SEC Form 4	
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FORM 4

Check this box if no longer subject to

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

OMB APPROV	VAL
OMB Number:	3235-0287
Estimated average burden	

Section obligat	in 16. Form 4 or ions may contir tion 1(b).	Form 5		File				i(a) of the Sec le Investment								ated aver per respo	age burden onse:	0.5							
1	nd Address of 1 Matthey	Reporting Person [*]				ker or Trading RS WAT			<u>C</u> [wi	LTW]		tionship of R all applicabl Director Officer (gi	e)	Person((s) to Issuer 10% Ow Other (sj	ner									
	```	First) JP LIMITED	(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 04/08/2019									below)	General	l Coun	below) sel	-							
(Street) LONDO	N 2	ζ0	EC3M 7DQ		4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Indiv X	idual or Join Form filed Form filed	by One	Reporti		,								
(City)	(	State)	(Zip)																						
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																								
1. Title of S	Security (Inst	ir. 3)		2. Trans Date (Month/		ar) 2A. Deen Executio if any (Month/D	n Dat	Code (In		4. Secu Dispos	urities A sed Of (D	f (D) (Instr. 3, 4 and 5) Secu Bene Folio			ially Owned (D) or In ng Reported (I) (Instr.		Direct I Indirect I tr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)							
								Code	v	Amoun	nt	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)				<u>(1150.4)</u>							
			Table II - I (					quired, Di ts, option						ned											
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)	action Derivative Expiration Date Securities Underly		Expiration Date Securities Underly (Month/Day/Year) Derivative Securit			Securities Underlying Derivative Security (I		Securities Underlyi Derivative Security		Securities Underlyi Derivative Security		Securities Underly Derivative Security		Date Securities Underly //Year) Derivative Security		erlying	8. Price of Derivative Security (Instr. 5)	9. Numb derivati Securiti Benefic Owned Followin Reporte	tive Owner tites Form: cially Direct d or Indi <i>r</i> ing (I) (Inst	Ownership	Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Exp Dat	piration te	Title		Amount or Number of Shares		Transac (Instr. 4)	tion(s)									
Restricted Share Unit	(1)	04/08/2019		A		214.4854 ⁽²⁾		(1)		(1)	Sha nomin \$0.000	inary ares, al value 304635 share	214.4854	\$178.45	214.4	1854	D								

							\$0.000304635 per share					
Restricted Share Unit	(1)	04/08/2019	A	125.1164 ⁽³⁾	(1)	(1)	Ordinary Shares, nominal value \$0.000304635 per share	125.1164	\$0	339.6018	D	
Restricted Share Unit	(4)	04/08/2019	A	71.4951 ⁽⁵⁾	(4)	(4)	Ordinary Shares, nominal value \$0.000304635 per share		\$178.45	497.5153	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.

<u>/s/ Matthew Furman by Elaine</u>	
Wiggins, Attorney-in-Fact	04/10/2019
<u>(power of attorney previously</u>	<u>04/10/2019</u>
<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.