

**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 11, 2020 (August 10, 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.

On August 10, 2020, the Board of Directors (the “Board”) of AECOM (the “Company”) approved certain Board and executive officer matters as described below.

Douglas W. Stotlar Appointed Chairman of the Board Effective August 15, 2020

Douglas W. Stotlar, current Chair of the Nominating and Governance Committee of the Board (the “Nominating and Governance Committee”), was appointed Chairman of the Board effective August 15, 2020, in accordance with the Company’s previously disclosed intention to separate the roles of Chairman and Chief Executive Officer.

W. Troy Rudd Appointed Director Effective August 15, 2020

W. Troy Rudd was appointed to the Board effective August 15, 2020, on which date Mr. Rudd will also assume the role of Chief Executive Officer, as previously disclosed.

Bradley W. Buss Appointed Director Effective August 10, 2020

Bradley W. Buss was appointed to the Board effective August 10, 2020. Mr. Buss was recommended for appointment to the Board by Starboard Value LP and certain of its affiliates (collectively, “Starboard”) pursuant to the agreement between Starboard and the Company, dated as of November 22, 2019 (the “Starboard Agreement”) with respect to the composition of the Board and certain other matters. Starboard recommended Mr. Buss to fill the vacancy on the Board resulting from the resignation from the Board on June 12, 2020, as previously disclosed, of another director who had been recommended by Starboard. On November 22, 2019, the Company filed a Current Report on Form 8-K with the Securities and Exchange Commission describing the Starboard Agreement and filing such agreement as Exhibit 10.1 thereto.

Mr. Buss was appointed a member of the Nominating and Governance Committee and the Compensation and Organization Committee of the Board (the “Compensation Committee”) effective August 10, 2020. As a non-employee director, Mr. Buss 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. Mr. Buss does not have any direct or indirect material interest in any transaction required to be disclosed under Item 404(a) of Regulation S-K.

Gaurav Kapoor to Serve as Chief Financial Officer Effective August 15, 2020

On August 11, 2020, the Company announced that Gaurav Kapoor, who is currently the Company’s Chief Accounting Officer, Global Controller and Treasurer, will be appointed Chief Financial Officer of the Company effective August 15, 2020. Mr. Kapoor will be the Principal Financial Officer and Principal Accounting Officer of the Company, effective as of the time of his appointment as Chief Financial Officer.

Mr. Kapoor, age 42, has extensive financial leadership experience at the Company, having served as Chief Accounting Officer and Global Controller since December 2016 and Treasurer since October 2019. He previously served in leadership roles at the Company as Senior Vice President, Financial Planning & Analysis from January 2016 to December 2016 and Senior Vice President, Project Delivery, Americas Design Consulting Services from May 2015 to January 2016. Prior to joining the Company in May 2015, Mr. Kapoor spent 15 years at Ernst & Young LLP, where he was an audit partner and held various leadership roles.

In connection with Mr. Kapoor's appointment as Chief Financial Officer, the terms of his compensation were revised to provide for: (i) a base salary of \$575,000 per year, effective August 15, 2020; (ii) an increase in his target incentive opportunity under the Company's Executive Incentive Plan (the "EIP") to 100% of base salary effective as of the Company's 2021 fiscal year beginning October 1, 2020; and (iii) a long-term equity incentive award for fiscal year 2021 with a target grant date fair value equal to \$1,300,000, to be made in the form of a mix of restricted stock units ("RSUs") and performance earnings program units ("PEPs"), as determined by the Compensation Committee. The RSUs and the PEPs will be granted at the time such awards are customarily made in December 2020. The Compensation Committee may in its discretion increase Mr. Kapoor's award under the EIP for fiscal year 2020 to give effect to his service as Chief Financial Officer for the remainder of fiscal year 2020. Mr. Kapoor will continue to participate in the Company's Senior Leadership Severance Plan at his current severance multiple of one (1) and the Company's Change in Control Severance Policy for Key Executives at his current severance multiple of 1.5.

Item 8.01 Other Events.

On August 11, 2020, the Company issued a press release announcing the matters described in Item 5.02. 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 August 11, 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: August 11, 2020

By: /s/ David Y. Gan

David Y. Gan

Executive Vice President, Chief Legal Officer



Press Release

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AECOM announces executive leadership updates, appointments to its Board of Directors and independent Board chair

LOS ANGELES (August 11, 2020) — AECOM (NYSE:ACM), the world’s premier infrastructure consulting firm, announced today that the previously announced appointments of W. Troy Rudd as Chief Executive Officer and Lara Poloni as President will now take effect on August 15, 2020. In tandem with Mr. Rudd’s appointment, the Company has named Gaurav Kapoor, currently AECOM’s Chief Accounting Officer, Global Controller and Treasurer, as Chief Financial Officer, effective August 15th.

AECOM also announced today that Douglas W. Stotlar has been appointed as independent Chairman of AECOM’s Board of Directors and Mr. Rudd has been appointed as Director to the Board, effective August 15th. The appointments follow the previously announced departure of Michael S. Burke as Chairman and Chief Executive Officer. Mr. Stotlar has served on AECOM’s Board since 2014, having previously served as a Director of URS Corporation since 2007 until its acquisition by AECOM in 2014. In addition, Bradley W. Buss has been appointed to the AECOM Board of Directors, effective August 10th.

“It is a great privilege to serve as AECOM’s next chairman of the Board and help lead the company and its leadership team through the execution of its strategy as the premier infrastructure consulting firm in the industry,” said Mr. Stotlar. “Through the contributions of our many talented professionals and the momentum the company has built over the past year, as demonstrated with its recently announced strong third quarter results, it was apparent that Troy and Lara could lead this organization immediately.”

“AECOM continues to demonstrate our leading position in the marketplace and the potential of our professionals is limitless,” said Mr. Rudd. “To help achieve our goals, I am excited to welcome Gaurav to our executive leadership team as Chief Financial Officer. Gaurav has been instrumental in progressing several value-creating initiatives that have contributed to our financial and strategic transformation into a higher-margin, lower-risk Professional Services business.”

Mr. Kapoor has extensive financial leadership experience at AECOM, having served as Chief Accounting Officer and Global Controller since December 2016 and Treasurer since October 2019. He previously served in leadership roles at the Company as Senior Vice President, Financial Planning & Analysis from January 2016 to December 2016 and Senior Vice President, Project Delivery, Americas Design Consulting Services from May 2015 to January 2016. Prior to joining the Company in May 2015, Mr. Kapoor spent 15 years at Ernst & Young LLP, where he was an audit partner and held various leadership roles.

Bradley W. Buss has served since July 2018 as a director of Marvell Technology Group Ltd., a publicly-traded semiconductor company, where he currently serves as a member of the Audit Committee and Chair of the Nominating and Governance Committee. Mr. Buss has served since March 2016 as a director of Advance Auto Parts, Inc., a publicly-traded automotive parts company, where he currently serves as Chair of the Audit Committee. Mr. Buss previously served as Chief Financial Officer of SolarCity Corporation, from August 2014 to February 2016 and as Chief Financial Officer of Cypress Semiconductor Corporation, from August 2005 to June 2014. Mr. Buss has previously served as a director of publicly-traded companies Tesla, Inc., Cavium, Inc., and CaféPress, Inc.

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 consulting 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 with revenue of approximately \$20.2 billion during fiscal year 2019. See how we deliver what others can only imagine at aecom.com and [@AECOM](https://twitter.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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