

Aon plc
Form 8-K
August 18, 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): **August 12, 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**

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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))
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Item 8.01 Other Events

On August 12, 2014, Aon plc (the **Company**) and Aon Corporation (the **Guarantor**) entered into an Underwriting Agreement (the **Underwriting Agreement**) with Merrill Lynch, Pierce, Fenner & Smith Incorporated, Credit Suisse Securities (USA) LLC, Goldman, Sachs & Co. and Wells Fargo Securities, LLC, as Representatives of the several Underwriters named therein, with respect to the offering and sale by the Company of \$350,000,000 aggregate principal amount of its 3.500% Senior Notes due 2024 (the **Notes**), constituting a further issuance of the \$250,000,000 aggregate principal amount of 3.500% Senior Notes due 2024 issued on May 28, 2014 and forming a single series of debt securities, under the Registration Statement on Form S-3 (Registration Nos. 333-183686 and 333-183686-01). 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 \$344.5 million (excluding accrued interest payable). 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 note for the Notes was filed as Exhibit 4.2 to a Current Report on form 8-K on May 27, 2014 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 August 12, 2014, by and among the Company, the Guarantor and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Credit Suisse Securities (USA) LLC, Goldman, Sachs & Co. and Wells Fargo Securities, 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 (incorporated by reference to Exhibit 4.2 of the Current Report on Form 8-K filed by Aon plc on May 27, 2014). |
| 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). |

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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: August 18, 2014

Aon plc

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

EXHIBIT INDEX

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