

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM S-8

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

AECOM

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

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)

Amended and Restated Employee Stock Purchase Plan
(Full title of the plan)

Michael S. Burke
Chairman and Chief Executive Officer
AECOM
1999 Avenue of the Stars, Suite 2600
Los Angeles, California 90067
(213) 593-8000
(Name, address and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Common stock, \$0.01 par value per share ("Common Stock")	10,000,000	\$ 29.95	\$ 299,500,000	\$ 36,299.40

(1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement shall also cover any additional shares of Common Stock that become issuable under the AECOM Amended and Restated Employee Stock Purchase Plan (the "Plan") by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which would result in an increase in the number of outstanding shares of Common Stock.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and (h) of the Securities Act, and based on the average of the high and low sale prices of the Common Stock, as quoted on the New York Stock Exchange, on March 8, 2019.



EXPLANATORY NOTE

This Registration Statement on Form S-8 filed by AECOM (the “Company” or the “Registrant”) registers additional shares of Common Stock which may be issued pursuant to the Plan. The information contained in the Registrant’s registration statement on Form S-8 (SEC File No. 333-167047), together with all exhibits filed therewith or incorporated therein by reference, are hereby incorporated by reference pursuant to General Instruction E to Form S-8.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit Number	Exhibit Description	Incorporated by Reference			Filed Herewith
		Form	Date	Number	
4.1	Amended and Restated Certificate of Incorporation of AECOM Technology Corporation.	10-K	11/21/2011	3.1	
4.2	Certificate of Amendment to Amended and Restated Certificate of Incorporation of AECOM Technology Corporation	S-4	8/1/2014	3.2	
4.3	Certificate of Correction of Amended and Restated Certificate of Incorporation of AECOM Technology Corporation	10-K	11/17/2014	3.3	
4.4	Certificate of Amendment to the Company’s Certificate of Incorporation	8-K	1/9/2015	3.1	
4.5	Certificate of Amendment to the Company’s Certificate of Incorporation	8-K	3/3/2017	3.1	
4.6	Amended and Restated Bylaws of AECOM	8-K	11/15/2018	3.2	
5.1	Opinion of Gibson, Dunn & Crutcher LLP				X
10.1	AECOM Amended and Restated Employee Stock Purchase Plan	DEF 14A	1/23/2019	Annex A	
23.1	Consent of Independent Registered Public Accounting Firm				X
23.2	Consent of Gibson, Dunn & Crutcher LLP (included in Exhibit 5.1)				X
24.1	Power of Attorney (included on the signature page to this registration statement)				X

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Los Angeles, State of California, on March 12, 2019.

AECOM

By: /s/ W. Troy Rudd

W. Troy Rudd

Executive Vice President and Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints each of Carla Christofferson and David Y. Gan, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution in each of them singly, for him or her and in his or her name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement on Form S-8 of AECOM, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting to the attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in or about the premises, as full to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that the attorneys-in-fact and agents or any of each of them or their substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Michael S. Burke</u> Michael S. Burke	Chairman and Chief Executive Officer (Principal Executive Officer)	March 12, 2019
<u>/s/ W. Troy Rudd</u> W. Troy Rudd	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	March 12, 2019
<u>/s/ Gaurav Kapoor</u> Gaurav Kapoor	Senior Vice President, Global Controller (Principal Accounting Officer)	March 12, 2019
<u>/s/ James H. Fordyce</u> James H. Fordyce	Director	March 12, 2019
<u>/s/ Senator William H. Frist, M.D.</u> Senator William H. Frist, M.D.	Director	March 12, 2019
<u>/s/ Linda Griego</u> Linda Griego	Director	March 12, 2019
<u>/s/ Steven A. Kandarian</u> Steven A. Kandarian	Director	March 12, 2019
<u>/s/ Robert J. Routs</u> Robert J. Routs	Director	March 12, 2019
<u>/s/ Clarence T. Schmitz</u> Clarence T. Schmitz	Director	March 12, 2019
<u>/s/ Douglas W. Stotlar</u> Douglas W. Stotlar	Director	March 12, 2019
<u>/s/ Daniel R. Tishman</u> Daniel R. Tishman	Director	March 12, 2019
<u>/s/ Gen. Janet C. Wolfenbarger, USAF Ret.</u> Gen. Janet C. Wolfenbarger, USAF Ret.	Director	March 12, 2019

March 12, 2019

AECOM
1999 Avenue of the Stars, Suite 2600
Los Angeles, CA 90067

Re: AECOM Registration Statement on Form S-8

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the "Registration Statement"), of AECOM, a Delaware corporation (the "Company") to be filed with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), in connection with the offering by the Company of up to 10,000,000 shares of the Company's common stock, par value \$0.01 per share (the "Common Stock") issuable to eligible individuals under the Company's Amended and Restated Employee Stock Purchase Plan (the "Plan").

We have examined the Plan and the originals, or photostatic or certified copies, of such records of the Company and certificates of officers of the Company and of public officials and such other documents as we have deemed relevant and necessary as the basis for the opinions set forth below. We have also made such other investigations as we have deemed relevant and necessary or appropriate in connection with the opinion hereinafter set forth. In our examination, we have assumed the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies. We have also assumed that there are no agreements or understandings between or among the Company and any participants in the Plan that would expand, modify or otherwise affect the terms of the Plan or the respective rights or obligations of the participants thereunder. Finally, we have assumed the accuracy of all other information provided to us by the Company during the course of our investigations, on which we have relied in issuing the opinion expressed below.

Based upon the foregoing examination and in reliance thereon, and subject to the assumptions stated and in reliance on statements of fact contained in the documents that we have examined, we are of the opinion that the shares of Common Stock issuable under the Plan, when issued and sold in accordance with the terms of the Plan and against payment therefor, and when the Registration Statement has become effective under the Securities Act, will be validly issued, fully paid and non-assessable.

We render no opinion herein as to matters involving the laws of any jurisdiction other than the Delaware General Corporation Law (the "DGCL"). We are not admitted to practice in the State of Delaware; however, we are generally familiar with the DGCL as currently in effect and have made such inquiries as we consider necessary to render the opinions above. This opinion is limited to the effect of the current state of the law of the DGCL and the facts as they currently exist. We assume no obligation to revise or supplement this opinion in the event of future changes in such law or the interpretations thereof or such facts.

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission.

Very truly yours,

/s/ Gibson, Dunn & Crutcher LLP

Beijing • Brussels • Century City • Dallas • Denver • Dubai • Frankfurt • Hong Kong • London • Los Angeles • Munich
New York • Orange County • Palo Alto • Paris • San Francisco • São Paulo • Singapore • Washington, D.C.

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement (Form S-8) pertaining to the AECOM Amended & Restated Employee Stock Purchase Plan of our reports dated November 13, 2018, with respect to the consolidated financial statements and schedule of AECOM and the effectiveness of internal control over financial reporting of AECOM included in its Annual Report (Form 10-K) for the year ended September 30, 2018, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Los Angeles, California
March 12, 2019
