

**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 16, 2011**

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 8.01 Other Events.

On August 16, 2011, AECOM Technology Corporation (the "Company") announced that its Board of Directors authorized a stock repurchase program (the "Repurchase Program"), pursuant to which the Company may purchase up to \$200 million of its common stock. Share repurchases under this program may be effected through open market purchases, unsolicited or solicited privately negotiated transactions or other methods, including pursuant to a Rule 10b5-1 plan.

On August 16, 2011, in accordance with the Repurchase Program, the Company entered into an accelerated share repurchase ("ASR") agreement with Bank of America, N.A. ("Bank of America"). Under the agreement for the ASR (the "ASR Agreement"), the Company will repurchase \$100 million of the approved \$200 million worth of shares of its common stock from Bank of America.

In connection with the ASR the Company will pay \$100 million to Bank of America in exchange for one or more deliveries by Bank of America of the Company's outstanding common shares. A majority of the shares owed to the Company by Bank of America will be delivered to the Company on August 19, 2011. The specific number of shares that ultimately will be repurchased by the Company under the ASR Agreement will be based up on the volume-weighted average share price of the Company's common stock during the term of the ASR Agreement, less an agreed discount, subject to collar provisions establishing a maximum and minimum price and other customary conditions under the ASR Agreement. The Company expects all ASR purchases to be completed either during the fourth fiscal quarter of 2011 or the first fiscal quarter of 2012, with the exact date of completion to depend on whether Bank of America exercises one of the acceleration options that it has under the ASR Agreement. At settlement, the Company may be entitled to receive additional shares of common stock from Bank of America or under certain circumstances may be required to issue additional shares or make a payment to Bank of America at the Company's option.

The Company issued a press release on August 16, 2011 announcing its stock repurchase program. A copy of that press release is furnished as Exhibit 99.1 hereto and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press release issued August 16, 2011 by AECOM Technology Corporation announcing stock repurchase program

2

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 16, 2011

By: /s/ DAVID Y. GAN

David Y. Gan

Vice President, Assistant General Counsel

3

EXHIBIT INDEX

Exhibit

99.1 Press release issued August 16, 2011 by AECOM Technology Corporation announcing stock repurchase program

4



For Immediate Release

NR 11-0804

Contact: Paul Gennaro
 Senior Vice President, Corporate Communications
 212.973.3167
 Paul.Gennaro@aecom.com

Press Release

AECOM announces \$200 million share repurchase program

Plan includes \$100 million accelerated share repurchase agreement

LOS ANGELES (Aug. 16, 2011) — AECOM Technology Corp. (NYSE: ACM), a leading provider of professional technical and management support services for government and commercial clients around the world, announced today that its Board of Directors has authorized the repurchase of up to \$200 million of its common stock.

In connection with the authorization of the repurchase program, AECOM has entered into an accelerated share repurchase agreement with Bank of America N.A. to repurchase \$100 million of its common stock. This transaction will enable the company to reduce its outstanding share count shortly after execution of the agreement.

“The Board’s share repurchase authorization reflects its confidence in our long-term outlook and acknowledges this opportunity to create shareholder value by purchasing our shares at what we believe is a significant discount to their intrinsic value,” said John M. Dionisio, AECOM president and chief executive officer. “The share repurchase program complements our strategy of balanced growth, and we will continue to deploy our strong balance sheet to invest in both organic growth initiatives and strategic acquisitions, which we believe will drive long-term growth for AECOM.”

Under the accelerated share repurchase agreement, AECOM will provide \$100 million to Bank of America N.A. and receive a majority of the shares to be repurchased on Aug. 19, 2011. The total number of shares ultimately repurchased under the agreement will be determined based upon the volume weighted average price of AECOM’s common stock over the term of the agreement, subject to a collar provision establishing the maximum and minimum price at which the repurchase will occur as well as other customary conditions.

Bank of America is expected to purchase shares of AECOM common stock in the open market in connection with the accelerated share repurchase. AECOM expects all purchases under the accelerated share repurchase to be completed in the fourth quarter of its fiscal year 2011 or the first quarter of 2012, with the exact date of completion to depend on whether Bank of America exercises one of the acceleration options that it has under the share repurchase agreement. At final settlement of the transaction, AECOM may be entitled to receive additional shares of common stock from Bank of America or, under certain circumstances, may be required to issue additional shares or make a payment to Bank of America at AECOM’s option.

The remaining shares authorized in the share repurchase program may be repurchased from time to time in the open market at the company’s discretion, subject to market conditions, and in accordance with applicable regulatory requirements.

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2-2-2

“The accelerated share repurchase agreement enables us to immediately execute an accretive transaction that will benefit our shareholders,” said Michael S. Burke, AECOM executive vice president and chief financial officer. “Given our strong balance sheet and outlook, we can execute the share repurchase program and continue making strategic investments in the business while remaining well within our targeted leverage ratio range of 1.5 to 2.0 times net debt to EBITDA.”

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 approximately 125 countries and had revenue of \$7.7 billion during the 12 months ended June 30, 2011. 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 or actions; 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; unexpected adjustments and cancellations related to our backlog; and increases in the yield which could be obtained from alternative investment of the funds used to repurchase stock. 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.

This press release is neither an offer to purchase nor a solicitation of an offer to sell any securities.

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