SEC For										- 1/			~~								
	FORM	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549														OMB APPROVAL					
Check this box if no longer subject to SCTA Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).				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														OMB Number: 3235-0287 Estimated average burden hours per response: 0.5			
	nd Address of 1 Matthey	r Reporting Person [°] V			2. Issu	ection 30(n) ler Name ar <u>LIS TO</u>	nd Tic	ker or Tra	ding	Symt	bol		N]		ationship of F all applicat Director Officer (g	ole)	Person	10% O			
	(I LLIS GROU E STREET	(Middle)	·	3. Date of Earliest Transaction (Month/Day/Year) 07/11/2022										Below) below) General Counsel							
(Street) LONDO	N X	EC3M 7DQ		X Form fi								Form file	int/Group Filing (Check Applicable Lir ed by One Reporting Person ed by More than One Reporting Perso								
(City)	(\$	State)	(Zip)																		
			Table I - Non	-Deriv	ative	Securitie	es A	cquired	d, Di	ispo	osed	of, or B	lene	ficially O	wned						
1. Title of Security (Instr. 3)				2. Transa Date (Month/E		Execution F) if any	2A. Deemed Execution Dat if any (Month/Day/Ye		ar) Code (Ins				8, 4 and 5)	Following Reported	rities F eficially Owned (1 owing (1 orted		nership Direct Indirect tr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
								Code			Amoun	· (D)	Price	Transaction (Instr. 3 and	d 4)					
			Table II - I (ecurities alls, war									/ned						
1. Title of Derivative Security (Instr. 3)	rivative Conversion Date curity or Exercise (Month/Day/Year)		3A. Deemed Execution Date, if any (Month/Day/Year)	r) 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)			e and	7. Title and Amount of Securities Underlying Derivative Security (In 3 and 4)		erlying	8. Price of Derivative Security (Instr. 5)	derivati Securiti Benefic Owned Followin Reporte	ve ies ially ng ed	10. Ownershi Form: Direct (D) or Indirec (I) (Instr. 4	Beneficial Ownershi (Instr. 4)		
				Code	v	(A)	(D)	Date Exercisa		Expiration Date		Title		Amount or Number of Shares		Transaction(s) (Instr. 4)					
Restricted Share Unit	(1)	07/11/2022		A		37.6473 ⁽²⁾		(1)		((1)	Ordinary Shares, nominal value \$0.000304635 per share		37.6473	\$199.24	1,909.5401		D			
Restricted Share Unit	(1)	07/11/2022		A		21.961 ⁽³⁾		(1)		((1)	Ordinary Shares, nominal value \$0.000304635 per share 2		21.961	\$0	1,931.5011		D			
Restricted	(4)	07/11/2022		A		12.5422 ⁽⁵⁾		(4)		((4)	Ordina Shares nominal y	s,	12.5422	\$199.24	1,848	3.413	D			

Explanation of Responses:

Share Unit

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. Includes restricted share units acquired pursuant to the participant's deferral election under the Willis Towers Watson Non-Qualified Deferred Savings Plan for U.S. Employees (the "Plan").

3. Includes restricted share units acquired pursuant to the Company's matching contribution on the participant's deferral election pursuant to the terms of the Plan and credited to the participant's account in the form of restricted share units under the Plan.

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. Includes restricted share units acquired pursuant to the participant's deferral election under the Willis Towers Watson Non-Qualified Stable Value Excess Plan for U.S. Employees.

/s/ Matthew Furman by Elaine	
Wiggins, Attorney-in-Fact	07/13/20
(power of attorney previously	07/13/20
<u>filed)</u>	
** Signature of Reporting Person	Date

022

\$0.000304635 per share

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.