

AECOM  
Form 8-K  
December 22, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**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 22, 2015**

**AECOM**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation)

**000-52423**  
(Commission  
File Number)

**61-1088522**  
(IRS 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:

- 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 1.01 Entry into a Material Definitive Agreement.**

On December 22, 2015, AECOM (the "Company") entered into Amendment No. 2 to Credit Agreement ("Amendment No. 2") that amended the Company's Credit Agreement, dated as of October 17, 2014 (the "Credit Agreement") among the Company and certain lenders. Amendment No. 2 amends, among other things, the definition of "Consolidated EBITDA" by increasing the permitted addback for acquisition and integration costs and further aligns the terms of the Company's Credit Agreement with its existing public disclosures. Amendment No. 2 also allows for an internal corporate restructuring that primarily involves the Company's international subsidiaries.

The Credit Agreement is described in the Company's Current Report on Form 8-K filed on October 17, 2014.

The foregoing description of Amendment No. 2 is qualified in its entirety by references to the full text of Amendment No. 2, which is attached hereto as Exhibit 10.1, and is incorporated herein by reference.

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

(d) Exhibits

10.1 Amendment No. 2 to Credit Agreement, dated as of December 22, 2015, among the Company, the Lenders party thereto, and Bank of America, N.A., as Administrative Agent, Swing Line Lender, and an L/C Issuer.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AECOM

Date: December 22, 2015

By:

/s/David Y. Gan  
David Y. Gan  
Senior Vice President, Assistant General Counsel

**EXHIBIT INDEX**

**EXHIBIT**

10.1 Amendment No. 2 to Credit Agreement.