

**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 6, 2010**

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 6, 2010, AECOM Technology Corporation issued a press release announcing the financial results for its fiscal second quarter ended March 31, 2010. 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 6, 2010, announcing AECOM's financial results for the second quarter ended March 31, 2010.

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 6, 2010, announcing AECOM's financial results for the second quarter ended March 31, 2010.



For Immediate Release

NR 10-0501

Press Release

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

AECOM reports 51 cents EPS and increases outlook for the year

- Diluted earnings per share for the second quarter increased 31% year over year to 51 cents.
- Net income from continuing operations for second quarter increased 39% year over year to \$59 million.
- Operating income for the second quarter increased 21% year over year to \$83 million.
- Revenue, net of other direct costs, for the second quarter increased 9% year over year to \$1.1 billion.
- Revenue for second quarter increased 7% year over year to \$1.6 billion.
- Backlog at March 31, 2010, increased 7% year over year to \$9.9 billion.
- Diluted earnings per share range outlook increased to \$1.97 to \$2.05 for full fiscal year 2010.

LOS ANGELES (May 6, 2010) — 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 2010, which ended March 31, 2010.

AECOM reported net income of \$59 million for the second quarter, or diluted earnings per share (EPS) of 51 cents. These results represent an increase of 39% over net income of \$42 million — and an increase of 31% over diluted EPS of 39 cents— for the same period last year. Operating income for the second quarter increased to \$83 million, 21% higher than the same period last year. For the first six months of fiscal year 2010, AECOM reported net income of \$104 million and operating income of \$149 million, an increase of 26% and 8%, respectively, compared to the same period last year.

Second-quarter revenue increased to \$1.6 billion, 7% higher than the second quarter of fiscal year 2009. AECOM's gross revenue includes a significant amount of pass-through costs and, therefore, the company believes revenue, net of other direct costs, which is a non-GAAP measure, also provides a valuable perspective on its business results.

AECOM's second-quarter revenue, net of other direct costs, increased to \$1.1 billion, 9% higher than the same period last year. For the first six months of fiscal 2010, AECOM reported revenue of \$3.1 billion and revenue, net of other direct costs of \$2.0 billion, an increase of 4% and 8%, respectively, compared to the same period last year.

“We continued to win new work across our diversified end markets and geographies in the second quarter of fiscal year 2010,” said John M. Dionisio, AECOM president and chief executive officer. “Our global transportation and U.S. federal government markets — as well as our business in global markets such as Hong Kong, China, Australia and Eastern Europe — performed particularly well. Our pipeline of new opportunities is solid and we continue to anticipate accelerated growth in the second half of the year.”

—more—

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 year 2010, the PTS segment reported revenue of \$1.3 billion and operating income of \$97 million, compared to revenue of \$1.2 billion and operating income of \$78 million for the same period during fiscal year 2009. This represents a 6% increase in revenue and a 25% increase in operating income year over year. PTS revenue, net of other direct costs, increased 7% year over year to \$966 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 2010, the MSS segment reported revenue of \$284 million and operating income of \$14 million, compared to revenue of \$258 million and operating income of \$15 million for the same period during fiscal year 2009. This represents a 10% increase in revenue and an 8% decrease

in operating income year over year. MSS revenue, net of other direct costs, increased 29% year over year to \$86 million.

Backlog

AECOM announced backlog totaling \$9.9 billion at March 31, 2010, a 7% increase year over year.

Balance Sheet

AECOM has a strong balance sheet to fund growth. At March 31, 2010, the company had \$207 million of total cash and cash equivalents, \$201 million of debt and \$600 million in committed bank facilities with \$439 million in unused capacity.

Outlook

“Our continued strong execution in the second quarter of fiscal year 2010 resulted in a 39% year-over-year increase in net income,” said Michael S. Burke, AECOM executive vice president and chief financial officer. “Based on our results through the second quarter of the fiscal year, and our outlook for accelerated growth in the second half of the year, we are raising our EPS guidance range for fiscal year 2010 to \$1.97 to \$2.05 — which at the midpoint of the range, represents annual growth of 18%.”

AECOM is hosting a conference call on May 6, 2010, at 11 a.m. EDT, during which management will make a brief presentation on the company’s results, strategies and operating trends. Interested parties 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. Those wishing to dial in to the call via telephone can do so at (866) 831-6224 or (617) 213-8853. The participant passcode will be 12420359.

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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, 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 enhance and sustain the world’s built, natural, and social environments. A *Fortune 500* company, AECOM serves clients in more than 100 countries and had revenue of \$6.3 billion during the 12-month period ended March 31, 2010. 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 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 Statement of Income (in thousands, except per share data)

| | <u>Three Months Ended</u> | | <u>Six Months Ended</u> | |
|---|---------------------------|-----------------------|-------------------------|-----------------------|
| | <u>March 31, 2010</u> | <u>March 31, 2009</u> | <u>March 31, 2010</u> | <u>March 31, 2009</u> |
| Revenue | \$ 1,601,166 | \$ 1,498,058 | \$ 3,081,950 | \$ 2,950,686 |
| Other direct costs | 549,302 | 531,597 | 1,067,760 | 1,093,635 |
| Revenue, net of other direct costs (non-GAAP) | 1,051,864 | 966,461 | 2,014,190 | 1,857,051 |
| Cost of revenue, net of other direct costs | 943,969 | 878,528 | 1,823,318 | 1,688,511 |
| Gross profit | 107,895 | 87,933 | 190,872 | 168,540 |
| Equity in earnings of joint ventures | 3,451 | 4,904 | 7,829 | 10,640 |
| General and administrative expenses | 27,898 | 23,931 | 49,763 | 41,177 |
| Income from operations | 83,448 | 68,906 | 148,938 | 138,003 |
| Other income (expense) | 1,829 | (1,418) | 3,533 | (6,206) |
| Interest expense, net | (2,385) | (1,919) | (3,360) | (5,517) |
| Income from continuing operations before income tax expense | 82,892 | 65,569 | 149,111 | 126,280 |
| Income tax expense | 21,048 | 18,431 | 37,513 | 35,891 |
| Income from continuing operations | 61,844 | 47,138 | 111,598 | 90,389 |

| | | | | |
|--|-----------|-----------|------------|-----------|
| Discontinued operations, net of tax | (190) | 1,192 | (77) | 1,692 |
| Net income | 61,654 | 48,330 | 111,521 | 92,081 |
| Noncontrolling interest in income of consolidated subsidiaries, net of tax | (3,165) | (4,932) | (7,250) | (7,778) |
| Net income attributable to AECOM | \$ 58,489 | \$ 43,398 | \$ 104,271 | \$ 84,303 |
| Net income allocation: | | | | |
| Preferred stock dividend | \$ 35 | \$ 35 | \$ 70 | \$ 71 |
| Net income available for common stockholders | 58,454 | 43,363 | 104,201 | 84,232 |
| Net income attributable to AECOM | \$ 58,489 | \$ 43,398 | \$ 104,271 | \$ 84,303 |
| Net income attributable to AECOM per share: | | | | |
| Basic | | | | |
| Continuing operations | \$ 0.51 | \$ 0.40 | \$ 0.92 | \$ 0.78 |
| Discontinued operations | — | 0.01 | — | 0.02 |
| | \$ 0.51 | \$ 0.41 | \$ 0.92 | \$ 0.80 |
| Diluted | | | | |
| Continuing operations | \$ 0.51 | \$ 0.39 | \$ 0.91 | \$ 0.77 |
| Discontinued operations | — | 0.01 | — | 0.02 |
| | \$ 0.51 | \$ 0.40 | \$ 0.91 | \$ 0.79 |
| Weighted average shares outstanding: | | | | |
| Basic | 113,801 | 106,465 | 113,477 | 105,497 |
| Diluted | 115,044 | 108,148 | 114,771 | 107,384 |

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

| | March 31, 2010 | September 30, 2009 |
|---|------------------|--------------------|
| Balance Sheet Information: | | |
| Cash and cash equivalents | \$ 206,549 | \$ 290,777 |
| Working capital | 786,306 | 657,796 |
| Working capital, net of cash and cash equivalents | 579,757 | 367,019 |
| Total debt | 200,723 | 171,209 |
| Total assets | 3,939,343 | 3,789,881 |
| Total stockholders' equity | 1,911,240 | 1,729,718 |
| | Six Months Ended | |
| | March 31, 2010 | March 31, 2009 |
| Cash Flow Information: | | |
| Net cash (used in) provided by operating activities | \$ (86,481) | \$ 14,694 |

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AECOM TECHNOLOGY CORPORATION
Reportable Segments
(in thousands)

| | Professional Technical Services | Management Support Services | Corporate | Total |
|--|---------------------------------------|-----------------------------------|-------------|--------------|
| Three Months Ended March 31, 2010 | | | | |
| Revenue | \$ 1,316,948 | \$ 284,218 | \$ — | \$ 1,601,166 |
| Other direct costs | 350,951 | 198,351 | — | 549,302 |
| Revenue, net of other direct costs (non-GAAP) | 965,997 | 85,867 | — | 1,051,864 |
| Cost of revenue, net of other direct costs | 870,529 | 73,440 | — | 943,969 |
| Gross profit | 95,468 | 12,427 | — | 107,895 |
| Equity in earnings of joint ventures | 2,018 | 1,433 | — | 3,451 |
| General and administrative expenses | — | — | 27,898 | 27,898 |
| Income from operations | \$ 97,486 | \$ 13,860 | \$ (27,898) | \$ 83,448 |
| Gross profit as a % of revenue | 7.2% | 4.4% | — | 6.7% |
| Gross profit as a % of revenue, net of other direct costs (non-GAAP) | 9.9% | 14.5% | — | 10.3% |

Three Months Ended March 31, 2009

| | | | | |
|--|--------------|------------|-------------|--------------|
| Revenue | \$ 1,239,655 | \$ 258,403 | \$ — | \$ 1,498,058 |
| Other direct costs | 340,000 | 191,597 | — | 531,597 |
| Revenue, net of other direct costs (non-GAAP) | 899,655 | 66,806 | — | 966,461 |
| Cost of revenue, net of other direct costs | 825,367 | 53,161 | — | 878,528 |
| Gross profit | 74,288 | 13,645 | — | 87,933 |
| Equity in earnings of joint ventures | 3,409 | 1,495 | — | 4,904 |
| General and administrative expenses | — | — | 23,931 | 23,931 |
| Income from operations | \$ 77,697 | \$ 15,140 | \$ (23,931) | \$ 68,906 |
| Gross profit as a % of revenue | 6.0% | 5.3% | — | 5.9% |
| Gross profit as a % of revenue, net of other direct costs (non-GAAP) | 8.3% | 20.4% | — | 9.1% |

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AECOM TECHNOLOGY CORPORATION
Reportable Segments
(in thousands)

| | Professional Technical Services | Management Support Services | Corporate | Total |
|--|---------------------------------------|-----------------------------------|-------------|--------------|
| Six Months Ended March 31, 2010 | | | | |
| Revenue | \$ 2,521,387 | \$ 560,563 | \$ — | \$ 3,081,950 |
| Other direct costs | 671,549 | 396,211 | — | 1,067,760 |
| Revenue, net of other direct costs (non-GAAP) | 1,849,838 | 164,352 | — | 2,014,190 |
| Cost of revenue, net of other direct costs | 1,682,732 | 140,586 | — | 1,823,318 |
| Gross profit | 167,106 | 23,766 | — | 190,872 |
| Equity in earnings of joint ventures | 4,290 | 3,539 | — | 7,829 |
| General and administrative expenses | — | — | 49,763 | 49,763 |
| Income from operations | \$ 171,396 | \$ 27,305 | \$ (49,763) | \$ 148,938 |
| Gross profit as a % of revenue | 6.6% | 4.2% | — | 6.2% |
| Gross profit as a % of revenue, net of other direct costs (non-GAAP) | 9.0% | 14.5% | — | 9.5% |
| Contracted backlog | \$ 5,053,910 | \$ 472,093 | — | \$ 5,526,003 |
| Awarded backlog | \$ 3,387,808 | \$ 938,247 | — | \$ 4,326,055 |
| Six Months Ended March 31, 2009 | | | | |
| Revenue | \$ 2,469,481 | \$ 481,205 | \$ — | \$ 2,950,686 |
| Other direct costs | 722,436 | 371,199 | — | 1,093,635 |
| Revenue, net of other direct costs (non-GAAP) | 1,747,045 | 110,006 | — | 1,857,051 |
| Cost of revenue, net of other direct costs | 1,599,430 | 89,081 | — | 1,688,511 |
| Gross profit | 147,615 | 20,925 | — | 168,540 |
| Equity in earnings of joint ventures | 6,386 | 4,254 | — | 10,640 |
| General and administrative expenses | — | — | 41,177 | 41,177 |
| Income from operations | \$ 154,001 | \$ 25,179 | \$ (41,177) | \$ 138,003 |
| Gross profit as a % of revenue | 6.0% | 4.3% | — | 5.7% |
| Gross profit as a % of revenue, net of other direct costs (non-GAAP) | 8.4% | 19.0% | — | 9.1% |
| Contracted backlog | \$ 4,636,573 | \$ 550,415 | — | \$ 5,186,988 |
| Awarded backlog | \$ 3,856,568 | \$ 177,070 | — | \$ 4,033,638 |

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