

AECOM
Form 8-K
March 03, 2017

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): **March 1, 2017**

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.R.S. Employer
Identification No.)

1999 Avenue of the Stars, Suite 2600

Los Angeles, California 90067

(Address of Principal Executive Offices, including Zip Code)

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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-(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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On March 3, 2017, AECOM (the Company) amended its Certificate of Incorporation to eliminate supermajority voting for business combinations after the Company's proposal was approved by the Company's stockholders at its annual meeting of stockholders on March 1, 2017.

Item 5.07. Submission of Matters to a Vote of Security Holders.

The Company held its annual meeting of stockholders on March 1, 2017 (the 2017 Annual Meeting). The stockholders considered each of the proposals in the Company's definitive proxy statement filed with the Securities and Exchange Commission on January 19, 2017. Voting results with respect to each proposal submitted at the 2017 Annual Meeting are set forth below.

Proposal 1: Election of directors to the Company's Board of Directors to serve until the Company's 2018 annual meeting of stockholders and until the election and qualification of their respective successors:

| | FOR | WITHHELD | NON VOTES |
|----------------------------|-------------|-----------------|------------------|
| Michael S. Burke | 123,074,979 | 2,737,101 | 10,504,749 |
| James H. Fordyce | 98,129,420 | 27,682,660 | 10,504,749 |
| Senator William H. Frist | 125,018,883 | 793,197 | 10,504,749 |
| Linda Griego | 99,516,479 | 26,295,601 | 10,504,749 |
| David W. Joos | 125,030,930 | 781,150 | 10,504,749 |
| Dr. Robert J. Routs | 92,075,834 | 33,736,246 | 10,504,749 |
| Clarence T. Schmitz | 99,882,282 | 25,929,798 | 10,504,749 |
| Douglas W. Stotlar | 125,054,993 | 757,087 | 10,504,749 |
| Daniel R. Tishman | 125,087,446 | 724,634 | 10,504,749 |
| Gen. Janet C. Wolfenbarger | 125,072,028 | 740,052 | 10,504,749 |

Proposal 2: Ratification of the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending September 30, 2017:

| FOR | AGAINST | ABSTAIN |
|-------------|----------------|----------------|
| 135,163,240 | 880,415 | 273,174 |

Proposal 3: Approval of the Company's Amended and Restated 2016 Stock Incentive Plan:

| FOR | AGAINST | ABSTAIN | NON VOTES |
|-------------|----------------|----------------|------------------|
| 114,711,854 | 10,943,039 | 157,187 | 10,504,749 |

Proposal 4: Approval of an amendment to the Company's Certificate of Incorporation to eliminate supermajority voting for business combinations:

| FOR | AGAINST | ABSTAIN | NON VOTES |
|-------------|----------------|----------------|------------------|
| 125,391,780 | 310,626 | 109,674 | 10,504,749 |

Proposal 5: Frequency of future advisory votes on executive compensation:

| ONE YEAR | TWO YEAR | THREE YEAR | ABSTAIN | NON VOTES |
|-----------------|-----------------|-------------------|----------------|------------------|
| 112,271,154 | 735,955 | 12,506,521 | 298,450 | 10,504,749 |

Proposal 6: Approval of the Company's executive compensation, on an advisory basis:

| FOR | AGAINST | ABSTAIN | NON VOTES |
|------------|----------------|----------------|------------------|
| 66,011,372 | 59,201,832 | 598,876 | 10,504,749 |

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

3.1 Certificate of Amendment to the Company's Certificate of Incorporation

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: March 3, 2017

By:

/s/ DAVID Y. GAN

David Y. Gan

Senior Vice President, Deputy General Counsel