

Aon plc
Form 4
February 26, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Meissner Laurel G.

(Last) (First) (Middle)

AON CORPORATION -
CORPORATE LAW DEPT, 200
EAST RANDOLPH STREET, 8TH
FLOOR

(Street)

CHICAGO, IL 60601

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Aon plc [AON]

3. Date of Earliest Transaction
(Month/Day/Year)
02/25/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
SVP & Global Controller

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Class A Ordinary Shares	02/25/2015		S		10,000	D	\$ 100.466
							<u>(1)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Meissner Laurel G. AON CORPORATION - CORPORATE LAW DEPT 200 EAST RANDOLPH STREET, 8TH FLOOR CHICAGO, IL 60601			SVP & Global Controller	

Signatures

/s/ Matthew M. Rice- by Matthew M.Rice pursuant to a power of attorney from Laurel Meissner 02/26/2015

*Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$100.240 to \$100.910, inclusive. The reporting person undertakes to provide to Aon plc, or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. ivate transaction subject to Rule 13e-3. o Amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer. o

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Item 8. Interest in Securities of the Subject Company.

Item 9. Persons/Assets Retained, Employed, Compensated or Used.

Item 10. Financial Statements.

Item 11. Additional Information.

Item 12. Exhibits.

Item 13. Information required by Schedule 13E-3.

SIGNATURE

EX-99.(a)(1)(A)

EX-99.(a)(1)(B)

EX-99.(a)(1)(C)

EX-99.(a)(1)(D)

EX-99.(a)(1)(E)

EX-99.(a)(5)(B)

EX-99.(a)(5)(C)

EX-99.(b)(1)

EX-99.(b)(2)

EX-99.(d)(6)

EX-99.(d)(7)

EX-99.(d)(8)

EX-99.(d)(9)

EX-99.(d)(10)

EX-99.(d)(11)

EX-99.(d)(12)

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EX-99.(d)(17)

EX-99.(d)(18)

EX-99.(d)(19)

EX-99.(d)(20)

EX-99.(d)(21)

EX-99.(d)(22)

EX-99.(d)(23)

EX-99.(d)(24)

EX-99.(d)(25)

EX-99.(d)(26)

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This Tender Offer Statement on Schedule TO (which, together with any amendments and supplements thereto, collectively constitute this Schedule TO) is filed by (i) DII Holdings Inc., a Delaware corporation (the Purchaser) and an indirect, wholly-owned subsidiary of Dell Inc., a Delaware corporation (Dell), and (ii) Dell. This Schedule TO relates to the offer (the Offer) by the Purchaser to purchase all of the outstanding shares of Class A Common Stock, par value \$0.01 per share (the Shares), of Perot Systems Corporation, a Delaware corporation (Perot Systems), at a purchase price of \$30.00 per Share, net to the seller in cash, without interest thereon and less any applicable withholding or stock transfer taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase dated October 2, 2009 (which, together with any amendments and supplements thereto, collectively constitute the Offer to Purchase) and in the related Letter of Transmittal, copies of which are attached hereto as Exhibits (a)(1)(A) and (a)(1)(B).

Item 1. Summary Term Sheet.

The information set forth in the section of the Offer to Purchase entitled Summary Term Sheet is incorporated herein by reference.

Item 2. Subject Company Information.

(a) The name of the subject company and the issuer of the securities to which this Schedule TO relates is Perot Systems Corporation, a Delaware corporation. Perot Systems principal executive offices are located at 2300 West Plano Parkway, Plano, Texas 75075. Perot Systems telephone number at such address is (972) 577-0000.

(b) This Schedule TO relates to the outstanding shares of Class A Common Stock, par value \$0.01 per share, of Perot Systems. Perot Systems has advised Dell that, on September 17, 2009, there were an aggregate of (w) 121,322,396 Shares issued and outstanding, (x) 15,915,046 Shares subject to and reserved for issuance upon (1) exercise of outstanding Perot Systems options or stock appreciation rights or (2) lapse of restrictions on Perot Systems restricted stock units granted under the 2001 Long-Term Incentive Plan, the 1996 Non-Employee Director Stock Option/Restricted Stock Plan, and the 2006 Non-Employee Director Equity Compensation Plan, (y) 32,682,156 Shares subject to and reserved for issuance under the 2001 Long-Term Incentive Plan, the 2006 Non-Employee Director Equity Compensation Plan and the 2003 Non-Employee Director Equity Compensation Plan, and (z) 3,921,796 Shares subject to and reserved for issuance pursuant to Perot Systems 1999 Employee Stock Purchase Plans.

(c) The information set forth in the section of the Offer to Purchase entitled Price Range of Shares; Dividends is incorporated herein by reference.

Item 3. Identity and Background of Filing Person.

(a), (b), (c) This Schedule TO is filed by Dell and the Purchaser. The information set forth in the section of the Offer to Purchase entitled Certain Information Concerning Dell and the Purchaser and in Schedule I of the Offer to Purchase is incorporated herein by reference.

Item 4. Terms of the Transaction.

(a)(1)(i) The information set forth in the sections of the Offer to Purchase entitled Summary Term Sheet, Introduction and Terms of the Offer is incorporated herein by reference.

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(a)(1)(ii) The information set forth in the sections of the Offer to Purchase entitled Summary Term Sheet, Introduction, Terms of the Offer and Procedures for Accepting the Offer and Tendering Shares is incorporated herein by reference.

(a)(1)(iii) The information set forth in the sections of the Offer to Purchase entitled Summary Term Sheet, Introduction and Terms of the Offer is incorporated herein by reference.

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(a)(1)(iv) The information set forth in the sections of the Offer to Purchase entitled Summary Term Sheet, Introduction and Terms of the Offer is incorporated herein by reference.

(a)(1)(v) The information set forth in the sections of the Offer to Purchase entitled Summary Term Sheet, Introduction and Terms of the Offer is incorporated herein by reference.

(a)(1)(vi) The information set forth in the sections of the Offer to Purchase entitled Summary Term Sheet and Withdrawal Rights is incorporated herein by reference.

(a)(1)(vii) The information set forth in the sections of the Offer to Purchase entitled Summary Term Sheet, Procedures for Accepting the Offer and Tendering Shares and Withdrawal Rights is incorporated herein by reference.

(a)(1)(viii) The information set forth in the sections of the Offer to Purchase entitled Summary Term Sheet, Acceptance for Payment and Payment for Shares and Procedures for Accepting the Offer and Tendering Shares is incorporated herein by reference.

(a)(1)(ix) Not applicable.

(a)(1)(x) The information set forth in the sections of the Offer to Purchase entitled Summary Term Sheet and Certain Effects of the Offer is incorporated herein by reference.

(a)(1)(xi) Not applicable because the accounting treatment of the transaction is not material.

(a)(1)(xii) The information set forth in the sections of the Offer to Purchase entitled Summary Term Sheet, Introduction and Material United States Federal Income Tax Consequences is incorporated herein by reference.

(a)(2) The information set forth in the Offer to Purchase is incorporated herein by reference.

Item 5. *Past Contacts, Transactions, Negotiations and Agreements.*

(a), (b) The information set forth in the sections of the Offer to Purchase entitled Summary Term Sheet, Introduction, Certain Information Concerning Dell and the Purchaser, Background of the Offer; Past Contacts or Negotiations with Perot Systems, Purpose of the Offer; Plans for Perot Systems and The Transaction Agreements is incorporated herein by reference.

Item 6. *Purposes of the Transaction and Plans or Proposals.*

(a), (c)(1-7) The information set forth in the sections of the Offer to Purchase entitled Summary Term Sheet, Introduction, Price Range of Shares; Dividends, Certain Effects of the Offer, Purpose of the Offer; Plans for Perot Systems and The Transaction Agreements, respectively, is incorporated herein by reference.

Item 7. *Source and Amount of Funds or Other Consideration.*

(a), (b), (d) The information set forth in the section of the Offer to Purchase entitled Source and Amount of Funds is incorporated herein by reference.

Item 8. *Interest in Securities of the Subject Company.*

The information set forth in the sections of the Offer to Purchase entitled *Certain Information Concerning Dell and the Purchaser, Purpose of the Offer; Plans for Perot Systems and The Transaction Agreements* is incorporated herein by reference.

Item 9. *Persons/Assets Retained, Employed, Compensated or Used.*

(a) The information set forth in the section of the Offer to Purchase entitled *Fees and Expenses* is incorporated herein by reference.

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Item 10. *Financial Statements.*

(a), (b) Not applicable.

Item 11. *Additional Information.*

(a)(1) The information set forth in the sections of the Offer to Purchase entitled Background of the Offer; Past Contacts or Negotiations with Perot Systems, Purpose of the Offer; Plans for Perot Systems and The Transaction Agreements is incorporated herein by reference.

(a)(2) The information set forth in the sections of the Offer to Purchase entitled Purpose of the Offer; Plans for Perot Systems, Certain Conditions of the Offer and Certain Legal Matters; Regulatory Approvals is incorporated herein by reference.

(a)(3) The information set forth in the sections of the Offer to Purchase entitled Certain Conditions of the Offer and Certain Legal Matters; Regulatory Approvals is incorporated herein by reference.

(a)(4) The information set forth in the sections of the Offer to Purchase entitled Certain Effects of the Offer is incorporated herein by reference.

(a)(5) None.

(b) The information set forth in the Offer to Purchase is incorporated herein by reference.

Item 12. *Exhibits.*

Exhibit	Exhibit Name
(a)(1)(A)	Offer to Purchase dated October 2, 2009.*
(a)(1)(B)	Letter of Transmittal (including Guidelines for Certification of Taxpayer Identification Number (TIN) on Substitute Form W-9).*
(a)(1)(C)	Notice of Guaranteed Delivery.*
(a)(1)(D)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(E)	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(5)(A)	Joint Press Release issued by Dell Inc. and Perot Systems Corporation on September 21, 2009, incorporated herein by reference to Exhibit 99.1 to the Current Report on Form 8-K filed by Dell Inc. on September 21, 2009.
(a)(5)(B)	Form of Summary Advertisement as published on October 2, 2009 in The Wall Street Journal.
(a)(5)(C)	Press Release issued by Dell Inc. on October 2, 2009.
(b)(1)	Issuing and Paying Agency Agreement dated as of June 1, 2006 by and between Dell Inc. and JPMorgan Chase Bank.
(b)(2)	Form of Commercial Paper Dealer Agreement dated as of June 1, 2006.
(d)(1)	Agreement and Plan of Merger, dated as of September 20, 2009, by and among Dell Inc., DII Holdings Inc. and Perot Systems Corporation, incorporated herein by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by Dell Inc. on September 21, 2009.
(d)(2)	

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First Amendment, dated September 30, 2009, to Agreement and Plan of Merger, dated September 20, 2009, by and among Dell Inc., DII Holdings Inc. and Perot Systems Corporation, incorporated herein by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by Dell Inc. on October 1, 2009.

- (d)(3) Form of Tender and Voting Agreement, dated September 20, 2009, among Dell Inc., DII Holdings Inc., Perot Systems Corporation and each of the following officers and/or directors of Perot Systems Corporation: Peter A. Altabef, Steven Blasnik, John S.T. Gallagher, Carl Hahn, DeSoto Jordan, Caroline S. Matthews, Thomas Meurer, Cecil H. Moore, Jr., Anthony J. Principi, Anuroop Singh, John Lyon, Russell Freeman, Thomas D. Williams, Scott Barnes, Eugene L. Carrick, Steve Curts, John E. Harper, Anurag Jain, Chuck Lyles and Jeff Renzi, incorporated herein by reference to Exhibit 2.2 to the Current Report on Form 8-K filed by Dell Inc. on September 21, 2009.

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Exhibit	Exhibit Name
(d)(4)	Form of Tender and Voting Agreement, dated September 20, 2009, among Dell Inc., DII Holdings Inc., Perot Systems Corporation and each of the following stockholders of Perot Systems Corporation: H. Ross Perot, HWGA, Ltd., The Perot Foundation, Petrus Financial Services Ltd., Perot Investment Trust I, Perot Investment Trust II, Perot Investment Trust III, Perot Investment Trust IV and Perot Investment Trust V, incorporated herein by reference to Exhibit 2.3 to the Current Report on Form 8-K filed by Dell Inc. on September 21, 2009.
(d)(5)	Amended and Restated Tender and Voting Agreement, dated September 30, 2009, among Dell Inc., DII Holdings Inc., Perot Systems Corporation and the Perot Family Trust, incorporated by reference to Exhibit 2.2 to the Current Report on Form 8-K filed by Dell Inc. on October 1, 2009.
(d)(6)	Non-Disclosure Agreement, dated as of September 2, 2009, by and between Dell Inc. and Perot Systems Corporation.
(d)(7)	Exclusivity Agreement, dated as of September 4, 2009, by and between Dell Inc. and Perot Systems Corporation.
(d)(8)	Executive Offer Letter provided by Dell Inc. to Peter A. Altabef.
(d)(9)	Executive Offer Letter provided by Dell Inc. to Scott Barnes.
(d)(10)	Executive Offer Letter provided by Dell Inc. to Eugene Carrick.
(d)(11)	Executive Offer Letter provided by Dell Inc. to John E. Harper.
(d)(12)	Executive Offer Letter provided by Dell Inc. to Anurag Jain.
(d)(13)	Executive Offer Letter provided by Dell Inc. to Chuck Lyles.
(d)(14)	Executive Offer Letter provided by Dell Inc. to Jeff Renzi.
(d)(15)	Executive Offer Letter provided by Dell Inc. to Thomas D. Williams.
(d)(16)	Executive Offer Letter provided by Dell Inc. to John Lyon.
(d)(17)	Executive Offer Letter provided by Dell Inc. to Steven Curts.
(d)(18)	Form of Employment Agreement executed by each new employee of Dell Inc.
(d)(19)	Protection of Sensitive Information, Noncompetition and Nonsolicitation Agreement, dated September 20, 2009, between Dell Inc. and Peter A. Altabef.
(d)(20)	Form of Protection of Sensitive Information, Noncompetition and Nonsolicitation Agreement, each dated September 20, 2009, between Dell Inc. and each of the following: Scott Barnes, Eugene Carrick, John E. Harper, Anurag Jain, Charles Lyles, Jeffery Renzi, Thomas D. Williams, John Lyon and Steven Curts.
(d)(21)	Form of Rollover Restricted Stock Unit Agreement to be entered into between Dell Inc. and any of the following that elects to participate: Peter A. Altabef, Scott Barnes, Eugene Carrick, John E. Harper, Anurag Jain, Charles Lyles, Jeffery Renzi, Thomas D. Williams, John Lyon and Steven Curts.
(d)(22)	Form of Stock Unit Agreement to be entered into between Dell Inc. and certain new employees.
(d)(23)	Retention Agreement, dated September 20, 2009, between Dell Inc. and Russell Freeman.
(d)(24)	Non-Competition Agreement, dated September 20, 2009, between H. Ross Perot, Dell Inc., DII-Holdings, Inc. and Perot Systems Corporation.
(d)(25)	Non-Competition Agreement, dated September 20, 2009, between Ross Perot, Jr., Dell Inc., DII-Holdings, Inc. and Perot Systems Corporation.
(d)(26)	Third Amended and Restated License Agreement, dated September 20, 2009, between Perot Systems Family Corporation, H. Ross Perot, Ross Perot, Jr. and Perot Systems Corporation.
(g)	Not applicable.
(h)	Not applicable.

* Included in mailing to stockholders.

Item 13. *Information required by Schedule 13E-3.*

Not applicable.

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SIGNATURE

After due inquiry and to the best of the knowledge and belief of each of the undersigned, each of the undersigned hereby certifies that the information set forth in this statement is true, complete and correct.

DELL INC.

Name: Janet B. Wright

By: /s/ Janet B. Wright

Title: Assistant Secretary

DII HOLDINGS INC.

Name: Janet B. Wright

By: /s/ Janet B. Wright

Title: Assistant Secretary

Date: October 2, 2009

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- (d)(11) Executive Offer Letter provided by Dell Inc. to John E. Harper.
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(g)	Not applicable.
(h)	Not applicable.

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