**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

1. **Name and Address of Reporting Person**
   Aubert Nicolas
   (Last) (First) (Middle)
   C/O WILLIS GROUP LIMITED
   51 LIME STREET
   LONDON X0 EC3M 7DQ

2. **Issuer Name and Ticker or Trading Symbol**
   WILLIS TOWERS WATSON PLC [ WLTW ]

3. **Date of Earliest Transaction**
   11/09/2016

4. **Date of Original Filed**

5. **Relationship of Reporting Person(s) to Issuer**
   - Director
   - 10% Owner
   - Officer (give title below)
   - Head of Great Britain
   - Other (specify below)

6. **Individual or Joint/Group Filing**
   - Form filed by One Reporting Person
   - Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Ordinary Shares, nominal value $0.000304635 per share</td>
<td>11/09/2016</td>
<td></td>
<td></td>
<td>s</td>
<td>338 (1) D</td>
<td>$117.18</td>
<td>13,982 (2) D</td>
</tr>
</tbody>
</table>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Date Exercisable (Month/Day/Year)</th>
<th>Amount or Number of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
</table>

Explanation of Responses:
1. Represents the number of shares required to be sold by the reporting person to cover tax obligations in connection with the vesting of restricted share units ("RSUs").
2. Includes 13,614 RSUs subject to the satisfaction of vesting requirements.

/s/ Nicolas Aubert by Cindy Hanna, Attorney-in-Fact (power of attorney previously filed) 11/11/2016

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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