

**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): **September 14, 2020 (September 9, 2020)**

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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value	ACM	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Lydia H. Kennard Appointed Director

On September 9, 2020, the Board of Directors (the “Board”) of AECOM (the “Company”) appointed Lydia H. Kennard to the Board. Ms. Kennard’s appointment will be effective at a future date to be determined by the Board and Ms. Kennard, with such effectiveness currently anticipated to occur no later than December. Ms. Kennard will become a member of the Strategy, Risk and Safety Committee of the Board upon her appointment to the Board. As a non-employee director, Ms. Kennard will be entitled to receive the same compensation paid by the Company to each of its non-employee directors as described under “Directors’ Compensation” in the Company’s [definitive proxy statement for its 2020 annual meeting of stockholders filed with the Securities and Exchange Commission on January 23, 2020](#), which description is incorporated herein by reference.

Ms. Kennard is the founder and chief executive officer of KDG Construction Consulting (“KDG”), a provider of project and construction management services, and a principal of Airport Property Ventures, LLC, an operator and developer of general aviation facilities. She has served since 2004 on the board of directors of Prologis, Inc., a publicly-traded industrial real estate investment trust, where she currently serves as a member of the governance committee. Ms. Kennard has served since 2013 on the board of directors of Freeport-McMoRan Inc., a publicly-traded natural resources company, where she currently serves as a member of the audit, nominating and corporate governance, and corporate responsibility committees. She has served since 2018 on the board of directors of Healthpeak Properties, Inc., a publicly-traded healthcare real estate investment trust, where she currently serves as a member of the audit and compensation committees. Ms. Kennard was previously a member of the board of directors of URS Corporation, a provider of engineering, construction and technical services, from 2007 until 2014, at which time URS was acquired by the Company. Ms. Kennard served as executive director of Los Angeles World Airports, a system of airports comprising Los Angeles International and other regional airports, from 1999 to 2003 and again from 2005 to 2007. Ms. Kennard holds a Juris Doctor degree from Harvard Law School, a master’s degree in City Planning from the Massachusetts Institute of Technology, and a Bachelor of Science in Urban Planning and Management from Stanford University.

KDG has previously provided certain construction consulting services to a joint venture in which the Company is a majority partner. Since October 1, 2018 (the beginning of the Company’s last fiscal year) KDG, in which Ms. Kennard owns a substantial majority equity interest, received approximately \$2,815,436 from such joint venture. The aforementioned consulting services between KDG and such joint venture have concluded.

Item 8.01 Other Events.

On September 14, 2020, the Company issued a press release announcing Ms. Kennard’s appointment to the Board. A copy of the press release is attached as Exhibit 99.1 and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release, dated September 14, 2020
104	Cover Page Interactive Data File (formatted as Inline XBRL)

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 hereunto duly authorized.

AECOM

Dated: September 14, 2020

By: /s/ David Y. Gan
David Y. Gan
Executive Vice President, Chief Legal Officer



For Immediate Release

Press Release

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AECOM appoints Lydia H. Kennard to its Board of Directors

LOS ANGELES (Sept. 14, 2020) – AECOM (NYSE:ACM), the world’s premier infrastructure consulting firm, today announced the appointment of Lydia H. Kennard to its Board of Directors.

A respected leader with deep industry expertise, Ms. Kennard currently serves as the President and CEO of KDG Construction Consulting, which provides program and construction management services to public and private clients throughout California and the Western United States. Since 2007, Ms. Kennard has also served as a founding principal of Airport Property Ventures, an operator and developer of general aviation facilities.

“It is a privilege to welcome Lydia Kennard to our Board of Directors,” said Douglas W. Stotlar, Chairman of AECOM’s Board of Directors. “Lydia brings impressive industry expertise and leadership experience to AECOM that will further strengthen and support the long-term success of our organization as the world’s premier infrastructure consulting firm.”

Ms. Kennard’s professional career has spanned aviation, construction management, corporate law, real estate development and urban planning, as well as serving as a director and trustee for several publicly traded companies and nonprofit organizations. A Southern California native, she served as the Executive Director of Los Angeles World Airports (LAWA) from 1999 through 2003 and again from 2005 to early 2007.

Ms. Kennard currently serves as a member of the board of directors of Prologis, an industrial REIT, Freeport McMoRan, a natural resources company, and Healthpeak Properties, Inc., a healthcare REIT. She holds a juris doctor degree from Harvard Law School, a master’s degree in City Planning from the Massachusetts Institute of Technology (MIT) and a bachelor’s degree in Urban Planning and Management from Stanford University.

Ms. Kennard’s appointment will be effective at a future date no later than December.

About AECOM

AECOM (NYSE:ACM) is the world’s premier infrastructure consulting firm, delivering professional services throughout the project lifecycle – from planning, design and engineering to program and construction management. We partner with our clients in the public and private sectors to solve their most complex challenges and build legacies for generations to come. On projects spanning transportation, buildings, water, governments, energy and the environment, our teams are driven by a common purpose to deliver a better world. AECOM is a Fortune 500 firm and its Professional Services business had revenue of approximately \$13.6 billion in fiscal year 2019. See how we deliver what others can only imagine at aecom.com and [@AECOM](https://www.instagram.com/aecom).

Forward-Looking Statements

All statements in this communication other than statements of historical fact are “forward-looking statements” for purposes of federal and state securities laws, including any statements of the plans, strategies and objectives for future operations, profitability, strategic value creation, coronavirus impacts, risk profile and investment strategies, and any statements regarding future economic conditions or performance, and the expected financial and operational results of AECOM. 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 our forward-looking statements include, but are not limited to, the following: our business is cyclical and vulnerable to economic downturns and client spending reductions; impacts caused by the coronavirus and the related economic instability and market volatility, including the reaction of governments to the coronavirus, including any prolonged period of travel, commercial or other similar restrictions, the delay in commencement, or temporary or permanent halting of construction, infrastructure or other projects, requirements that we remove our employees or personnel from the field for their protection, and delays or reductions in planned initiatives by our governmental or commercial clients or potential clients; losses under fixed-price contracts; limited control over operations run through our joint venture entities; liability for misconduct by our employees or consultants; failure to comply with laws or regulations applicable to our business; maintaining adequate surety and financial capacity; high leverage and potential inability to service our debt and guarantees; exposure to Brexit; exposure to political and economic risks in different countries; currency exchange rate fluctuations; retaining and recruiting key technical and management personnel; legal claims; inadequate insurance coverage; environmental law compliance and adequate nuclear indemnification; unexpected adjustments and cancellations related to our backlog; partners and third parties who may fail to satisfy their legal obligations; AECOM Capital real estate development projects; managing pension cost; cybersecurity issues, IT outages and data privacy; risks associated with the benefits and costs of the Management Services transaction, including the risk that the expected benefits of the Management Services transaction or any contingent purchase price will not be realized within the expected time frame, in full or at all; the risk that costs of restructuring transactions and other costs incurred in connection with the Management Services transaction will exceed our estimates or otherwise adversely affect our business or operations; as well as other additional risks and factors that could cause actual results to differ materially from our forward-looking statements set forth in our reports filed with the Securities and Exchange Commission. Any forward-looking statements are made as of the date hereof. We do not intend, and undertake no obligation, to update any forward-looking statement.

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