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): August 7, 2012

AECOM TECHNOLOGY CORPORATION

(Exact name of Registrant as specified in its charter)

61-1088522

(I.R.S. Employer

Identification No.)

Delaware
(State or Other Jurisdiction of Incorporation)

1-33447
(Commission File Number)

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 (<i>see</i> 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 August 7, 2012, AECOM Technology Corporation issued a press release announcing the financial results for its fiscal third quarter ended June 30, 2012. 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 August 7, 2012, announcing AECOM's financial results for the third quarter

ended June 30, 2012.

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

Dated: August 7, 2012 By: /s/ DAVID Y. GAN

David Y. Gan

Vice President, Assistant General Counsel

EXHIBIT INDEX

Exhibit

99.1 Press Release, dated August 7, 2012, announcing AECOM's financial results for the third quarter ended June 30, 2012.



NR 12-0801

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

Investor Contact: Lynn Antipas Tyson SVP, Investor Relations 646.432.8428 Lynn.Tyson@aecom.com

AECOM reports third-quarter fiscal year 2012 financial results

- Strength in Asia-Pacific, Canada, civil infrastructure, and power, energy, and mining drive \$2.1 billion in revenue, EPS of \$0.63.
- Improved profitability and progress on working capital initiatives produce \$186 million in free cash flow.
- Company reaffirms full-year EPS guidance of \$2.30 to \$2.45.

LOS ANGELES (Aug. 7, 2012) — AECOM Technology Corporation (NYSE: ACM) reported third-quarter revenue of \$2.1 billion, a 2.4% increase from the third quarter of fiscal year 2011. Third-quarter revenue, net of other direct costs¹, was \$1.3 billion. Operating income for the third quarter decreased 6.5% from last year to \$103 million due to challenging year-over-year performance in the Management Support Services (MSS) segment. Net income attributable to the company declined 6% to \$69 million and earnings per share (EPS) grew 1.6% to 63 cents.

		Third Quarter			Year-to-Date	<u> ج</u>				
(\$ in millions, except EPS)	Q3 FY11	Q3 FY12	YOY % Change	Q3 YTD FY11	Q3 YTD FY12	YOY % Change				
Gross Revenue	\$2,047	\$2,095	2.4%	\$5,919	\$6,135	3.6%				
Net Service Revenue ¹	\$1,314	\$1,324	0.7%	\$3,821	\$3,844	0.6%				
Operating Income	\$110	\$103	(6.5%)	\$288	\$253	(12.1%)				
Net Income ²	\$74	\$69	(6.0%)	\$188	\$166	(11.7%)				
Earnings per Share ²	\$0.62	\$0.63	1.6%	\$1.59	\$1.47	(7.5%)				
Free Cash Flow ³	\$1	\$186	NM	(\$29)	\$159	N-M				

All growth comparisons that follow are year over year unless noted otherwise.

"During the quarter, our organic net service revenue, on a currency-neutral basis, improved to 2% led by strength in our Asia, Australia and Canada operations with solid growth in our civil infrastructure as well as our power, energy and mining end markets," said John M. Dionisio, AECOM chairman and chief executive officer. "In addition, we made further investments to enhance our capabilities to accelerate our growth in the future."

As of June 30, 2012, AECOM had \$398 million of total cash and cash equivalents and \$1.1 billion of debt, equating to AECOM's lowest net debt in seven quarters. In addition, AECOM reported \$1.05 billion in committed bank facilities with \$985 million in unused capacity. Cash flow from operations totaled \$202 million in the quarter, while free cash flow totaled \$186 million.

"Our strong third-quarter free cash flow generation of \$186 million exceeded our expectations and illustrates the progress we are making to improve our balance of growth, profitability and liquidity. During the quarter, we completed the balance of our initial \$200 million share repurchase program and repaid \$175 million in debt," said Michael S. Burke, AECOM president. "Improved execution on our margin initiatives was evident in our sequential earnings growth, and we enter our strongest quarter of the year with good momentum."

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New Wins and Backlog

During the third quarter, new wins totaled \$2.0 billion, while backlog at June 30, 2012, was \$15.8 billion. These metrics demonstrate the underlying strength of our business as clients increasingly turn to AECOM for our integrated service platform and global expertise.

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 public sector clients worldwide.

Revenue of \$1.85 billion grew 4%, and revenue, net of other direct costs, declined slightly by 0.4% to \$1.16 billion. Operating income increased 4.5% to \$120 million reflecting the benefits of the company's operational efficiency and margin improvement initiatives.

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.

Revenue declined 9.2% to \$248.7 million, and revenue, net of other direct costs, increased 10.1% to \$158.9 million. Operating income declined 80% to \$4 million; however, on a sequential basis, operating income grew 92% consistent with the company's recovery plan for the segment.

Fiscal 2012 Outlook

AECOM reaffirms its EPS outlook for fiscal year 2012 of \$2.30 to \$2.45 and, given its current outlook, expects to be at the low end of this range. In the fourth quarter, the company expects typical seasonal improvement in its PTS segment, margin improvement across the Americas and Europe, and continued recovery in its MSS segment. On a full-year basis, the company expects free cash flow to meet or exceed next income.

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. Those wishing to dial in to the call via telephone can do so by dialing 1-800-706-7741 or 1-617-614-3471 and entering the passcode 61587083. Interested parties also can listen to the conference call and view accompanying slides via webcast at www.aecom.com. The webcast will be available for replay following the call.

¹AECOM's gross revenue includes a significant amount of pass-through costs and, therefore, the company believes that revenue, net of other direct costs (net service revenue), which is a non-GAAP measure, also provides a valuable perspective on its business results.

²Attributable to AECOM.

³Q1 FY11 excludes the deferred compensation plan liability termination and related excess tax benefit effect. This is a non-GAAP measure.

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About AECOM

AECOM is a global provider of professional technical and management support services to a broad range of markets, including transportation, facilities, environmental, energy, water and government. With approximately 45,000 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 create, enhance and sustain the world's built, natural, and social environments. A *Fortune 500* company, AECOM serves clients in more than 130 countries and had revenue of \$8.3 billion during the 12 months ended June 30, 2012. 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 Consolidated Statements of Income (unaudited - in thousands, except per share data)

Nine Months Ended

			mee i	vionins Ended		Nine Months Ended					
		June 30, 2012		June 30, 2011	% Change	June 30, 2012		June 30, 2011	% Change		
Revenue Other direct costs Revenue, net of other direct costs	\$	2,095,138 771,736	\$	2,046,725 732,599	2% 5%	\$ 6,135,269 2,291,518	\$	5,919,329 2,098,027	4% 9%		
(non-GAAP)		1,323,402		1,314,126	1%	3,843,751		3,821,302	1%		

Cost of revenue, net of other direct	1,212,164	1,192,887	2%	3,566,050	3,494,993	2%
costs Gross profit	111,238	121,239	(8)%	277,701	326,309	(15)%
Equity in earnings of joint ventures General and administrative expenses Income from operations	12,281 (20,682) 102,837	12,248 (23,560) 109,927	0% (12)% (6)%	38,141 (63,150) 252,692	31,675 (70,430) 287,554	20% (10)% (12)%
Other income (expense) Interest expense, net Income from continuing operations	1,043 (12,702)	(1,585) (10,452)	* 22%	7,433 (34,520)	2,159 (30,338)	244% 14%
before income tax expense	91,178	97,890	(7)%	225,605	259,375	(13)%
Income tax expense Net income Noncontrolling interests in income of	21,323 69,855	23,959 73,931	(11)% (6)%	57,670 167,935	63,701 195,674	(9)% (14)%
consolidated subsidiaries, net of tax Net income attributable to AECOM	\$ 69,413	(97) \$ 73,834	356% (6)%	(1,597) \$ 166,338	(7,257) \$ 188,417	(78)% (12)%
Net income allocation: Preferred stock dividend Net income available for common stockholders Net income attributable to AECOM	\$ — 69,413 \$ 69,413	\$ — 73,834 \$ 73,834	0% (6)% (6)%	\$ — 166,338 \$ 166,338	\$ 2	(100)% (12)% (12)%
Net income attributable to AECOM per share: Basic Diluted	\$ 0.63 \$ 0.63	\$ 0.63 \$ 0.62	0% 2%	\$ 1.48 \$ 1.47	\$ 1.60 \$ 1.59	(8)% (8)%
Weighted average shares outstanding: Basic Diluted * Not meaningful	110,221 110,819	117,932 118,907		112,513 113,233	117,739 118,767	

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

Delegae Chest Information	June 30, 2012	Se	eptember 30, 2011
Balance Sheet Information:			
Cash and cash equivalents	\$ 398,394	\$	456,940
Accounts receivable, net	2,483,269		2,380,181
Working capital	1,041,775		1,175,620
Working capital, net of cash and cash equivalents	643,381		718,680
Total debt	1,070,267		1,162,469
Total assets	5,863,640		5,789,328
Total AECOM stockholders' equity	2,455,750		2,339,711

		Three mon	ths end	led		Nine mont	ths ended			
Overland to the second of	Jur	ne 30, 2012	Jur	ne 30, 2011	Ju	ne 30, 2012	Ju	ne 30, 2011		
Cash Flow Information:	Φ.	201 205	Φ.	15.011	Φ.	200.000	Φ.	(100 104)		
Net cash provided by / (used in) operating activities	\$	201,965	\$	15,911	\$	206,963	\$	(130,124)		
Net cash provided by / (used in) operating activities, excluding										
Q1 FY11 deferred compensation plan termination*	\$	201,965	\$	15,911	\$	206,963	\$	17,876		
Capital expenditures		(15,600)		(15,176)		(47,805)		(47,283)		
Free cash flow (non-GAAP)*	\$	186,365	\$	735	\$	159,158	\$	(29,407)		

^{*}Nine months ended June 30, 2011, amount excludes deferred compensation plan termination (\$90 million) and associated excess tax benefits (\$58 million).



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AECOM TECHNOLOGY CORPORATION Reportable Segments (unaudited - \$ in thousands)

Reportable Segments:	F	Professional Technical Services	 Management Support Services	 Corporate	 Total
Three Months Ended June 30, 2012: Revenue Other direct costs Revenue, net of other direct costs (non-GAAP) Cost of revenue, net of other direct costs Gross profit Equity in earnings of joint ventures General and administrative expenses Operating income	\$	1,846,487 681,894 1,164,593 1,050,438 114,155 5,499 ³ / ₄ 119,654	\$ 248,651 89,842 158,809 161,726 (2,917) 6,782 ³ / ₄ 3,865	\$ 	\$ 2,095,138 771,736 1,323,402 1,212,164 111,238 12,281 (20,682) 102,837
Gross profit as a % of revenue Gross profit as a % of revenue, net of other direct costs (non- GAAP)		6.2% 9.8%	(1.2)% (1.8)%	_ _	5.3% 8.4%
Three Months Ended June 30, 2011: Revenue Other direct costs Revenue, net of other direct costs (non-GAAP) Cost of revenue, net of other direct costs Gross profit Equity in earnings of joint ventures General and administrative expenses Operating income Gross profit as a % of revenue Gross profit as a % of revenue, net of other direct costs (non-GAAP)	\$ 	1,772,831 603,050 1,169,781 1,059,503 110,278 4,263 — 114,541 6.2% 9.4%	273,894 129,549 144,345 133,384 10,961 7,985 — 18,946 4.0% 7.6%	\$ (23,560) (23,560)	\$ 2,046,725 732,599 1,314,126 1,192,887 121,239 12,248 (23,560) 109,927 5.9% 9.2%
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Awarded backlog

Total backlog

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AECOM TECHNOLOGY CORPORATION

Reportable Segments (unaudited - \$ in thousands)

Professional Management Support Services Technical Reportable Segments: Services Corporate Total Nine Months Ended June 30, 2012: Revenue 5,455,036 680,233 \$ 6,135,269 Other direct costs 2,026,460 265,058 2,291,518 3,428,576 Revenue, net of other direct costs (non-GAAP) 415,175 3,843,751 Cost of revenue, net of other direct costs 3,143,219 422,831 3,566,050 277,701 Gross profit 285,357 (7,656)Equity in earnings of joint ventures 12,547 25,594 38,141 General and administrative expenses 3/4 (63,150)(63,150)Operating income 297,904 17,938 (63,150)252,692 Gross profit as a % of revenue 5.2% (1.1)% 4.5% Gross profit as a % of revenue, net of other direct costs (non-GAAP) 8.3% (1.8)% 7.2% Contracted backlog \$ 7,495,374 \$ 856,560 \$ 8,351,934

6,050,922

13,546,296

1,429,864

2,286,424

7,480,786

15,832,720

Nine Months Ended June 30, 2011:						
Revenue	\$ 4,994,235	\$	925,094	\$	_	\$ 5,919,329
Other direct costs	1,594,891		503,136			2,098,027
Revenue, net of other direct costs (non-GAAP)	 3,399,344		421,958			3,821,302
Cost of revenue, net of other direct costs	3,111,774		383,219		_	3,494,993
Gross profit	 287,570		38,739			326,309
Equity in earnings of joint ventures	10,392		21,283			31,675
General and administrative expenses	 				(70,430)	 (70,430)
Operating income	\$ 297,962	\$	60,022	\$	(70,430)	\$ 287,554
Gross profit as a % of revenue	5.8%)	4.2%	ı	_	5.5%
Gross profit as a % of revenue, net of other direct costs (non-GAAP)	8.5%)	9.2%	ı	_	8.5%
Contracted backlog	\$ 7,900,596	\$	1,145,472	\$	_	\$ 9,046,068
Awarded backlog	 5,471,906		1,518,720			 6,990,626
Total backlog	\$ 13,372,502	\$	2,664,192	\$		\$ 16,036,694

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AECOM Technology Corporation Regulation G Information (\$ in millions)

Reconciliation of Revenue to Revenue, Net of Other Direct Costs

			Three I	Months Ended			Nine Months Ended					
	Jun	e 30, 2012	Mar	ch 31, 2012	Jun	e 30, 2011	Jur	ne 30, 2012	Jur	e 30, 2011		
Consolidated Revenue	\$	2.095.2	\$	2.010.9	\$	2.046.7	\$	6.135.3	\$	5,919.3		
Less: Other direct costs	Ψ	771.7	Ψ	721.4	Ψ	732.6	Ψ	2,291.5	Ψ	2,098.0		
Revenue, net of other direct costs	\$	1,323.5	\$	1,289.5	\$	1,314.1	\$	3,843.8	\$	3,821.3		
PTS Segment												
Revenue	\$	1,846.5	\$	1,801.1	\$	1,772.8	\$	5,455.0	\$	4,994.2		
Less: Other direct costs		681.9		638.0		603.0		2,026.4		1,594.9		
Revenue, net of other direct costs	\$	1,164.6	\$	1,163.1	\$	1,169.8	\$	3,428.6	\$	3,399.3		
MSS Segment												
Revenue	\$	248.7	\$	209.8	\$	273.9	\$	680.3	\$	925.1		
Less: Other direct costs		89.8		83.4		129.6		265.1		503.1		
Revenue, net of other direct costs	\$	158.9	\$	126.4	\$	144.3	\$	415.2	\$	422.0		

Reconciliation of Amounts Provided by Acquired Companies

		Thre	e Mo	nths Ended June	30, 20	12	Nine	oM s	ths Ended June 3	0, 20), 2012		
		Total		Provided by Acquired Companies	E	xcluding Effect of Acquired Companies	Provideo Acquir Total Compar			Excluding Effect of Acquired Companies			
Consolidated Revenue, net of other direct costs	\$	1,323.5	\$	5.8	\$	1,317.7	\$ 3,843.8	\$	24.3	\$	3,819.5		

Reconciliation of EBITDA to Net Income Attributable to AECOM

								Three Mor	iths E	nded						
	Jun 30, 2012		N	Mar 31, 2012	- ,		Sep 30, 2011		Jun 30, 2011		Mar 31, 2011		Dec 31, 2010		Sep 30, 2010	
EBITDA Less: Interest expense* Less: Depreciation and amortization	\$	129.0 12.1 26.1	\$	101.6 10.6 25.3	\$	103.0 10.0 25.5	\$	157.8 8.9 25.1	\$	136.2 10.4 28.0	\$	114.3 10.0 27.4	\$	117.1 9.9 29.8	\$	125.8 5.3 21.2
Income from continuing operations attributable to AECOM before income taxes Less: Income tax expense		90.8 21.4		65.7 16.7	_	67.5 19.6		123.8 36.4		97.8 24.0		76.9 19.2		77.4 20.5		99.3 31.5
Net income attributable to AECOM	\$	69.4	\$	49.0	\$	47.9	\$	87.4	\$	73.8	\$	57.7	\$	56.9	\$	67.8

Reconciliation of Total Debt to Net Debt

	June	e 30, 2012	Marc	ch 31, 2012	Jur	ne 30, 2011
Short-term debt	\$	2.9	\$	2.2	\$	19.0
Current portion of long-term debt		116.8		86.5		11.6
Long-term debt		950.6		1,172.3		1,165.4
Total debt		1,070.3		1,261.0		1,196.0
Less: Total cash and cash equivalents		398.4		465.7		381.5
Net debt	\$	671.9	\$	795.3	\$	814.5

Reconciliation of Net Cash Provided by I (Used In) Operating Activities to Free Cash Flow

	Three Months Ended						Nine Months Ended			
	June 30, 2012		March 31, 2012		June 30, 2011		June 30, 2012		June 30, 2011	
Net cash provided by / (used in) operating activities Capital expenditures	\$	202.0 (15.6)	\$	11.5 (13.9)	\$	15.9 (15.2)	\$	207.0 (47.8)	\$	(130.1) (47.3)

Settlement of deferred compensation plan liability	3⁄4	3/4	3⁄4	3⁄4	90.0
Excess tax benefit from share-based payment (associated with DCP					
termination)	 3/4	 3/4	 3/4	3/4	 58.0
Free cash flow	\$ 186.4	\$ (2.4)	\$ 0.7	\$ 159.2	\$ (29.4)

* Excluding related amortization.