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
   Shalders David
   C/O WILLIS GROUP LIMITED
   51 LIME STREET
   LONDON X0 EC3M 7DQ

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

3. Date of Earliest Transaction (Month/Day/Year)
   11/14/2016

5. Relationship of Reporting Person(s) to Issuer
   Director
   10% Owner
   X Officer (give title below)
   Head- Operations & Technology
   Other (specify below)

4. If Amendment, Date of Original Filed
   11/14/2016

6. Individual or Joint/Group Filing (Check Applicable Line)
   X 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>Description</th>
<th>Date</th>
<th>Code</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Ordinary Shares, nominal value $0.000304635 per share</td>
<td>11/14/2016</td>
<td>S</td>
<td>383(1)</td>
<td>$121.63</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>7,189(2)</td>
</tr>
</tbody>
</table>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>Description</th>
<th>Date</th>
<th>Code</th>
<th>Amount or Number of Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</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 5,106 RSUs subject to the satisfaction of vesting requirements.

/s/ David Shalders by Cindy Hanna, Attorney-in-Fact (power of attorney previously filed) 11/16/2016

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).
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.