

Aon plc  
Form 8-K  
December 03, 2018

**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): December 3, 2018**

**Aon plc**

**(Exact name of registrant as specified in Charter)**

**England and Wales**  
**(State or other jurisdiction**

**of incorporation)**

**122 Leadenhall Street, London, England**

**1-7933**  
**(Commission**

**File Number)**

**98-1030901**  
**(IRS Employer**

**Identification No.)**

**EC3V 4AN**

(Address of principal executive offices) (Zip Code)  
Registrant's telephone number, including area code: +44 20 7623 5500

Former name or former address, if changed since last report: Not Applicable

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 8.01: Other Events.**

On November 29, 2018, Aon Corporation (the Company ) and Aon plc (the Guarantor ) entered into an Underwriting Agreement (the Underwriting Agreement ) with J.P. Morgan Securities LLC, Morgan Stanley & Co. LLC and HSBC Securities (USA) Inc., 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 4.500% Senior Notes due 2028 (the Notes ), under the Registration Statement on Form S-3 (Registration Nos. 333-227514-01 and 333-227514). 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 December 3, 2018, 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 the Company, are expected to be approximately \$346 million. The Company intends to use the net proceeds of the offering to pay down a portion of outstanding commercial paper and 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) is filed as Exhibit 4.1 to this Current Report on Form 8-K and is incorporated herein by reference. The form of notes for the Notes is filed as Exhibit 4.2 to this Current Report 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.**

(d) Exhibits.

**Exhibit**

| No.  | Document Description   |
|------|--|
| 1.1  | <u>Underwriting Agreement, dated as of November 29, 2018, by and among the Company, the Guarantor and J.P. Morgan Securities LLC, Morgan Stanley &amp; Co. LLC and HSBC Securities (USA) Inc., as Representatives of the several Underwriters named therein.</u> |
| 4.1  | <u>Indenture, dated as of December 3, 2018, among the Company, the Guarantor and The Bank of New York Mellon Trust Company, N.A., as trustee (including the guarantee).</u>  |
| 4.2  | <u>Form of 4.500% Senior Note due 2028.</u>  |
| 5.1  | <u>Opinion of Latham &amp; Watkins LLP relating to the Securities.</u>   |
| 5.2  | <u>Opinion of Latham &amp; Watkins (London) LLP relating to the Notes.</u>   |
| 23.1 | <u>Consent of Latham &amp; Watkins LLP (included in Exhibit 5.1).</u>  |
| 23.2 | <u>Consent of Latham &amp; Watkins (London) LLP (included in Exhibit 5.2).</u>   |

SIGNATURES

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.

**Aon Corporation**

Date: December 3, 2018

By: /s/ Paul Hagy

Name: Paul Hagy

Title: Senior Vice President and Treasurer