FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Machineton	D C 20E40	
Washington,	D.C. 20549	

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

S IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

	nd Address of n Matthey	Reporting Person*						ker or Trading			<u>C</u> [w	TW]	(Chec	lationship of ck all applical Director Officer (c	ble)	g Perso	n(s) to Issue 10% Ow Other (sp	ner	
(Last) (First) (Middle) C/O WILLIS GROUP LIMITED 51 LIME STREET					3. Date of Earliest Transaction (Month/Day/Year) 10/17/2022								X	below)	Genera	l Cour	below)	Secury	
(Street) LONDON X0 EC3M 7DQ				4. If Amendment, Date of Original Filed (Month/Day/Year)								Line)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	3)	State)	(Zip)										gr and an area appearing r area						
1 Title of	Socurity (Inc		Table I - Non-	Deriva		Securitie		cquired, E)isp					Owned 5. Amount	of	I 6 Ow	nership 7	. Nature of	
1. Title of Security (Instr. 3)			Date Month/Day/Year)		Execution Date, if any (Month/Day/Year)		e, Transaction Dispo			urities Acquired (A) or sed Of (D) (Instr. 3, 4 and 5			Securities Beneficiall Owned Fol Reported	у	Form:	Direct Indirect Etr. 4)	ndirect Beneficial Ownership		
									v	Amoun	unt (A) or (D)		Price	Transactio (Instr. 3 an	on(s)			nstr. 4)	
			Table II - D					quired, Dis						wned					
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	Code (Instr.		Derivative Ex		Expiration D	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. Numb derivativ Securitie Benefici Owned Followin Reporter Transaci	ve es ally ng d	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code	v	(A)	(D)	Date Exercisable	Ex Da	piration te	Title		Amount or Number of Shares		(Instr. 4)				
Restricted Share Unit	(1)	10/17/2022		A		4.8505 ⁽²⁾		(1)		(1)	Ordinary Shares, nominal value \$0.000304635 per share		4.8505	\$0	2,012.8908		D		
Restricted Share Unit	(1)	10/17/2022		A		2.8295 ⁽³⁾		(1)		(1)	Ordinary Shares, nominal value \$0.000304635 per share		2.8295	\$0 2,0		7203	D		
Restricted Share Unit	(4)	10/17/2022		A		2.1958 ⁽⁵⁾		(4)		(4)	Sha	inary ares, al value 304635 share	2.1958	\$0	1,913.0	0344	D		
Restricted Share Unit	(4)	10/17/2022		A		5.3111 ⁽⁶⁾		(4)		(4)	Sha		5.3111	\$0	1,918.:	3455	D		
Dividend Equivalent Rights	(7)	10/17/2022		A		3.702 ⁽⁷⁾		(7)		(7)	Sha nomina \$0.000	inary ares, al value 304635 share	3.702	\$0	7.61	19	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. Represents dividends acquired pursuant to the participant's deferral election under the Willis Towers Watson Non-Qualified Deferred Savings Plan for U.S. Employees.
- 3. Represents dividends acquired pursuant to the Company's matching contribution on the participant's deferral election pursuant to the terms of the Willis Towers Watson Non-Qualified Deferred Savings Plan for U.S. Employees and credited to the participant's account in the form of restricted share units.
- 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. Represents dividends acquired pursuant to the participant's deferral election under the Willis Towers Watson Non-Qualified Stable Value Excess Plan for U.S. Employees.
- 6. Represents dividends acquired pursuant to the Company's matching contribution on the participant's deferral election pursuant to the terms of the Willis Towers Watson Non-Qualified Stable Value Excess Plan for U.S. Employees and credited to the participant's account in the form of restricted share units.
- 7. The dividend equivalent rights accrued on a time-based restricted share unit award and will vest based on the same vesting schedule applicable to the underlying restricted share unit award. Each dividend equivalent right is the economic equivalent of one WTW Ordinary Share.

/s/ Matthew Furman by Elaine Wiggins, Attorney-in-Fact (power of attorney previously

10/19/2022

** 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.