

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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
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1. Name and Address of Reporting Person* <u>Gebauer Julie Jarecke</u> (Last) (First) (Middle) <u>C/O WILLIS GROUP LIMITED</u> <u>51 LIME STREET</u> (Street) <u>LONDON X0 EC3M 7DQ</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>WILLIS TOWERS WATSON PLC [WLTW]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Head of Human Capital&Benefits</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/15/2016</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Ordinary Shares, nominal value \$0.000304635 per share	09/15/2016		A		9,798 ⁽¹⁾	A	\$0	34,268.023	D	
Ordinary Shares, nominal value \$0.000304635 per share	09/15/2016		F		3,957 ⁽²⁾	D	\$122.3	30,311.023	D	
Ordinary Shares, nominal value \$0.000304635 per share								180	I	Dane Adam Gebauer Management Trust UA Feb 18, 2012
Ordinary Shares, nominal value \$0.000304635 per share								110,267	I	Davin J Gebauer and Julie J Gebauer TEN COM
Ordinary Shares, nominal value \$0.000304635 per share								180	I	Jeffrey Austin Gebauer Management Trust UA Feb 18, 2012

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

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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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					

Explanation of Responses:

- The Reporting Person was granted unvested performance-vesting restricted stock units (PVRsUs) on September 25, 2013, which vest over a three-year performance period to the extent that certain predetermined performance criteria are achieved and based on the Reporting Person's continued employment with the Issuer. On August 20, 2016, the Compensation Committee certified the extent to which the performance criteria applicable to such PVRsUs were achieved; therefore, pursuant to the terms of the applicable award agreement, PVRsUs thereafter vested and were settled in shares on September 15, 2016 and are reported herein. The number of PVRsUs that vested includes additional Restricted Stock Units (RSUs) granted as a result of the special dividend declared by Towers Watson on December 29, 2015.
- This represents shares that were withheld by the Issuer to satisfy local withholding tax requirements.

/s/ Julie J. Gebauer by Thomas Scholtes, Attorney-in-Fact (power of attorney previously filed) 09/19/2016

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.