

AON CORP
Form 8-K
September 30, 2010

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): **September 29, 2010**

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 8.01. Other Events.

As previously disclosed, on July 11, 2010, Aon Corporation (Aon), Hewitt Associates, Inc., a Delaware corporation (Hewitt), Alps Merger Corp., a Delaware corporation and wholly owned subsidiary of Aon, and Alps Merger LLC, a Delaware limited liability company and wholly owned subsidiary of Aon, entered into an Agreement and Plan of Merger (the Merger Agreement), providing for the merger of Hewitt with Alps Merger Corp. (the Merger).

On September 30, 2010, Aon and Hewitt issued a joint press release announcing the preliminary results of the elections received from Hewitt s stockholders regarding their preferences as to the form of merger consideration they will receive in connection with the Merger. As previously announced, the deadline for Hewitt stockholders to have delivered their merger consideration elections in connection with the Merger was 5:00 p.m., New York time, on September 29, 2010 (the Election Deadline). The election results are summarized below.

Of the 93,319,596 shares of Hewitt common stock outstanding as of September 29, 2010, holders of:

8,037,727 shares, or approximately 8.61% of outstanding shares of Hewitt common stock, elected to receive cash;

43,792,816 shares, or approximately 46.93% of outstanding shares of Hewitt common stock, elected to receive Aon common stock;

27,955,095 shares, or approximately 29.96% of outstanding shares of Hewitt common stock, elected to receive the mixed consideration consisting of \$25.61 in cash and 0.6362 shares of Aon common stock; and

13,533,958 shares, or approximately 14.50% of outstanding shares of Hewitt common stock, did not make a valid election or did not deliver a valid election form prior to the Election Deadline and, therefore, will be deemed to have elected to receive the mixed consideration consisting of \$25.61 in cash and 0.6362 shares of Aon common stock.

The elections with respect to 359,103 of the foregoing shares electing to receive cash, 6,653,391 of the foregoing shares electing to receive Aon common stock, and 384,379 of the foregoing shares electing to receive mixed consideration of \$25.61 in cash and 0.6362 shares of Aon common stock were made pursuant to the notice of guaranteed delivery procedure, which requires the delivery of Hewitt shares to Computershare Trust Company, N.A., the exchange agent for the Merger, by 5:00 p.m., New York time, on October 1, 2010. If the exchange agent does not receive the required share certificates or book-entry transfer of shares by this guaranteed delivery deadline, the Hewitt shares subject to such election will be treated as shares that have made a mixed election.

After the final results of the election process are determined, the final allocation of the merger consideration will be computed pursuant to the terms of the Merger Agreement.

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The joint press release is attached to this report as Exhibit 99.1 and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

Exhibit Number	Description
99.1	Joint Press release of Aon and Hewitt issued on September 30, 2010.

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: September 30, 2010

Aon Corporation

By:

/s/ Ram Padmanabhan
Ram Padmanabhan
Vice President and Chief Counsel Corporate

EXHIBIT INDEX

Exhibit Number	Description
99.1	Joint Press release of Aon and Hewitt issued on September 30, 2010.