

OMB APPROVAL	
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**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

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

1. Name and Address of Reporting Person* <u>Hess Carl Aaron</u>			2. Issuer Name and Ticker or Trading Symbol <u>WILLIS TOWERS WATSON PLC [ WTW ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chief Executive Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>04/15/2024</u>			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		
C/O WILLIS GROUP LIMITED 51 LIME STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)			Rule 10b5-1(c) Transaction Indication		
(Street)	(State)	(Zip)	<input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.					
LONDON	X0	EC3M 7DQ						
(City)	(State)	(Zip)						

**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	04/15/2024		A		13.801 <sup>(1)</sup>	A	\$0	79,622.534	D	
Ordinary Shares, nominal value \$0.000304635 per share	04/15/2024		A		31.473 <sup>(2)</sup>	A	\$0	79,654.007	D	
Ordinary Shares, nominal value \$0.000304635 per share	04/15/2024		A		10 <sup>(3)</sup>	A	\$0	79,664.007	D	
Ordinary Shares, nominal value \$0.000304635 per share	04/15/2024		M		8 <sup>(3)</sup>	A	\$0	79,672.007	D	

**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					
Restricted Share Unit	(4)	04/15/2024		A		25.1413 <sup>(5)</sup>		(4)	(4)	Ordinary Shares, nominal value \$0.000304635 per share	\$0	8,290.4462	D	
Restricted Share Unit	(6)	04/15/2024		A		25.9441 <sup>(7)</sup>		(6)	(6)	Ordinary Shares, nominal value \$0.000304635 per share	\$0	7,646.7918	D	
Dividend Equivalent Rights-2022 RSU Award	(2)	04/15/2024		A		24.447 <sup>(2)</sup>		(2)	(2)	Ordinary Shares, nominal value \$0.000304635 per share	\$0	91.521	D	
Dividend Equivalent Rights-2022 RSU Award	(3)	04/15/2024		M		8 <sup>(3)</sup>		(3)	(3)	Ordinary Shares, nominal value \$0.000304635 per share	\$0	83.521	D	

**Explanation of Responses:**

- The dividend equivalent rights accrued on a number of performance-based restricted share units previously earned under the reporting person's performance-based restricted share unit award and credited in the form of additional restricted share units that vest and are payable at the same time as the underlying performance-based restricted share units. Each dividend equivalent right is the economic equivalent of one WTW Ordinary Share.
- The dividend equivalent rights accrued on the reporting person's 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.
- The dividend equivalent rights are fully vested and accrued on a number of restricted share units previously vested under the reporting person's restricted share unit award. Each dividend equivalent right is the economic equivalent of one WTW Ordinary Share.
- 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.
- Represents dividends acquired pursuant to the Willis Towers Watson Non-Qualified Deferred Savings Plan for U.S. Employees (the "Plan"), including the participant's deferral election under the Plan and the Company's matching contribution on them participant's deferral election credited to the participant's account in the form of restricted share units under the Plan.
- 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.
- Represents dividends acquired pursuant to the Company's contribution under 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.

/s/ Carl A. Hess by Elaine Wiggins, Attorney-in-Fact

04/17/2024

[\(power of attorney previously filed\)](#)

\*\* 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.**