

Aon plc  
Form 8-K  
December 13, 2012

**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 12, 2012**

---

**Aon plc**

(Exact name of registrant as specified in its charter)

---

Commission File Number: **1-7933**

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

**98-1030901**  
(IRS Employer  
Identification No.)

Edgar Filing: Aon plc - Form 8-K

8 Devonshire Square, London, England EC2M4PL

(Address of principal executive offices, including zip code)

+44 20 7623 5500

(Registrant's telephone number, including area code)

N/A

(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:

- 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 1.01. Entry into a Material Definitive Agreement.**

See description under Item 2.03.

**Item 2.03. Creation of a Direct Financial Obligation of a Registrant.**

On December 12, 2012, Aon plc (the Registrant) issued \$165,946,000 aggregate principal amount of 4.250% Notes Due 2042 (the New Notes) in connection with the expiration of the previously announced exchange offer of Aon Corporation's outstanding junior subordinated debentures (the Exchange Offer). The New Notes were issued pursuant to an Indenture (the Indenture), dated as of December 12, 2012, between the Registrant, Aon Corporation and The Bank of New York Mellon Trust Company, N.A., as trustee. The Indenture, form of Rule 144A Global Note and the form of Regulation S Global Note are attached hereto as Exhibits 4.1, 4.2 and 4.3, respectively, and are incorporated herein by reference.

In connection with the issuance of the New Notes, the Registrant and Aon Corporation entered into a Registration Rights Agreement (the Registration Rights Agreement) with the dealer managers named therein, dated December 12, 2012, which will give holders of the New Notes certain exchange and registration rights with respect to the New Notes. A copy of the Registration Rights Agreement is attached hereto as Exhibit 4.4 and is incorporated herein by reference.

**Item 8.01. Other Events.**

On December 12, 2012, Aon plc issued a press release announcing the final results of its Exchange Offer. The press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

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

**(d) Exhibits**

<b>Exhibit No.</b>	<b>Description</b>
4.1	Indenture, dated as of December 12, 2012
4.2	Form of 4.250% Rule 144A Global Note Due 2042
4.3	Form of 4.250% Regulation S Global Note Due 2042
4.4	Registration Rights Agreement, dated December 12, 2012

Edgar Filing: Aon plc - Form 8-K

99.1

Press Release issued by Aon plc on December 12, 2012

**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 hereunto duly authorized.

**AON plc**

Dated: December 12, 2012

By: /s/ Ram Padmanabhan  
Name: Ram Padmanabhan  
Title: Vice President, Chief Counsel Corporate  
and Company Secretary

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
4.1	Indenture, dated as of December 12, 2012
4.2	Form of 4.250% Rule 144A Global Note Due 2042
4.3	Form of 4.250% Regulation S Global Note Due 2042
4.4	Registration Rights Agreement, dated December 12, 2012
99.1	Press Release issued by Aon plc on December 12, 2012