

Aon plc
Form 3
May 11, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Grace Caroline | | (Month/Day/Year) | Aon plc [AON] | |
| (Last) | (First) | (Middle) | 05/01/2017 | |
| 200 EAST RANDOLPH ST. | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | (Check all applicable) | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| CHICAGO,Â ILÂ 60601 | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | CEO, Global Retirement & Inves | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Class A Ordinary Shares | 43,847 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

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| | | | | Shares | | (I) (Instr. 5) | |
|--|-------|------------|-------------------------------|--------|--------|-------------------|---|
| Restricted Share Unit (Right to Receive) | Â (1) | 05/21/2017 | Class A Ordinary Shares | 1,296 | \$ (2) | D | Â |
| Restricted Share Units (Right to Receive) | Â (3) | 05/21/2018 | Class A Ordinary Shares | 1,510 | \$ (2) | D | Â |
| Restricted Share Unit (Right to Receive) | Â (4) | 02/19/2018 | Class A Ordinary Shares | 605 | \$ (2) | D | Â |
| Restricted Share Unit (Right to Receive) | Â (5) | 11/20/2020 | Class A Ordinary Shares | 2,108 | \$ (2) | D | Â |
| Restricted Share Unit (Right to Receive) | Â (6) | 02/18/2019 | Class A Ordinary Shares | 1,481 | \$ (2) | D | Â |
| Restricted Share Unit (Right to Receive) | Â (7) | 02/16/2020 | Class A Ordinary Shares | 1,612 | \$ (2) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Grace Caroline 200 EAST RANDOLPH ST. CHICAGO, IL 60601 | Â | Â | Â CEO, Global Retirement & Inves | Â |

Signatures

/s/ Molly Johnson, pursuant to a Power of Attorney from Caroline Grace 05/11/2017

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- (1) A restricted share unit award was granted on May 21, 2012 and vests in accordance with the terms of the Aon Stock Incentive Plan as follows: 20% of the award vests on each of the first through five anniversaries of the date of the grant.
 - (2) The restricted share unit award converts to Class A Ordinary Shares on a 1-for-1 basis. In accordance with UK law, the reporting person agreed to pay the issuer the nominal value of US\$0.01 per share issued to the reporting person.
 - (3) A restricted share unit award was granted on May 21, 2013 and vests in accordance with the terms of the Aon Stock Incentive Plan as follows: 20% of the award vests on each of the first through five anniversaries of the date of the grant.
 - (4) A restricted share unit award was granted on February 19, 2015 and vests in accordance with the terms of the Aon Stock Incentive Plan as follows: 33 1/3% of the award vests on each of the first through third anniversaries of the date of the grant.

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- (5) A restricted share unit award was granted on November 20, 2015 and vests in accordance with the terms of the Aon Stock Incentive Plan as follows: 20% of the award vests on each of the first through five anniversaries of the date of the grant.
- (6) A restricted share unit award was granted on February 18, 2016 and vests in accordance with the terms of the Aon Stock Incentive Plan as follows: 33 1/3% of the award vests on each of the first through third anniversaries of the date of the grant.
- (7) A restricted share unit award was granted on February 16, 2017 and vests in accordance with the terms of the Aon Stock Incentive Plan as follows: 33 1/3% of the award vests on each of the first through third anniversaries of the date of the grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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