

AECOM
Form S-8
March 12, 2019

As filed with the Securities and Exchange Commission on March 12, 2019

Registration No. 333-

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 X

Accelerated filer O

Non-accelerated filer O

Smaller reporting company O

Emerging growth company O

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. O

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

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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.

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