

AON CORP  
Form 8-K  
May 24, 2011

**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): **May 24, 2011**

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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 8.01. Other Events.**

Aon Corporation ( Aon ) is filing this Current Report on Form 8-K for the purpose of incorporating certain audited consolidated financial statements of Hewitt Associates, Inc. and its subsidiaries ( Hewitt ) and related unaudited pro forma financial information, in each case as described in Item 9.01 below, into its Registration Statement on Form S-3 (File No. 333-159841), which was filed with the Securities and Exchange Commission on June 8, 2009. Aon completed its acquisition of Hewitt on October 1, 2010.

**Item 9.01. Financial Statements and Exhibits.**

*(a) Financial Statements of Business Acquired*

The audited consolidated financial statements of Hewitt as of September 30, 2010 and 2009 and for each of the three years in the period ended September 30, 2010 are included in Exhibit 99.1 attached to this Current Report on Form 8-K and are incorporated herein by reference.

*(b) Pro Forma Financial Information*

The unaudited pro forma combined statement of operations of Hewitt and Aon for the year ended December 31, 2010 is included in Exhibit 99.2 attached to this Current Report on Form 8-K and is incorporated herein by reference.

*(d) Exhibits*

<b>Exhibit No.</b>	<b>Description</b>
23.1	Consent of Ernst & Young LLP
99.1	Audited consolidated financial statements of Hewitt as of September 30, 2010 and 2009 and for each of the three years in the period ended September 30, 2010
99.2	Unaudited pro forma combined statement of operations of Aon and Hewitt for the year ended December 31, 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 hereunto duly authorized.

**Aon Corporation**

By:

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

Date: May 24, 2011

**EXHIBIT INDEX**

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