

ABM INDUSTRIES INC /DE/

Form 8-K

December 15, 2008

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 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): December 9, 2008  
ABM Industries Incorporated  
(Exact name of registrant as specified in its charter)**

**Delaware**

**1-8929**

**94-1369354**

(State or other jurisdiction  
of incorporation)

(Commission File  
Number)

(IRS Employer  
Identification No.)

**551 Fifth Avenue, Suite 300, New York, New York**

**10176**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code **(212) 297-0200**

**N/A**

(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))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

(e) On December 9, 2008, the Board approved amendments to the Executive Stock Option Plan (aka Age-Vested Career Stock Option Plan), as amended and restated as of September 4, 2007, to provide for accelerated vesting of stock options in the event of a change in control of the Company upon the terms and conditions set forth therein.

A copy of the Executive Stock Option Plan, as so amended, is filed herewith as Exhibit 10.1 to this current report and is incorporated herein by reference.

On December 9, 2008, the Board approved amendments to the Statement of Terms and Conditions Applicable to Options, Restricted Stock, Restricted Stock Units and Performance Shares Granted to Employees pursuant to the 2006 Equity Incentive Plan (the Statement of Terms ) to provide that in the event of a change in control of the Company in which the acquiror assumes the obligations relating to unvested equity awards granted under such Plan and subsequently terminates an employee without cause who holds any such unvested awards within the 12-month period following such change in control, the unvested equity awards would immediately vest upon such termination of employment and become payable.

A copy of the Statement of Terms, as so amended, is filed herewith as Exhibit 10.2 to this current report and is incorporated herein by reference.

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

(c) Exhibits.

10.1 Executive Stock Option Plan, as amended December 9, 2008.

10.2 Statement of Terms and Conditions Applicable to Options, Restricted Stock, Restricted Stock Units and Performance Shares Granted to Employees pursuant to the 2006 Equity Incentive Plan, as amended December 9, 2008.

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**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.

ABM INDUSTRIES INCORPORATED

Dated: December 15, 2008

By: /s/ Sarah H. McConnell  
Sarah H. McConnell  
Senior Vice President and  
General Counsel

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**EXHIBIT INDEX**

- 10.1 Executive Stock Option Plan, as amended December 9, 2008.
- 10.2 Statement of Terms and Conditions Applicable to Options, Restricted Stock, Restricted Stock Units and Performance Shares Granted to Employees pursuant to the 2006 Equity Incentive Plan, as amended December 9, 2008.