

AECOM
Form 8-K
March 02, 2018

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): **February 28, 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.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))

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.

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

The Company held its annual meeting of stockholders on February 28, 2018 (the 2018 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 18, 2018. Voting results with respect to each proposal submitted at the 2018 Annual Meeting are set forth below.

Proposal 1: Election of directors to the Company's Board of Directors to serve until the Company's 2019 annual meeting of stockholders and until the election and qualification of their respective successors:

| | FOR | WITHHELD | NON VOTES |
|----------------------------|-------------|-----------------|------------------|
| Michael S. Burke | 132,172,616 | 1,196,923 | 10,451,007 |
| James H. Fordyce | 129,907,135 | 3,462,404 | 10,451,007 |
| Senator William H. Frist | 132,464,925 | 904,614 | 10,451,007 |
| Linda Griego | 130,082,190 | 3,287,349 | 10,451,007 |
| Dr. Robert J. Routs | 129,614,764 | 3,754,775 | 10,451,007 |
| Clarence T. Schmitz | 130,373,511 | 2,996,028 | 10,451,007 |
| Douglas W. Stotlar | 132,555,814 | 813,725 | 10,451,007 |
| Daniel R. Tishman | 130,886,459 | 2,483,080 | 10,451,007 |
| Gen. Janet C. Wolfenbarger | 132,512,090 | 857,449 | 10,451,007 |

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, 2018:

| FOR | AGAINST | ABSTAIN |
|-------------|----------------|----------------|
| 142,277,506 | 985,852 | 557,188 |

Proposal 3: Approval of the Company's executive compensation, on an advisory basis:

| FOR | AGAINST | ABSTAIN | NON VOTES |
|------------|----------------|----------------|------------------|
| 64,205,885 | 68,486,336 | 677,318 | 10,451,007 |

Proposal 4: Stockholder proposal regarding a special stockholder meeting threshold:

| FOR | AGAINST | ABSTAIN | NON VOTES |
|------------|----------------|----------------|------------------|
| 38,062,098 | 94,476,847 | 830,594 | 10,451,007 |

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 2, 2018

By:

/s/ DAVID Y. GAN

David Y. Gan

Senior Vice President, Deputy General Counsel