

AON CORP  
Form 8-K  
March 19, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**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**

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**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**

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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 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***

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

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

| For         | Against   | Abstain   | Broker Non-Votes |
|-------------|-----------|-----------|------------------|
| 283,040,303 | 5,200,800 | 1,493,313 | 0                |

***Proposal 3: Approval of the Relocation Compensation***

| For         | Against    | Abstain   | Broker Non-Votes |
|-------------|------------|-----------|------------------|
| 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.**

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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:

| <b>Exhibit<br/>Number</b> | <b>Description of Exhibit</b>                                       |
|---------------------------|---|
| 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**

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