

AECOM  
Form S-8  
March 03, 2017

As filed with the Securities and Exchange Commission on March 3, 2017

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM S-8**

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

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**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 Number)

**1999 Avenue of the Stars, Suite 2600**  
**Los Angeles, California 90067**  
**(213) 593-8000**  
(Address of Principal Executive Offices)

**AECOM Amended & Restated 2016 Stock Incentive Plan**

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(Full Title of the Plan)

**Michael S. Burke**

**Chairman of the Board 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, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

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**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered (1)</b>	<b>Proposed Maximum Offering Price Per Share(2)</b>	<b>Proposed Maximum Aggregate Offering Price(2)</b>	<b>Amount of Registration Fee</b>
Common Stock, par value \$0.01 per share	4,865,000 shares	\$ 35.72 per share	\$ 173,777,800.00	\$ 20,140.85

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act), this Registration Statement on Form S-8 also covers such additional shares of Common Stock as may become available under the AECOM Amended & Restated 2016 Stock Incentive Plan in connection with changes in the number of outstanding Common Stock because of events such as recapitalizations, stock dividends, stock splits and reverse stock splits, and any other securities with respect to which the outstanding shares are converted or exchanged.

(2) Calculated solely for the purpose of determining the registration fee pursuant to Rule 457(h) and (c), based upon the average of the high and low prices of the AECOM's Common Stock on the New York Stock Exchange on February 24, 2017, which was \$35.72.



**EXPLANATORY NOTE**

This Registration Statement on Form S-8 is filed by AECOM, a Delaware corporation ( "AECOM" or the "Registrant" ), relating to 4,865,000 shares of the Registrant's Common Stock, par value \$0.01 per share (the "Common Stock" ), issuable under the AECOM Amended & Restated 2016 Stock Incentive Plan (the "Plan" ), which 4,865,000 shares are in addition to the 8,890,000 shares of Common Stock registered on the Registrant's Form S-8 filed on March 2, 2016 (No. 333-209890) (the "Prior Registration Statement" ) with the Securities and Exchange Commission (the "Commission" ). The contents of the Prior Registration Statement, together with all exhibits filed therewith or incorporated therein by reference, are incorporated herein by reference and made a part of this Registration Statement.

Pursuant to General Instruction E to Form S-8, because this Registration Statement registers additional securities under the Plan of the same class as those to which the Prior Registration Statement relates and is effective, this Registration Statement consists only of the following: the facing page, the required statement regarding incorporation by reference, information required to be in this Registration Statement that is not in the Prior Registration Statement, the required opinions and consents, and the signature page.

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**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
4.1	Amended and Restated Certificate of Incorporation of AECOM (incorporated by reference to Exhibit 3.1 to the Registrant's Annual Report on Form 10-K filed with the Commission on November 21, 2011).
4.2	Certificate of Amendment of Certificate of Incorporation of AECOM (incorporated by reference to Exhibit 3.2 to the Registrant's Registration Statement on Form S-4 filed with the Commission on August 1, 2014).
4.3	Certificate of Correction of Amended and Restated Certificate of Incorporation of AECOM (incorporated by reference to Exhibit 3.3. to AECOM's Annual Report on Form 10-K filed with the Commission on November 17, 2014).
4.4	Certificate of Amendment of Certificate of Incorporation of AECOM (incorporated by reference to Exhibit 3.1 to AECOM's Current Report on Form 8-K filed with the Commission on January 9, 2015).
4.5	Certificate of Amendment of Certificate of Incorporation of AECOM (incorporated by reference to Exhibit 3.1 to AECOM's Current Report on Form 8-K filed with the Commission on March 3, 2017).
4.6	Amended and Restated Bylaws of AECOM (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed with the Commission on January 9, 2015).
5.1	Opinion of Gibson, Dunn & Crutcher LLP.
23.1	Consent of Gibson, Dunn & Crutcher LLP (contained in Exhibit 5.1).
23.2	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.
24.1	Power of Attorney (set forth on signature page).
99.1	AECOM Amended & Restated 2016 Stock Incentive Plan.

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all 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 this 2<sup>nd</sup> day of March, 2017.

**AECOM**

By: /s/ Troy Rudd  
W. Troy Rudd  
Executive Vice President and Chief Financial Officer

**POWER OF ATTORNEY**

We, the undersigned officers and directors of AECOM hereby severally constitute and appoint David Y. Gan and Gilda Malek, or either of them, our true and lawful attorneys with full power to sign for us and in our names in the capacities indicated below the Registration Statement on Form S-8 filed herewith and any and all post-effective amendments to said Registration Statement and generally to do all such things in our name and behalf in our capacities as officers and directors to enable AECOM to comply with the provisions of the Securities Act, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys to said Registration Statement and any and all amendments thereto.

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

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Michael S. Burke Michael S. Burke	Director, Chairman and Chief Executive Officer (Principal Executive Officer)	March 2, 2017
/s/ W. Troy Rudd W. Troy Rudd	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	March 2, 2017
/s/ Gaurav Kapoor Gaurav Kapoor	Senior Vice President, Global Controller (Principal Accounting Officer)	March 2, 2017
/s/ James H. Fordyce James H. Fordyce	Director	March 2, 2017
/s/ William H. Frist William H. Frist	Director	March 2, 2017
/s/ Linda Griego Linda Griego	Director	March 2, 2017



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/s/ David W. Joos David W. Joos	Director	March 2, 2017
/s/ Robert J. Routs Robert J. Routs	Director	March 2, 2017
/s/ Clarence T. Schmitz Clarence T. Schmitz	Director	March 2, 2017
/s/ Douglas W. Stotlar Douglas W. Stotlar	Director	March 2, 2017
/s/ Daniel R. Tishman Daniel R. Tishman	Director, AECOM Vice Chairman	March 2, 2017
/s/ Janet C. Wolfenbarger Janet C. Wolfenbarger	Director	March 2, 2017



**EXHIBIT INDEX**

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