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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**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 9, 2018**

**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.E. 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 (*see* General Instruction A.2. below):

- 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))

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.

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**Item 7.01. Regulation FD Disclosure.**

On August 9, 2018, AECOM entered into an accelerated share repurchase agreement with JPMorgan Chase Bank, National Association to repurchase \$150 million of its common stock. The press release is attached to this report as Exhibit 99.1 and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, irrespective of any general incorporation language.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Press Release, dated August 9, 2018, entitled “AECOM announces initial \$150 million accelerated share repurchase agreement.”

**EXHIBIT INDEX**

**Exhibit**

99.1 [Press Release, dated August 9, 2018, entitled “AECOM announces initial \\$150 million accelerated share repurchase agreement.”](#)

**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 thereto duly authorized.

AECOM

Dated: August 9, 2018

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



Press Release

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**AECOM announces initial \$150 million accelerated share repurchase agreement**

LOS ANGELES (August 9, 2018) — AECOM (NYSE:ACM), a premier, fully integrated global infrastructure firm, today announced it has entered into an accelerated share repurchase agreement with JPMorgan Chase Bank, National Association (JPMorgan) to repurchase \$150 million of its common stock. This transaction will enable the Company to reduce its outstanding share count shortly after execution of the agreement, and reflects the initial repurchase under its previously-announced \$1 billion authorization by the Board of Directors last September.

“We are executing share repurchases as a result of the existing momentum underpinning our business and our confidence in its long-term trajectory,” said Michael S. Burke, AECOM’s chairman and chief executive officer. “Our strong business fundamentals create a compelling opportunity to redirect cash flow to repurchases, as part of our commitment to driving substantial value for AECOM and our shareholders.”

Under the accelerated share repurchase agreement, AECOM will provide \$150 million to JPMorgan and will receive a substantial percentage of the repurchased shares upfront while the final share amount will be determined based upon the average of the daily volume weighted average prices of AECOM’s common stock over the term of the agreement. AECOM expects the accelerated share repurchase agreement to be completed in the first quarter of fiscal year 2019. At settlement, AECOM may be entitled to receive additional shares of common stock from JPMorgan or, under certain circumstances, may be required to issue additional shares or make a cash payment to JPMorgan at AECOM’s option.

**About AECOM**

AECOM (NYSE:ACM) is built to deliver a better world. We design, build, finance and operate infrastructure assets for governments, businesses and organizations in more than 150 countries. As a fully integrated firm, we connect knowledge and experience across our global network of experts to help clients solve their most complex challenges. From high-performance buildings and infrastructure, to resilient communities and environments, to stable and secure nations, our work is transformative, differentiated and vital. A *Fortune 500* firm, AECOM had revenue of approximately \$18.2 billion during fiscal year 2017. See how we deliver what others can only imagine at [aecom.com](http://aecom.com) and [@AECOM](https://twitter.com/AECOM).

**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 the impact of the accelerated share repurchase agreement, the number of common stock shares acquired under the accelerated share repurchase agreement, the future expectations of the business and its impact on shareholder value, as well as other future business conditions. Actual results could differ materially from those projected or assumed in any of our forward-looking statements. Important risk factors that could cause actual results to differ materially from our forward-looking statements are set forth in AECOM’s periodic report on Form 10-Q for the quarter ended June 30, 2018, and other reports filed with the U.S. Securities and Exchange Commission. AECOM does not intend, and undertakes no obligation, to update any forward-looking statements*

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