

Aon plc
Form 424B3
April 15, 2013
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Filed Pursuant to Rule 424(b)(3)

Registration No. 333-187637

PROSPECTUS

Aon plc

Offer to Exchange

\$255,946,000 aggregate principal amount of

Aon plc's 4.250% Notes Due 2042 (Guaranteed by Aon Corporation)

(that we refer to as the original notes)

(CUSIP Nos. 00185A AA2, G0408V AA0 and G0408V AB8)

for

\$255,946,000 aggregate principal amount of Aon plc's 4.250% Notes Due 2042 (Guaranteed by Aon Corporation)

(that we refer to as the exchange notes)

(CUSIP No. 00185A AB0)

that have been registered under the Securities Act of 1933, as amended (the Securities Act)

The exchange offer will expire at 5:00 p.m.,

New York City time, on May 13, 2013, unless extended.

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We hereby offer, upon the terms and subject to the conditions set forth in this prospectus and the accompanying letter of transmittal (which together constitute the exchange offer), to exchange up to \$255,946,000 aggregate principal amount of our outstanding original notes (CUSIP Nos. 00185A AA2, G0408V AA0 and G0408V AB8) for a like principal amount of our exchange notes (CUSIP No. 00185A AB0) that have been registered under the Securities Act. Aon Corporation has unconditionally guaranteed the due and punctual payment of the principal, interest and other amounts due on the original notes and will unconditionally guarantee the due and punctual payment of the principal, interest and other amounts due on the exchange notes when the same shall become due and payable (each respective guarantee is referred to herein as a guarantee). When we use the term notes in this prospectus, the term includes the original notes, the exchange notes and the guarantee, unless otherwise indicated or the context otherwise requires. When we use the term original notes in this prospectus, the term includes the original notes and the guarantee, unless otherwise indicated or the context otherwise requires. When we use the term exchange notes in this prospectus, the term includes the exchange notes and the guarantee, unless otherwise indicated or the context otherwise requires. The terms of the exchange offer are summarized below and are more fully described in this prospectus.

The terms of the exchange notes are substantially identical to the terms of the original notes in all material respects, except that the exchange notes are registered under the Securities Act and the transfer restrictions, registration rights and related additional interest provisions applicable to the original notes do not apply to the exchange notes.

We will accept for exchange any and all original notes validly tendered and not validly withdrawn prior to 5:00 p.m., New York City time, on May 13, 2013, unless the exchange offer is extended (the expiration date).

You may withdraw tenders of original notes at any time prior to the expiration of the exchange offer.

We will not receive any proceeds from the exchange offer.

The exchange of original notes for exchange notes pursuant to the exchange offer should not be a taxable event for U.S. federal income tax purposes.

No public market currently exists for the original notes.

Each broker-dealer that receives exchange notes for its own account pursuant to the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of such exchange notes. The letter of transmittal states that by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of exchange notes received in exchange for original securities where such original securities were acquired by such broker-dealer as a result of market-making activities or other trading activities. We have agreed that, for a period of 180 days after the expiration date, we will make this prospectus available to any broker-dealer for use in connection with any such resale. See Plan of Distribution.

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See Risk Factors beginning on page 8 to read about important factors you should consider before tendering your original notes.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is April 15, 2013

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This prospectus contains summaries of the material terms of certain documents and refers you to certain documents that we have filed with the Securities and Exchange Commission (the "SEC"). See "Incorporation of Certain Documents by Reference." Copies of these documents, except for certain exhibits and schedules, will be made available to you without charge upon written or oral request to:

Aon plc
8 Devonshire Square
London, England EC2M 4PL
Attention: Company Secretary
Telephone: +44 20 7623 5500

Aon Corporation
200 E. Randolph Street
Chicago, Illinois 60601
Attention: Corporate Secretary
Telephone: (312) 381-1000

In order to obtain timely delivery of such materials, you must request information from us no later than five business days prior to the expiration of the exchange offer.

No information in this prospectus constitutes legal, business or tax advice, and you should not consider it as such. You should consult your own attorney, business advisor and tax advisor for legal, business and tax advice regarding the exchange offer.

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FORWARD-LOOKING STATEMENTS

This prospectus, including the documents incorporated by reference herein, contains certain statements related to future results, or states our intentions, beliefs and expectations or predictions for the future which are forward-looking statements as that term is defined in the Private Securities Litigation Reform Act of 1995. Forward-looking statements relate to expectations or forecasts of future events. They use words such as anticipate, believe, estimate, expect, forecast, project, intend, plan, potential, and other similar terms, and future or conditional could, may, might, should, will and would. You can also identify forward-looking statements by the fact that they do not relate strictly to historical or current facts. For example, we may use forward-looking statements when addressing topics such as: market and industry conditions, including competitive and pricing trends; changes in our business strategies and methods of generating revenue; the development and performance of our services and products; changes in the composition or level of our revenues; our cost structure and the outcome of cost-saving or restructuring initiatives; the outcome of contingencies; dividend policy; the expected impact of acquisitions and dispositions; pension obligations; cash flow and liquidity; future actions by regulators; and the impact of changes in accounting rules. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from either historical or anticipated results depending on a variety of factors. Potential factors that could impact results include:

- general economic conditions in different countries in which Aon does business around the world, including conditions in the European Union relating to sovereign debt and the continued viability of the Euro;
- changes in the competitive environment;
- changes in global equity and fixed income markets that could influence the return on invested assets;
- changes in the funding status of our various defined benefit pension plans and the impact of any increased pension funding resulting from those changes;
- rating agency actions that could affect our ability to borrow funds;
- fluctuations in exchange and interest rates that could impact revenue and expense;
- the impact of class actions and individual lawsuits including client class actions, securities class actions, derivative actions and ERISA class actions;
- the impact of any investigations brought by regulatory authorities in the United States (the U.S.), the United Kingdom (the U.K.) and other countries;
- the cost of resolution of other contingent liabilities and loss contingencies, including potential liabilities arising from errors and omission claims against us;
- failure to retain and attract qualified personnel;
- the impact of, and potential challenges in complying with, legislation and regulation in the jurisdictions in which we operate, particularly given the global scope of our business and the possibility of conflicting regulatory requirements across jurisdictions in which we do business;
- the effect of the Redomestication on our operations and financial results, including the reaction of our clients, employees and other constituents, the effect of compliance with applicable U.K. regulatory regimes or the failure to realize some or all of the anticipated benefits;

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- the extent to which we retain existing clients and attract new businesses and our ability to incentivize and retain key employees;
- the extent to which we manage certain risks created in connection with the various services, including fiduciary and advisory services, among others, that we currently provide, or will provide in the future, to clients;
- the possibility that the expected efficiencies and cost savings from the acquisition of Hewitt will not be realized, or will not be realized within the expected time period;
- the risk that the Hewitt businesses will not be integrated successfully;
- our ability to implement restructuring initiatives and other initiatives intended to yield cost savings, and the ability to achieve those cost savings;
- the potential of a system or network disruption resulting in operational interruption or improper disclosure of personal data;
- any inquiries relating to compliance with the U.S. Foreign Corrupt Practices Act (FCPA) and non-U.S. anti-corruption laws and with U.S. and non-U.S. trade sanctions regimes; and
- our ability to grow and develop companies that we acquire or new lines of business.

Any or all of our forward-looking statements may turn out to be inaccurate, and there are no guarantees about our performance. The factors identified above are not exhaustive. Aon and its subsidiaries operate in a dynamic business environment in which new risks may emerge frequently. Accordingly, readers should not place undue reliance on forward-looking statements, which speak only

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as of the dates on which they are made. We are under no obligation (and expressly disclaim any obligation) to update or alter any forward-looking statement that we may make from time to time, whether as a result of new information, future events or otherwise. Further information about factors that could materially affect Aon, including our results of operations and financial condition, is contained in the Risk Factors sections in Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2012.

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INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The SEC allows us to incorporate by reference into this prospectus the information we file with the SEC, which means that we can disclose important information to you by referring you to those documents. Any information incorporated this way is considered to be part of this prospectus, and any information that we file later with the SEC will automatically update and supersede this information. SEC rules and regulations also allow us to furnish rather than file certain reports and information with the SEC. Any such reports or information which we have indicated as being furnished shall not be deemed to be incorporated by reference in or otherwise become a part of this prospectus, regardless of when furnished to the SEC. We incorporate by reference the following documents that we have filed with the SEC and any future filings that we make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, which we refer to as the Exchange Act, (i) after the date of the initial registration statement and prior to effectiveness of the registration statement and (ii) after the date of this prospectus and before the consummation or termination of the exchange offer (other than information in those filings that is furnished, under applicable SEC rules, rather than filed):

- Annual Report on Form 10-K for the year ended December 31, 2012 filed with the SEC on February 22, 2013;
- Definitive Proxy Statement on Schedule 14A filed on April 1, 2013; and
- Current Reports on Form 8-K dated March 8, 2013 and March 19, 2013.

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the SEC. You may read and copy any document we file with the SEC at the SEC's public reference room facility at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. You may obtain further information on the operation of the public reference room by calling the SEC at 1 800 SEC 0330. The SEC also maintains an Internet site at www.sec.gov that contains reports, proxy and information statements and other information regarding issuers, including us, that file documents with the SEC electronically through the SEC's electronic data gathering, analysis and retrieval system known as EDGAR. In addition, you may inspect our SEC filings at the offices of the New York Stock Exchange, 20 Broad Street, New York, New York 10005.

We make available free of charge most of our SEC filings through our Internet website (<http://www.aon.com>) as soon as reasonably practicable after we electronically file these materials with the SEC. You may access these SEC filings on our website. You may also find additional information about Aon plc, Aon Corporation and our other subsidiaries on our website. The information on, or accessible through, our website is not part of this prospectus. You may also request a copy of our SEC filings, or the documents we incorporate by reference herein, at no cost, by writing or telephoning us at:

Aon plc
8 Devonshire Square
London, England EC2M 4PL
Attention: Company Secretary
Telephone: +44 20 7623 5500

Exhibits to the filings will not be sent, unless those exhibits have been specifically incorporated by reference in this prospectus.

In order to obtain timely delivery of such materials, you must request information from us no later than five business days prior to the expiration of the exchange offer.

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SUMMARY

The following summary highlights selected information included in or incorporated by reference into this prospectus and may not contain all of the information that is important to you. Before deciding whether you should participate in the exchange offer, you should read this prospectus in its entirety, including the documents incorporated by reference herein, especially the risks of participating in the exchange offer discussed under Risk Factors contained herein and under Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2012, all of which are incorporated by reference into this prospectus as well as the consolidated financial statements and notes to those consolidated financial statements incorporated by reference herein. Each reference in this prospectus to we, us, our, Aon plc or the Company means Aon plc and its consolidated subsidiaries, unless the context requires otherwise, and each reference to Aon Corporation or the Guarantor means Aon Corporation, our indirect wholly owned subsidiary, as the guarantor of the original notes and the exchange notes.

Aon plc

We are a preeminent professional service firm, focused on the topics of risk and people. We are the leading global provider of risk management services, insurance and reinsurance brokerage, and human resource consulting and outsourcing, delivering distinctive client value via innovative and effective risk management and workforce productivity solutions. We serve clients through two operating segments, Risk Solutions and HR Solutions. Risk Solutions acts as an advisor and insurance and reinsurance broker, helping clients manage their risks via consultation, as well as negotiation and placement of insurance risk with insurance carriers through our global distribution network. HR Solutions partners with organizations to solve their most complex benefits, talent and related financial challenges, and improve business performance by designing, implementing, communicating and administering a wide range of human capital, retirement, investment management, health care, compensation and talent management strategies. As of December 31, 2012, we had approximately 65,000 employees and conducted our operations through various subsidiaries in more than 120 countries and sovereignties.

On April 2, 2012, we completed the reorganization of the corporate structure of the group of companies controlled by Aon Corporation, Aon plc's predecessor as the ultimate holding company of the Aon group. In this prospectus, we refer to this transaction as the Redomestication. In the Redomestication, each issued and outstanding share of Aon Corporation common stock held by stockholders of Aon Corporation was converted into the right to receive one Class A Ordinary Share, nominal value \$0.01 per share, of Aon plc.

Our principal executive offices are located at 8 Devonshire Square, London, England EC2M 4PL. Our telephone number is +44 20 7623 5500.

Aon Corporation

Aon Corporation is a wholly-owned Delaware subsidiary of Aon Holdings LLC, which is a wholly-owned direct Delaware subsidiary of Aon plc. Prior to the Redomestication, Aon Corporation was the ultimate holding company for the Aon group. See Where You Can Find More Information in this prospectus.

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Aon Corporation's principal executive offices are located at 200 East Randolph Street, Chicago, Illinois 60601, and our telephone number is (312) 381-1000.

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Summary of the Exchange Offer

On December 12, 2012, in connection with a private exchange offer, we issued \$165,946,000 aggregate principal amount of 4.250% Notes Due 2042 (the initial issuance). As part of the initial issuance, we entered into a registration rights agreement with the dealer managers of the private exchange offer, dated as of December 12, 2012, in which we and the Guarantor agreed, among other things, to deliver this prospectus to you and to use all commercially reasonable efforts to complete an exchange offer for the original notes. In addition, on March 8, 2013, in connection with a private offer, we issued an additional \$90,000,000 aggregate principal amount of 4.250% Notes Due 2042 (the subsequent issuance), which were consolidated and form a single series with, the original notes issued in the initial issuance. As part of the subsequent issuance, we entered into a registration rights agreement with the initial purchasers in the private offer, dated as of March 8, 2013, in which we and the Guarantor agreed, among other things, to deliver this prospectus to you and to use all commercially reasonable efforts to complete an exchange offer for the original notes. Below is a summary of the exchange offer.

Securities offered	\$255,946,000 aggregate principal amount of 4.250% Notes Due 2042 that have been registered under the Securities Act (the exchange notes). The form and terms of the exchange notes are substantially identical in all material respects to those of the original notes except that the exchange notes are registered under the Securities Act and the transfer restrictions, registration rights and related additional interest provisions applicable to the original notes do not apply to the exchange notes. Like the original notes, the exchange notes will be issued by Aon plc and will be unconditionally guaranteed by Aon Corporation.
Exchange offer	We are offering to exchange up to \$255,946,000 principal amount of the outstanding original notes for a like principal amount of the exchange notes. You may tender original notes only in denominations of \$2,000 and any integral multiple of \$1,000 in excess thereof. We will issue exchange notes promptly after the expiration of the exchange offer. In order to be exchanged, an original note must be validly tendered, not validly withdrawn and accepted. Subject to the satisfaction or waiver of the conditions of the exchange offer, all original notes that are validly tendered and not validly withdrawn will be exchanged. As of the date of this prospectus, there is \$255,946,000 aggregate principal amount of original notes outstanding. The \$255,946,000 aggregate principal amount of original notes were issued under the indenture, dated as of December 12, 2012, between Aon plc, Aon Corporation and The Bank of New York Mellon Trust Company, N.A., as trustee (the Trustee) (Indenture). If all outstanding original notes are tendered for exchange, there will be \$255,946,000 principal amount of exchange notes outstanding after this exchange offer.
Expiration date; Tenders	<p>The exchange offer will expire at 5:00 p.m., New York City time, on May 13, 2013, which is the twenty-first business day of the offering period, unless we extend the period of time during which the exchange offer is open. In the event of any material change in the offer, we will extend the period of time during which the exchange offer is open if necessary so that at least five business days remain in the exchange offer period following notice of the material change. By signing or agreeing to be bound by the letter of transmittal, you will represent, among other things, that:</p> <ul style="list-style-type: none"> • you are not an affiliate of ours or if you are such an affiliate, you will comply with the registration and prospectus delivery requirements of the Securities Act to the extent applicable; • you are acquiring the exchange notes in the ordinary course of your business; • at the time of the exchange offer, you have no arrangement with any person to participate in the distribution (within the meaning of the Securities Act) of the original notes or the exchange notes; and

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	<ul style="list-style-type: none"> • if you are a broker-dealer that will receive exchange notes for its own account in exchange for original notes that were acquired as a result of market making or other trading activities, you will deliver a prospectus (or to the extent permitted by law, make available a prospectus to purchasers) in connection with any resale of such exchange notes. For further information regarding resales of the exchange notes by broker-dealers, see the discussion under the caption Plan of Distribution.
Accrued interest on the exchange notes and original notes	The exchange notes will bear interest from and including the most recent date to which interest has been paid or provided for on the original notes or, if no interest has been paid, from December 12, 2012, the issue date of the original notes. If your original notes are accepted for exchange, you will receive interest on the exchange notes and not on the original notes, provided that you will receive interest on the original notes and not the exchange notes if and to the extent the record date for such interest payment occurs prior to completion of the exchange offer. Any original notes not tendered will remain outstanding and continue to accrue interest according to their terms.
Conditions to the exchange offer	The exchange offer is subject to customary conditions. If we materially change the terms of the exchange offer, we will re-solicit tenders of the original notes and extend the exchange offer period if necessary so that at least five business days remain in the exchange offer period following notice of any such material change. See The Exchange Offer Conditions to the Exchange Offer for more information regarding conditions to the exchange offer.
Procedures for tendering original notes	A tendering holder must, at or prior to the expiration date: <ul style="list-style-type: none"> • transmit a properly completed and duly executed letter of transmittal, including all other documents required by the letter of transmittal, to the exchange agent (as defined herein) at the address listed in this prospectus; or • if original notes are tendered in accordance with the book-entry procedures described in this prospectus, the tendering holder must transmit an agent's message to the exchange agent at the address listed in this prospectus. See The Exchange Offer Procedures for Tendering.
Special procedures for beneficial holders	If you are a beneficial holder of original notes that are registered in the name of your broker, dealer, commercial bank, trust company or other nominee, and you wish to tender in the exchange offer, you should promptly contact the person in whose name your original notes are registered and instruct that nominee to tender on your behalf. See The Exchange Offer Procedures for Tendering.
Withdrawal rights	Tenders may be withdrawn at any time before 5:00 p.m., New York City time, on the expiration date. See The Exchange Offer Withdrawal Rights.
Acceptance of original notes and delivery of exchange notes	Subject to the conditions stated in the section The Exchange Offer Conditions to the Exchange Offer of this prospectus, we will accept for exchange any and all original notes which are properly tendered in the exchange offer and not validly withdrawn before 5:00 p.m., New York City time, on the expiration date. The exchange notes will be delivered promptly after the expiration date. See The Exchange Offer Terms of the Exchange Offer.

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Certain U.S. federal tax consequences	Your exchange of original notes for exchange notes pursuant to the exchange offer should not be a taxable event for U.S. federal income tax purposes. See Certain U.S. Federal Income Tax Consequences.
Regulatory requirements	Following the effectiveness of the registration statement covering the exchange offer by the SEC, no other material federal regulatory requirement must be complied with in connection with this exchange offer.
Exchange agent	The Bank of New York Mellon Trust Company, N.A. (the exchange agent) is serving as exchange agent in connection with the exchange offer. The address and telephone number of the exchange agent are listed under the heading The Exchange Offer Exchange Agent.
Use of proceeds; expenses	We will not receive any proceeds from the issuance of exchange notes in the exchange offer. We have agreed to pay all expenses incident to the exchange offer (including the expenses of one counsel for the holders of the original notes and the exchange notes) other than commissions or concessions of any brokers or dealers.
Resales	Based on existing interpretations of the Securities Act by the SEC staff set forth in several no-action letters to third parties, and subject to the immediately following sentence, we believe that exchange notes issued under this exchange offer in exchange for original notes may be offered for resale, resold and otherwise transferred by the holders thereof (other than holders who are broker dealers) without further compliance with the registration and prospectus delivery provisions of the Securities Act. However, any purchaser of original notes who is an affiliate of ours or who intends to participate in the exchange offer for the purpose of distributing the exchange notes, or any broker dealer who purchased the original notes from us for resale pursuant to Rule 144A or any other available exemption under the Securities Act, (i) will not be able to rely on the interpretations of the SEC staff set forth in the above mentioned no action letters, (ii) will not be entitled to tender its original notes in the exchange offer, and (iii) must comply with the registration and prospectus delivery requirements of the Securities Act in connection with any sale or transfer of the original notes unless such sale or transfer is made pursuant to an exemption from such requirements.
Consequences of not exchanging original notes	<p>If you do not exchange your original notes in the exchange offer, you will continue to be subject to the restrictions on transfer described in the legend on your original notes. In general, you may offer or sell your original notes only:</p> <ul style="list-style-type: none"> • if they are registered under the Securities Act and applicable state securities laws; • if they are offered or sold under an exemption from registration under the Securities Act and applicable state securities laws; or • if they are offered or sold in a transaction not subject to the Securities Act and applicable state securities laws. <p>Although your original notes will continue to accrue interest, they will generally retain no rights under the registration rights agreement. We currently do not intend to register the original notes under the Securities Act. Under some circumstances, holders of the original notes, including holders who are not permitted to participate in the exchange offer or who may not freely sell exchange notes received in the exchange offer, may require us to file, and to cause to become effective, a shelf registration statement covering resales of the original notes by these holders. For more information regarding the consequences of not tendering your original notes and our obligations to file a shelf registration statement, see The Exchange Offer Consequences of Exchanging or Failing to Exchange the Original Notes and The Exchange Offer Registration Rights Agreements.</p>

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United Kingdom income tax law imposes an obligation to withhold an amount in respect of income tax at the basic rate (currently 20 percent) on payments of interest on certain debt securities. This obligation does not apply to payments of interest on certain debt securities that are, and continue to be, listed on a recognized stock exchange within the meaning of section 1005 of the Income Tax Act 2007. The original notes provide and the exchange notes will provide that, following the completion of the exchange offer, additional amounts in respect of withholding or deduction on interest paid after such completion shall only be payable (i) where the notes with respect to which the payment subject to withholding or deduction in respect of Taxes (as defined herein) is made (the Relevant Notes) are listed on a recognized stock exchange within the meaning of section 1005 of the Income Tax Act 2007 or (ii) to the extent that the exchange notes not being so listed results in any payment with respect to the Relevant Notes being subject to a withholding or deduction in respect of Taxes (as defined herein). However, this limitation on our obligation to pay additional amounts shall only apply to withholdings or deductions for or on account of taxes to the extent that such withholdings or deductions would not be required if the Relevant Notes were listed on a recognized stock exchange within the meaning of section 1005 of the Income Tax Act 2007. We plan to list the exchange notes on the New York Stock Exchange (NYSE), a recognized stock exchange for purposes of section 1005 of the Income Tax Act 2007. However, the original notes are not listed and we do not intend to list the original notes on any recognized stock exchange. Accordingly, any holder that does not tender its original notes for exchange notes may be subject to U.K. withholding tax. Prior to the completion of the exchange offer, holders of the original notes will be eligible to receive additional amounts. Certain types of taxes will not be entitled to payment of additional amounts. See Description of Exchange Notes and Guarantee Payment of Additional Amounts.

Risk factors

For a discussion of significant risk factors applicable to the exchange notes and the exchange offer, see Risk Factors beginning on page 8 of this prospectus for a discussion of factors you should consider carefully before deciding to participate in the exchange offer.

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Summary of the Terms of the Exchange Notes

The following is a summary of the terms of the exchange notes. The form and terms of the exchange notes are identical in all material respects to those of the original notes except that the exchange notes are registered under the Securities Act and the transfer restrictions, registration rights and additional interest provisions applicable to the original notes do not apply to the exchange notes. The exchange notes will evidence the same debt as the original notes and will be governed by the same indenture. Certain of the terms and conditions described below are subject to important limitations and exceptions. For a more detailed description of the terms and conditions of the exchange notes, see the section of this prospectus entitled Description of Exchange Notes and Guarantee.

Issuer	Aon plc
Guarantor	Aon Corporation
Securities offered	\$255,956,000 aggregate principal amount of 4.250% Notes Due 2042 of Aon plc, unconditionally and irrevocably guaranteed by Aon Corporation
Maturity	December 12, 2042
Interest	Interest will accrue at the rate of 4.250% per annum, and will be payable in cash semi-annually in arrears on June 12 and December 12 of each year (or if the twelfth day of any such month is not a business day (as defined herein), on the next business day). Interest will accrue from and including the settlement date of the exchange notes.
Ranking	The exchange notes will be unsecured obligations of Aon plc and will rank equally in right of payment with all other existing and future unsecured and unsubordinated indebtedness of Aon plc.

The exchange notes will be effectively subordinated to all of the existing and future secured indebtedness of Aon plc to the extent of the assets securing such indebtedness. As of December 31, 2012, Aon plc had no secured indebtedness for borrowed money. The exchange notes will be structurally subordinated to all of the secured and unsecured indebtedness and other liabilities of Aon plc's subsidiaries (other than, by virtue of the guarantee, Aon Corporation). As of December 31, 2012, Aon plc's subsidiaries other than Aon Corporation had approximately \$5.7 billion of outstanding indebtedness and other liabilities, including trade payables, pension and other post employment liabilities, other current liabilities and non-current liabilities, but excluding intercompany liabilities and fiduciary liabilities, or approximately 55% of Aon plc's total liabilities.

The guarantee will be effectively subordinated to all of the existing and future secured indebtedness of Aon Corporation to the extent of the assets securing such indebtedness. As of December 31, 2012, Aon Corporation had no secured indebtedness for borrowed money. The guarantee will be structurally subordinated to all of the existing and future secured and unsecured indebtedness and other liabilities of Aon Corporation's subsidiaries. As of December 31, 2012, Aon Corporation's subsidiaries had approximately \$5.0 billion of outstanding indebtedness and other liabilities, including trade payables, pension and other post employment liabilities, other current liabilities and non-current liabilities, but excluding intercompany liabilities and fiduciary liabilities, or approximately 52% of Aon

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Corporation's total liabilities.

Optional Redemption

We may redeem some or all of the exchange notes, in whole or in part, at any time or from time to time, at the redemption prices set forth in the Indenture, as summarized in this prospectus. See Description of Exchange Notes and Guarantee Optional Redemption of the Notes by the Company.

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Optional Tax Redemption	In the event of various tax law changes that require us to pay additional amounts, and in other limited circumstances, as described under Description of Exchange Notes and Guarantee Optional Tax Redemption , we may redeem all, but not less than all, of the exchange notes prior to maturity at a redemption price equal to the principal amount of the exchange notes plus accrued and unpaid interest.
Provision of Tax Information	If we determine with respect to any interest payment that U.K. withholding tax may be payable, then to facilitate the payment of U.K. withholding tax, we may require holders of notes to provide to us certain information described under Certain U.K. Tax Consequences 30 days prior to the relevant interest payment date. Any delay in providing this information will result in the deferral of the relevant interest payment until 30 days after the date of receipt of such information.
Future Issuances	We may from time to time, without the consent of, or without giving notice to holders of the exchange notes, create and issue additional notes having the same terms and conditions as the exchange notes in all respects (other than the issue date, issue price, and to the extent applicable, first date from which interest accrues and first interest payment date for such notes). Those additional notes will be consolidated with and form a single series with any exchange notes outstanding at such time; provided that if the additional notes are not fungible with the exchange notes for U.S. federal income tax purposes, the additional notes will have a separate CUSIP number.
Certain covenants	The Indenture includes requirements that must be met if we consolidate with or merge into, or transfer or lease our assets substantially or entirely to another entity or person. The Indenture also requires that we pay additional amounts in certain circumstances. See Description of Exchange Notes and Guarantee.

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RISK FACTORS

Investing in the notes involves risks. Before deciding whether to participate in the exchange offer, you should consider carefully the risks described below and all of the information contained or incorporated by reference in this prospectus before making an investment decision. In addition, you should carefully consider, among other things, the matters discussed under Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2012 and in other documents that we subsequently file with the SEC, all of which are incorporated by reference into this prospectus. Our business, financial condition or results of operations could be materially adversely affected by any of these risks. The risks discussed below also include forward-looking statements and our actual results may differ substantially from those discussed in these forward-looking statements. See Forward-Looking Statements.

Risks Relating to the Exchange Notes

An active trading market for the exchange notes may not develop.

The exchange notes are new securities for which there currently is no existing trading market. We cannot assure you that a trading market for the exchange notes will develop or, if a trading market does develop, that it will be maintained. Even if a trading market for the exchange notes develops or, if it develops, is maintained, the liquidity of any market for exchange notes will depend upon the number of holders of the exchange notes, our performance, the market for similar securities, the interest of securities dealers in making a market in the exchange notes and other factors. Accordingly, no assurance can be given as to the liquidity of, or adequate trading markets for, the exchange notes. If such a market were to develop, the exchange notes could trade at prices that are substantially lower than their initial offering price.

Our credit ratings may not reflect all risks of an investment in the exchange notes

The credit ratings of the exchange notes may not reflect the potential impact of all risks related to structure and other factors on any trading market for, or trading value of, the exchange notes. In addition, real or anticipated changes in our credit ratings will generally affect any trading market for, or trading value of, the exchange notes.

The exchange notes will be effectively subordinated to all of our existing and future secured debt and to the existing and future debt of our subsidiaries (other than, by virtue of the guarantee, Aon Corporation), and the guarantee will be effectively subordinated to all of Aon Corporation's existing and future secured debt and to the existing and future debt of Aon Corporation's subsidiaries.

The exchange notes are not secured by any of our assets or the assets of our subsidiaries and the unconditional guarantee of the exchange notes is not secured by any of the assets of Aon Corporation or the assets of Aon Corporation's subsidiaries. As a result, the indebtedness represented by the exchange notes will effectively be subordinated to any secured indebtedness we or our subsidiaries may incur, and the indebtedness represented by the guarantee will effectively be subordinated to any secured indebtedness Aon Corporation or its subsidiaries may incur, in each case to the extent of the value of the assets securing such indebtedness. As of December 31, 2012, neither we nor Aon Corporation had any secured indebtedness for borrowed money, and as of the same date, our subsidiaries other than Aon Corporation had approximately \$5.7 billion

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of outstanding indebtedness and Aon Corporation's subsidiaries had approximately \$5.0 billion of outstanding indebtedness. In the event of any distribution or payment of our assets or those of Aon Corporation in any foreclosure, dissolution, winding up, liquidation or reorganization, or other bankruptcy proceeding, any secured creditors of ours or of Aon Corporation, respectively, would have a superior claim to the extent of their collateral. In the event of the dissolution, a winding up, liquidation or reorganization, or other bankruptcy proceeding of a subsidiary of ours, creditors of that subsidiary would generally have the right to be paid in full before any distribution is made to us, Aon Corporation or (except with respect to amounts payable by Aon Corporation under the guarantee) the holders of the exchange notes. In the event of the dissolution, a winding up, liquidation or reorganization, or other bankruptcy proceeding of a subsidiary of Aon Corporation, creditors of that subsidiary would generally have the right to be paid in full before any distribution is made to Aon Corporation or to holders of the exchange notes in respect of the guarantee. If any of the foregoing occur, we cannot assure you that there will be sufficient assets to pay amounts due on the exchange notes or under the guarantee.

We need to maintain adequate liquidity in order to have sufficient cash to meet operating cash flow requirements, repay maturing debt and satisfy other obligations. If we fail to comply with the covenants contained in our various borrowing agreements, our liquidity, results of operations and financial condition may be adversely affected.

Our liquidity is a function of our ability to successfully generate cash flows from operations and improvement therein, access to capital markets and borrowings under our credit agreements. We believe our liquidity (including operating and other cash flows that we expect to generate) will be sufficient to meet operating requirements as they occur; however, our ability to maintain sufficient

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liquidity going forward depends on our ability to generate cash from operations and access to the capital markets and borrowings, all of which are subject to general economic, financial, competitive, legislative, regulatory and other market factors that are beyond our control.

At December 31, 2012, we have a five-year \$400 million unsecured revolving credit facility in the U.S. (U.S. Facility) that expires in 2017. The U.S. facility is for general corporate purposes, including commercial paper support. Additionally, we have a five-year 650 million (\$860 million at December 31, 2012 exchange rates) multi-currency foreign credit facility (Euro Facility) available, which expires in October 2015. At December 31, 2012, we had no borrowings under either of these credit facilities. At December 31, 2012, we were compliant with the financial covenants contained in our U.S. and Euro Facilities. However, failure to comply with material provisions of our covenants in the credit facilities could result in a default under the credit agreements, rendering them unavailable to us and causing a material adverse effect on our liquidity, results of operations and financial condition.

Certain of our financing agreements, including our credit facilities, contain various covenants that limit the discretion of our management in operating our business, could prevent us from engaging in certain potentially beneficial activities and the violation of which could result in an event of default. The exchange notes will not have the benefit of all of these covenants.

The restrictive covenants in our financing agreements may impact how we operate our business and prevent us from engaging in certain potentially beneficial activities. For both our U.S. and Euro Facilities, the two most significant covenants require us to maintain a ratio of consolidated EBITDA (earnings before interest, taxes, depreciation and amortization), adjusted for Hewitt related transaction costs and up to \$50 million in non-recurring cash charges (Adjusted EBITDA) to consolidated interest expense and a ratio of consolidated debt to Adjusted EBITDA. For both facilities, the ratio of Adjusted EBITDA to consolidated interest expense must be at least 4 to 1. For the Euro Facility, the ratio of consolidated debt to Adjusted EBITDA must not exceed 3 to 1. For the U.S. Facility, the ratio of consolidated debt to Adjusted EBITDA must not exceed the lower of (a) 3.25 to 1.00 or (b) the greater of (i) 3.00 to 1.00 or (ii) the lowest ratio of consolidated debt to Adjusted EBITDA then set forth in the Euro Facility or our \$450,000,000 term loan facility. The Indenture does not include similar covenants. Failure to comply with the covenants contained in our credit facilities or our other existing indebtedness could result in an event of default under the credit facilities or our other existing indebtedness, that, if not cured or waived, could have a material adverse effect on our business, financial condition and results of operations. In the event of certain defaults under our credit facilities or our other indebtedness, the lenders thereunder would not be required to lend any additional amounts to us and could elect to declare all borrowings outstanding, together with accrued and unpaid interest and fees, to be due and payable.

If the indebtedness under our credit facilities or our other indebtedness, including the exchange notes, were to be accelerated, there can be no assurance that our assets would be sufficient to repay such indebtedness in full. See Description of the New Notes and Guarantee.

There are no covenants in the Indenture relating to our ability to incur future indebtedness or pay dividends and limited restrictions on our ability to engage in other activities, which could adversely affect our ability to pay our obligations under the exchange notes or the guarantee, as the case may be.

The Indenture does not contain any financial covenants. The Indenture permits us and our subsidiaries to incur additional debt, including secured debt. Because the exchange notes and the guarantee will be unsecured, in the event of any liquidation, dissolution, reorganization, bankruptcy or other similar proceeding regarding us or Aon Corporation, whether voluntary or involuntary, the holders of our or Aon Corporation's secured debt, if any, will be entitled to receive payment to the extent of the assets securing that debt before we or Aon Corporation, respectively, can make any payment with respect to the exchange notes or the guarantee, as the case may be. If any of the foregoing events occurs, we cannot assure you that Aon Corporation will have sufficient assets to pay amounts due on the exchange notes or the guarantee, as the

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case may be. As a result, you may receive a payment on the exchange notes or the guarantee, as the case may be, that is less than that which you are entitled to receive or recover nothing if any liquidation, dissolution, reorganization, bankruptcy or other similar proceeding occurs.

The Indenture does not limit our subsidiaries' ability to issue or repurchase securities, pay dividends or engage in transactions with affiliates. Our and Aon Corporation's ability to use our funds for numerous purposes may limit the funds available to pay our or Aon Corporation's obligations under the exchange notes or the guarantee, as the case may be.

In relation to interest payments on the exchange notes, a holder may be required to provide to us certain information regarding its tax status, and the failure by a holder to provide this information will result in the deferral of interest.

If we determine with respect to any interest payment that U.K. withholding tax may be payable, then to facilitate the payment of U.K. withholding tax, holders of notes may be required to provide to us certain information, including country of tax residency and tax information number, relating to that holder's tax status, as described in more detail under Certain U.K. Tax Consequences. Any delay in providing this information will result in the deferral of the relevant interest payment until 30 days after the date of receipt of such information.

Risks Relating to Failure to Exchange

You may have difficulty selling the original notes that you do not exchange.

If you do not exchange your original notes for exchange notes pursuant to the exchange offer, the original notes you hold will continue to be subject to the existing transfer restrictions. The original notes may not be offered, sold or otherwise transferred, except in compliance with the registration requirements of the Securities Act, pursuant to an exemption from registration under the Securities

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Act or in a transaction not subject to the registration requirements of the Securities Act, and in compliance with applicable state securities laws. We do not anticipate that we will register the original notes under the Securities Act. After the exchange offer is consummated, the trading market for the remaining untendered original notes may be small and inactive. Consequently, you may find it difficult to sell any original notes you continue to hold or to sell such original notes at the price you desire because there will be fewer original notes of such series outstanding.

Unless the original notes are listed on a recognized stock exchange, they may be subject to U.K. withholding tax.

United Kingdom income tax law imposes an obligation to withhold an amount in respect of income tax at the basic rate (currently 20 percent) on payments of interest on certain debt securities. This obligation does not apply to payments of interest on certain debt securities that are, and continue to be, listed on a recognized stock exchange within the meaning of section 1005 of the Income Tax Act 2007. The original notes provide and the exchange notes will provide that, following the completion of the exchange offer, additional amounts in respect of withholding or deduction on interest paid after such completion shall only be payable (i) where the notes with respect to which the payment subject to withholding or deduction in respect of Taxes (as defined herein) is made (the Relevant Notes) are listed on a recognized stock exchange within the meaning of section 1005 of the Income Tax Act 2007, or (ii) to the extent that the exchange notes not being so listed would result in any payments with respect to the Relevant Notes being subject to a withholding or deduction in respect of Taxes. However, this limitation on our obligation to pay additional amounts shall only apply to withholdings or deductions for or on account of taxes to the extent that such withholdings or deductions would not be required if the Relevant Notes were listed on a recognized stock exchange within the meaning of section 1005 of the Income Tax Act 2007.

We plan to list the exchange notes on the NYSE, a recognized stock exchange for purposes of section 1005 of the Income Tax Act 2007. However, the original notes are not listed and we do not intend to list the original notes on any recognized stock exchange. Accordingly, any holder that does not tender its original notes for exchange notes may be subject to U.K. withholding tax. Prior to the completion of the exchange offer, holders of the original notes will be eligible to receive additional amounts. Certain types of taxes will not be entitled to payment of additional amounts. See Description of Exchange Notes and Guarantee Payment of Additional Amounts.

Risks Relating to the Exchange Offer

The consummation of the exchange offer may be delayed, which may in turn delay your ability to transfer the exchange notes.

We will exchange up to the aggregate principal amount of original notes for exchange notes that are tendered in compliance with, and pursuant to, the terms and conditions of the exchange offer described in this prospectus. Accordingly, holders participating in the exchange offer may have to wait longer than expected to receive their exchange notes, during which time those holders of original notes will not be able to effect transfers of their original notes tendered in the exchange offer. We may, however, waive these conditions at our sole discretion prior to the expiration date. See The Exchange Offer Conditions to the Exchange Offer.

Some noteholders may be required to comply with the registration and prospectus delivery requirements of the Securities Act.

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If you exchange your original notes in the exchange offer for the purpose of participating in a distribution of the exchange notes, you may be deemed to have received restricted securities and, if so, you will be required to comply with the registration and prospectus delivery requirements of the Securities Act in connection with any resale transaction. In addition, a broker-dealer that purchased original notes for its own account as part of market-making or trading activities must deliver a prospectus when it sells the exchange notes it receives in exchange for original notes in the exchange offer. Our obligation to keep the registration statement of which this prospectus forms a part effective is limited. Accordingly, we cannot guarantee that a current prospectus will be available at all times to broker-dealers wishing to resell their exchange notes.

Late deliveries of original notes or any other failure to comply with the exchange offer procedures could prevent a holder from exchanging its original notes.

Noteholders are responsible for complying with all exchange offer procedures. The issuance of exchange notes in exchange for original notes will only occur upon proper completion of the procedures described in this prospectus under The Exchange Offer. Therefore, holders of original notes who wish to exchange them for exchange notes should allow sufficient time for timely completion of the exchange procedure. Neither we nor the exchange agent are obligated to extend the exchange offer or notify you of any failure to follow the proper procedure.

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THE EXCHANGE OFFER

Purpose of the Exchange Offer

When we completed the initial issuance of original notes in connection with a private exchange offer on December 12, 2012 (the "initial settlement date"), we and the Guarantor entered into a registration rights agreement with the dealer managers of the private exchange offer (the "initial registration rights agreement"). In addition, when we completed the subsequent issuance of original notes in connection with the private offer on March 8, 2013, we and the Guarantor entered into a registration rights agreement with the initial purchasers in the private offer (the "subsequent registration rights agreement" and, together with the initial registration rights agreement, the "registration rights agreements"). Under the registration rights agreements, we and the Guarantor agreed to file a registration statement with the SEC relating to the exchange offer within 120 days of the initial settlement date of the original notes. We and the Guarantor also agreed to use our commercially reasonable efforts to cause the registration statement to become effective with the SEC within 180 days of the initial settlement date of the original notes (unless such registration statement is reviewed by the SEC, in which case within 240 days of the initial settlement date of the original notes) and to consummate this exchange offer within 60 days after the registration statement is declared effective. The registration rights agreements provide that we will be required to pay additional interest to the holders of the original notes if we fail to comply with such filing, effectiveness and offer consummation requirements. See "Registration Rights Agreements" below for more information on the additional interest we will owe if we do not complete the exchange offer within a specified timeline.

The exchange offer is not being made to holders of original notes in any jurisdiction where the exchange would not comply with the securities or blue sky laws of such jurisdiction. A copy of the initial registration rights agreement has been filed as an exhibit to the Current Report on Form 8-K we filed with the SEC on December 12, 2012, and is available from us upon request. A copy of the subsequent registration rights agreement has been filed as an exhibit to the Current Report on Form 8-K we filed with the SEC on March 8, 2013, and is available from us upon request. See "Where You Can Find More Information."

Each broker-dealer that receives exchange notes for its own account in exchange for original notes, where such original notes were acquired by such broker-dealer as a result of market-making or other trading activities, must acknowledge that it will deliver a prospectus in connection with any resale of such exchange notes. See "Plan of Distribution."

Terms of the Exchange Offer

Upon the terms and subject to the conditions described in this prospectus and in the accompanying letter of transmittal, which together constitute the exchange offer, we will accept for exchange original notes that are properly tendered before 5:00 p.m., New York City time, on the expiration date and not validly withdrawn as permitted below. We will issue a like principal amount of exchange notes in exchange for the principal amount of the corresponding original notes tendered under the exchange offer. As used in this prospectus, the term "expiration date" means May 13, 2013, which is the twenty-first business day of the offering period. However, if we have extended the period of time for which the exchange offer is open, the term "expiration date" means the latest date to which we extend the exchange offer.

As of the date of this prospectus, \$255,946,000 aggregate principal amount of the original notes is outstanding. The original notes were issued under the Indenture. This prospectus, together with the letter of transmittal, is first being sent on or about _____, 2013, to all holders of

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original notes known to us. Our obligation to accept original notes for exchange in the exchange offer is subject to the conditions described below under Conditions to the Exchange Offer. We reserve the right to extend the period of time during which the exchange offer is open. We may elect to extend the exchange offer period if less than 100% of the original notes are tendered or if any condition to consummation of the exchange offer has not been satisfied as of the expiration date and it is likely that such condition will be satisfied after such date. In addition, in the event of any material change in the exchange offer, we will extend the period of time during which the exchange offer is open if necessary so that at least five business days remain in the offering period following notice of the material change. In the event of such extension, and only in such event, we may delay acceptance for exchange of any original notes by giving oral or written notice of the extension to the holders of original notes as described below. During any extension period, all original notes previously tendered will remain subject to the exchange offer and may be accepted for exchange by us. Any original notes not accepted for exchange will be returned to the tendering holder promptly after the expiration or termination of the exchange offer.

Original notes tendered in the exchange offer must be in denominations of \$2,000 and any integral multiple of \$1,000 in excess thereof. No dissenter's rights of appraisal exist with respect to the exchange offer.

We reserve the right to amend or terminate the exchange offer, and not to accept for exchange any original notes not previously accepted for exchange, upon the occurrence of any of the conditions of the exchange offer specified below under Conditions to the Exchange Offer. We will give notice of any extension, amendment, non-acceptance or termination to the holders of the original notes

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as promptly as practicable. Such notice, in the case of any extension, will be issued by means of a press release or other public announcement no later than 9:00 a.m., New York City time, on the next business day after the previously scheduled expiration date.

Our acceptance of the tender of original notes by a tendering holder will form a binding agreement upon the terms and subject to the conditions provided in this prospectus and the accompanying letter of transmittal.

Procedures for Tendering

Except as described below, a tendering holder must, at or prior to 5:00 p.m., New York City time, on the expiration date:

- transmit a properly completed and duly executed letter of transmittal, including all other documents required by the letter of transmittal, to The Bank of New York Mellon Trust Company, N.A., as the exchange agent, at the address listed below under the heading Exchange Agent; or
- if original notes are tendered in accordance with the book-entry procedures described below, the tendering holder must transmit an agent's message to the exchange agent at the address listed below under the heading Exchange Agent.

In addition:

- the exchange agent must receive, at or before 5:00 p.m., New York City time, on the expiration date, certificates for the original notes, if any; or
- the exchange agent must receive a timely confirmation of book-entry transfer of the original notes into the exchange agent's account at The Depository Trust Company, or DTC, the book-entry transfer facility.

The term agent's message means a message, transmitted to DTC and received by the exchange agent and forming a part of a book-entry transfer, that states that DTC has received an express acknowledgment that the tendering holder agrees to be bound by the letter of transmittal and that we may enforce the letter of transmittal against this holder.

The method of delivery of original notes, letters of transmittal and all other required documents is at your election and risk. If the delivery is by mail, we recommend that you use registered mail, properly insured, with return receipt requested. In all cases, you should allow sufficient time

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to assure timely delivery. You should not send letters of transmittal or original notes to anyone other than the exchange agent.

If you are a beneficial owner whose original notes are registered in the name of a broker, dealer, commercial bank, trust company or other nominee, and wish to tender, you should promptly instruct the registered holder to tender on your behalf. Any registered holder that is a participant in DTC's book-entry transfer facility system may make book-entry delivery of the original notes by causing DTC to transfer the original notes into the exchange agent's account.

Signatures on a letter of transmittal or a notice of withdrawal must be guaranteed unless the original notes surrendered for exchange are tendered:

- by a registered holder of the original notes who has not completed the box entitled "Special Issuance Instructions" or "Special Delivery Instructions" on the letter of transmittal; or
- for the account of an eligible institution.

If signatures on a letter of transmittal or a notice of withdrawal are required to be guaranteed, the guarantees must be by an eligible institution. An eligible institution is a financial institution, including most banks, savings and loan associations and brokerage houses, that is a participant in the Securities Transfer Agents Medallion Program, the New York Stock Exchange Medallion Signature Program or the Stock Exchanges Medallion Program.

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We will reasonably determine all questions as to the validity, form and eligibility of original notes tendered for exchange and all questions concerning the timing of receipts and acceptance of tenders. These determinations will be final and binding.

We reserve the right to reject any particular original note not properly tendered, or any acceptance that might, in our judgment or our counsel's judgment, be unlawful. We also reserve the right to waive any defects or irregularities with respect to the form or procedures applicable to the tender of any particular original note prior to the expiration date. Unless waived, any defects or irregularities in connection with tenders of original notes must be cured prior to the expiration of the exchange offer. Neither we, the exchange agent nor any other person will be under any duty to give notification of any defect or irregularity in any tender of original notes. Nor will we, the exchange agent or any other person incur any liability for failing to give notification of any defect or irregularity.

If the letter of transmittal is signed by a person other than the registered holder of original notes, the letter of transmittal must be accompanied by a certificate of the original notes endorsed by the registered holder or written instrument of transfer or exchange in satisfactory form, duly executed by the registered holder, in either case with the signature guaranteed by an eligible institution. In addition, in either case, the original endorsement or the instrument of transfer must be signed exactly as the name of any registered holder appears on the original notes.

If the letter of transmittal or any original notes or powers of attorney are signed by trustees, executors, administrators, guardians, attorneys-in-fact, officers of corporations or others acting in a fiduciary or representative capacity, these persons should so indicate when signing. Unless waived by us, proper evidence satisfactory to us of their authority to so act must be submitted.

By signing or agreeing to be bound by the letter of transmittal, each tendering holder of original notes will represent, among other things:

- that it is not an affiliate of ours or if it is such an affiliate, such holder will comply with the registration and prospectus delivery requirements of the Securities Act to the extent applicable;
- the exchange notes will be acquired in the ordinary course of its business;
- at the time of the exchange offer, it has no arrangement with any person to participate in the distribution (within the meaning of the Securities Act) of the original notes or the exchange notes; and
- if such holder is a broker-dealer that will receive exchange notes for its own account in exchange for original notes that were acquired as a result of market making or other trading activities, that it will deliver a prospectus (or to the extent permitted by law, make available a prospectus to purchasers) in connection with any resale of such exchange notes.

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Each broker-dealer that receives exchange notes for its own account in exchange for original notes, where such original notes were acquired by such broker-dealer as a result of market-making or other trading activities, must acknowledge that it will deliver a prospectus in connection with any resale of such exchange notes. See Plan of Distribution.

Acceptance of Original Notes for Exchange; Delivery of Exchange Notes

Upon satisfaction of all of the conditions to the exchange offer, we will accept, promptly after the expiration date, all original notes properly tendered. We will issue the exchange notes promptly after the expiration of the exchange offer and acceptance of the original notes. See

Conditions to the Exchange Offer below. For purposes of the exchange offer, we will be deemed to have accepted properly tendered original notes for exchange when, as and if we have given notice of such acceptance to the exchange agent.

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For each original note accepted for exchange, the holder of the original note will receive an exchange note having a principal amount equal to that of the surrendered original note. Since no interest has been paid on the original notes, holders of exchange notes will receive interest accruing from December 12, 2012. Original notes accepted for exchange will cease to accrue interest from and after the date of completion of the exchange offer. Holders of original notes whose original notes are accepted for exchange will not receive any payment for accrued interest on the original notes otherwise payable on any interest payment date, the record date for which occurs on or after completion of the exchange offer and will be deemed to have waived their rights to receive the accrued interest on the original notes.

In all cases, issuance of exchange notes for original notes will be made only after timely receipt by the exchange agent of:

- certificates for the original notes, or a timely book-entry confirmation of the original notes into the exchange agent's account at the book-entry transfer facility;
- a properly completed and duly executed letter of transmittal or a transmitted agent's message; and
- all other required documents.

Unaccepted or non-exchanged original notes will be returned without expense to the tendering holder of the original notes promptly after the expiration of the exchange offer. In the case of original notes tendered by book-entry transfer in accordance with the book-entry procedures described below, the non-exchanged original notes will be returned or recredited promptly after the expiration of the exchange offer.

Book-Entry Transfer

The exchange agent will make a request to establish an account for the original notes at DTC for purposes of the exchange offer within two business days after the date of this prospectus. Any financial institution that is a participant in DTC's systems must make book-entry delivery of original notes by causing DTC to transfer those original notes into the exchange agent's account at DTC in accordance with DTC's procedure for transfer. This participant should transmit its acceptance to DTC at or prior to 5:00 p.m., New York City time, on the expiration date. DTC will verify this acceptance, execute a book-entry transfer of the tendered original notes into the exchange agent's account at DTC and then send to the exchange agent confirmation of this book-entry transfer. The confirmation of this book-entry transfer will include an agent's message confirming that DTC has received an express acknowledgment from this participant that this participant has received and agrees to be bound by the letter of transmittal and that we may enforce the letter of transmittal against this participant. Delivery of exchange notes issued in the exchange offer may be effected through book-entry transfer at DTC. However, the letter of transmittal or facsimile of it or an agent's message, with any required signature guarantees and any other required documents, must be transmitted to and received by the exchange agent at the address listed below under Exchange Agent at or prior to 5:00 p.m., New York City time, on the expiration date.

Exchanging Book-Entry Notes

The exchange agent and the book-entry transfer facility have confirmed that any financial institution that is a participant in the book-entry transfer facility may utilize the book-entry transfer facility's Automated Tender Offer Program, or ATOP, procedures to tender original notes. Any participant in the book-entry transfer facility may make book-entry delivery of original notes by causing the book-entry transfer facility to transfer such original notes into the exchange agent's account in accordance with the book-entry transfer facility's ATOP procedures for transfer. However, the exchange for the original notes so tendered will only be made after a book-entry confirmation of the book-entry transfer of original notes into the exchange agent's account, and timely receipt by the exchange agent of an agent's message and any other documents required by the letter of transmittal. The term "agent's message" means a message, transmitted by the book-entry transfer facility and received by the exchange agent and forming part of a book-entry confirmation, which states that the book-entry transfer facility has received an express acknowledgment from a participant tendering original notes that are the subject of such book-entry confirmation that such participant has received and agrees to be bound by the terms of the letter of transmittal, and that we may enforce such agreement against such participant.

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Withdrawal Rights

For a withdrawal to be effective, the exchange agent must receive a written notice of withdrawal at the address or, in the case of eligible institutions, at the facsimile number, indicated below under Exchange Agent before 5:00 p.m., New York City time, on the expiration date. Any notice of withdrawal must:

- specify the name of the person, referred to as the depositor, having tendered the original notes to be withdrawn;
- identify the original notes to be withdrawn, including the certificate number or numbers and principal amount of the original notes;
- in the case of original notes tendered by book-entry transfer, specify the number of the account at the book-entry transfer facility from which the original notes were tendered and specify the name and number of the account at the book-entry transfer facility to be credited with the withdrawn original notes and otherwise comply with the procedures of such facility;
- contain a statement that the holder is withdrawing his election to have the original notes exchanged;
- be signed by the holder in the same manner as the original signature on the letter of transmittal by which the original notes were tendered, including any required signature guarantees, or be accompanied by documents of transfer to have the Trustee with respect to the original notes register the transfer of the original notes in the name of the person withdrawing the tender; and
- specify the name in which the original notes are registered, if different from that of the depositor.

If certificates for original notes have been delivered or otherwise identified to the exchange agent, then, prior to the release of these certificates, the withdrawing holder must also submit the serial numbers of the particular certificates to be withdrawn and signed notice of withdrawal with signatures guaranteed by an eligible institution unless this holder is an eligible institution. We will determine all questions as to the validity, form and eligibility, including time of receipt, of notices of withdrawal. Any original notes so withdrawn will be deemed not to have been validly tendered for exchange. No exchange notes will be issued unless the original notes so withdrawn are validly re-tendered. Any original notes that have been tendered for exchange, but which are not exchanged for any reason, will be returned to the tendering holder without cost to the holder promptly after the expiration of the exchange offer. In the case of original notes tendered by book-entry transfer, the original notes will be credited to an account maintained with the book-entry transfer facility for the original notes promptly after the expiration of the exchange offer. Properly withdrawn original notes may be re-tendered by following the procedures described under Procedures for Tendering above at any time on or before 5:00 p.m., New York City time, on the expiration date.

Conditions to the Exchange Offer

Notwithstanding any other provision of the exchange offer, we shall not be required to accept for exchange, or to issue exchange notes in exchange for, any original notes, and may terminate or amend the exchange offer, if at any time prior to 5:00 p.m., New York City time, on the expiration date any of the following events occurs:

- there is threatened, instituted or pending any action or proceeding before, or any injunction, order or decree issued by, any court or governmental agency or other governmental regulatory or administrative agency or commission that might materially impair our ability to proceed with the exchange offer; or
- the exchange offer or the making of any exchange by a holder of original notes would violate applicable law or any applicable interpretation of the staff of the SEC.

In addition, we will not accept for exchange any original notes tendered, and no exchange notes will be issued in exchange for any original notes, if any stop order is threatened by the SEC or in effect relating to the registration statement of which this prospectus constitutes a part or the qualification of the Indenture under the Trust Indenture Act of 1939, as amended. We are required to make every reasonable effort to obtain the withdrawal of any order suspending the effectiveness of a registration statement at the earliest possible moment.

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Exchange Agent

We have appointed The Bank of New York Mellon Trust Company, N.A. as the exchange agent for the exchange offer. You should direct all executed letters of transmittal to the exchange agent at the address indicated below. You should direct questions and requests for assistance, requests for additional copies of this prospectus or of the letter of transmittal to the exchange agent addressed as follows:

By Mail, By Hand and Overnight Courier:

The Bank of New York Mellon Trust Company, N.A.
c/o The Bank of New York Mellon Corporation
Corporate Trust Operations Reorganization Unit
111 Sanders Creek Parkway
East Syracuse, New York 13059
Attn: Dacia Brown-Jones

By Facsimile (for eligible institutions only)
732-667-9408

Confirmation Call
315-414-3349

All other questions should be addressed to: Aon plc, 8 Devonshire Square, London, England EC2M 4PL, Attention: Company Secretary. If you deliver the letter of transmittal to an address other than any address indicated above or transmit instructions via facsimile other than to any facsimile number indicated above, then your delivery or transmission will not constitute a valid delivery of the letter of transmittal.

Fees and Expenses

We will not make any payment to brokers, dealers or others soliciting acceptances of the exchange offer. We have agreed to pay all expenses incident to the exchange offer (including the expenses of one counsel for the holders of the original notes and the exchange notes) other than commissions or concessions of any brokers or dealers and will indemnify the holders of the original notes and the exchange notes (including any broker-dealers) against certain liabilities, including liabilities under the Securities Act. The cash expenses to be incurred in connection with the exchange offer, including out-of-pocket expenses for the exchange agent, will be paid by us.

Transfer Taxes

We will pay any transfer taxes in connection with the tender of original notes in the exchange offer unless you instruct us to register exchange notes in the name of, or request that original notes not tendered or not accepted in the exchange offer be returned to, a person other than the registered tendering holder. In those cases, you will be responsible for the payment of any applicable transfer taxes.

Consequences of Exchanging or Failing to Exchange the Original Notes

Holders of original notes who do not exchange their original notes for exchange notes under this exchange offer will remain subject to the restrictions on transfer of such original notes as set forth in the legend printed on the original notes as a consequence of the issuance of the original notes pursuant to exemptions from, or in transactions

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not subject to, the registration requirements of the Securities Act and applicable state securities laws. In general, you may not offer or sell the original notes unless they are registered under the Securities Act, or if the offer or sale is exempt from registration under the Securities Act and applicable state securities laws. Except as required by the registration rights agreement, we do not intend to register resales of the original notes under the Securities Act.

Under existing interpretations of the Securities Act by the SEC's staff contained in several no-action letters to third parties, and subject to the immediately following sentence, we believe that the exchange notes would generally be freely transferable by holders after the exchange offer without further registration under the Securities Act, subject to certain representations required to be made by each holder of exchange notes, as set forth below. However, any purchaser of exchange notes who is one of our affiliates (as defined in Rule 405 under the Securities Act) or who intends to participate in the exchange offer for the purpose of distributing the exchange notes:

- will not be able to rely on the interpretation of the SEC's staff;
- will not be able to tender its original notes in the exchange offer; and
- must comply with the registration and prospectus delivery requirements of the Securities Act in connection with any sale or transfer of the notes unless such sale or transfer is made pursuant to an exemption from such requirements. See Plan of Distribution.

We do not intend to seek our own interpretation regarding the exchange offer and there can be no assurance that the SEC's staff would make a similar determination with respect to the exchange notes as it has in other interpretations to other parties, although we have no reason to believe otherwise.

Registration Rights Agreements

The following description is a summary of the material provisions of the registration rights agreements. It does not restate those agreements in their entirety. We urge you to read each registration rights agreement in its entirety because it, and not this description, defines your registration rights as holders of the original notes. A copy of the initial registration rights agreement has been filed as an exhibit to the Current Report on Form 8-K we filed with the SEC on December 12, 2012 and is available from us upon request. A copy of the subsequent registration rights agreement has been filed as an exhibit to the Current Report on Form 8-K we filed with the SEC on March 8, 2013, and is available from us upon request. See Where You Can Find More Information.

On December 12, 2012, we and the Guarantor entered into the initial registration rights agreement with the dealer managers of the private exchange offers. In addition, when we completed the subsequent issuance of the original notes in connection with the private offer on March 8, 2013, we and the Guarantor entered into the subsequent registration rights agreement with the initial purchasers in the private offer. Pursuant to the registration rights agreements, we and the Guarantor agreed to conduct a registered exchange offer (the Registered Exchange Offer), whereby holders of original notes could exchange their original notes for a like aggregate principal amount of substantially identical exchange

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notes. We and the Guarantor agreed to file with the SEC a registration statement (the Exchange Offer Registration Statement), with respect to the exchange notes. Upon the effectiveness of this Exchange Offer Registration Statement, we and the Guarantor will offer to the holders of the original notes pursuant to the Registered Exchange Offer who are able to make certain representations the opportunity to exchange their original notes for exchange notes.

If, with respect to the Registered Exchange Offer, either: (1) we and the Guarantor are not permitted to consummate the exchange offer because the exchange offer is not permitted by applicable law or SEC regulations or interpretations; (2) the Registered Exchange Offer is not consummated within 60 days following the effectiveness of the Exchange Offer Registration Statement; or (3) any holder of original notes notifies us or the Guarantor that it is not eligible to participate in the exchange; then we and the Guarantor will file with the SEC a Shelf Registration Statement (as defined in the registration rights agreement) to cover resales of the original notes by the holders of the original notes who satisfy certain conditions relating to the provision of information in connection with the Shelf Registration Statement.

We and the Guarantor agreed to use our commercially reasonable efforts (1) to file an Exchange Offer Registration Statement with the SEC within 120 days of the initial settlement date of the original notes; (2) to use commercially reasonable efforts to have the Exchange Offer Registration Statement declared effective by the SEC on or prior to 180 days after the initial settlement date of the original notes (unless the Exchange Offer Registration Statement is reviewed by the SEC, in which case within 240 days of the initial settlement date of the original notes); (3) to keep the Exchange Offer Registration Statement effective for not less than 30 days; and (4) to cause the Registered Exchange Offer to be consummated not later than 60 days following the effectiveness of the Exchange Offer Registration Statement

If obligated to file the Shelf Registration Statement, we and the Guarantor will (1) file the Shelf Registration Statement with the SEC on or prior to 60 days after such filing obligation arises or, if later, 120 days after the initial settlement date of the original notes; (2) use commercially reasonable efforts to cause the Shelf Registration Statement to become effective under the Securities Act no later

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than 120 days after such obligation arises (unless the Shelf Registration Statement is reviewed by the SEC, in which case not later than 180 days after such obligation arises); and (3) use our commercially reasonable efforts to keep the shelf registration statement effective until the earlier of the first anniversary of the effective date of the shelf registration statement and the date all of the original notes covered by the shelf registration statement have either been sold as contemplated in the shelf registration statement or otherwise cease to be Transfer Restricted Securities within the meaning of the registration rights agreement, provided, however, that we and the Guarantor may fail to keep the shelf registration statement effective and usable for offers and sales of original notes for specified periods under certain circumstances.

We will pay additional interest to each holder of the original notes if: (1) the Exchange Offer Registration Statement is not filed with the SEC on or before the date specified for such filing; (2) the Exchange Offer Registration Statement is not declared effective by the SEC on or prior to the date specified for such effectiveness (the Effectiveness Target Date); (3) we fail to consummate the exchange offer within 240 days of the initial settlement date of the original notes (unless the Exchange Offer Registration Statement is reviewed by the SEC, in which case the 300th calendar day following the initial settlement date of the original notes); (4) if required, the Shelf Registration Statement is not declared effective on or prior to the date specified for such effectiveness; and (5) the Shelf Registration Statement or the Exchange Offer Registration Statement is declared effective or becomes effective but thereafter ceases to be effective or usable for its intended purpose under the circumstances set forth in the registration rights agreement (each such event referred to in clauses (1) through (5) above, a Registration Default).

With respect to the first 90-day period immediately following the occurrence of the first Registration Default, additional interest will be paid in an amount equal to 0.25% per annum of the principal amount of the applicable original notes. The amount of the additional interest will increase by an additional 0.25% per annum with respect to each subsequent 90-day period until all Registration Defaults have been cured, up to a maximum amount of additional interest for all Registration Defaults of 0.50% per annum of the principal amount of the applicable original notes.

All accrued additional interest will be paid by us on the next scheduled interest payment date to DTC or its nominee by wire transfer of immediately available funds or by federal funds check and to holders of definitive original notes by wire transfer to the accounts specified by them or by mailing checks to their registered addresses if no such accounts have been specified. Following the cure of all Registration Defaults, the accrual of additional interest will cease.

Holders of the original notes will be required to make certain representations to us in order to participate in the exchange offer and will be required to deliver certain information to be used in connection with the Shelf Registration Statement in order to have their original notes included in the Shelf Registration Statement and benefit from the provisions regarding additional interest set forth above. By including the original notes in the Shelf Registration Statement, a holder will be deemed to have agreed to indemnify us against certain losses arising out of information furnished by such holder in writing for inclusion in any Shelf Registration Statement. Holders of original notes will also be required to suspend their use of the prospectus included in the Shelf Registration Statement under certain circumstances upon receipt of written notice to that effect from us.

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USE OF PROCEEDS

We will not receive any proceeds from the exchange offer. In consideration for issuing exchange notes, we will receive in exchange original notes of like principal amount. The original notes surrendered in exchange for exchange notes will be retired and canceled.

RATIO OF EARNINGS TO FIXED CHARGES

Our ratios of earnings to fixed charges for each of the periods indicated are as follows:

	For the Year Ended December 31,				
	2012	2011	2010	2009	2008
Ratio of Earnings to Fixed Charges	6.0	5.6	5.6	6.5	6.1

For these ratios, earnings consist of income from continuing operations before provision for income taxes and noncontrolling interest, less the earnings from unconsolidated entities under the equity method of accounting, and fixed charges. Fixed charges include interest expense and that portion of rental expense we deem to represent interest.

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DESCRIPTION OF EXCHANGE NOTES AND GUARANTEE

The following summary sets forth certain terms and provisions of the exchange notes, the guarantee to be issued by Aon Corporation in relation thereto and the Indenture (as defined herein), and does not purport to be complete and is subject to, and is qualified in its entirety by reference to, the terms and provisions of the exchange notes and the Indenture, including the definitions therein, copies of which are available for inspection at the office of the Trustee (as defined herein) at 2 N. LaSalle Street, Suite 1020, Chicago, Illinois 60602. Capitalized terms not otherwise defined herein shall have the meanings given to them in the exchange notes, the guarantee and the Indenture. Because the following is only a summary, it does not contain all of the information that you may find useful in evaluating an investment in the exchange notes. We urge you to read the Indenture and the exchange notes because they, and not this description, define your rights as holders thereof. For purposes of this section, exchange notes and notes will be used interchangeably.

General

We will issue the notes under the Indenture. We refer to the Indenture, as supplemented by or pursuant to any supplemental indenture or board resolution and the officer's certificate establishing the terms of the notes pursuant to Section 2.01 of the Indenture, as the Indenture.

In this section, we, us, our and similar words refer to Aon plc and not any of our subsidiaries, including Aon Corporation.

The Indenture is by its terms subject to and governed by the Trust Indenture Act of 1939, as amended. You may obtain a copy of the Indenture and the form of the notes from the Trustee upon request, as set forth under [Where You Can Find More Information](#) above.

The Notes

The aggregate principal amount of debt securities issuable under the Indenture is unlimited. We may from time to time, without notice to or consent of the holders of the notes, issue additional notes with the same terms as the notes, and such additional notes shall be consolidated with the existing notes and form a single series with any notes outstanding at such time, though such additional notes may not be fungible with the existing notes for U.S. federal income tax purposes, in which case such additional notes shall have a different CUSIP number. The notes to be issued in this offering will form their own series of notes for voting purposes and will not be part of the same class or series of any other notes previously issued by us. References herein to the notes shall include the notes and any further notes issued as described in this paragraph. We may purchase notes at any price in the open market or otherwise. Notes so purchased by us may, at our discretion, be held or resold or surrendered to the Trustee for cancellation.

The notes do not have the benefit of a sinking fund.

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The notes will be issued only in fully registered form, without interest coupons, in denominations of \$2,000 and integral multiples of \$1,000 in excess thereof. The notes will be issued in the form of one or more global notes deposited with a custodian for and registered in the name of a nominee of DTC, but in certain circumstances, may be represented by notes in certificated form. The notes are not issuable in bearer form.

Interest

The notes will bear interest at a rate of 4.250% per annum, and will mature on December 12, 2042, unless redeemed prior to maturity as contemplated below. The notes will accrue interest on their stated principal amount from and including the most recent interest payment date to which interest has been paid or duly provided for on the original notes or, if no interest has been paid, from December 12, 2012. Accrued and unpaid interest on the notes will be payable semi-annually in arrears on June 12 and December 12 of each year, commencing on June 12, 2013. We will pay interest to the persons who are registered holders at the close of business on the June 1 and December 1, as the case may be, immediately preceding each interest payment date (whether or not a business day). The term *business day* shall mean, with respect to any note, a day (other than a Saturday or Sunday) that in the City of Chicago and the Borough of Manhattan, The City of New York, is neither a legal holiday nor a day on which banking institutions are authorized or required by law, regulation or executive order to close.

If any date on which interest, principal or premium is payable on the notes is not a business day, then payment of such amounts payable on such date instead will be made on the next succeeding day that is a business day (without any interest or other payment in respect of any such delay) with the same force and effect as if made on such interest payment date, redemption date or maturity date, as the case may be.

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Ranking

The notes:

- will be our general unsecured obligations;
- will be effectively subordinated to all of our existing and future secured indebtedness to the extent of the assets securing such indebtedness;
- will be structurally subordinated to the existing and future claims of creditors of our subsidiaries (other than, by virtue of the guarantee, Aon Corporation);
- will rank equally in right of payment with our existing and future unsecured and unsubordinated indebtedness; and
- will be senior in right of payment to any of our existing and future subordinated indebtedness.

Aon Corporation will guarantee the notes. The Aon Corporation guarantee will be a general unsecured and unsubordinated obligation of Aon Corporation and will rank equally in right of payment with Aon Corporation's other unsecured and unsubordinated obligations.

As noted above, the notes will be structurally subordinated to all of our subsidiaries (other than, by virtue of the guarantee, Aon Corporation) existing and future obligations. In addition, the guarantee will be effectively subordinated to all of Aon Corporation's existing and future secured indebtedness to the extent of the assets securing such indebtedness and structurally subordinated to all of Aon Corporation's subsidiaries' existing and future obligations. See Risk Factors. The exchange notes will be effectively subordinated to all of our existing and future secured debt and to the existing and future debt of our subsidiaries (other than, by virtue of the guarantee, Aon Corporation), and the guarantee will be effectively subordinated to all of Aon Corporation's existing and future secured debt and to the existing and future debt of Aon Corporation's subsidiaries. As of December 31, 2012, Aon plc had no secured indebtedness for borrowed money, and Aon plc's subsidiaries other than Aon Corporation had approximately \$5.7 billion of outstanding indebtedness and other liabilities, including trade payables, pension and other post employment liabilities, other current liabilities and non-current liabilities, but excluding intercompany liabilities and fiduciary liabilities, or approximately 55% of Aon plc's total consolidated liabilities. As of December 31, 2012, Aon Corporation (excluding subsidiaries) had no secured indebtedness for borrowed money and had approximately \$4.6 billion of outstanding indebtedness and other liabilities, including trade payables, pension and other post employment liabilities, other current liabilities and non-current liabilities, but excluding intercompany liabilities and fiduciary liabilities. As of December 31, 2012, Aon Corporation's subsidiaries had no secured indebtedness for borrowed money and had approximately \$5.0 billion of outstanding indebtedness and other liabilities, including trade payables, pension and other post employment liabilities, other current liabilities and non-current liabilities, but excluding intercompany liabilities and fiduciary liabilities, or approximately 52% of Aon Corporation's (together with its subsidiaries) total consolidated liabilities.

Maturity

Unless earlier redeemed or repurchased, the notes will mature and be payable at par on December 12, 2042.

Optional Redemption of the Notes by the Company

We may redeem the notes, in whole or in part, at our option at any time at a make-whole redemption price equal to the greater of:

- 100% of the principal amount of the notes to be redeemed, and
- the sum of the present values of the remaining scheduled payments of principal and interest on the notes to be redeemed (not including any portion of such payments of interest accrued to the date of redemption), discounted to the date of redemption on a semi-annual basis (assuming, a 360-day year consisting of twelve 30-day months) at the Treasury Rate (as defined below), plus 25 basis points;

plus, in each case, accrued and unpaid interest on the principal amount being redeemed to the redemption date. Notwithstanding the foregoing, installments of interest on notes being redeemed that are due and payable on interest payment dates falling on or prior to a redemption date will be payable on the interest payment date to the registered holders as of the close of business on the relevant record date according to the notes and the Indenture.