

Aon plc
Form 8-K
June 27, 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): June 21, 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

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))

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On June 25, 2018, Aon Corporation, an indirect, wholly owned subsidiary of Aon plc, and Christa Davies entered into an amendment (the Davies Amendment) to the international assignment letter agreement dated July 1, 2016 between Aon Corporation and Ms. Davies (the Davies International Assignment Letter). The Davies Amendment extends the term of the Davies International Assignment Letter, which was originally set to expire on June 30, 2018, to expire on June 30, 2019.

On June 25, 2018, Aon Corporation and Gregory C. Case entered into an amendment (the Case Amendment) to the international assignment letter agreement dated July 1, 2016 between Aon Corporation and Mr. Case (the Case International Assignment Letter). The Case Amendment extends the term of the Case International Assignment Letter, which was originally set to expire on June 30, 2018, to expire on June 30, 2019.

The foregoing summaries are qualified in their entirety by reference to the Davies Amendment and the Case Amendment, copies of which are attached hereto as Exhibits 10.1 and 10.2, respectively, and incorporated herein by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders.

Aon plc held its Annual General Meeting of Shareholders (the Annual Meeting) on June 22, 2018. A total of 222,080,103 Class A Ordinary Shares, or 90.74% of the total shares entitled to vote, were represented at the Annual Meeting in person or by proxy.

Shareholders voted on the following eleven proposals at the Annual Meeting, all of which are described in the 2018 Proxy Statement, and cast their votes as described below:

1. The election or re-election of eleven nominees to serve as Directors. All of the nominees were elected.

| Nominee | For | Against | Abstain | Broker Non-Votes |
|----------------------|-------------|------------|---------|------------------|
| Lester B. Knight | 194,754,638 | 9,535,441 | 976,924 | 16,813,100 |
| Gregory C. Case | 200,731,141 | 4,378,894 | 156,968 | 16,813,100 |
| Jin-Yong Cai | 202,191,822 | 2,893,314 | 181,867 | 16,813,100 |
| Jeffrey C. Campbell | 204,044,280 | 1,049,207 | 173,516 | 16,813,100 |
| Fulvio Conti | 202,698,542 | 2,379,635 | 188,826 | 16,813,100 |
| Cheryl A. Francis | 201,538,366 | 3,578,033 | 150,604 | 16,813,100 |
| J. Michael Losh | 193,128,705 | 11,916,349 | 221,949 | 16,813,100 |
| Richard B. Myers | 196,187,555 | 8,904,705 | 174,743 | 16,813,100 |
| Richard C. Notebaert | 189,238,258 | 15,844,037 | 184,708 | 16,813,100 |
| Gloria Santona | 198,129,273 | 6,967,597 | 170,133 | 16,813,100 |
| Carolyn Y. Woo | 193,883,615 | 11,206,598 | 176,790 | 16,813,100 |

2. An advisory vote to approve executive compensation. This advisory resolution was approved.

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

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170,003,452

34,804,824

458,727

16,813,100

3. An advisory vote to approve the directors' remuneration report contained within the Company's annual report and accounts. This advisory resolution was approved.

For
170,509,976

Against
34,496,906

Abstain
260,121

Broker Non-Votes
16,813,100

4. The receipt of the Company's annual report and accounts, together with the reports of the directors and auditors, for the year ended December 31, 2017. This ordinary resolution was approved.

| | | |
|-------------|----------------|----------------|
| For | Against | Abstain |
| 221,283,273 | 166,898 | 629,932 |

5. The ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the year ended December 31, 2018. This ordinary resolution was approved.

| | | |
|-------------|----------------|----------------|
| For | Against | Abstain |
| 219,076,015 | 2,797,368 | 206,720 |

6. The re-appointment of Ernst & Young LLP as the Company's U.K. statutory auditors to hold office from the conclusion of the Annual Meeting until the next annual general meeting where accounts are laid before the Company. This ordinary resolution was approved.

| | | |
|-------------|----------------|----------------|
| For | Against | Abstain |
| 218,902,165 | 2,964,555 | 213,383 |

7. The authorization of the directors to determine the remuneration of Ernst & Young LLP as the Company's statutory auditors. This ordinary resolution was approved.

| | | |
|-------------|----------------|----------------|
| For | Against | Abstain |
| 220,969,598 | 876,971 | 233,534 |

8. The approval of certain forms of contracts for use in effecting purchases of shares pursuant to the Company's share repurchase program and the counterparties with whom the Company may conduct such repurchase transactions. This ordinary resolution was approved.

| | | | |
|-------------|----------------|----------------|-------------------------|
| For | Against | Abstain | Broker Non-Votes |
| 192,798,496 | 12,004,139 | 464,368 | 16,813,100 |

9. The authorization of the directors to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares of the Company. This ordinary resolution was approved.

| | | | |
|-------------|----------------|----------------|-------------------------|
| For | Against | Abstain | Broker Non-Votes |
| 191,955,778 | 13,026,244 | 284,981 | 16,813,100 |

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10. The authorization of the directors to allot equity securities for cash without preemptive rights. This special resolution was approved.

| For | Against | Abstain | Broker Non-Votes |
|-------------|----------------|----------------|-------------------------|
| 199,693,354 | 4,473,959 | 1,099,690 | 16,813,100 |

11. The authorization of the Company and its subsidiaries to make political donations and expenditures. This ordinary resolution was approved.

| For | Against | Abstain | Broker Non-Votes |
|-------------|----------------|----------------|-------------------------|
| 203,279,474 | 1,732,776 | 254,753 | 16,813,100 |

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit

| Number | Description of Exhibit |
|---------------|---|
| 10.1 | <u>Amendment to International Assignment Letter, dated June 25, 2018, with Christa Davies.</u> |
| 10.2 | <u>Amendment to International Assignment Letter, dated June 25, 2018, with Gregory C. Case.</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 hereunto duly authorized.

Aon plc

By: /s/ Molly Johnson
Molly Johnson
Assistant Secretary

Date: June 27, 2018