

FLUOR CORP
Form 8-K
March 11, 2019

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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): **March 7, 2019**

FLUOR CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-16129
(Commission File Number)

33-0927079
(IRS Employer Identification
Number)

6700 Las Colinas Blvd.
Irving, Texas
(Address of principal executive offices)

75039
(Zip Code)

(469) 398-7000

(Registrant's telephone number, including area code)

Not Applicable

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(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-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 (§230.405 of this chapter) or Rule 12b-2 of the Exchange Act (§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.

(d) On March 7, 2019, the Board of Directors (the Board) of Fluor Corporation (the Corporation) voted to increase the size of the Board to thirteen members, effective May 1, 2019. The Board elected Alan L. Boeckmann to the Board, effective May 1, 2019, to fill the new position authorized by the Board.

The Board has affirmatively determined that Mr. Boeckmann is independent of the Corporation and its management under New York Stock Exchange listing standards and the standards set forth in the Corporation's Corporate Governance Guidelines.

Mr. Boeckmann will receive the standard compensation amounts payable to non-employee directors of the Corporation, as described in Exhibit 10.20 to the Corporation's Annual Report on Form 10-K filed on February 20, 2018.

In connection with Mr. Boeckmann's election, the Corporation and Mr. Boeckmann will enter into the form of indemnification agreement filed with the Corporation's Annual Report on Form 10-K filed on February 25, 2009.

Mr. Boeckmann is currently receiving distributions of deferred compensation and payments of supplemental benefits under arrangements that were previously disclosed and were approved by the Organization and Compensation Committee of the Board and the Board's independent directors at the time he served as an executive officer of the Corporation and for which he chose annuity payments instead of lump sum payment.

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A copy of the Corporation's March 11, 2019 press release announcing the election of Mr. Boeckmann is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.1	<u>Press Release issued by Fluor Corporation on March 11, 2019, announcing the election of a new director.</u>

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.

March 11, 2019

FLUOR CORPORATION

By: */s/ Carlos M. Hernandez*
Carlos M. Hernandez
Chief Legal Officer and Secretary