

AECOM USA, Inc.
Form S-4
July 06, 2015

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As filed with the Securities and Exchange Commission on July 6, 2015

Registration No. 333-

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM S-4
REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

AECOM*

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

8711
(Primary Standard Industrial
Classification Code Number)
1999 Avenue of the Stars, Suite 2600
Los Angeles, California 90067
(213) 593-8000

61-1088522
(I.R.S. Employer
Identification Number)

(Address, Including Zip Code, and Telephone Number, including Area Code, of Registrant's Principal Executive Offices)

Michael S. Burke
Chairman and Chief Executive Officer
1999 Avenue of the Stars, Suite 2600
Los Angeles, California 90067
(213) 593-8000

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Copies to:

Jonathan K. Layne, Esq.
Peter W. Wardle, Esq.
Gibson, Dunn & Crutcher LLP
2029 Century Park East, Suite 4000

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Los Angeles, California 90067
(310) 552-8500

Approximate date of commencement of the proposed sale of the securities to the public:
As soon as practicable after this registration statement becomes effective.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, as amended, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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 (check one):

Large accelerated filer <input type="checkbox"/>	Accelerated filer <input type="checkbox"/>	Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company <input type="checkbox"/>
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If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered	Proposed maximum offering price per unit(1)	Proposed maximum aggregate offering price(1)	Amount of registration fee
5.750% Senior Notes due 2022	\$800,000,000	100%	\$800,000,000	\$92,960
5.875% Senior Notes due 2024	\$800,000,000	100%	\$800,000,000	\$92,960
Guarantees of 5.750% Senior Notes due 2022(2)				(3)
Guarantees of 5.875% Senior Notes due 2024(2)				(3)

(1) Exclusive of accrued interest, if any, and estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(f)(2) under the Securities Act.

(2) Guarantors are listed in the table of additional registrants.

(3) Pursuant to Rule 457(n) under the Securities Act, no separate fee is payable with respect to the guarantees registered hereby.

* The companies listed on the table of additional registrants are also included in this Form S-4 Registration Statement as additional Registrants.

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The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

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Exact Name of Additional Registrants	Primary Standard Industrial Classification Number	Jurisdiction of Formation	I.R.S. Employer Identification Number
AECOM C&E, INC.	8711	Delaware	06-0852759
AECOM GLOBAL II, LLC	8711	Delaware	47-1336341
AECOM GOVERNMENT SERVICES, INC.	8711	California	13-3027382
AECOM INTERNATIONAL DEVELOPMENT, INC.	8711	Delaware	20-0797043
AECOM NATIONAL SECURITY PROGRAMS, INC.	8711	Virginia	54-1365583
AECOM SERVICES INC.	8711	California	95-2084998
AECOM SPECIAL MISSIONS SERVICES, INC.	8711	Pennsylvania	62-1413631
AECOM TECHNICAL SERVICES, INC.	8711	Delaware	95-2661922
AECOM USA, INC.	8711	New York	13-5511947
AMAN ENVIRONMENTAL CONSTRUCTION, INC.	1795	California	95-4415779
B.P. BARBER & ASSOCIATES, INC.	8711	South Carolina	57-0262530
CLEVELAND WRECKING COMPANY	1795	Delaware	31-0244320
E.C. DRIVER & ASSOCIATES, INC.	8711	Florida	59-2375705
EDAW, INC.	8711	Delaware	20-3444203
EG&G DEFENSE MATERIALS, INC.	8711	Utah	87-0468639
FORERUNNER CORPORATION	8711	Colorado	84-1344715
LEAR SIEGLER LOGISTICS INTERNATIONAL, INC.	8711	Delaware	52-2236487
MCNEIL SECURITY, INC.	8711	Virginia	74-3064432
MT HOLDING CORP.	8711	Delaware	13-4281736
RUST CONSTRUCTORS INC.	8711	Delaware	13-2740970
THE EARTH TECHNOLOGY CORPORATION (USA)	8711	Delaware	33-0244112
TISHMAN CONSTRUCTION CORPORATION	1540	Delaware	13-4012829
TISHMAN CONSTRUCTION CORPORATION OF NEW YORK	1540	Delaware	13-4012826
URS ALASKA, LLC	8711	Alaska	26-2223260
URS CONSTRUCTION SERVICES, INC.	8711	Florida	59-3662286
URS CORPORATION	8711	Nevada	94-1716908
URS CORPORATION GREAT LAKES	8711	Michigan	38-1776252
URS CORPORATION NEW YORK	8711	New York	11-1445800
URS CORPORATION NORTH CAROLINA	8711	North Carolina	94-3410041
URS CORPORATION OHIO	8711	Ohio	34-0939859
URS CORPORATION SOUTHERN	8711	California	59-2087895
URS E&C HOLDINGS, INC.	8711	Delaware	26-1320627
URS ENERGY & CONSTRUCTION, INC.	8711	Ohio	34-0217470
URS FEDERAL SERVICES, INC.	8711	Delaware	27-1628265
URS FEDERAL SERVICES INTERNATIONAL, INC.	8711	Delaware	27-1816795
URS FOX US LP	8711	Delaware	45-4737569
URS FS COMMERCIAL OPERATIONS, INC.	8711	Delaware	27-1833107
URS GLOBAL HOLDINGS, INC.	6719	Nevada	27-0574544
URS GROUP, INC.	8711	Delaware	94-3077384
URS HOLDINGS, INC.	6719	Delaware	95-4316617
URS INTERNATIONAL, INC.	8711	Delaware	94-3128864
URS INTERNATIONAL PROJECTS, INC.	8711	Nevada	82-0441351
URS NUCLEAR LLC	8711	Delaware	26-3899844
URS OPERATING SERVICES, INC.	8711	Delaware	94-3216333
URS PROFESSIONAL SOLUTIONS LLC	8711	Delaware	82-0510442
URS RESOURCES, LLC	8711	Delaware	16-1627792
WASHINGTON DEMILITARIZATION COMPANY, LLC	8711	Delaware	20-2047819
WASHINGTON GOVERNMENT ENVIRONMENTAL SERVICES COMPANY LLC	8711	Delaware	82-0507248
WGI GLOBAL INC.	8711	Nevada	82-0342614

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The information in this prospectus is not complete and may be changed. We may not complete the exchange offer and issue these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

Subject to Completion, dated July 6, 2015

PRELIMINARY PROSPECTUS

\$1,600,000,000

Exchange Offer:

New \$800,000,000 5.750% Senior Notes due 2022 for \$800,000,000 5.750% Senior Notes due 2022

New \$800,000,000 5.875% Senior Notes due 2024 for \$800,000,000 5.875% Senior Notes due 2024

The Exchange Offer will expire at 5:00 p.m., New York City time, on _____, 2015, unless extended.

The Exchange Notes:

We are offering to exchange:

New \$800,000,000 5.750% Senior Notes due 2022 (the "new 2022 notes") that have been registered under the Securities Act of 1933, as amended (the "Securities Act"), for outstanding unregistered \$800,000,000 5.750% Senior Notes due 2022 (the "old 2022 notes" and, together with the new 2022 notes, the "2022 notes").

New \$800,000,000 5.875% Senior Notes due 2024 (the "new 2024 notes" and, together with the new 2022 notes, the "new notes") that have been registered under the Securities Act for outstanding unregistered \$800,000,000 5.875% Senior Notes due 2024 (the "old 2024 notes" and, together with the old 2022 notes, the "old notes").

The terms of the new notes offered in the exchange offer are substantially identical to the terms of the old notes, except that the new notes will be registered under the Securities Act and certain transfer restrictions, registration rights and additional interest provisions relating to the old notes do not apply to the new notes.

Material Terms of the Exchange Offer:

The exchange offer expires at 5:00 p.m., New York City time, on _____, 2015, unless extended.

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Upon expiration of the exchange offer, all old notes that are validly tendered and not withdrawn will be exchanged for an equal principal amount of the new notes.

You may withdraw tendered old notes at any time prior to the expiration of the exchange offer.

The exchange offer is not subject to any minimum tender condition, but is subject to customary conditions.

Each broker-dealer that receives new notes for its own account pursuant to the exchange offer must acknowledge that it may be a statutory underwriter and that it will deliver a prospectus meeting the requirements of the Securities Act in connection with any resale of such new notes. The letter of transmittal accompanying this prospectus states that by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an "underwriter" within the meaning of the Securities Act. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of new notes received in exchange for old notes where such new notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. We have agreed that, for a period of 90 days after the expiration of the exchange offer, we will make this prospectus available to any broker-dealer for use in any such resale. See "Plan of Distribution."

There is no existing public market for the old notes or the new notes. We do not intend to list the new notes on any securities exchange or quotation system.

Investing in the new notes involves risks. See "Risk Factors" beginning on page 8.

Neither the U.S. Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or the accuracy of this prospectus. Any representation to the contrary is a criminal offense.

Prospectus dated _____, 2015

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No dealer, salesperson or other person is authorized to give any information or to represent anything not contained or incorporated by reference in this prospectus. You must not rely on any unauthorized information or representations. This prospectus does not offer to sell or ask for offers to buy any securities other than those to which this prospectus relates and it does not constitute an offer to sell or ask for offers to buy any of the securities in any jurisdiction where any such offer is unlawful, where the person making such offer is not qualified to do so, or to any person who cannot legally be offered the securities. The information contained in this prospectus is current only as of its date. Any information incorporated by reference herein is accurate only as of the date of the document incorporated by reference.

This exchange offer is not being made to, nor will we accept surrenders for exchange from, holders of old notes in any jurisdiction in which this exchange offer or the acceptance thereof would not be in compliance with the securities or blue sky laws of such jurisdiction.

We have filed with the U.S. Securities and Exchange Commission ("SEC") a registration statement on Form S-4 with respect to the new notes. This prospectus, which forms part of the registration statement, does not contain all the information included in the registration statement, including its exhibits. For further information about us and the notes described in this prospectus, you should refer to the registration statement and its exhibits. Statements we make in this prospectus about certain contracts or other documents are not necessarily complete. When we make such statements, we refer you to the copies of the contracts or documents that are filed as exhibits to the registration statement, because those statements are qualified in all respects by reference to those exhibits. The registration statement, including the exhibits and schedules, is available at the SEC's website at www.sec.gov.

You may also obtain this information without charge by writing or telephoning us. See "Where You Can Find More Information."

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WHERE YOU CAN FIND MORE INFORMATION

We file annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, proxy and information statements and amendments to reports filed or furnished pursuant to Sections 13(a), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). You may read and copy these materials at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. You may obtain information on the operation of the public reference room by calling the SEC at 1-800-SEC-0330. The SEC also maintains a website at www.sec.gov that contains reports, proxy and information statements and other information regarding AECOM and other companies that file materials with the SEC electronically. Copies of our periodic and current reports and proxy statements may be obtained, free of charge, on our website at www.investor.aecom.com and clicking on the link "SEC Filings." This reference to our Internet address is for informational purposes only and shall not, under any circumstances, be deemed to incorporate the information available at or through such Internet address into this prospectus.

INCORPORATION BY REFERENCE

The SEC allows us to "incorporate by reference" information into this prospectus, which means that we can disclose important information to you by referring to those documents. We hereby incorporate by reference the following documents or information filed with the SEC:

our Annual Report on Form 10-K for the fiscal year ended September 30, 2014 (excluding Items 1, 7 and 8 thereof, which, for the purposes of this prospectus, are superseded by the comparable Items included in Exhibit 99.1 to our Current Report on Form 8-K filed with the SEC on July 6, 2015);

our Quarterly Reports on Form 10-Q for the fiscal quarters ended December 31, 2014 and March 31, 2015 (excluding Item 1 thereof, which, for the purposes of this prospectus, is superseded by Exhibit 99.2 to our Current Report on Form 8-K filed with the SEC on July 6, 2015);

our Current Reports on Form 8-K filed with the SEC on October 8, 2014, October 17, 2014, November 26, 2014, January 9, 2015, March 6, 2015 and July 6, 2015;

our Definitive Proxy Statement on Schedule 14A filed with the SEC on January 23, 2015;

exhibit 99.1 to the Current Report on Form 8-K of URS Corporation ("URS") filed with the SEC on August 1, 2014 (pages lxiv through cxxxi only);

the Annual Report on Form 10-K of URS for the fiscal year ended January 3, 2014 (the disclosure in Item 9A under the heading "Management's Annual Report on Internal Control over Financial Reporting" only); and

future filings we make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of the initial filing of the registration statement of which this prospectus forms a part and before the termination of the offering of the securities made under this prospectus.

Provided, however, that we are not incorporating by reference any documents or information, including parts of documents that we file with the SEC, that are deemed to be furnished and not filed with the SEC. Unless specifically stated to the contrary, none of the information we disclose under Items 2.02 or 7.01 of any Current Report on Form 8-K that we may from time to time furnish to the SEC will be incorporated by reference into, or otherwise included in, this prospectus.

Any statement contained herein or in any document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this prospectus to the

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extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or replaces such statement. Any such statement so modified or superseded shall not be deemed to constitute a part of this prospectus, except as so modified or superseded.

We will provide, without charge, to each person to whom a copy of this prospectus has been delivered, including any beneficial owner, a copy of any and all of the documents referred to herein that are summarized and incorporated by reference in this prospectus, if such person makes a written or oral request directed to:

AECOM
Attention: Corporate Secretary
1999 Avenues of the Stars, Suite 2600
Los Angeles, California 90067
213-593-8000

In order to ensure timely delivery, you must request the information no later than _____, 2015, which is five business days before the expiration of the exchange offer.

WE HAVE NOT AUTHORIZED ANYONE TO PROVIDE YOU WITH ANY ADDITIONAL INFORMATION OR ANY INFORMATION THAT IS DIFFERENT FROM THAT CONTAINED OR INCORPORATED BY REFERENCE IN THIS PROSPECTUS. WE TAKE NO RESPONSIBILITY FOR, AND CAN PROVIDE NO ASSURANCE AS TO THE RELIABILITY OF, ANY OTHER INFORMATION THAT OTHERS MAY GIVE YOU. YOU SHOULD NOT ASSUME THAT THE INFORMATION CONTAINED IN THIS PROSPECTUS IS ACCURATE AS OF ANY DATE OTHER THAN THE DATE HEREOF, UNLESS WE OTHERWISE NOTE IN THIS PROSPECTUS.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus, including the documents incorporated herein by reference, contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that are not limited to historical facts, but reflect our current beliefs, expectations or intentions regarding future events. These statements include forward-looking statements with respect to the Company, the engineering and construction industry and impact of the acquisition of URS on our business and operations. Statements that are not historical facts, without limitation, including statements that use terms such as "anticipates," "believes," "expects," "intends," "plans," "projects," "seeks," and "will" and that relate to our plans and objectives for future operations, are forward-looking statements. In light of the risks and uncertainties inherent in all forward-looking statements, the inclusion of such statements in this prospectus, including the documents incorporated herein by reference, should not be considered as a representation by us or any other person that our objectives or plans will be achieved. Although management believes that the assumptions underlying the forward-looking statements are reasonable, these assumptions and the forward-looking statements are subject to various factors, risks and uncertainties, many of which are beyond our control, including, but not limited to, our dependence on long-term government contracts, which are subject to uncertainties concerning the government's budgetary approval process, the possibility that our government contracts may be terminated by the government; the fact that demand for our services is cyclical and vulnerable to economic downturns and reduction in government and private industry spending; the risk of employee misconduct or our failure to comply with laws and regulations; legal, security, political, and economic risks in the countries in which we operate; competition in our industry; cyber security breaches; information technology interruptions or data losses; liabilities under environmental laws; fluctuations in demand for oil and gas services; our substantial indebtedness; covenant restrictions in our indebtedness; the ability to successfully integrate our operations and employees with that of URS; the ability to realize anticipated

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benefits and synergies from the URS acquisition; the impact of the URS acquisition on relationships, including with employees, customers and competitors; the ability to retain key personnel; the amount of the costs, fees, expenses and charges related to the URS acquisition; changes in financial markets, interest rates and foreign currency exchange rates; and those additional risks and factors discussed in this prospectus, our SEC filings incorporated by reference in this prospectus and any subsequent reports we file with the SEC. Accordingly, actual results could differ materially from those contemplated by any forward-looking statement.

All subsequent written and oral forward-looking statements concerning the Company or other matters attributable to the Company or any person acting on its behalf are expressly qualified in their entirety by the cautionary statements above. You are cautioned not to place undue reliance on these forward-looking statements, which speak only to the date they are made. The Company is under no obligation (and expressly disclaims any such obligation) to update or revise any forward-looking statement that may be made from time to time, whether as a result of new information, future developments or otherwise. Please review "Risk Factors" in this prospectus and our SEC filings incorporated by reference in this prospectus for a discussion of the factors, risks and uncertainties that could affect our future results.

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SUMMARY

This summary highlights selected information from this prospectus and is therefore qualified in its entirety by the more detailed information appearing elsewhere, or incorporated by reference, in this prospectus. It may not contain all the information that is important to you. We urge you to read carefully this entire prospectus and the other documents to which it refers to understand fully the terms of the new notes. All references in this prospectus to the "Company," "our company," "we," "us," "our," and similar terms refer to AECOM, a Delaware corporation, and its subsidiaries on a consolidated basis, including the subsidiaries of AECOM that are the guarantors of the new notes.

Our Business

We are a leading provider of professional technical and management support services for public and private clients around the world. We provide our services in a broad range of end markets through a network of approximately 95,000 employees. On October 17, 2014, we completed the acquisition of URS. In connection with the acquisition of URS, we changed our reportable segments to reflect the operations of the combined company, including the ability to deliver more fully integrated project execution. We now report our business through three segments: Design and Consulting Services ("DCS"), Construction Services ("CS"), and Management Services ("MS"). Our DCS segment delivers planning, consulting, architectural and engineering design services to commercial and government clients worldwide in major end markets such as transportation, facilities, environmental, energy, water and government markets. Our CS segment provides construction services, including building construction and energy, infrastructure and industrial construction, primarily in the Americas. Our MS segment provides program and facilities management and maintenance, training, logistics, consulting, technical assistance, and systems integration and information technology services, primarily for agencies of the U.S. government and also for national governments around the world.

Company Information

We were incorporated in Delaware in 1980. Our principal executive offices are located at 1999 Avenue of the Stars, Suite 2600, Los Angeles, California 90067. Our telephone number at that address is (213) 593-8000. Our common stock is listed on the New York Stock Exchange under the symbol "ACM."

Risk Factors

Our success in achieving our objectives and expectations is dependent upon, among other things, general economic conditions, competitive conditions and certain other factors that are specific to our company and/or the markets in which we operate. These factors are set forth in detail under the heading "Risk Factors" in this prospectus and under the caption "Risk Factors" in our Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2015. We encourage you to review carefully these risk factors and any other risk factors in our SEC filings that are incorporated herein by reference. Furthermore, this prospectus contains forward-looking statements that involve risks, uncertainties and assumptions. Actual results may differ materially from those anticipated in these forward-looking statements as a result of many factors, including, but not limited to, those under the headings "Risk Factors" and "Special Note Regarding Forward-Looking Statements."

The Exchange Offer

Below is a summary of the material terms of the exchange offer. We are offering to exchange the new notes for the old notes. The terms of the new notes offered in the exchange offer are substantially identical to the terms of the old notes, except that the new notes will be registered under the Securities Act and certain transfer restrictions, registration rights and additional interest provisions relating to the

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old notes do not apply to the new notes. For more information, see "The Exchange Offer," which contains a more detailed description of the terms and conditions of the exchange offer.

Background	On October 6, 2014, we completed a private placement of \$800,000,000 aggregate principal amount of 5.750% Senior Notes due 2022 and \$800,000,000 aggregate principal amount of 5.875% Senior Notes due 2024. As part of that offering, we entered into a registration rights agreement with the initial purchasers of the old notes in which we agreed, among other things, to complete this exchange offer for the old notes.
Old Notes	\$800,000,000 unregistered 5.750% Senior Notes due 2022 \$800,000,000 unregistered 5.875% Senior Notes due 2024
New Notes	New \$800,000,000 5.750% Senior Notes due 2022 New \$800,000,000 5.875% Senior Notes due 2024
The Exchange Offer	We are offering to issue registered new notes in exchange for a like principal amount and like denomination of our unregistered old notes of the same series. We are offering to issue these registered new notes to satisfy our obligations under the registration rights agreement that we entered into with the initial purchasers of the old notes when we sold the old notes in a transaction that was exempt from the registration requirements of the Securities Act. You may tender your old notes for exchange by following the procedures described below and in the section entitled "The Exchange Offer" in this prospectus.
Expiration Date	The exchange offer will expire at 5:00 p.m., New York City time, on _____, 2015, which is _____ business days after the exchange offer is commenced, unless we extend the exchange offer.
Procedures for Tendering	If you decide to exchange your old notes for new notes, you must acknowledge that you are not engaging in, and do not intend to engage in, a distribution of the new notes. To tender old notes, you must complete and sign a letter of transmittal accompanying this prospectus (the "Letter of Transmittal") in accordance with the instructions contained in it and forward it by mail, facsimile or hand delivery, together with any other documents required by the Letter of Transmittal, to the exchange agent, either with the old notes to be tendered or in compliance with the specified procedures for guaranteed delivery of old notes. Certain brokers, dealers, commercial banks, trust companies and other nominees may also effect tenders by book-entry transfer. Holders of old notes registered in the name of a broker, dealer, commercial bank, trust company or other nominee are urged to contact such person promptly if they wish to tender old notes pursuant to the exchange offer. See "The Exchange Offer Exchange offer

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	Procedures," "The Exchange Offer Book-Entry Transfers" and "The Exchange Offer Guaranteed Delivery Procedures."
Withdrawal	You may withdraw any old notes that you tender for exchange at any time prior to the expiration of the exchange offer. See "The Exchange Offer Withdrawal Rights."
Acceptance of Old Notes for Exchange; Issuance of New Notes	Subject to certain conditions, we intend to accept for exchange any and all old notes that are properly tendered in the exchange offer before the expiration time. If we decide for any reason not to accept any old notes you have tendered for exchange, those old notes will be returned to you without cost promptly after the expiration or termination of the exchange offer. The new notes will be delivered promptly after the expiration time. See "The Exchange Offer Acceptance of Old Notes for Exchange; Delivery of New Notes Issued in the Exchange Offer."
Conditions to the Exchange Offer	The exchange offer is subject to customary conditions, some of which we may waive in our sole discretion. The exchange offer is not conditioned upon any minimum principal amount of old notes being tendered for exchange. See "The Exchange Offer Conditions to the Exchange Offer."
Consequences of Exchanging Old Notes	Based on interpretations by the staff of the SEC, as detailed in a series of no-action letters issued by the SEC to third parties, we believe that you may offer for resale, resell or otherwise transfer the new notes that we issue in the exchange offer without complying with the registration and prospectus delivery requirements of the Securities Act if you: acquire the new notes in the ordinary course of your business; are not participating, do not intend to participate and have no arrangement or understanding with any person to participate in a distribution of the new notes; and you are not an "affiliate" of AECOM, as defined in Rule 405 of the Securities Act. If any of these conditions is not satisfied and you transfer any new notes issued to you in the exchange offer without delivering a proper prospectus or without qualifying for a registration exemption, you may incur liability under the Securities Act. We will not be responsible for or indemnify you against any liability you may incur. Any broker-dealer that acquires new notes in the exchange offer for its own account in exchange for old notes which it acquired through market-making or other trading activities must acknowledge that it may be a statutory underwriter and that it will deliver a prospectus when it resells or transfers any

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Consequences of Failure to Exchange Old Notes	<p>new notes issued in the exchange offer. See "The Exchange Offer Consequences of Exchanging Old Notes" and "Plan of Distribution."</p> <p>All untendered old notes or old notes that are tendered but not accepted will continue to be subject to the restrictions on transfer set forth in the old notes and in the indenture under which the old notes were issued. In general, you may offer or sell your old notes only if they are registered under, or offered or sold under an exemption from, the Securities Act and applicable state securities laws. Other than in connection with the exchange offer, we do not anticipate that we will register the old notes under the Securities Act. If you do not participate in the exchange offer, the liquidity of your old notes could be adversely affected. See "The Exchange Offer Consequences of Failure to Exchange Old Notes."</p>
Interest on Old Notes Exchanged in the Exchange Offer	<p>On the record date for the first interest payment date for each series of new notes offered hereby following the consummation of the exchange offer, holders of such new notes will receive interest accruing from the issue date of the old notes or, if interest has been paid, the most recent date to which interest has been paid.</p>
U.S. Federal Income Tax Consequences of the Exchange Offer	<p>You will not realize gain or loss for U.S. federal income tax purposes as a result of your exchange of old notes for new notes to be issued in the exchange offer. For additional information, see "Certain United States Federal Income Tax Considerations." You should consult your own tax advisor as to the tax consequences to you of the exchange offer, as well as tax consequences of the ownership and disposition of the new notes.</p>
Exchange Agent	<p>U.S. Bank National Association is serving as the exchange agent in connection with the exchange offer. The address and telephone and facsimile numbers of the exchange agent are listed in this prospectus. See "The Exchange Offer Exchange Agent."</p>
Use of Proceeds	<p>We will not receive any proceeds from the issuance of new notes in the exchange offer. We will pay all expenses incident to the exchange offer. See "Use of Proceeds" and "The Exchange Offer Fees and Expenses."</p>

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The New Notes

The terms of the new notes are substantially identical to those of the old notes, except that the new notes will be registered under the Securities Act and the transfer restrictions and registration rights applicable to the old notes do not apply to the new notes. The new notes will evidence the same debt as the old notes and will be governed by the same indenture. A brief description of the material terms of the new notes follows. For a more complete description, see "Description of the New Notes."

Issuer	AECOM
Notes Offered	New \$800,000,000 5.750% Senior Notes due 2022 New \$800,000,000 5.875% Senior Notes due 2024
Maturity	The new 2022 notes will mature on October 15, 2022. The new 2024 notes will mature on October 15, 2024.
Interest Rates	The new 2022 notes will bear interest at a rate of 5.750% per annum. The new 2024 notes will bear interest at a rate of 5.875% per annum.
Guarantees	The new notes will be guaranteed on a senior unsecured basis by our existing and future domestic restricted subsidiaries that guarantee certain material credit facilities. The guarantees of the new notes are referred to herein as the "new guarantees."
Ranking	The new notes and the new guarantees will be our and the guarantors' senior unsecured obligations and will be equal in right of payment with all of our and the guarantors' existing and future senior debt and senior to any of our and the guarantors' future subordinated debt. The new notes and the new guarantees will rank effectively junior to all of our and the guarantors' existing and future secured debt, to the extent of the value of the collateral securing such debt, including the obligations under our new credit agreement entered into on October 17, 2014 (as may be amended from time to time, the "2014 Credit Agreement"). The new notes will also be structurally subordinated to all of the liabilities of our existing and future subsidiaries that do not guarantee the notes.
Optional Redemption	The new 2022 notes will be redeemable on or after October 15, 2017 at the redemption prices specified under "Description of the New Notes Optional Redemption." Prior to October 15, 2017, we may redeem some or all of the new 2022 notes at a redemption price of 100% of the principal amount, plus accrued and unpaid interest, if any, to the redemption date, plus a "make whole" premium. Also, we may redeem up to 35% of the 2022 notes before October 15, 2017 with the net cash proceeds from certain equity offerings. Prior to July 15, 2024 (three months prior to the maturity date), we may redeem some or all of the new 2024 notes at a redemption price of 100% of the principal amount, plus accrued and unpaid interest, if any, to the redemption date,

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Change of Control Offer

plus a "make whole" premium. In addition, on or after July 15, 2024 (three months prior to the maturity date), the new 2024 notes will be redeemable at a redemption price of 100% of the principal amount, plus accrued and unpaid interest, if any, to the redemption date. See "Description of the New Notes - Optional Redemption."

If we experience specific kinds of changes of control, we must offer to repurchase all of the new notes at 101% of their principal amount, *plus* accrued and unpaid interest, if any, to the repurchase date. See "Description of the New Notes - Repurchase at the Option of Holders - Change of Control."