

AECOM TECHNOLOGY CORP  
Form 8-K  
March 04, 2009

**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): **March 3, 2009**

**AECOM TECHNOLOGY CORPORATION**

(Exact name of Registrant as specified in its charter)

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

**1-33447**  
(Commission  
File Number)

**61-1088522**  
(I.R.S. Employer  
Identification No.)

**555 South Flower Street, Suite 3700**

**Los Angeles, California 90071**

(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):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01. Other Events.**

On March 3, 2009, AECOM Technology Corporation (the Company ) conducted a public offering of 4,000,000 shares of its common stock at a price per share of \$20.20, for gross proceeds of approximately \$80.8 million.

The Company estimates net proceeds from the offering to be approximately \$79.6 million after deducting underwriting discounts and the estimated costs associated with the offering. The Company has granted the underwriters an option to purchase up to an additional 600,000 shares to cover over-allotments, if any.

In connection with this offering, the Company, Morgan Stanley & Co. Incorporated, Merrill Lynch, Pierce, Fenner & Smith Incorporated and J.P. Morgan Securities Inc. have entered into an Underwriting Agreement, a copy of which is filed as Exhibit 10.1 to this current report and is incorporated by reference into this report.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

The exhibits to this Current Report are listed in the Exhibit Index set forth elsewhere herein.

**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 TECHNOLOGY CORPORATION

Dated: March 4, 2009

By:

/s/ DAVID Y. GAN

David Y. Gan

Vice President, Assistant General Counsel

**EXHIBIT INDEX**

**Exhibit**

5.1 Opinion of Gibson, Dunn & Crutcher LLP.  
99.1 Underwriting Agreement, dated March 3, 2009.