

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <b>Gebauer Julie Jarecke</b>  (Last) (First) (Middle) <b>C/O WILLIS GROUP LIMITED</b> <b>51 LIME STREET</b>  (Street) <b>LONDON X0</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>WILLIS TOWERS WATSON PLC [ WLTW ]</b>	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) <b>Head of Human Capital&amp;Benefits</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>01/04/2016</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	01/04/2016		A		24,470	A	(1)	24,470	D	
Ordinary Shares, nominal value \$0.000304635 per share	01/04/2016		A		180	A	(1)	180	I	Jeffrey Austin Gebauer Management Trust UA Feb 18, 2012
Ordinary Shares, nominal value \$0.000304635 per share	01/04/2016		A		180	A	(1)	180	I	Dane Adam Gebauer Management Trust UA Feb 18, 2012
Ordinary Shares, nominal value \$0.000304635 per share	01/04/2016		A		110,267	A	(1)	110,267	I	Davin J Gebauer and Julie J Gebauer TEN COM

**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						Amount or Number of Shares
Stock Option (right to buy)	\$110.58	01/04/2016		A		44,163		07/01/2018 <sup>(2)</sup>	09/10/2022	Ordinary Shares, nominal value \$0.000304635 per share	44,163	\$0 <sup>(2)</sup>	44,163	D	
Restricted Share Unit	\$0	01/04/2016		A		1,481		08/08/1988	08/08/1988	Ordinary Shares, nominal value \$0.000304635 per share	1,481	\$0 <sup>(3)</sup>	1,481	D	

**Explanation of Responses:**

- Received pursuant to an Agreement and Plan of Merger (the "Merger Agreement" and the merger contemplated thereby, the "Merger") by and Among Willis Group Holdings PLC ("Willis"), Citadel Merger Sub, Inc. and Towers Watson & Co. ("TW") in exchange for an equal number of shares of TW Class A Common Stock ("Common Stock") having a market value of \$123.00 per share on January 4, 2015, the closing date of the Merger.
- Received in the Merger in exchange for a stock option to acquire an equal number of shares of TW Common Stock at a price of \$110.58 per share. The option vests in full on July 1, 2018, subject to the reporting person's continued service with Willis or any subsidiary through such vesting date.
- Received in the Merger in exchange for restricted stock units with a value equivalent to a number of shares of TW Common Stock (after rounding down to the nearest whole number of shares in accordance with the terms of the Merger Agreement) equal to the number of Willis ordinary shares represented by such Restricted Share Unit.

/s/ Thomas Scholtes, attorney- 01/06/2016  
in-fact for Ms. Gebauer

\*\* 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.

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