

**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): **March 17, 2016**

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 (*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-(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))

Item 7.01. Regulation FD Disclosure.

A copy of materials that will be used in investor meetings beginning March 17, 2016 is attached to this Current Report on Form 8-K as Exhibit 99.1. These materials are dated March 17, 2016 and the Company disclaims any obligation to correct or update these materials in the future.

The information contained in this Current Report Form 8-K that is furnished under this Item 7.01 is being furnished pursuant to Item 7.01 of Form 8-K and shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Investor Presentation dated March 17, 2016.

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 thereto duly authorized.

AECOM

Dated: March 17, 2016

By: /s/ DAVID Y. GAN

David Y. Gan

Senior Vice President, Assistant General Counsel

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EXHIBIT INDEX

Exhibit

99.1 Investor Presentation dated March 17, 2016.

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AECOM

March 2016



Disclosures

Safe Harbor

Except for historical information contained herein, this presentation contains "forward-looking statements." All statements other than statements of historical fact are "forward-looking statements" for purposes of federal and state securities laws, including any projections of earnings, revenue, cash flows, tax rate, share count, amortization, acquisition and integration costs, or other financial items; any statements of the plans, strategies and objectives for future operations; any statements regarding future economic conditions or performance; any statements of belief; and any statements of assumptions underlying any of the foregoing. Forward-looking statements may include the words "may," "will," "estimate," "intend," "continue," "believe," "expect" or "anticipate" and other similar words.

Although we believe that the expectations reflected in any of our forward-looking statements are reasonable, actual results could differ materially from those projected or assumed in any of our forward-looking statements. Our future financial condition and results of operations, as well as any forward-looking statements, are subject to change and to inherent risks and uncertainties, such as those disclosed in this presentation. Important factors that could cause our actual results, performance and achievements, or industry results to differ materially from estimates or projections contained in forward-looking statements include, among others, the following:

- demand for our services is cyclical;
- uncertainties related to government contract appropriations;
- governmental agencies may modify, curtail or terminate our contracts;
- government contracts are subject to audits and adjustments of contractual terms;
- losses under fixed-price contracts;
- limited control over operations run through our joint venture entities;
- misconduct by our employees or consultants or our failure to comply with laws or regulations applicable to our business;
- our leveraged position and ability to service our debt;
- exposure to legal, political and economic risks in different countries as well as currency exchange rate fluctuations;
- the failure to retain and recruit key technical and management personnel;
- our insurance policies may not provide adequate coverage;
- unexpected adjustments and cancellations related to our backlog;
- dependence on third party contractors who fail to satisfy their obligations;
- systems and information technology interruption; and
- changing client preferences/demands, fiscal positions and payment patterns.

Additional factors that could cause actual results to differ materially from our forward-looking statements are set forth in our Quarterly Report on Form 10-Q for the period ended December 31, 2015, and our other filings with the Securities and Exchange Commission. We do not intend, and undertake no obligation, to update any forward-looking statement.

Non-GAAP Measures

Certain measures contained in this presentation are not calculated in accordance with generally accepted accounting principles (GAAP) and should not be considered a replacement for GAAP results. Non-GAAP financial measures appearing in the presentation are identified in the footnotes. A reconciliation of these non-GAAP measures to the most directly comparable GAAP financial measures is found in the attached appendix and in our earnings releases on the Investors section of our website at: <http://investors.aecom.com>.

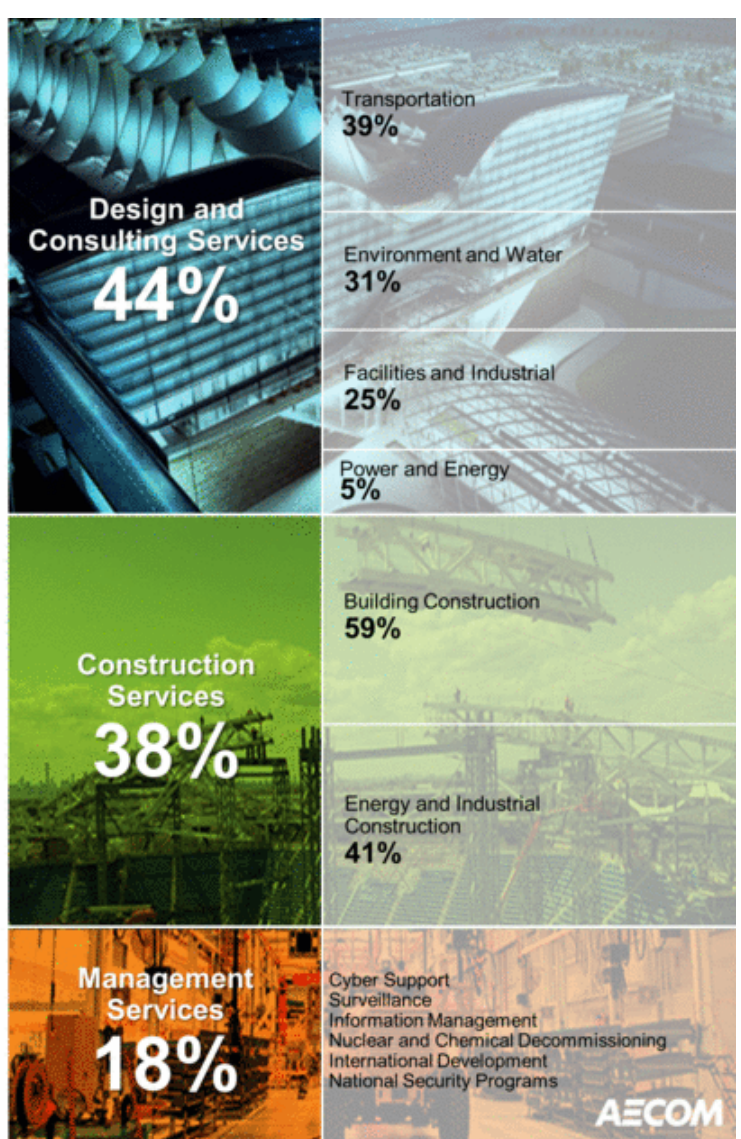
A Leading Provider of Infrastructure Services

Delivering global expertise and tailored local solutions, the scale and depth of AECOM's integrated Design and Consulting Services, Construction Services and Management Services offering is breathtaking. Leveraging these capabilities, our investment arm — AECOM Capital — is a visionary investment platform helping us to participate as a vital partner with our clients and advance development projects.

- ✓ World's Most Admired Companies; *Fortune*
- ✓ #1 in Design; *ENR 2015*

Note: Percentages based on TTM revenue.

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Consistent Performance Driven by Strong Execution

AECOM is distinguished by:

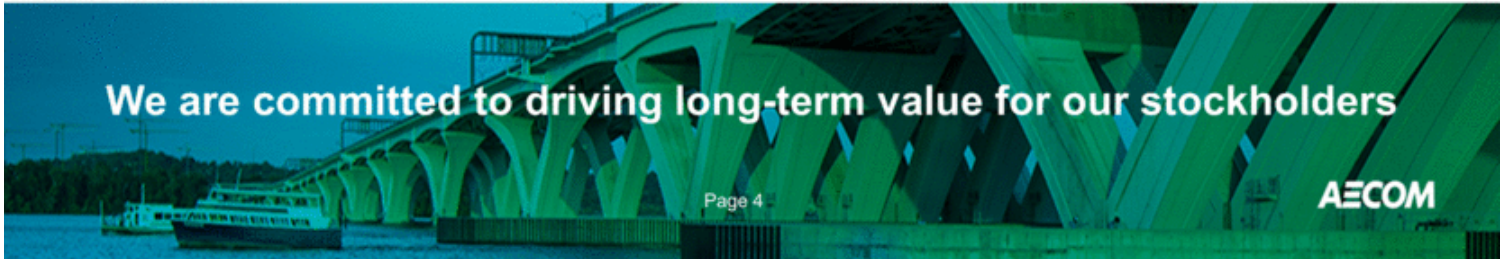
- Industry leading cash flow
- Disciplined, returns-driven capital allocation
- Broadly diverse end-markets and geographies
- A lower-risk contracting mix
- Leading exposure to secular trends such as urbanization and environmental remediation
- A high percentage of revenue and earnings from less macro sensitive industries

AECOM's diverse business model and balanced capital allocation allows for EPS growth through economic cycles



*Excluding goodwill impairment, non-GAAP.

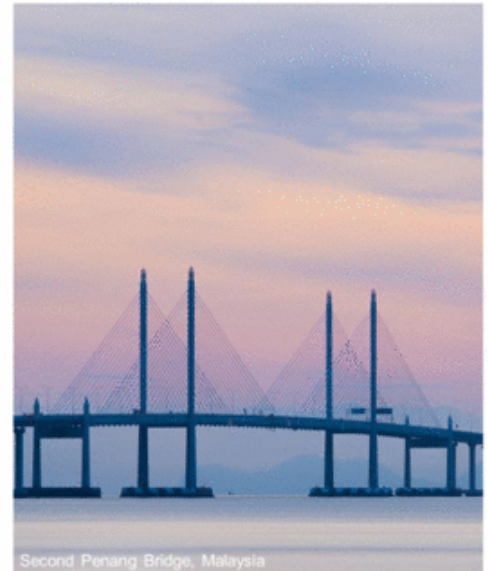
**Excluding acquisition and integration related expenses, financing charges in interest expense, and the amortization of intangible assets, non-GAAP.



Design & Consulting Services (44% of Revenue TTM)

#1 ranked design firm and #1 designer in international markets¹

- Leader in major infrastructure markets
 - Concentrated in core metros with strong funding
 - High concentration of public sector clients and regulatory driven markets adding to visibility
- Positive domestic public sector outlook
 - Multi-trillion dollar infrastructure gap in the U.S. necessitates ramp up in spending
 - Increasing opportunities in core civil infrastructure market due to FAST Act which provide \$305 billion over 5 years
- Improving pipeline of opportunities
 - P3 and design-build market opportunity is promising with large projects coming to market in the coming year
 - Increased private-sector spend in industrial, freight, power, environmental and water markets
 - Emerging market demand driven by demographic and urbanization trends



¹ Per *Engineering News-Record* (2015).

Construction Services (38% of Revenue TTM)

Leading construction services platform – a key component of AECOM's DBFO strategy

- Built on a heritage of delivering large and complex projects across Energy and Industrial Construction businesses
- Strong culture of risk management and execution excellence
- Opportunities to leverage our leading capabilities into DBFO roles to create new opportunities for growth
- Power market enhanced by \$20+ billion coal ash remediation and gas-fired power generation investments



Management Services (18% of Revenue TTM)

Extends AECOM's integrated model beyond design and construction through life-cycle management and support for government and commercial clients



- Leading capabilities in high value markets
 - Diversified business with leading DOE, DOD, and intelligence presence
 - Pursuing significant international defense opportunities
- Leveraging MS into commercial operations and maintenance opportunities across AECOM's global platform
- Leading nuclear remediation capabilities provide a strong resume for global nuclear decommissioning and decontamination work
 - ~20% of reactors worldwide are beyond their original operating life with an additional ~40% reaching the end of their original operating life in the next decade¹
- The \$9 billion pipeline set to be bid on in the next few months provide a strong backdrop for backlog growth



¹ Per the International Atomic Energy Agency. The operating life is estimated based on the NRC's 40 year operating license.

AECOM Capital

Founded in 2013, AECOM Capital is a platform for investing in public infrastructure and private real estate opportunities

- \$200 million of capital committed since inception, representing 7.5 million square feet and \$3.5 billion in real estate investments
- Expect to begin realizing embedded gains this year; anticipate continued EPS contribution as our current portfolio matures and we expand our investments
- Recent investment in Muskingum River Hydro project marks our first private-to-private non-real estate investment; highlights the strength of our broad capabilities
- ACAP has driven significant backlog to our Construction Services segment

DBFO

Targeting at least 20% IRR on real estate investments



Provost Square, New Jersey, U.S.A.



Metropolis, California, U.S.A.

Q1 FY16 Business Highlights & Outlook

Design & Consulting Services

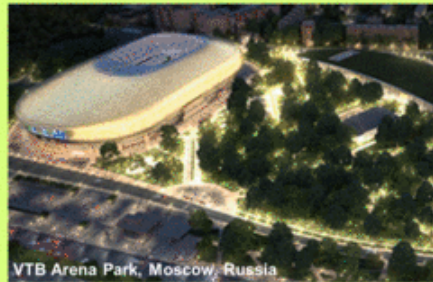
- 5-year domestic transportation bill and better state & local prospects
- Improving trends in environmental, water and power markets
- 1.2x TTM book-to-burn¹ in the Americas
- Global urbanization a secular growth driver



Cleveland Clinic, Abu Dhabi, UAE

Construction Services

- Organic revenue growth of 6% driven by building construction; offset by contemplated reduction in Oil & Gas revenue
- Expanding building construction into new geographies
- Regulatory-driven power and coal-ash opportunities
- Oil & Gas cost reductions drive improved financial performance



VTB Arena Park, Moscow, Russia

Management Services

- Contracted backlog up 6% YoY
- \$35 billion pipeline of pursuits and recent omnibus bill set the table for strong performance in FY16
- Project execution driving results
- Growing cyber, intelligence, and surveillance markets
- Expanding opportunities with friendly foreign governments and commercial clients



Hanford Tank Farm, Washington, U.S.A.

¹ Book-to-burn ratio is defined as the amount of new business divided by the revenue recognized during the period.

Cash Generation and Capital Allocation Highlights

1Q FY16 Highlights

- Free cash flow¹ of \$77 million; debt reduction of \$84 million
- Repaid over \$800 million in debt subsequent to closing the URS transaction in FY15
- \$59 million in proceeds from disposals of assets and businesses

FY11- 1Q FY16 Highlights

- Cumulative FCF^{1,2} of \$2.0 billion; exceeded net income
- Repurchased \$660 million of stock

Capital Allocation Priorities

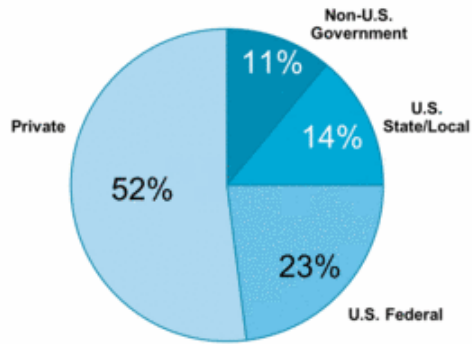
- Expect to generate \$600-\$800 million of FCF¹/year from FY16 to FY17
- Maintain flexibility to respond to changes in financial market conditions



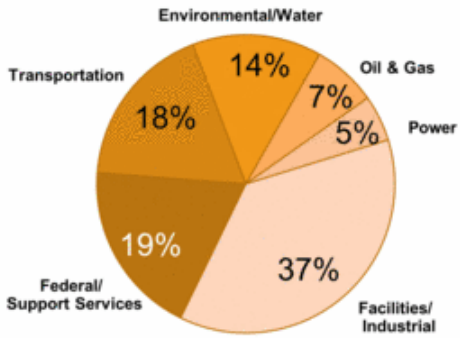
¹ Free cash flow is defined as cash flow from operations less capital expenditures net of proceeds from disposals and is a non-GAAP measure. ² Excludes the impact of settlement of the Deferred Compensation Plan in FY11.

Executing Our Strategy – Diversified Platform

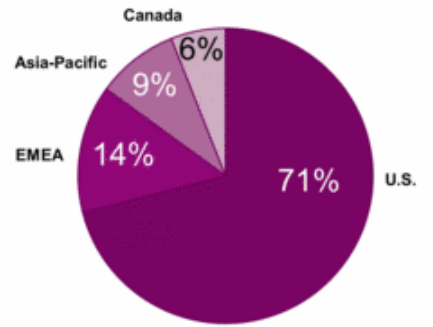
Funding Sources (Revenue)



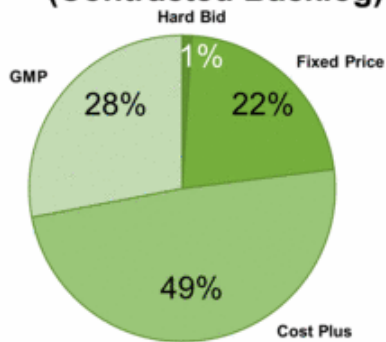
End Markets (Revenue)



Geographies (Revenue)



Contract Type (Contracted Backlog)



Note: End Markets, Geographies and Funding Sources based on Q1 FY16 TTM Revenue where work is performed. Contract Type based on Q1 FY16 Backlog.

Fiscal 2016 Outlook

Adjusted EPS¹ guidance of \$3.00 to \$3.40

Other Metrics

- Effective adjusted tax rate² of approximately 28%
- FY16 share count of approximately 156 million
- Approximately \$165 million in depreciation expense
- Approximately \$200 million of amortization of intangible assets⁴
- Approximately \$210 million in interest expense excluding acquisition-related amortization
- Capital expenditures³ of approximately \$150 million
- Approximately \$200 million of acquisition and integration-related expenses



On track to exit FY16 at a \$275 million synergy savings run-rate

Total synergy savings run-rate target of \$325 million achieved in 2017



¹ Defined as attributable to AECOM, excluding acquisition and integration related expenses, financing charges in interest expense, the amortization of intangible assets, and financial impacts associated with expected and actual dispositions of non-core businesses and assets. ² Inclusive of non-controlling interest deduction and adjusted for acquisition and integration expenses, financing charges in interest expense, and the amortization of intangible assets and financial impacts associated with expected and actual dispositions of non-core businesses and assets. ³ Capital expenditures, net of proceeds from disposals. ⁴ Amortization of intangible assets expense includes the impact of amortization included in equity in earnings of joint ventures and non-controlling interests. ⁵ Free cash flow is defined as cash flow from operations less capital expenditures net of proceeds from disposals, and is a non-GAAP measure.

Appendix: Reconciliation for Amortization, Acquisition & Integration Expenses and Financing Charges

	Twelve Months Ended	
	Sep 30, 2014	Sep 30, 2015
Net income (loss) attributable to AECOM – per diluted share	\$2.33	(\$1.04)*
Per diluted share adjustments:		
Acquisition and integration expenses	0.28	2.63
Amortization of intangible assets	0.24	2.83
Financing charges in interest expense	-	0.54
Tax effect of the above adjustments	(0.14)	(1.68)
Amortization of intangible assets included in NCI, net of tax	(0.02)	(0.20)
Adjusted net income attributable to AECOM – per diluted share	\$2.69	\$3.08

*Basic and dilutive GAAP EPS calculations use the same share count in the event of a net loss to avoid any antidilutive effect; however, the adjusted EPS includes the dilutive shares excluded in the GAAP EPS.

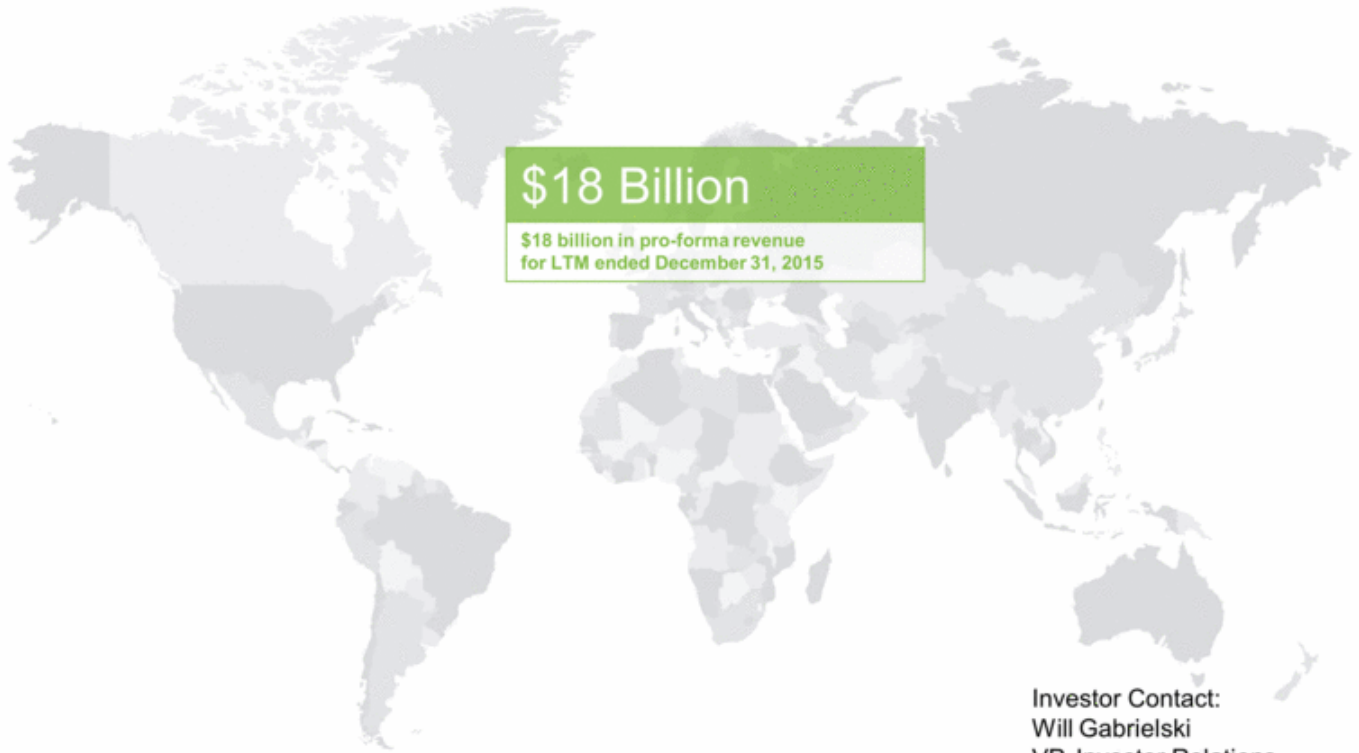
Appendix: Reconciliation for Non-Cash Goodwill Impairment in Fiscal Year 2012

in millions, except EPS	Twelve Months Ended
	Sep 30, 2012
Goodwill Impairment, gross	\$336
Goodwill impairment, net of tax	317
Net income attributable to AECOM as reported	(59)
Net income attributable to AECOM excluding goodwill impairment, net of tax	259
Diluted shares as reported	111.9
Diluted shares excluding goodwill impairment	112.6
EPS as reported	(\$0.52)
EPS excluding goodwill impairment, net of tax	\$2.30

Appendix: Reconciliation of Net Cash Provided by Operating Activities to Free Cash Flow

in millions	Twelve Months Ended	
	Sep 30, 2014	Sep 30, 2015
Net cash provided by operating activities	\$360.6	\$764.4
Capital expenditures, net	<u>(62.8)</u>	<u>(69.4)</u>
Free cash flow	<u>\$297.8</u>	<u>\$695.0</u>

Thank you!



\$18 Billion

\$18 billion in pro-forma revenue
for LTM ended December 31, 2015

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