SEC Form 4	
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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

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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

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Burwell Mie				r Name and Ticker LIS TOWERS	0,	^{nbol} <u>N PLC</u> [WLTW]		tionship of Reporting all applicable) Director Officer (give title below)	10% C	Owner (specify		
	Last) (First) (Middle) C/O WILLIS GROUP LIMITED 51 LIME STREET			of Earliest Transact 2020	tion (Month/Da	//Year)		Chief Fina	ncial Officer			
(Street) LONDON	X0	EC3M 7DQ	4. If Am	endment, Date of C	Driginal Filed (N	Ionth/Day/Year)	6. Indiv X	idual or Joint/Group F Form filed by One Form filed by More	Reporting Persor	ı ,		
(City)	(State)	(Zip)										
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1. Title of Securit	y (Instr. 3)		2. Transaction	2A. Deemed	3.	4. Securities Acquired (A) o	r	5. Amount of	6. Ownership	7. Nature of		

				Date (Month/Day/Year)	Execution Date, if any (Month/Day/Yea	Code (Instr.		Disposed Of (D) (Instr. 3, 4 and 5)					Form: Direct (D) or Indirect (I) (Instr. 4)		Indirect Beneficial Ownership (Instr. 4)	
						Code	v	Amount	(A) or (D)	Price	(Instr. 3 and				1150.4)	
					ecurities Acq alls, warrants	,	•	,			ned					
1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	Transaction	Derivative	6. Date Exe Expiration (Month/Day	Date	Se	Title and Amo curities Unde rivative Secu	rlying	8. Price of Derivative Security	9. Numbe derivativ Securitie	e i	10. Ownership Form:	11. Nature of Indirect Beneficial	t

Security (Instr. 3)	or Exercise Price of Derivative Security	(Month/Day/Year)	if any (Month/Day/Year)	Code (Instr. 8)		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		(Month/Day/Year)		Derivative Security (Instr. 3 and 4)		Security (Instr. 5)	Securities Beneficially Owned Following Reported	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		Transaction(s) (Instr. 4)		
Restricted Share Unit	(1)	04/07/2020		A		295.5771 ⁽²⁾		(1)	(1)	Ordinary Shares, nominal value \$0.000304635 per share	295.5771	\$178.69	2,396.9274	D	
Restricted Share Unit	(1)	04/07/2020		A		172.42 ⁽³⁾		(1)	(1)	Ordinary Shares, nominal value \$0.000304635 per share	172.42	\$0	2,569.3474	D	
Restricted Share Unit	(4)	04/07/2020		A		98.5257 ⁽⁵⁾		(4)	(4)	Ordinary Shares, nominal value \$0.000304635 per share	98.5257	\$178.69	841.5003	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 US 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.

4. Vested shares under the Willis Towers Watson Non-Qualified Stable Value Excess Plan for U.S. Employees settle for Ordinary Shares, nominal value \$0.000304635 per share, on a 1:1 basis on the first business day of the month on which the NASDAQ Stock Market is open for business following the earlier of (i) the date that is 6 months after the reporting person's separation from service and (ii) the date that is 30 days after the reporting person's death.

5. Includes restricted share units acquired pursuant to the participant's deferral election under the Willis Towers Watson Non-Qualified Stable Value Excess Plan for U.S. Employees.

/s/ Michael J. Burwell by Elaine Wiggins, Attorney-in-Fact (power of attorney previously filed) ** Signature of Reporting Person Date

04/09/2020

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.