

Aon plc  
Form 8-K  
May 27, 2014

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

---

**FORM 8-K**

---

**CURRENT REPORT  
Pursuant To Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **May 20, 2014**

---

**Aon plc**

(Exact name of registrant as specified in its Charter)

---

**England and Wales**  
(State or other jurisdiction  
of incorporation)

**1-7933**  
(Commission File Number)

**98-1030901**  
(I.R.S. Employer  
Identification No.)

**8 Devonshire Square, London, England**  
(Address of Principal Executive Offices)

**EC2M 4PL**  
(Zip Code)

Registrant's telephone number, including area code: **+44 20 7623 5500**

## Edgar Filing: Aon plc - Form 8-K

### **Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

**Item 8.01 Other Events**

On May 20, 2014, Aon plc (the **Company**) and Aon Corporation (the **Guarantor**) entered into an Underwriting Agreement (the **Underwriting Agreement**) with Citigroup Global Markets Inc., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Morgan Stanley & Co. LLC, as Representatives of the several Underwriters named therein, with respect to the offering and sale by the Company of \$250,000,000 aggregate principal amount of its 3.500% Senior Notes due 2024 and \$550,000,000 aggregate principal amount of its 4.600% Senior Notes due 2044 (collectively, the **Notes**), under the Registration Statement on Form S-3 (Registration No. 333-183686). The Guarantor will provide a full and unconditional guarantee of the Notes pursuant to the Indenture (as defined below) (the **Guarantee**, and together with the Notes, the **Securities**). The Securities will be issued pursuant to an Indenture, dated as of May 24, 2013, among the Company, the Guarantor and The Bank of New York Mellon Trust Company, N.A., as trustee (the **Indenture**).

The net proceeds from the sale of the Securities after deducting the underwriting discounts and estimated offering expenses payable by us, are expected to be approximately \$790.3 million. We intend to use the net proceeds from this offering for general corporate purposes.

The Underwriting Agreement is filed as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated herein by reference. The Indenture (including the Guarantee) was filed as Exhibit 4.1 to a Current Report on Form 8-K on May 24, 2013 and is incorporated herein by reference. The form of notes for the Notes is filed as Exhibit 4.2 and 4.3 to this Current Report filed by Aon plc on Form 8-K and is incorporated herein by reference.

In connection with the issuance of the Securities, Latham & Watkins LLP is filing the legal opinions attached to this Current Report on Form 8-K as Exhibits 5.1 and 5.2, respectively.

**Item 9.01. Financial Statements and Exhibits.**

Exhibit No.	Description
1.1	Underwriting Agreement, dated as of May 20, 2014, by and among the Company, the Guarantor and Citigroup Global Markets Inc., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Morgan Stanley & Co. LLC, as Representatives of the several Underwriters named therein.
4.1	Indenture, dated as of May 24, 2013, among Aon plc, Aon Corporation and The Bank of New York Mellon Trust Company, N.A., as trustee (including the guarantee) (incorporated by reference to Exhibit 4.1 of the Current Report on Form 8-K filed by Aon plc on May 24, 2013).
4.2	Form of 3.500% Senior Note due 2024.
4.3	Form of 4.600% Senior Note due 2044.
5.1	Opinion of Latham & Watkins LLP relating to the Securities.
5.2	Opinion of Latham & Watkins (London) LLP relating to the Notes.
23.1	Consent of Latham & Watkins LLP (included in Exhibit 5.1).

Edgar Filing: Aon plc - Form 8-K

23.2 Consent of Latham & Watkins (London) LLP (included in Exhibit 5.2).

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: May 27, 2014

**Aon plc**

By:	/s/ Peter Lieb	
	Name:	Peter Lieb
	Title:	Executive Vice President, General Counsel and Company Secretary

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated as of May 20, 2014, by and among the Company, the Guarantor and Citigroup Global Markets Inc., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Morgan Stanley & Co. LLC, as Representatives of the several Underwriters named therein.
4.1	Indenture, dated as of May 24, 2013, among Aon plc, Aon Corporation and The Bank of New York Mellon Trust Company, N.A., as trustee (including the guarantee) (incorporated by reference to Exhibit 4.1 of the Current Report on Form 8-K filed by Aon plc on May 24, 2013).
4.2	Form of 3.500% Senior Note due 2024.
4.3	Form of 4.600% Senior Note due 2044.
5.1	Opinion of Latham & Watkins LLP relating to the Securities.
5.2	Opinion of Latham & Watkins (London) LLP relating to the Notes.
23.1	Consent of Latham & Watkins LLP (included in Exhibit 5.1).
23.2	Consent of Latham & Watkins (London) LLP (included in Exhibit 5.2).