

**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, as amended**

Date of Report: **February 15, 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
(IRS Employer
Identification No.)

1999 Avenue of the Stars, Suite 2600
Los Angeles, CA
(Address of principal executive offices)

90067
(Zip Code)

Registrant's telephone number, including area code **(213) 593-8000**

N/A
(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:

- 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-2(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 7.01 Regulation FD Disclosure.

In connection with AECOM's (the "Company") current offering of US \$1 billion in aggregate principal amount of its senior notes maturing in 2027, the Company expects fiscal 2017 full year interest expense of \$220 and adjusted interest expense, excluding amortization of deferred financing fees, of approximately \$200 million. The Company is updating fiscal year 2017 GAAP EPS guidance of \$2.13 to \$2.53 and reiterating adjusted EPS⁽¹⁾ guidance of \$2.80 to \$3.20, assuming the completion of the offering. The Company is undertaking the current offering to take advantage of the interest rate environment.

This Item 7.01 disclosure contains financial information calculated other than in accordance with U.S. generally accepted accounting principles ("GAAP"). The Company believes that non-GAAP financial measures such as adjusted EPS provide a meaningful perspective on its business results as the Company utilizes this information to evaluate and manage the business. We use adjusted EPS to primarily exclude the impact of prior acquisitions. Our non-GAAP disclosure has limitations as an analytical tool, should not be viewed as a substitute for financial information determined in accordance with GAAP, and should not be considered in isolation or as a substitute for analysis of our results as reported under GAAP, nor is it necessarily comparable to non-GAAP performance measures that may be presented by other companies. A reconciliation of adjusted EPS to GAAP EPS is found in Exhibit 99.2, and is incorporated by reference herein.

All statements in this Item 7.01 other than statements of historical fact are "forward-looking statements" for purposes of federal and state securities laws, including projections of earnings, revenue, cash flows, tax rate, share count, interest expense, amortization of intangible assets and financial fees,

AECOM Capital realizations, acquisition and integration expense, 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 the Company believes that the expectations reflected in its forward-looking statements are reasonable, actual results could differ materially from those projected or assumed in any of these forward-looking statements.

Important factors that could cause the Company's actual results, performance and achievements, or industry results to differ materially from estimates or projections contained in its forward-looking statements include, but are not limited to, the following: the Company's business is cyclical and vulnerable to economic downturns and client spending reductions; uncertainties related to government contract appropriations; Budget Control Act of 2011; governmental agencies may modify, curtail or terminate contracts with the Company; government contracts are subject to audits and adjustments of contractual terms; Brexit; losses under fixed-price contracts; limited control over operations run through the Company's joint venture entities; misconduct by employees or consultants or failure to comply with laws or regulations applicable to the business; the Company's leveraged position and ability to service its debt; the use of proceeds of the funds raised in connection with the offering of the Company's senior notes maturing in 2027; ability to maintain surety and financial capacity; exposure to legal, political and economic risks in different countries as well as currency exchange rate fluctuations; the failure to retain and recruit key technical and management personnel; the Company's insurance policies may not provide adequate coverage; unexpected adjustments and cancellations related to its backlog; dependence on third party contractors who fail to satisfy their obligations; systems and information technology interruption; and changing client preferences/demands, fiscal positions and payment patterns. Additional factors that could cause actual results to differ materially from these forward-looking statements are set forth in the Company's reports filed with the Securities and Exchange Commission. The Company does not intend, and undertake no obligation, to update any forward-looking statement.

(1) Defined as attributable to the Company, excluding acquisition and integration related expenses, financing charges in interest expense, the amortization of intangible assets, and financial impacts associated with expected and actual dispositions of non-core businesses and assets.

The information furnished pursuant to Item 7.01 or attached hereto as Exhibit 99.2 of Form 8-K shall not be deemed "filed" with the Securities and Exchange Commission nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, unless specifically identified therein as being incorporated by reference.

Item 8.01 Other Events.

On February 15, 2017, the Company issued a press release announcing the pricing of the Company's offering of US \$1 billion in aggregate principal amount of its senior notes maturing in 2027. A copy of the press release is attached hereto as Exhibit 99.1, and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit 99.1 Press Release dated February 15, 2017, announcing the pricing of the Company's offering of US \$1 billion in aggregate principal amount of its senior notes maturing in 2027.

Exhibit 99.2 Reconciliation Table

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AECOM

Date: February 15, 2017

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



Press Release

Media Contact:

Brendan Ranson-Walsh
 VP, Externals Communications
 212.739-7212
 brendan.ranson-walsh@aecom.com

Investor Contact:

Will Gabrielski
 VP, Investor Relations
 213.593.8208
 william.gabrielski@aecom.com

AECOM announces pricing of US \$1 billion in senior unsecured notes due 2027

LOS ANGELES—(BUSINESS WIRE)—(February 15, 2017) — AECOM (NYSE: ACM), a premier, fully integrated global infrastructure firm, announced today the pricing of its offering of US \$1 billion in aggregate principal amount of its senior notes due 2027 (the “senior notes”). The senior notes will pay interest semiannually at a rate of 5.125% and will mature on March 15, 2027, unless earlier redeemed in accordance with their terms. The senior notes will be guaranteed by certain of the Company’s subsidiaries. AECOM expects to close the sale of the senior notes on or about February 21, 2017, subject to the satisfaction of customary closing conditions.

AECOM intends to use the net proceeds from the sale of the senior notes to repay a portion of the outstanding indebtedness under its senior secured credit facilities, to pay related fees and expenses and for general corporate purposes.

The senior notes will be issued in a private offering to persons reasonably believed to be qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), and to non-U.S. persons in offshore transactions in reliance on Regulation S under the Securities Act.

Any offer of the senior notes will be made only by means of a private offering memorandum. The senior notes are not being registered under the Securities Act, or the securities laws of any other jurisdiction, and, unless so registered, may not be offered or sold in the United States without registration or an applicable exemption from registration requirements.

About AECOM

AECOM is a leading fully integrated firm positioned to design, build, finance and operate infrastructure assets for governments, businesses and organizations in more than 150 countries. AECOM provides planning, consulting, architectural and engineering design services to commercial and government clients worldwide in major end markets such as transportation, facilities, environmental, energy, water and government markets. AECOM also provide construction services, including building construction and energy, infrastructure and industrial construction. In addition, AECOM provides program and facilities management and maintenance, training, logistics, consulting, technical assistance, and systems integration and information technology services, primarily for agencies of the U.S. government and also for national governments around the world.

Cautionary Note Regarding 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, statements of plans for future operations or activities and the intended use of proceeds from the offering of the senior notes. Although AECOM believes 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 these forward-looking statements include, but are not limited to, the following: AECOM’s business is cyclical and vulnerable to economic downturns and client spending reductions; uncertainties related to government contract appropriations; Budget Control Act of 2011; governmental agencies may modify, curtail or terminate AECOM’s contracts; government contracts are subject to audits and adjustments of contractual terms; Brexit; losses under fixed-price contracts; limited control over operations run through AECOM’s joint venture entities; misconduct by AECOM’s employees or consultants or the failure to comply with laws or regulations applicable to our business; AECOM’s leveraged position and ability to service its debt; the use of proceeds raised in the offering of the senior notes; the ability to maintain surety and financial capacity; exposure to legal, political and economic

risks in different countries, as well as currency exchange rate fluctuations; the failure to retain and recruit key technical and management personnel; AECOM’s insurance policies may not provide adequate coverage; unexpected adjustments and cancellations related to our backlog; dependence on third party contractors who fail to satisfy their obligations; systems and information technology interruption; and changing client preferences/demands, fiscal positions and payment patterns. Additional factors that could cause actual results to differ materially from these forward-looking statements are set forth in AECOM’s reports filed with the Securities and Exchange Commission. AECOM does not intend, and undertakes no obligation, to update any forward-looking statement.

This communication and the information contained herein shall not constitute an offer to sell or the solicitation of an offer to buy any securities, including the senior notes, nor shall there be any sale of securities, including the senior notes, in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

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AECOM
Regulation G Information

FY17 GAAP EPS Guidance based on Adjusted EPS Guidance

	Fiscal Year End 2017
GAAP EPS Guidance	\$2.13 to \$2.53
Adjusted EPS Excludes:	
Amortization of intangible assets	\$0.60
Acquisition and integration-related expenses	\$0.19
Financing charges in interest expense	\$0.13
Year-to-date non-core operating losses	\$0.01
Tax effect of the above items*	\$(0.26)
Adjusted EPS Guidance (Non-GAAP)	\$2.80 to \$3.20

*The adjusted tax expense differs from the GAAP tax expense based on the deductibility and tax rate applied to each of the adjustments.

FY17 GAAP Tax Rate Guidance based on Adjusted Tax Rate Guidance

	Fiscal Year End 2017
GAAP Tax Rate Guidance	15%
Tax rate impact from adjustments to GAAP earnings	3%
Tax rate impact from inclusion of NCI deduction	2%
Effective Tax Rate for Adjusted Earnings Guidance	20%

FY17 GAAP Interest Expense Guidance based on Adjusted Interest Expense Guidance

(in millions)	Fiscal Year End 2017
GAAP Interest Expense Guidance	\$ 220
Financing charge in interest expense	\$ 20
Adjusted Interest Expense Guidance	\$ 200