

**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): **May 8, 2008**

AECOM TECHNOLOGY CORPORATION

(Exact name of Registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

1-33447
(Commission
File Number)

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

**555 South Flower Street, Suite 3700
Los Angeles, California 90071**
(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 2.02. Results of Operations and Financial Condition.

On May 8, 2008, AECOM Technology Corporation issued a press release announcing the financial results for its fiscal second quarter ended March 31, 2008. A copy of the press release is attached to this report as Exhibit 99.1. Exhibit 99.1 attached hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release, dated May 8, 2008, announcing AECOM's financial results for the second quarter ended March 31, 2008.

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 TECHNOLOGY CORPORATION

EXHIBIT INDEX

Exhibit

99.1 Press Release, dated May 8, 2008, announcing AECOM's financial results for the second quarter ended March 31, 2008.

News Release

Contact: Paul Gennaro
SVP & Chief Communications Officer
212.973.3167
paul.gennaro@aecom.com

For immediate release NR 08-0503

AECOM reports strong net income, operating income, backlog for second quarter of fiscal year 2008

- Second-quarter diluted earnings per share of 35 cents, up 30% from the same period last year.
- Net income for second quarter, increased 69% year over year to \$35.8 million.
- Operating income for second quarter increased 55% year over year to \$59.0 million.
- Revenue for second quarter increased 7% year over year to \$1.2 billion.
- Revenue, net of other direct costs increased 27% year over year to \$750.8 million.
- Backlog at March 31, 2008, increased 20% year over year to \$7.1 billion.
- Diluted earnings-per-share outlook raised to \$1.30 to \$1.34 for full fiscal year 2008.

LOS ANGELES (May 8, 2008) — AECOM Technology Corporation (NYSE: ACM), a leading provider of professional technical and management support services for government and commercial clients around the world, announced today its financial results for the second quarter of fiscal year 2008, which ended March 31, 2008.

AECOM reported net income of \$35.8 million for the second quarter, or diluted earnings per share (EPS) of 35 cents. These results represent an increase of 69% over net income of \$21.2 million for the same period last year. Operating income for the second quarter increased 55% year over year to \$59.0 million. For the first six months of fiscal year 2008, AECOM reported net income of \$65.3 million and operating income of \$103.5 million, an increase of 40% and 52%, respectively.

Second-quarter revenue increased to \$1.2 billion, 7% higher than the second quarter of fiscal year 2007. AECOM's gross revenue includes a significant amount of pass-through costs and, therefore, revenue, net of other direct costs, which is a non-GAAP measure, also provides a valuable perspective on its business results. AECOM's revenue, net of other direct costs for the three months ended March 31, 2008, increased 27% compared to the same period last year, to \$750.8 million. For the first six months of fiscal 2008, AECOM reported revenue of \$2.2 billion and revenue, net of other direct costs of \$1.4 billion, an increase of 11% and 31%, respectively.

—more—

“Our second-quarter results were marked by strong global growth,” said John M. Dionisio, AECOM president and chief executive officer. “During the quarter, we saw continued strength in our U.S. business, while our non-U.S. revenue continued to increase – our non-U.S. revenue now represents 53% of our total revenue.”

“The global infrastructure market continues to fuel a solid demand for our services,” said Dionisio. “Projects such as our work in support of Abu Dhabi’s Ain Khalid Commercial Avenue project, the Los Angeles International Airport Capital Improvement Program, and evolving work for the Libyan Housing and Infrastructure Board highlight the breadth and diversification of our success.”

Business Segments

In addition to providing consolidated financial results, AECOM reports separate financial information for its two segments: Professional Technical Services (PTS) and Management Support Services (MSS).

Professional Technical Services

The PTS segment delivers planning, consulting, architecture and engineering design, and program and construction management services to institutional, commercial and government clients worldwide.

For the second quarter of fiscal 2008, the PTS segment reported revenue of \$955.1 million and operating income of \$60.6 million, compared to revenue of \$843.2 million and operating income of \$39.4 million for the same period during fiscal year 2007. This represents a 13% increase in revenue and a 54% increase in operating income year over year. PTS revenue, net of other direct costs, increased 27% for the three months ended March 31, 2008, to \$710.6 million.

Management Support Services

The MSS segment provides program and facilities management and maintenance, training, logistics, consulting, technical assistance and systems integration services, primarily for agencies of the U.S. government.

For the second quarter of fiscal year 2008, the MSS segment reported revenue of \$209.1 million and operating income of \$14.0 million, compared to revenue of \$240.5 million and operating income of \$8.3 million for the same period during fiscal year 2007. This represents a 13% decrease in revenue and a 68% increase in operating income year over year. Segment results for the quarter were positively affected by the release of key task orders and the resolution of government contract negotiations. MSS revenue, net of other direct costs, increased 40% for the three months ended March 31, 2008, to \$40.1 million.

Outlook

AECOM announced backlog totaling \$7.1 billion at March 31, 2008, a 20% increase year over year.

“AECOM continued to deliver strong results across all of our end markets and geographies during the second quarter,” said Michael S. Burke, AECOM executive vice president, chief corporate officer and chief financial officer. “Moreover, the \$1.2-billion increase in our year-over-year backlog indicates continued strength and solid momentum in our end markets.”

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Dionisio cited the five acquisitions that AECOM has announced year to date as an indicator of the company’s execution on its strategic plan. “Our ability to complement our organic growth with key acquisitions positions us well to leverage the opportunities that we see in the global infrastructure market.”

Based on its results through the first half of the fiscal year, as well as its strong backlog, AECOM has raised its EPS outlook for fiscal year 2008 to \$1.30 to \$1.34.

AECOM is hosting a conference call today at 11 a.m. EDT, during which management will make a brief presentation focusing on the company’s results, strategies and operating trends. Interested parties can listen to the conference call and view accompanying slides via webcast on the Internet at www.aecom.com. The webcast will be available for replay following the call.

About AECOM

AECOM (NYSE: ACM) is a global provider of professional technical and management support services to a broad range of markets, including transportation, facilities, environmental and energy. With more than 35,000 employees around the world, AECOM is a leader in all of the key markets that it serves. AECOM provides a blend of global reach, local knowledge, innovation, and technical excellence in delivering solutions that enhance and sustain the world’s built, natural, and social environments. AECOM serves clients in more than 60 countries and had revenue of \$4.2 billion during fiscal year 2007. More information on AECOM and its services can be found at www.aecom.com.

Forward-Looking Statements: All statements in this press release other than statements of historical fact are “forward-looking statements” for purposes of federal and state securities laws, including any projections of earnings or other financial items; any statements of the plans, strategies and objectives for future operations; and any statements regarding future economic conditions or performance. 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 forward-looking statements include: uncertainties related to funding, audits, modifications and termination of long-term government contracts; 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; failure to successfully execute our merger and acquisition strategy; the need to retain and recruit key technical and management personnel; and unexpected adjustments and cancellations related to our backlog. Additional factors that could cause actual results to differ materially from our forward-looking statements are set forth in our reports filed with the Securities and Exchange Commission. We do not intend, and undertake no obligation, to update any forward-looking statement.

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AECOM Technology Corporation Condensed Consolidated Statements of Income (in thousands, except per share data)

| | <u>Three Months Ended</u> | | <u>Six Months Ended</u> | |
|--|---------------------------|-----------------------|-------------------------|-----------------------|
| | <u>March 31, 2008</u> | <u>March 31, 2007</u> | <u>March 31, 2008</u> | <u>March 31, 2007</u> |
| Revenue | \$ 1,164,121 | \$ 1,083,709 | \$ 2,244,371 | \$ 2,022,258 |
| Other direct costs | 413,369 | 494,227 | 818,033 | 929,642 |
| Revenue, net of other direct costs | 750,752 | 589,482 | 1,426,338 | 1,092,616 |
| Cost of revenue, net of other direct costs | 381,357 | 305,611 | 730,351 | 560,326 |
| Gross profit | 369,395 | 283,871 | 695,987 | 532,290 |
| Equity in earnings of joint ventures | 4,008 | 2,219 | 6,850 | 3,636 |
| General and administrative expenses | 314,444 | 248,146 | 599,346 | 467,974 |
| Income from operations | 58,959 | 37,944 | 103,491 | 67,952 |
| Minority interest in share of earnings | 4,798 | 3,648 | 6,077 | 5,234 |
| Other expense | 813 | — | 1,628 | — |

| | | | | |
|--|-----------|-----------|-----------|-----------|
| Gain on the sale of equity investment | — | — | — | 11,286 |
| Interest income (expense) and other, net | 2,061 | (2,228) | 4,309 | (3,303) |
| Income before income tax expense | 55,409 | 32,068 | 100,095 | 70,701 |
| Income tax expense | 19,580 | 10,870 | 34,773 | 23,983 |
| Net income | \$ 35,829 | \$ 21,198 | \$ 65,322 | \$ 46,718 |
| Net income allocation: | | | | |
| Preferred stock dividend | \$ 39 | \$ 87 | \$ 95 | \$ 116 |
| Net income available for common stockholders | 35,790 | 21,111 | 65,227 | 46,602 |
| Net income | \$ 35,829 | \$ 21,198 | \$ 65,322 | \$ 46,718 |
| Net income per share: | | | | |
| Basic | \$ 0.36 | \$ 0.37 | \$ 0.65 | \$ 0.82 |
| Diluted | \$ 0.35 | \$ 0.27 | \$ 0.63 | \$ 0.60 |
| Weighted average shares outstanding: | | | | |
| Basic | 100,571 | 56,331 | 100,108 | 56,965 |
| Diluted | 103,454 | 77,964 | 103,240 | 78,500 |

AECOM Technology Corporation
Balance Sheet and Cash Flow Information
(in thousands)

| | March 31, 2008 | September 30, 2007 |
|---|-------------------|-----------------------|
| Balance Sheet Information: | | |
| Cash and cash equivalents | \$ 217,675 | \$ 216,911 |
| Working capital | 546,554 | 597,655 |
| Working capital, net of cash and cash equivalents | 328,879 | 380,744 |
| Total debt | 51,548 | 47,950 |
| Total stockholders' equity | 1,387,138 | 1,278,485 |
| Six Months Ended | | |
| | March 31, 2008 | March 31, 2007 |
| Cash Information | | |
| Net cash provided by operating activities | \$ 3,267 | \$ 53,730 |

AECOM TECHNOLOGY CORPORATION
Reportable Segments
(in thousands)

| | Professional Technical Services | Management Support Services | Corporate | Total |
|---|---------------------------------------|-----------------------------------|-----------|--------------|
| Three Months Ended March 31, 2008: | | | | |
| Revenue | \$ 955,067 | \$ 209,054 | \$ — | \$ 1,164,121 |
| Other direct costs | 244,436 | 168,933 | — | 413,369 |
| Revenue, net of other direct costs | 710,631 | 40,121 | — | 750,752 |
| Cost of revenue, net of other direct costs | 359,944 | 21,413 | — | 381,357 |
| Gross profit | 350,687 | 18,708 | — | 369,395 |
| Gross profit as a % of revenue | 36.7% | 8.9% | — | 31.7% |
| Gross profit as a % of revenue, net of other direct costs | 49.3% | 46.6% | — | 49.2% |
| Equity in earnings of joint ventures | 2,676 | 1,332 | — | 4,008 |
| General and administrative expenses | 292,809 | 6,052 | 15,583 | 314,444 |
| Operating income | 60,554 | 13,988 | (15,583) | 58,959 |
| Segment assets | 2,246,431 | 198,919 | 256,583 | 2,701,933 |
| Three Months Ended March 31, 2007: | | | | |
| Revenue | \$ 843,218 | \$ 240,491 | \$ — | \$ 1,083,709 |
| Other direct costs | 282,359 | 211,868 | — | 494,227 |
| Revenue, net of other direct costs | 560,859 | 28,623 | — | 589,482 |
| Cost of revenue, net of other direct costs | 289,830 | 15,781 | — | 305,611 |
| Gross profit | 271,029 | 12,842 | — | 283,871 |
| Gross profit as a % of revenue | 32.1% | 5.3% | — | 26.2% |
| Gross profit as a % of revenue, net of other direct costs | 48.3% | 44.9% | — | 48.2% |
| Equity in earnings of joint ventures | 681 | 1,538 | — | 2,219 |
| General and administrative expenses | 232,264 | 6,035 | 9,847 | 248,146 |
| Operating income | 39,446 | 8,345 | (9,847) | 37,944 |
| Six Months Ended March 31, 2008: | | | | |
| Revenue | \$ 1,848,508 | \$ 395,863 | \$ — | \$ 2,244,371 |
| Other direct costs | 489,352 | 328,681 | — | 818,033 |

| | | | | |
|---|-----------|---------|----------|-----------|
| Revenue, net of other direct costs | 1,359,156 | 67,182 | — | 1,426,338 |
| Cost of revenue, net of other direct costs | 689,181 | 41,170 | — | 730,351 |
| Gross profit | 669,975 | 26,012 | — | 695,987 |
| Gross profit as a % of revenue | 36.2% | 6.6% | — | 31.0% |
| Gross profit as a % of revenue, net of other direct costs | 49.3% | 38.7% | — | 48.8% |
| Equity in earnings of joint ventures | 3,708 | 3,142 | — | 6,850 |
| General and administrative expenses | 561,907 | 11,742 | 25,697 | 599,346 |
| Operating income | 111,776 | 17,412 | (25,697) | 103,491 |
| Segment assets | 2,246,431 | 198,919 | 256,583 | 2,701,933 |

Six Months Ended March 31, 2007:

| | | | | |
|---|--------------|------------|----------|--------------|
| Revenue | \$ 1,597,087 | \$ 425,171 | \$ — | \$ 2,022,258 |
| Other direct costs | 553,181 | 376,461 | — | 929,642 |
| Revenue, net of other direct costs | 1,043,906 | 48,710 | — | 1,092,616 |
| Cost of revenue, net of other direct costs | 532,575 | 27,751 | — | 560,326 |
| Gross profit | 511,331 | 20,959 | — | 532,290 |
| Gross profit as a % of revenue | 32.0% | 4.9% | — | 26.3% |
| Gross profit as a % of revenue, net of other direct costs | 49.0% | 43.0% | — | 48.7% |
| Equity in earnings of joint ventures | (104) | 3,740 | — | 3,636 |
| General and administrative expenses | 435,943 | 11,806 | 20,225 | 467,974 |
| Operating income | 75,284 | 12,893 | (20,225) | 67,952 |