/Group Filin Form filed by One Rep Form filed by More tha Person | orting 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) | Transaction Code (Instr. | | 4. Securities Disposed Of | | | | Form: Direct | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|---|--|---|-----------------------------|---|------------------------------|---------------|----------|------------------------------------|--------------|---|--|
| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (1150.4) | |
| Ordinary Shares, nominal value \$0.000304635 per share | 03/02/2018 | | F | | 1,924 ⁽¹⁾ | D | \$154.99 | 15,566.4004 ⁽²⁾ | D | | |

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

| | | | | | | - | • | | | | | | | |
|--|--|---|------------------------------|---|--|---|---------------------|------------------------|-------|--|--|--|--|--|
| 1. Title o Derivati Security (Instr. 3) | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transa Code (8) | | of Deriv Secu Acqu (A) or Dispo of (D) | verivative ecurities (cquired A) or f (D) nstr. 3, 4 | | iration Date Amount of | | Immount of ecurities Derivative Security derivative Security Inderlying erivative ecurity (Instr. 3 Derivative Security Beneficially Owned Following | | 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. Withholding of shares by Issuer incident to the vesting and settlement of an aggregate of 4,887 performance-based restricted share units on March 2, 2018.

2. Includes 874 restricted share units subject to the satisfaction of vesting requirements.

 /s/ Joseph Gunn 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.