

AECOM TECHNOLOGY CORP  
Form 424B5  
March 04, 2009

Use these links to rapidly review the document

[TABLE OF CONTENTS](#)

[TABLE OF CONTENTS](#)

[Table of Contents](#)

Filed Pursuant to Rule 424(b)(5)  
Registration No. 333-157646

**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Securities Registered</b>	<b>Shares Registered</b>	<b>Maximum Offering Price Per Share</b>	<b>Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee(2)(3)</b>
Common Stock	4,600,000(1)	\$20.20	\$92,920,000	\$3,651.76

(1) Includes 600,000 shares that the underwriters have the option to purchase to cover over-allotments, if any.

(2) Calculated in accordance with Rule 457(r) of the Securities Act of 1933.

(3) This "Calculation of Registration Fee" table shall be deemed to update the "Calculation of Registration Fee" table in the Registration Statement No. 333-157646 on Form S-3.

***PROSPECTUS SUPPLEMENT***

*(To Prospectus dated March 3, 2009)*

*4,000,000 Shares*

***AECOM TECHNOLOGY CORPORATION***

***COMMON STOCK***

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*We are offering for sale 4,000,000 shares of our common stock, \$0.01 par value per share. Our common stock is traded on the New York Stock Exchange under the symbol "ACM." The last reported sale price of our common stock on the New York Stock Exchange was \$20.30 per share on March 3, 2009.*

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*Investing in our common stock involves risks that are described in the "Risk Factors" section beginning on page S-4 of this prospectus supplement.*

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*PRICE \$20.20 A SHARE*

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	<i>Price to Public</i>	<i>Underwriting Discount and Commissions</i>	<i>Proceeds to AECOM</i>
<i>Per share</i>	\$20.20	\$0.202	\$19.998
<i>Total</i>	\$80,800,000	\$808,000	\$79,992,000

*We have granted the underwriters the right to purchase up to an additional 600,000 shares to cover over-allotments.*

*The U.S. Securities and Exchange Commission and state securities regulators have not approved or disapproved these securities or determined if this prospectus supplement and the accompanying prospectus are truthful or complete. Any representation to the contrary is a criminal offense.*

*The underwriters expect to deliver the shares to purchasers on March 6, 2009.*

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*MORGAN STANLEY*

*MERRILL LYNCH & CO.*

*J.P.MORGAN*

*March 3, 2009*

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TABLE OF CONTENTS

	Page
<b>Prospectus Supplement</b>	
<u>ABOUT THIS PROSPECTUS SUPPLEMENT</u>	<u>S-1</u>
<u>PROSPECTUS SUPPLEMENT SUMMARY</u>	<u>S-2</u>
<u>RISK FACTORS</u>	<u>S-4</u>
<u>USE OF PROCEEDS</u>	<u>S-6</u>
<u>UNDERWRITING</u>	<u>S-7</u>
<u>LEGAL MATTERS</u>	<u>S-10</u>
<b><u>Prospectus</u></b>	
FORWARD-LOOKING STATEMENTS	2
ABOUT THIS PROSPECTUS	2
<u>THE COMPANY</u>	<u>4</u>
<u>USE OF PROCEEDS</u>	<u>4</u>
<u>RATIO OF EARNINGS TO FIXED CHARGES</u>	<u>4</u>
<u>RATIO OF EARNINGS TO COMBINED FIXED CHARGES AND PREFERRED</u>	<u>4</u>
<u>SECURITY DIVIDENDS</u>	<u>4</u>
<u>DESCRIPTION OF CAPITAL STOCK</u>	<u>5</u>
<u>DESCRIPTION OF OTHER SECURITIES</u>	<u>5</u>
<u>PLAN OF DISTRIBUTION</u>	<u>6</u>
<u>SELLING SECURITYHOLDERS</u>	<u>8</u>
<u>LEGAL MATTERS</u>	<u>8</u>
<u>EXPERTS</u>	<u>8</u>
<u>WHERE YOU CAN FIND ADDITIONAL INFORMATION</u>	<u>8</u>
<u>INCORPORATION BY REFERENCE</u>	<u>8</u>

Table of Contents

**ABOUT THIS PROSPECTUS SUPPLEMENT**

This document is in two parts. The first part is the prospectus supplement, which describes the specific terms of this offering. The second part is the accompanying prospectus, which provides more general information about securities we may offer from time to time. Some of the information in the accompanying prospectus does not apply to this offering. You should read the entire prospectus supplement and the accompanying prospectus, including the documents incorporated by reference that are described under "Where You Can Find More Information" in the accompanying prospectus.

**You should rely only on the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus and in any written communication from us specifying the final terms of the offering. To the extent the information in this prospectus supplement differs from the information in the accompanying prospectus or the documents incorporated by reference in this prospectus supplement or accompanying prospectus, you should rely on the information in this prospectus supplement. Neither we nor the underwriters have authorized anyone to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. Neither we nor the underwriters are making an offer of these securities in any jurisdiction where the offer is not permitted. The information in this prospectus supplement, the accompanying prospectus, the documents incorporated by reference and any written communication from us specifying the final terms of the offering, is only accurate as of the date of the respective documents in which the information appears. Our business, financial condition, results of operations and prospects may have changed since those dates. It is important for you to read and consider all the information contained in this prospectus supplement and the accompanying prospectus, including the documents incorporated herein and therein by reference, before making an investment decision.**

References in this prospectus supplement to "AECOM," "the Company," "we," "us" or "our" refer to AECOM Technology Corporation and its consolidated subsidiaries, unless we indicate otherwise.

Table of Contents

**PROSPECTUS SUPPLEMENT SUMMARY**

*This summary provides an overview of selected information contained elsewhere in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference in this prospectus supplement and the accompanying prospectus and does not contain all of the information that you should consider before making a decision to invest in our common stock. You should read carefully this prospectus supplement, the accompanying prospectus, the documents incorporated by reference in this prospectus supplement and accompanying prospectus, and the registration statement of which the accompanying prospectus is a part in its entirety before investing in our common stock, especially the information under "Risk Factors."*

**Our Company**

We are a leading global provider of professional technical and management support services for commercial and government clients around the world. We provide planning, consulting, architectural and engineering design, and program and construction management services for a broad range of projects, including highways, airports, bridges, mass transit systems, government and commercial buildings, water and wastewater facilities and power transmission and distribution. We also provide facilities management, training, logistics and other support services, primarily for agencies of the U.S. government.

Through our network of approximately 43,000 employees, we provide our services in a broad range of end markets, including the transportation, facilities, environmental, and energy markets. According to *Engineering News-Record's* ("ENR") 2008 Design Survey, we are the largest general architectural and engineering design firm in the world, ranked by 2007 design revenue. In addition, we are ranked by ENR as the leading firm in a number of design end markets, including transportation and general building.

We were formed in 1980 as Ashland Technology Corporation, a Delaware corporation and a wholly owned subsidiary of Ashland Inc., an oil and gas refining and distribution company. Our principal executive offices are located at 555 South Flower Street, 37<sup>th</sup> Floor, Los Angeles, California 90071 and our telephone number is (213) 593-8000. Our website is located at <http://www.aecom.com>. The information contained on our website is not a part of this prospectus.

**The Offering**

Common Stock Offered	4,000,000 shares of common stock. We have also granted the underwriters an option to purchase up to 600,000 additional shares of common stock to cover over-allotments.
Common Stock to be Outstanding After this Offering	108,904,879 shares.
Use of Proceeds	We intend to use the proceeds from the sale of our common stock offered hereby for general corporate purposes, which may include future acquisitions or the repayment of debt.
Dividend Policy	We do not anticipate paying any cash dividends in the foreseeable future.
Risk Factors	An investment in our common stock involves a high degree of risk. See "Risk Factors" beginning on page S-4 for a discussion of certain factors that you should consider when evaluating an investment in our common stock.
New York Stock Exchange Symbol	ACM

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### Table of Contents

Common stock to be outstanding after this offering is based on the total number of shares of common stock outstanding on February 4, 2009, assumes no exercise of the underwriters' over-allotment option and does not include:

5,156,276 shares of common stock issuable upon the exercise of options outstanding under our stock incentive plans, with a weighted average exercise price of \$14.29 per share, of which 3,852,103 are exercisable;

6,728,189 shares of common stock issuable upon conversion of our convertible preferred stock units;

11,206,110 shares of common stock available for issuance under our 2006 Stock Incentive Plan; and

4,189,556 shares of common stock available for issuance under our Equity Incentive Plan.

S-3

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Table of Contents

**RISK FACTORS**

Investing in our common stock involves a high degree of risk. Before you decide whether to purchase any of our common stock, in addition to the following risk factors, you should carefully consider, among other things, the risks relating to our business discussed under "Risk Factors" in our quarterly report on Form 10-Q for the quarterly period ended December 31, 2008, which is incorporated herein by reference, and the other information in this prospectus supplement or the accompanying prospectus or incorporated by reference herein or therein.

*Our quarterly operating results may fluctuate significantly, which could have a negative effect on the price of our common stock.*

Our quarterly revenue, expenses and operating results may fluctuate significantly because of a number of factors, including:

the spending cycle of our public sector clients;

employee hiring and utilization rates;

the number and significance of client engagements commenced and completed during a quarter;

the ability of clients to terminate engagements without penalties;

the ability of our project managers to accurately estimate the percentage of the project completed;

delays incurred as a result of weather conditions;

delays incurred in connection with an engagement;

the size and scope of engagements;

the timing of expenses incurred for corporate initiatives;

the impairment of goodwill or other intangible assets; and

general economic and political conditions.

Variations in any of these factors could cause significant fluctuations in our operating results from quarter to quarter and could cause the price of our common stock to fluctuate and decline.

*Our charter documents contain provisions that may delay, defer or prevent a change of control.*

Provisions of our certificate of incorporation and bylaws could make it more difficult for a third party to acquire control of us, even if the change in control would be beneficial to stockholders. These provisions include the following:

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division of our Board of Directors into three classes, with each class serving a staggered three-year term;

removal of directors for cause only;

ability of our Board of Directors to authorize the issuance of preferred stock in series without stockholder approval;

two-thirds stockholder vote requirement to approve specified business combinations, which include a sale of substantially all of our assets;

vesting of exclusive authority in our Board of Directors to determine the size of the board (subject to limited exceptions) and to fill vacancies;

S-4

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Table of Contents

advance notice requirements for stockholder proposals and nominations for election to our Board of Directors; and

prohibitions on our stockholders from acting by written consent and limitations on calling special meetings.

***We do not expect to pay any cash dividends for the foreseeable future.***

We do not anticipate paying any cash dividends to our stockholders for the foreseeable future. Our credit facilities also restrict our ability to pay dividends. Accordingly, you may have to sell some or all of your common stock in order to generate cash flow from your investment. You may not receive a gain on your investment when you sell our common stock and may lose some or all of the amount of your investment. Any determination to pay dividends in the future will be made at the discretion of our Board of Directors and will depend on our results of operations, financial conditions, contractual restrictions, restrictions imposed by applicable law and other factors our Board of Directors deems relevant.

***Our stock price may fluctuate substantially, which will affect the prices at which the shares may be sold in the future.***

The market price of our common stock has fluctuated in the past and is likely to fluctuate in the future. Among the factors that could affect our stock price are:

quarterly variations in our operating results;

changes in revenue or earnings estimates or publication of research reports by analysts;

speculation in the press or investment community;

strategic actions by us or our competitors, such as acquisitions or restructurings;

general market conditions; and

domestic and international economic factors unrelated to our performance.

The stock market in general has experienced extreme volatility that has often been unrelated to the operating performance of particular companies. These broad market fluctuations may adversely affect the trading price of our common stock. In particular, we cannot assure you that you will be able to resell your shares at or above the price per share in this offering.

Table of Contents

**USE OF PROCEEDS**

We estimate that our net proceeds (after deducting underwriting discounts and commissions payable to the underwriters and our estimated offering expenses) from this offering will be \$79.6 million (\$91.6 million if the underwriters exercise their option to acquire additional shares in full). We intend to use the net proceeds from the sale of our common stock offered hereby for general corporate purposes, which may include future acquisitions or the repayment of debt. We currently have no pending agreements or commitments with respect to any material acquisitions. Until we use the net proceeds as described above, we intend to invest the net proceeds in short-term securities.

S-6

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Table of Contents**UNDERWRITING**

Under the terms and subject to the conditions in an underwriting agreement, the underwriters named below, for whom Morgan Stanley & Co. Incorporated, Merrill Lynch, Pierce, Fenner & Smith Incorporated and J.P. Morgan Securities Inc. are acting as representatives, have severally agreed to purchase, and we have agreed to sell to them, severally, the number of shares indicated below:

<b>Underwriter</b>	<b>Number of Shares</b>
Morgan Stanley & Co. Incorporated	2,600,000
Merrill Lynch, Pierce, Fenner & Smith Incorporated	1,000,000
J.P. Morgan Securities Inc.	400,000
Total	4,000,000

The underwriters and the representatives are collectively referred to as the "underwriters" and the "representatives," respectively. The underwriters are offering the shares subject to their acceptance and subject to prior sale. The underwriting agreement provides that the obligations of the several underwriters to pay for and accept delivery of the shares offered by this prospectus supplement are subject to the approval of certain legal matters by their counsel and to certain other conditions. The underwriters are obligated to take and pay for all of the shares offered by this prospectus supplement if any such shares are taken. However, the underwriters are not required to take or pay for the shares covered by the underwriters' over-allotment option described below.

The underwriters initially propose to offer part of the shares directly to the public at the offering price listed on the cover page of this prospectus supplement and part to certain dealers. After the initial offering of the shares, the offering price and other selling terms may from time to time be varied by the representatives.

We have granted to the underwriters an option, exercisable for 30 days from the date of this prospectus supplement, to purchase up to an aggregate of 600,000 additional shares at the public offering price listed on the cover page of this prospectus supplement. To the extent the option is exercised, each underwriter will become obligated, subject to certain conditions, to purchase about the same percentage of the additional shares as the number listed next to the underwriter's name in the preceding table bears to the total number of shares listed next to the names of all underwriters in the preceding table, less the underwriting discounts. The underwriter may exercise this option at any time within 30 days from the date of this prospectus solely to cover over-allotments.

The following table shows the per share and total public offering price, underwriting discounts and commissions, and proceeds before expenses to us. These amounts are shown assuming both no exercise and full exercise of the underwriters' option to purchase an additional 600,000 shares.

	<b>Per Share</b>	<b>Without Option</b>	<b>With Option</b>
Public offering price	\$ 20.20	\$80,800,000	\$92,920,000
Underwriting discounts, commissions and expenses	\$ 0.202	\$ 808,000	\$ 929,200
Proceeds, before expenses, to the Company	\$19.998	\$79,992,000	\$91,990,800

The estimated offering expenses payable by us, exclusive of the underwriting discounts and commissions, are approximately \$350,000.

Our shares are listed on the New York Stock Exchange under the trading symbol "ACM."

Table of Contents

We and all of our directors and executive officers have agreed that, without the prior written consent of Morgan Stanley & Co. Incorporated on behalf of the underwriters, we and they will not during the period ending 30 days after the date of this prospectus supplement:

offer, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, lend, or otherwise transfer or dispose of, directly or indirectly, any shares of common stock or any securities convertible into or exercisable or exchangeable for common stock; or

enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of the common stock,

whether any such swap or transaction is to be settled by delivery of shares of common stock or such other securities in cash or otherwise. In addition, we and each such person agree that, without the prior written consent of Morgan Stanley & Co. Incorporated on behalf of the underwriters, it will not, during the period ending 30 days after the date of this prospectus supplement, make any demand for or exercise any right with respect to the registration of any shares or any securities convertible into or exercisable or exchangeable for shares. We and all of our directors and executive officers also agree and consent to the entry of stop transfer instructions with the Company's transfer agent and registrar against the transfer of shares except in compliance with the foregoing restrictions.

With respect to the Company, the restrictions described in the previous paragraph do not apply to:

the sale of shares of common stock to the underwriters;

the issuance by us of shares of common stock upon the exercise of an option or warrant or the conversion of a security outstanding on the date of this prospectus supplement of which the underwriters have been advised in writing;

the establishment of a trading plan pursuant to Rule 10b5-1 under the Exchange Act for the transfer of shares of common stock, provided that such plan does not provide for the transfer of common stock during the restricted period described above; and

the issuance by us of securities, including shares of our common stock (and the agreement that provides for such issuance), in full or partial consideration of any future acquisitions or strategic investments, provided that such issuee agrees to be bound by the restrictions described in the previous paragraph; and

with respect to our directors and executive officers, the restrictions described in the previous paragraph do not apply to:

transactions relating to shares of common stock or other securities acquired in open market transactions after the completion of this offering, provided that no filing under Section 16(a) of the Securities Exchange Act of 1934, as amended, shall be required or shall be voluntarily made in connection with subsequent sales of common stock or other securities acquired in such open market transactions;

transfers of shares of common stock or any security convertible into common stock as a bona fide gift, provided that such donee agrees to be bound by the restrictions described in the previous paragraph;

transfers to any trust for the direct or indirect benefit of the undersigned or immediate family of the undersigned, provided that such transferee agrees to be bound by the restrictions described in the previous paragraph; and

Table of Contents

the sale of shares of common stock in accordance with a 10b5-1 plan existing or entered into prior to the date of this prospectus supplement, provided that no shares are transferred pursuant to the plan during the restricted period described above.

In order to facilitate the offering of the shares, the underwriters may engage in transactions that stabilize, maintain or otherwise affect the price of the shares. Specifically, the underwriters may sell more shares than they are obligated to purchase under the underwriting agreement, creating a short position. A short sale is covered if the short position is no greater than the number of shares available for purchase by the underwriters under the over-allotment option. The underwriters can close out a covered short sale by exercising the over-allotment option or purchasing shares in the open market. In determining the source of shares to close out a covered short sale, the underwriters will consider, among other things, the open market price of shares compared to the price available under the over-allotment option. The underwriters may also sell shares in excess of the over-allotment option, creating a naked short position. The underwriters must close out any naked short position by purchasing shares in the open market. A naked short position is more likely to be created if the underwriters are concerned that there may be downward pressure on the price of the shares in the open market after pricing that could adversely affect investors who purchase in this offering. As an additional means of facilitating this offering, the underwriters may bid for, and purchase, shares in the open market to stabilize the price of the shares. These activities may raise or maintain the market price of the shares above independent market levels or prevent or retard a decline in the market price of the shares. The underwriters are not required to engage in these activities and may end any of these activities at any time. We have been advised by the underwriters that, prior to purchasing the common stock being offered pursuant to this prospectus supplement, on March 3, 2009, Morgan Stanley & Co. Incorporated purchased, on behalf of the syndicate, 153,200 shares of our common stock at an average price of \$20.2961 per share in stabilizing transactions.

We have agreed to indemnify the underwriters against certain liabilities, including liabilities under the Securities Act.

A prospectus in electronic format may be available on websites maintained by one or more underwriters participating in this offering. The representatives may agree to allocate a number of shares to underwriters for sale to their online brokerage account holders. Internet distributions will be allocated by the representatives to underwriters that may make Internet distributions on the same basis as other allocations.

Certain of the underwriters and their respective affiliates have from time to time performed, and may in the future perform, various financial advisory and investment banking services for us, for which they received or will receive customary fees and expenses. The underwriters will not receive any benefit from this offering other than the underwriting discounts and commissions described in this prospectus supplement. The address of the representatives of the underwriters is Morgan Stanley & Co. Incorporated, Merrill Lynch, Pierce, Fenner & Smith Incorporated, and J.P. Morgan Securities Inc., c/o Morgan Stanley & Co. Incorporated, 1585 Broadway, New York, New York 10036.

Table of Contents

**LEGAL MATTERS**

The validity of the shares of common stock offered hereby will be passed upon for us by Gibson, Dunn & Crutcher LLP, Los Angeles, California and for the underwriters by Latham & Watkins LLP, Los Angeles, California. Latham & Watkins LLP has from time to time represented the Company in matters unrelated to this offering.

S-10

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Table of Contents

**PROSPECTUS**

## **AECOM TECHNOLOGY CORPORATION**

### **DEBT SECURITIES COMMON STOCK PREFERRED STOCK WARRANTS**

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We or selling securityholders may, from time to time, offer to sell debt securities, common stock, preferred stock or warrants. Each time we or a selling securityholder sells securities pursuant to this prospectus, we will provide a supplement to this prospectus that contains specific information about the offering and the specific terms of the securities offered. You should read this prospectus and the applicable prospectus supplement carefully before you invest in our securities.

Our common stock is traded on the New York Stock Exchange under the symbol "ACM."

**Investing in our securities involves risks. See "Risk Factors" section of our filings with the SEC and the applicable prospectus supplement.**

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**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

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The date of this prospectus is March 3, 2009.

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Table of Contents

If you are in a jurisdiction where offers to sell, or solicitations of offers to purchase, the securities offered by this document are unlawful, or if you are a person to whom it is unlawful to direct these types of activities, then the offer presented in this document does not extend to you. The information contained in this document speaks only as of the date of this document, unless the information specifically indicates that another date applies.

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TABLE OF CONTENTS

	Page
<u>FORWARD-LOOKING STATEMENTS</u>	<u>2</u>
<u>ABOUT THIS PROSPECTUS</u>	<u>2</u>
<u>THE COMPANY</u>	<u>4</u>
<u>USE OF PROCEEDS</u>	<u>4</u>
<u>RATIO OF EARNINGS TO FIXED CHARGES</u>	<u>4</u>
<u>RATIO OF EARNINGS TO COMBINED FIXED CHARGES AND PREFERRED</u>	<u>4</u>
<u>SECURITY DIVIDENDS</u>	<u>4</u>
<u>DESCRIPTION OF CAPITAL STOCK</u>	<u>5</u>
<u>DESCRIPTION OF OTHER SECURITIES</u>	<u>5</u>
<u>PLAN OF DISTRIBUTION</u>	<u>6</u>
<u>SELLING SECURITYHOLDERS</u>	<u>8</u>
<u>LEGAL MATTERS</u>	<u>8</u>
<u>EXPERTS</u>	<u>8</u>
<u>WHERE YOU CAN FIND ADDITIONAL INFORMATION</u>	<u>8</u>
<u>INCORPORATION BY REFERENCE</u>	<u>8</u>



Table of Contents

**FORWARD-LOOKING STATEMENTS**

(Cautionary Statements Under the Private Securities Litigation Reform Act of 1995)

This prospectus and the documents incorporated herein by reference contain statements which, to the extent that they do not recite historical fact, constitute "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. The words "believe," "expect," "estimate," "may," "will," "could," "plan" or "continue" and similar expressions are intended to identify forward-looking statements. Such forward-looking information involves important risks and uncertainties that could materially alter results in the future from those expressed in any forward-looking statements made by us or on our behalf. These risks and uncertainties include, but are not limited to:

the current economic downturn in the U.S. and international markets;

our dependence on long-term government contracts, which are subject to the government's budgetary approval process;

the possibility that our government contracts may be terminated by the government;

our ability to successfully manage our joint ventures;

the risk of employee misconduct or our failure to comply with laws and regulations;

our ability to successfully execute our mergers and acquisitions strategy, including the integration of new companies into our business;

our ability to attract and retain key technical and management personnel;

our ability to complete our backlog of uncompleted projects as currently projected;

competitive pressures and trends in our industry;

our liquidity and capital resources; and

other factors identified throughout this prospectus and the documents incorporated herein by reference.

Unless required by law, we undertake no obligation to publicly update or revise any forward-looking statements to reflect events or developments after the date of this prospectus.

In addition, the documents incorporated by reference into this prospectus contains industry data related to our business and the markets in which we operate. This data includes projections that are based on a number of assumptions. If these assumptions turn out to be incorrect, actual results could differ from the projections.

We caution you that forward-looking statements are only predictions and that actual events or results may differ materially. In evaluating these statements, you should specifically consider the various factors that could cause actual events or results to differ materially from those indicated by the forward-looking statements, including the information that we discuss in the section entitled "Risk Factors" in our SEC filings, including the quarterly report on Form 10-Q for the quarter ended December 31, 2008.

**ABOUT THIS PROSPECTUS**

This prospectus is part of a registration statement we filed with the Securities and Exchange Commission ("SEC") using a "shelf" registration process. Under the shelf registration process, we may sell any combination of the securities described in this prospectus in one or more offerings, from time to time.

The types of securities that we may offer and sell, from time to time, pursuant to this prospectus are:

debt securities;

common stock;

preferred stock; and

warrants.

Table of Contents

Each time we sell securities pursuant to this prospectus, we will provide, in a prospectus supplement, which we will deliver with this prospectus, specific information about the offering and the terms of the particular securities offered. In each prospectus supplement we will include the following information, if applicable:

the type and amount of securities that we propose to sell;

the initial public offering price of the securities;

the names of any underwriters or agents through or to which we will sell the securities;

any compensation of those underwriters or agents; and

information about any securities exchanges or automated quotation systems on which the securities will be listed or traded.

In addition, the prospectus supplement may also add, update or change the information contained in this prospectus. If there is any inconsistency between the information in this prospectus and any applicable prospectus supplement, you should rely on the information in the applicable prospectus supplement. You should read both this prospectus and any applicable prospectus supplement, together with additional information described under the heading "Where You Can Find More Information."

You should rely on the information contained in this prospectus and the information to which we have referred you. We have not authorized any other person to provide you with information that is different. This prospectus may only be used where it is legal to sell these securities. The information in this prospectus may only be accurate on the date of this document.

Wherever references are made in this prospectus to information that will be included in a prospectus supplement, to the extent permitted by applicable law, rules or regulations, we may instead include such information or add, update or change the information contained in this prospectus by means of a post-effective amendment to the registration statement of which this prospectus is a part, through filings we make with the SEC that are incorporated by reference into this prospectus or by any other method as may then be permitted under applicable law, rules or regulations.

Table of Contents**THE COMPANY**

We are a leading global provider of professional technical and management support services for commercial and government clients around the world. We provide planning, consulting, architectural and engineering design, and program and construction management services for a broad range of projects, including highways, airports, bridges, mass transit systems, government and commercial buildings, water and wastewater facilities and power transmission and distribution. We also provide facilities management, training, logistics and other support services, primarily for agencies of the U.S. government.

Through our network of approximately 43,000 employees, we provide our services in a broad range of end markets, including the transportation, facilities, environmental, and energy markets. According to *Engineering News-Record's* ("ENR") 2008 Design Survey, we are the largest general architectural and engineering design firm in the world, ranked by 2007 design revenue. In addition, we are ranked by ENR as the leading firm in a number of design end markets, including transportation and general building.

We were formed in 1980 as Ashland Technology Corporation, a Delaware corporation and a wholly owned subsidiary of Ashland Inc., an oil and gas refining and distribution company. Our principal executive offices are located at 555 South Flower Street, 37<sup>th</sup> Floor, Los Angeles, California 90071 and our telephone number is (213) 593-8000. Our website is located at <http://www.aecom.com>. The information contained on our website is not a part of this prospectus.

References in this prospectus to "AECOM," "the Company," "we," "us" or "our" refer to AECOM Technology Corporation and its consolidated subsidiaries, unless we indicate otherwise.

**USE OF PROCEEDS**

We intend to use the net proceeds we receive from the sale of securities by us as set forth in the applicable prospectus supplement. Unless otherwise specified in the applicable prospectus supplement, we will not receive any proceeds from the sale of securities by selling securityholders.

**RATIO OF EARNINGS TO FIXED CHARGES**

The following table sets forth our ratio of earnings to fixed charges for each of the periods indicated:

Quarter ended	Year ended	Year ended	Year ended	Year ended	Year ended
December 31, 2008	September 30, 2008	September 30, 2007	September 30, 2006	September 30, 2005	September 30, 2004
5.5x	7.0x	5.5x	3.4x	4.5x	4.8x

The ratio of earnings to fixed charges was computed by dividing earnings by fixed charges. For this purpose, fixed charges consist of interest expense, including amortization of capitalized debt issuance costs and such portion of rental expense that is attributable to interest expense. Earnings consist of income before taxes, excluding undistributed earnings of unconsolidated joint ventures, plus fixed charges.

**RATIO OF EARNINGS TO COMBINED FIXED CHARGES AND PREFERRED SECURITY DIVIDENDS**

The following table sets forth our ratio of earnings to combined fixed charges and preferred security dividends for each of the periods indicated:

Quarter ended	Year ended	Year ended	Year ended	Year ended	Year ended
December 31, 2008	September 30, 2008	September 30, 2007	September 30, 2006	September 30, 2005	September 30, 2004
5.5x	7.0x	5.5x	3.1x	3.3x	3.4x

The ratio of earnings to combined fixed charges and preferred security dividends was computed by dividing earnings by combined fixed charges and preferred security dividends. For this purpose, fixed charges consist of interest expense, including amortization of capitalized debt issuance costs and such portion of rental expense that is attributable to interest expense. Earnings consist of income before taxes, excluding undistributed earnings of unconsolidated joint ventures, plus fixed charges.



Table of Contents

**DESCRIPTION OF CAPITAL STOCK**

**Common Stock**

As of February 4, 2009, we had 150,000,000 authorized shares of common stock, of which 104,904,879 shares were outstanding. Holders of our common stock are entitled to one vote per share on all matters to be voted on by our stockholders. All shares of common stock have equal voting rights.

Subject to the rights pertaining to any series of preferred stock, in the event of our liquidation, holders of our common stock are entitled to share ratably in our assets legally available for distribution after the payment of our debts. The shares of common stock have no preemptive, subscription, conversion or redemption rights.

Subject to the rights of the holders of preferred stock, the holders of the common stock are entitled to receive dividends, when, as and if declared by our Board of Directors, from funds legally available for such dividend payments.

**Preferred Stock**

As of February 4, 2009, we had 8,000,000 authorized shares of preferred stock, of which 25,200 shares were outstanding. Under our certificate of incorporation, our Board of Directors, without further approval of the stockholders, may establish the powers, preferences, rights, qualifications and limitations, including the dividend rights, dividend rates, conversion rights, conversion prices, voting rights and redemption rights, of any series of preferred stock and may authorize the issuance of any such series. We will set forth in the applicable prospectus supplement a description and the particular terms of any series of preferred stock that may be offered pursuant to this prospectus.

**DESCRIPTION OF OTHER SECURITIES**

We will set forth in the applicable prospectus supplement a description and the particular terms of any debt securities or warrants that may be offered pursuant to this prospectus.

Table of Contents

**PLAN OF DISTRIBUTION**

The securities being offered by this prospectus may be sold by us or by a selling securityholder:

through agents;

to or through underwriters;

through broker-dealers (acting as agent or principal);

directly by us or a selling securityholder to purchasers, through a specific bidding or auction process or otherwise;

through a combination of any such methods of sale; or

through any other methods described in a prospectus supplement.

The distribution of securities may be effected, from time to time, in one or more transactions, including block transactions and transactions on the New York Stock Exchange or any other exchange where the securities may be traded. The securities may be sold at a fixed price or prices, which may be changed, or at market prices prevailing at the time of sale, at prices relating to the prevailing market prices or at negotiated prices. The consideration may be cash or another form negotiated by the parties. Agents, underwriters or broker-dealers may be paid compensation for offering and selling the securities. That compensation may be in the form of discounts, concessions or commissions to be received from us or from the purchasers of the securities. Dealers and agents participating in the distribution of the securities may be deemed to be underwriters, and compensation received by them on resale of the securities may be deemed to be underwriting discounts. If such dealers or agents were deemed to be underwriters, they may be subject to statutory liabilities under the Securities Act.

Agents may, from time to time, solicit offers to purchase the securities. If required, we will name in the applicable prospectus supplement any agent involved in the offer or sale of the securities and set forth any compensation payable to the agent. Unless otherwise indicated in the prospectus supplement, any agent will be acting on a best efforts basis for the period of its appointment. Any agent selling the securities covered by this prospectus may be deemed to be an underwriter, as that term is defined in the Securities Act, of the securities.

If underwriters are used in a sale, securities will be acquired by the underwriters for their own account and may be resold, from time to time, in one or more transactions, including negotiated transactions, at a fixed public offering price or at varying prices determined at the time of sale, or under delayed delivery contracts or other contractual commitments. Securities may be offered to the public either through underwriting syndicates represented by one or more managing underwriters or directly by one or more firms acting as underwriters. If an underwriter or underwriters are used in the sale of securities, an underwriting agreement will be executed with the underwriter or underwriters at the time an agreement for the sale is reached. The applicable prospectus supplement will set forth the managing underwriter or underwriters, as well as any other underwriter or underwriters, with respect to a particular underwritten offering of securities, and will set forth the terms of the transactions, including compensation of the underwriters and dealers and the public offering price, if applicable. The prospectus and the applicable prospectus supplement will be used by the underwriters to resell the securities.

If a dealer is used in the sale of the securities, we, a selling securityholder, or an underwriter will sell the securities to the dealer, as principal. The dealer may then resell the securities to the public at varying prices to be determined by the dealer at the time of resale. To the extent required, we will set forth in the prospectus supplement the name of the dealer and the terms of the transactions.

We or a selling securityholder may directly solicit offers to purchase the securities and we or a selling securityholder may make sales of securities directly to institutional investors or others. These persons may be deemed to be underwriters within the meaning of the Securities Act with respect to any resale of the securities. To the extent required, the prospectus supplement will describe the terms of any such sales, including the terms of any bidding or auction process, if used.

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Agents, underwriters and dealers may be entitled under agreements which may be entered into with us to indemnification by us against specified liabilities, including liabilities incurred under the Securities Act, or to contribution by us to payments they may be required to make in respect of such liabilities. If required, the prospectus supplement will describe the terms and conditions of such



Table of Contents

indemnification or contribution. Some of the agents, underwriters or dealers, or their affiliates may be customers of, engage in transactions with or perform services for us or our subsidiaries in the ordinary course of business.

Under the securities laws of some states, the securities offered by this prospectus may be sold in those states only through registered or licensed brokers or dealers.

Any person participating in the distribution of common stock registered under the registration statement that includes this prospectus will be subject to applicable provisions of the Exchange Act, and the applicable SEC rules and regulations, including, among others, Regulation M, which may limit the timing of purchases and sales of any of our common stock by any such person. Furthermore, Regulation M may restrict the ability of any person engaged in the distribution of our common stock to engage in market-making activities with respect to our common stock. These restrictions may affect the marketability of our common stock and the ability of any person or entity to engage in market-making activities with respect to our common stock.

Certain persons participating in an offering may engage in over-allotment, stabilizing transactions, short-covering transactions and penalty bids in accordance with Regulation M under the Exchange Act that stabilize, maintain or otherwise affect the price of the offered securities. If any such activities will occur, they will be described in the applicable prospectus supplement.

Table of Contents

**SELLING SECURITYHOLDERS**

Information about selling securityholders, where applicable, will be set forth in a prospectus supplement, in a post-effective amendment, or in filings we make with the SEC under the Exchange Act that are incorporated by reference.

**LEGAL MATTERS**

In connection with particular offerings of the securities in the future, and if stated in the applicable prospectus supplements, the validity of those securities will be passed upon for us by Gibson, Dunn & Crutcher LLP, and for any underwriters or agents, by counsel named in the applicable prospectus supplement.

**EXPERTS**

The consolidated financial statements of AECOM Technology Corporation included in AECOM Technology Corporation's Annual Report (Form 10-K/A) for the year ended September 30, 2008, and the effectiveness of AECOM Technology Corporation's internal control over financial reporting as of September 30, 2008 have been audited by Ernst & Young LLP, independent registered public accounting firm, as set forth in their reports thereon, included therein, and incorporated herein by reference. Such consolidated financial statements are incorporated herein by reference in reliance upon such reports given on the authority of such firm as experts in accounting and auditing.

The financial statements of Earth Tech as of and for the years ended September 28, 2007, September 29, 2006 and September 30, 2005, included in Form 8-K/A filed by AECOM Technology Corporation on October 10, 2008 (the "Form 8-K/A") and incorporated by reference in this prospectus have been audited by Deloitte & Touche LLP, independent auditors, as stated in their report appearing in Form 8-K/A (which report expresses an unqualified opinion and includes explanatory paragraphs relating to the adoption of new accounting principles), and are included in reliance upon the report of such firm given upon their authority as experts in accounting and auditing.

**WHERE YOU CAN FIND ADDITIONAL INFORMATION**

We file periodic reports, proxy statements and other information with the SEC. Any document that we file with the SEC may be inspected without charge at the public reference facilities maintained by the SEC in its Public Reference Room, 100 F. Street, N.E., Washington, D.C. 20549, and copies of all or any part thereof may be obtained from such office after payment of fees prescribed by the SEC. Please call the SEC at 1-800-SEC-0330 for further information on the operation of the Public Reference Room. The SEC maintains a website at <http://www.sec.gov> that contains reports, proxy and information statements and other information regarding registrants that file electronically with the SEC. You may also access our SEC filings on our website at <http://www.aecom.com>.

**INCORPORATION BY REFERENCE**

THIS PROSPECTUS INCORPORATES DOCUMENTS BY REFERENCE WHICH ARE NOT PRESENTED IN OR DELIVERED WITH THIS PROSPECTUS. YOU SHOULD RELY ONLY ON THE INFORMATION CONTAINED IN THIS PROSPECTUS AND IN THE DOCUMENTS THAT WE HAVE INCORPORATED BY REFERENCE INTO THIS PROSPECTUS. WE HAVE NOT AUTHORIZED ANYONE TO PROVIDE YOU WITH INFORMATION THAT IS DIFFERENT FROM OR IN ADDITION TO THE INFORMATION CONTAINED IN THIS DOCUMENT AND INCORPORATED BY REFERENCE INTO THIS PROSPECTUS.

We incorporate information into this prospectus by reference, which means that we disclose important information to you by referring you to another document filed separately with the SEC. The information incorporated by reference is deemed to be part of this prospectus, except to the extent superseded by information contained herein or by information contained in documents filed with or furnished to the SEC after the date of this prospectus. This prospectus incorporates by reference the documents set forth below that have been previously filed with the SEC. These documents contain important information about us and our financial condition.

our Annual Report on Form 10-K/A for the year ended September 30, 2008 (including information specifically incorporated by reference therein from our Proxy Statement, filed with the SEC on January 23, 2009, for our 2009 Annual Meeting of

Stockholders);

Table of Contents

our Quarterly Report on Form 10-Q for the quarter ended December 31, 2008;

our Current Reports on Form 8-K filed with the SEC on October 10, 2008 and December 5, 2008; and

the description of our capital stock contained in our registration statement on Form S-1 (Registration No. 333-141142) filed with the SEC on May 8, 2007, including any amendment or report filed with the SEC for purpose of updating this description.

We also incorporate by reference into this prospectus additional documents that we may file with the SEC under Section 13(a), 13(c), 14 or 15(d) of the Exchange Act from the date of this prospectus to the end of the offering of the securities. These documents may include annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K, as well as proxy statements. We are not incorporating by reference any information furnished under items 2.02 or 7.01 (or corresponding information furnished under item 9.01 or included as an exhibit) in any past or future current report on Form 8-K that we may file with the SEC, unless otherwise specified in such current report or in a particular prospectus supplement.

We will furnish without charge to you, including any beneficial owner to whom a prospectus is delivered, upon written or oral request, a copy of any or all of the documents incorporated by reference, including exhibits to these documents. You should direct any requests for documents to AECOM Technology Corporation, 555 South Flower Street, 37<sup>th</sup> Floor, Los Angeles, California 90071, Attention: Corporate Secretary, telephone: (213) 593-8000.

Table of Contents

