

AON PLC

FORM 8-K (Current report filing)

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Telephone	(44) 20 7623 5500
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**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): **March 16, 2012**

Aon Corporation

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

1-7933
(Commission File Number)

36-3051915
(IRS Employer
Identification No.)

200 East Randolph Street, Chicago, Illinois
(Address of Principal Executive Offices)

60601
(Zip Code)

Registrant's telephone number, including area code: **(312) 381-1000**

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 5.07 Submission of Matters to a Vote of Security Holders.

A special meeting of the stockholders of Aon Corporation, a Delaware corporation (“Aon”) was held on March 16, 2012 (the “Special Meeting”). The Special Meeting was held in order to vote upon the following proposals set forth in the definitive proxy statement/prospectus (the “Proxy Statement”) filed with the Securities Exchange Commission on February 8, 2012 in connection with the proposed reorganization of Aon’s corporate structure, which involves a change of the jurisdiction of incorporation of the parent company of the Aon group to the United Kingdom: (i) to adopt the Agreement and Plan of Merger and Reorganization, as amended (the “Merger Agreement”) between Aon and Market Mergeco Inc., (ii) to approve the implementation of a reduction of capital of Aon plc, which will become the new parent company of the Aon group, through a customary court-approved process so that it will have sufficient distributable reserves under English law to declare dividends, make distributions or repurchase shares following the completion of the merger, (iii) to approve, on an advisory and non-binding basis, compensation that may be payable to certain named executive officers of Aon in connection with the merger and their relocation to the United Kingdom (the “Relocation Compensation”) and (iv) to consider and vote upon a proposal to adjourn the Special Meeting, if necessary, to solicit additional proxies.

At the Special Meeting, the proposals to adopt the Merger Agreement, approve the reduction of capital of Aon plc and to approve the Relocation Compensation were approved by the requisite vote of Aon’s stockholders (collectively, the “Approved Proposals”). The vote to approve the adjournment of the Special Meeting was not required. Set forth below is the number of votes cast for and against, as well as the number of abstentions and broker non-votes, as to the Approved Proposals.

Proposal 1: Adoption of the Merger Agreement

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
267,967,505	4,316,261	1,279,195	16,171,455

Proposal 2: Approval of the Reduction of Capital of Aon plc

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
283,040,303	5,200,800	1,493,313	0

Proposal 3: Approval of the Relocation Compensation

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
255,722,614	16,330,437	1,509,910	16,171,455

The closing of the transactions contemplated by the Merger Agreement remains subject to the fulfillment or waiver of the closing conditions set forth in the Merger Agreement, which are described in the Proxy Statement.

Item 8.01 Other Events.

A copy of the press release issued by Aon announcing the adoption of the Merger Agreement, approval of the reduction of capital of Aon plc and the approval of the Relocation Compensation by Aon’s stockholders is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits:

Exhibit Number	Description of Exhibit
99.1	Press Release Announcing Stockholder Approval, dated March 16, 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, thereunto duly authorized.

Date: March 16, 2012

Aon Corporation

By: /s/ Ram Padmanabhan
Vice President, Chief Counsel — Corporate and Corporate
Secretary

EXHIBIT INDEX

Exhibit Number	Description of Exhibit
99.1	Press Release Announcing Stockholder Approval, dated March 16, 2012

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News from Aon*For Immediate Release***Aon Stockholders Overwhelmingly Approve Strategic Move to London**

CHICAGO, IL — March 16, 2012 — Aon Corporation (NYSE: AON) announced today that its stockholders voted overwhelmingly in favor of the proposal to approve the previously announced change in corporate domicile of the parent company of the Aon group of companies from Delaware to the U.K. at a special stockholder meeting held at its office in Chicago, IL earlier today. Ninety-eight percent of the votes cast by stockholders were for the approval of the proposed transaction, representing over 82% of the total outstanding voting stock of Aon Corporation.

The Company expects the transaction to close on or around April 2, 2012 subject to satisfaction of certain regulatory approvals and other closing conditions set forth in the merger agreement. A press release will be issued with respect to the transaction upon its completion.

About Aon

Aon Corporation (NYSE:AON) is the leading global provider of risk management, insurance and reinsurance brokerage, and human resources solutions and outsourcing services. Through its more than 61,000 colleagues worldwide, Aon unites to empower results for clients in over 120 countries via innovative and effective risk and people solutions and through industry-leading global resources and technical expertise. Aon has been named repeatedly as the world's best broker, best insurance intermediary, reinsurance intermediary, captives manager and best employee benefits consulting firm by multiple industry sources. Visit <http://www.aon.com> for more information on Aon and <http://www.aon.com/manchesterunited> to learn about Aon's global partnership and shirt sponsorship with Manchester United.

Safe Harbor Statement

This communication contains states our intentions, beliefs and expectations or predictions for the future which are forward-looking statements as that term is defined in the Private Securities Litigation Reform Act of 1995. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from anticipated results depending on a variety of factors. Potential factors that could impact results include: our board may choose to defer or abandon the merger at any time, an inability to satisfy all of the conditions to closing set forth in the merger agreement and changes in circumstances beyond Aon's control, including changes in foreign or domestic laws, regulatory actions, orders or rulings by foreign or domestic governmental entities and Aon's possible removal from the S&P 500 stock index and the possibility that the Class A Ordinary Shares of Aon's U.K. successor will not be eligible for acceptance by DTC may effectively preclude Aon from completing the reorganization. Further information concerning Aon and its business is contained in Aon's and, historically, Hewitt's filings with the SEC. See Aon's Annual Report on Form 10-K and Annual Report to Stockholders for the fiscal year ended December 31, 2011 and other public filings with the SEC for a further discussion of these and other risks and uncertainties applicable to our businesses. Aon does not undertake, and expressly disclaims, any duty to update any

forward-looking statement whether as a result of new information, future events or changes in their respective expectations, except as required by law.

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