

**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 1, 2017**

**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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On March 3, 2017, AECOM (the "Company") amended its Certificate of Incorporation to eliminate supermajority voting for business combinations after the Company's proposal was approved by the Company's stockholders at its annual meeting of stockholders on March 1, 2017.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

The Company held its annual meeting of stockholders on March 1, 2017 (the "2017 Annual Meeting"). The stockholders considered each of the proposals in the Company's definitive proxy statement filed with the Securities and Exchange Commission on January 19, 2017. Voting results with respect to each proposal submitted at the 2017 Annual Meeting are set forth below.

**Proposal 1:** Election of directors to the Company's Board of Directors to serve until the Company's 2018 annual meeting of stockholders and until the election and qualification of their respective successors:

	<b>FOR</b>	<b>WITHHELD</b>	<b>NON VOTES</b>
Michael S. Burke	123,074,979	2,737,101	10,504,749
James H. Fordyce	98,129,420	27,682,660	10,504,749
Senator William H. Frist	125,018,883	793,197	10,504,749
Linda Griego	99,516,479	26,295,601	10,504,749
David W. Joos	125,030,930	781,150	10,504,749
Dr. Robert J. Routs	92,075,834	33,736,246	10,504,749
Clarence T. Schmitz	99,882,282	25,929,798	10,504,749
Douglas W. Stotlar	125,054,993	757,087	10,504,749
Daniel R. Tishman	125,087,446	724,634	10,504,749
Gen. Janet C. Wolfenbarger	125,072,028	740,052	10,504,749

**Proposal 2:** Ratification of the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending September 30, 2017:

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
135,163,240	880,415	273,174

**Proposal 3:** Approval of the Company's Amended and Restated 2016 Stock Incentive Plan:

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>NON VOTES</b>
114,711,854	10,943,039	157,187	10,504,749

**Proposal 4:** Approval of an amendment to the Company's Certificate of Incorporation to eliminate supermajority voting for business combinations:

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>NON VOTES</b>
125,391,780	310,626	109,674	10,504,749

**Proposal 5:** Frequency of future advisory votes on executive compensation:

<b>ONE YEAR</b>	<b>TWO YEAR</b>	<b>THREE YEAR</b>	<b>ABSTAIN</b>	<b>NON VOTES</b>
112,271,154	735,955	12,506,521	298,450	10,504,749

**Proposal 6:** Approval of the Company's executive compensation, on an advisory basis:

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>NON VOTES</b>
66,011,372	59,201,832	598,876	10,504,749

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

(d) Exhibits

3.1 Certificate of Amendment to the Company's Certificate of Incorporation

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**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 3, 2017

By: /s/ DAVID Y. GAN  
David Y. Gan  
Senior Vice President, Deputy General Counsel

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**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
AECOM**

**AECOM**, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

**FIRST:** That the Board of Directors of the Corporation on September 21, 2016 adopted a resolution that declared it advisable and in the best interests of the Corporation to amend the Certificate of Incorporation of the Corporation to eliminate the supermajority voting provision related to business combinations contained in Article Eighth.

**SECOND:** That, on March 1, 2017, the Corporation's 2017 annual meeting of stockholders was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment of the Corporation's Certificate of Incorporation to eliminate the supermajority voting provision related to business combinations contained in Article Eighth.

**THIRD:** That Article Eighth of the Certificate of Incorporation of the Corporation be amended and restated in its entirety so that, as amended, said Article Eighth shall read as follows

EIGHTH: [Reserved for future use.]

**FOURTH:** That the aforesaid amendment to the Certificate of Incorporation was duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.

**FIFTH:** That all other provisions of the Certificate of Incorporation shall remain in full force and effect.

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**IN WITNESS WHEREOF**, the Corporation has caused this Certificate of Amendment to be signed this third day of March, 2017.

AECOM

By           /s/ David Y. Gan            
Name: David Y. Gan  
Title: Senior Vice President, Deputy General Counsel

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