

**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 17, 2020 (June 16, 2020)**

**AECOM**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**0-52423**  
(Commission  
File Number)

**61-1088522**  
(I.R.S. Employer  
Identification No.)

**1999 Avenue of the Stars, Suite 2600  
Los Angeles, California 90067**  
(Address of Principal Executive Offices, including Zip Code)

Registrant's telephone number, including area code **(213) 593-8000**

**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:

- 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-(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))

Securities registered pursuant to Section 12(b) of the Act:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Common Stock, \$0.01 par value	ACM	New York Stock Exchange

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 16, 2020, the Compensation and Organization Committee of the Board of Directors of AECOM (the “Compensation Committee”) approved the AECOM Senior Leadership Severance Plan (the “Severance Plan”). Each named executive officer (other than Michael S. Burke, who previously announced his plans to retire as Chief Executive Officer) currently employed by AECOM (the “Company”) will be an eligible employee under the Severance Plan.

The Severance Plan provides that, upon the termination of employment of an eligible employee by the Company other than for “cause” or due to death or disability (other than a termination in connection with a change in control of the Company), in addition to the payment of accrued obligations, the eligible employee will receive the following compensation and benefits: (i) a lump sum payment equal to one (1) times the eligible employee’s base salary (except with respect to W. Troy Rudd, whose multiple is two (2) times base salary, pursuant to his letter agreement with the Company setting forth the terms of his employment and compensation while serving as Chief Executive Officer of the Company (the “Rudd Letter Agreement”)); (ii) a prorated target bonus for the fiscal year in which the termination occurred based on the number of days of service in the fiscal year; (iii) additional service vesting credit for purposes of outstanding equity awards based on the eligible employee’s years of service with the Company (12 months of credit for five to ten years of service and 24 months of credit for more than ten years of service); and (iv) a lump sum payment in respect of the monthly employer portion of healthcare premiums multiplied by 12 (except with respect to Mr. Rudd, whose premiums are multiplied by 24 pursuant to the Rudd Letter Agreement). The receipt of the foregoing severance payments and benefits will be subject to the eligible employee’s execution of a separation and release agreement that contains customary restrictive covenants, including obligations with respect to confidentiality and restrictions on soliciting the Company’s employees and customers.

**Item 8.01. Other Events.**

On June 17, 2020, the Company issued a press release announcing that it has commenced a cash tender offer (the “Offer”) for up to \$639 million in aggregate principal amount of its outstanding 5.875% Senior Notes due 2024 and 5.125% Senior Notes due 2027 (collectively, the “Notes”). A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated into this Item 8.01 by reference.

The Company is making the Offer at par to satisfy obligations under the indentures governing the Notes relating to the use of certain cash proceeds from the Company’s previously announced disposition of its Management Services business, which was completed on January 31, 2020.

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

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
<a href="#">99.1</a>	<a href="#">Press Release, dated June 17, 2020</a>
104	Cover Page Interactive Data File (formatted as Inline XBRL)

**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.

**AECOM**

Dated: June 17, 2020

By: /s/ David Y. Gan

David Y. Gan

Executive Vice President, Chief Legal Officer



Press Release

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**AECOM announces cash tender offer for 5.875% Senior Notes due 2024 and 5.125% Senior Notes due 2027**

**LOS ANGELES (June 17, 2020)** — AECOM (NYSE:ACM), the world’s premier infrastructure firm, today announced that it has commenced a cash tender offer (the “Offer”) to purchase for cash up to \$639 million (the “Offer Amount”) in aggregate principal amount of its outstanding 5.875% Senior Notes due 2024 and 5.125% Senior Notes due 2027 (collectively, the “Notes”).

AECOM is making the Offer at par to satisfy obligations under the indentures governing the Notes relating to the use of certain cash proceeds from AECOM’s previously announced disposition of its Management Services business, which was completed on January 31, 2020.

Tendering holders will receive an amount in cash equal to \$1,000 for each \$1,000 principal amount of Notes accepted for purchase, plus accrued and unpaid interest to, but not including, the Purchase Date (as defined below) (the “Offer Consideration”).

The Offer is currently scheduled to expire immediately after 11:59 P.M., New York City time, on July 16, 2020 (such time and date, as it may be extended, the “Expiration Date”).

Upon the terms and subject to the conditions described in the Offer to Purchase to be distributed to holders of Notes (the “Offer to Purchase”), AECOM will accept for purchase Notes validly tendered under the Offer on or prior to the Expiration Date and not validly withdrawn on or prior to the withdrawal deadline, subject to proration to the extent the aggregate principal amount of the Notes tendered in the offer exceeds the Offer Amount. Payment of the Offer Consideration for the Notes so accepted for purchase is expected to be made on the third business day following the Expiration Date (the date of such payment, the “Purchase Date”).

The Offer is subject to the conditions set forth in the Offer to Purchase. AECOM reserves the right, subject to applicable law and the terms of the indentures governing the Notes, to (i) waive any and all conditions to the Offer at any time, (ii) extend the Expiration Date or terminate the Offer at any time and (iii) otherwise modify, amend or waive any terms of the Offer in any respect at any time.

**This press release does not constitute an offer to purchase any security. No offer will be made in any jurisdiction in which, or to or from any person to or from whom, it is unlawful to make such offer. The Offer will only be made pursuant to the terms of the Offer to Purchase. Holders are urged to read the Offer to Purchase carefully before making any decision with respect to the Offer. Holders of Notes must make their own decisions as to whether to tender any or all of their Notes.**

Holders may obtain copies of the Offer to Purchase from the Information and Tender Agent for the Offer, D.F. King and Co., Inc., by calling (212) 269-5550 (banks and brokers only) or (866) 207-3626 (toll free) or by email at [aecom@dfking.com](mailto:aecom@dfking.com).

None of AECOM, the Information and Tender Agent or any other person makes any recommendation as to whether holders of Notes should tender their Notes, and no one has been authorized to make such a recommendation.

## **About AECOM**

AECOM (NYSE:ACM) is the world's premier infrastructure firm, delivering professional services across the project lifecycle – from planning, design and engineering to consulting and construction management. We partner with our clients in the public and private sectors to solve their most complex challenges and build legacies for generations to come. On projects spanning transportation, buildings, water, governments, energy and the environment, our teams are driven by a common purpose to deliver a better world. AECOM is a Fortune 500 firm with revenue of approximately \$20.2 billion during fiscal year 2019. See how we deliver what others can only imagine at [aecom.com](http://aecom.com) and [@AECOM](https://twitter.com/AECOM).

## **Forward-Looking Statements**

All statements in this communication other than statements of historical fact are “forward-looking statements” for purposes of federal and state securities laws, including any statements of the plans, strategies and objectives for future operations, profitability, strategic value creation, coronavirus impacts, risk profile and investment strategies, and any statements regarding future economic conditions and performance, and the expected financial and operational results of AECOM. Although we believe that the expectations reflected in our forward-looking statements are reasonable, actual results could differ materially from those projected or assumed in any of our forward-looking statements. Important factors that could cause our actual results, performance and achievements, or industry results to differ materially from estimates or projections contained in our forward-looking statements include, but are not limited to, the following: our business is cyclical and vulnerable to economic downturns and client spending reductions; impacts caused by the coronavirus and the related economic instability and market volatility, including the reaction of governments to the coronavirus, including any prolonged period of travel, commercial or other similar restrictions, the delay in commencement, or temporary or permanent halting of construction, infrastructure or other projects, requirements that we remove our employees or personnel from the field for their protection, and delays in planned initiatives by our governmental or commercial clients or potential clients; losses under fixed-price contracts; limited control over operations run through our joint venture entities; liability for misconduct by our employees or consultants; failure to comply with laws or regulations applicable to our business; maintaining adequate surety and financial capacity; high leverage and potential inability to service our debt and guarantees; exposure to Brexit; exposure to political and economic risks in different countries; currency exchange rate fluctuations; retaining and recruiting key technical and management personnel; legal claims; inadequate insurance coverage; environmental law compliance and adequate nuclear indemnification; unexpected adjustments and cancellations related to our backlog; partners and third parties who may fail to satisfy their legal obligations; AECOM Capital real estate development projects; managing pension cost; cybersecurity issues, IT outages and data privacy; risks associated with the benefits and costs of the Management Services transaction, including the risk that the expected benefits of the Management Services transaction or any contingent purchase price will not be realized within the expected time frame, in full or at all; the risk that costs of restructuring transactions and other costs incurred in connection with the Management Services transaction will exceed our estimates or otherwise adversely affect our business or operations; as well as other additional risks and factors that could cause actual results to differ materially from our forward-looking statements set forth in our reports filed with the Securities and Exchange Commission. Any forward-looking statements are made as of the date hereof. We do not intend, and undertake no obligation, to update any forward-looking statement.