

Aon plc
Form 8-K
May 02, 2019

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 2, 2019 (April 30, 2019)

Aon plc

(Exact name of registrant as specified in Charter)

England and Wales
(State or other jurisdiction

of incorporation)

1-7933
(Commission

File Number)

98-1030901
(IRS Employer

Identification No.)

EC3V 4AN

**122 Leadenhall Street, London,
England
(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.

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol	Name of Each Exchange on Which Registered
Class A Ordinary Shares, \$0.01 nominal value	AON	New York Stock Exchange

Item 8.01: Other Events.

On April 30, 2019, Aon Corporation (the Company) and Aon plc (the Guarantor) entered into an Underwriting Agreement (the Underwriting Agreement) with Citigroup Global Markets Inc., Barclays Capital Inc. and Credit Suisse Securities (USA) LLC, as Representatives of the several Underwriters named therein, with respect to the offering and sale by the Company of \$750,000,000 aggregate principal amount of its 3.750% Senior Notes due 2029 (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 \$743 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 is filed as Exhibit 4.1 to this Current Report on Form 8-K and is incorporated herein by reference. The form of notes (including the Guarantee) 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 April 30, 2019, by and among the Company, the Guarantor and Citigroup Global Markets Inc., Barclays Capital Inc. and Credit Suisse Securities (USA) LLC, as Representatives of the several Underwriters named therein.</u>
4.1	<u>Indenture, dated as of December 3, 2019, among the Company, the Guarantor and The Bank of New York Mellon Trust Company, N.A., as trustee (incorporated by reference to Exhibit 4.1 to Aon plc's Current Report on Form 8-K filed on December 3, 2018).</u>
4.2	<u>Form of 3.750% Senior Note due 2029 (including the guarantee).</u>
5.1	<u>Opinion of Latham & Watkins LLP relating to the Securities.</u>
5.2	<u>Opinion of Latham & Watkins (London) LLP relating to the Notes.</u>
23.1	<u>Consent of Latham & Watkins LLP (included in Exhibit 5.1).</u>
23.2	<u>Consent of Latham & 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: May 2, 2019

By: /s/ Paul Hagy
Name: Paul Hagy

Title: Senior Vice President and Treasurer