AECOM TECHNOLOGY CORP
Form 11-K
June 27, 2014
Table of Contents

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K

(Mark One)

x **ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2013

OR

o **TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission file number 1-33447

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

AECOM TECHNOLOGY CORPORATION

B. Name of issuer of the securities held pursuant to the plan and the address to its principal executive office:

AECOM TECHNOLOGY CORPORATION

555 South Flower Street, Suite 3700

Los Angeles, California 90071

Table of Contents

SIGNATURE

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the Trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

AECOM TECHNOLOGY CORPORATION
RETIREMENT & SAVINGS PLAN

Dated: June 27, 2014	By:	/s/ Bernie Knobbe Bernie Knobbe Vice President, Global Benefits Chairman, Americas Stock and Pension Committee AECOM Technology Corporation

Table of Contents

AECOM Technology Corporation

Retirement & Savings Plan

Financial Statements as of

December 31, 2013 and 2012

and for the Year Ended December 31, 2013,

Supplemental Schedule as of December 31, 2013 and

Report of Independent Registered Public Accounting Firm

Table of Contents

AECOM TECHNOLOGY CORPORATION

RETIREMENT & SAVINGS PLAN

TABLE OF CONTENTS

Table of Contents

Report of Independent Registered Public Accounting Firm

To the Americas Stock and Pension Committee

AECOM Technology Corporation Retirement & Savings Plan

We have audited the accompanying statements of net assets available for benefits of AECOM Technology Corporation Retirement & Savings Plan (the Plan) as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013. These financial statements are the responsibility of the Plan s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2013 and 2012, and the changes in net assets available for benefits for the year ended December 31, 2013, in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets (held at end of year) as of December 31, 2013 is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the Department of Labor s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan s management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ McGladrey LLP

Los Angeles, California
June 27, 2014

Table of Contents

AECOM TECHNOLOGY CORPORATION

RETIREMENT & SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2013 AND 2012

	2013	2012
ASSETS:		
Investments at fair value (Notes B, C, D and E)	$ 1,876,711,291	$ 1,597,705,852
Receivables:		
Notes from participants (Note A)	15,294,598	15,179,587
Other receivables		543,178
Accrued income	276,309	162,536
Total receivables	15,570,907	15,885,301
Total assets	1,892,282,198	1,613,591,153
LIABILITIES:		
Payables:		
Other payables	102,968	
Accrued expenses	150,821	
Total payables	253,789	
Net Assets Available for Benefits at fair value	1,892,028,409	1,613,591,153
Adjustment from fair value to contract value for interest in a collective investment trust relating to fully benefit-responsive investment contracts	(1,491,446)	(2,678,383)
Net Assets Available for Benefits	$ 1,890,536,963	$ 1,610,912,770

See notes to financial statements.

Table of Contents

AECOM TECHNOLOGY CORPORATION

RETIREMENT & SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2013

ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
INVESTMENT INCOME (Note C)		
Net appreciation in fair value of investments	$	304,765,382
Interest and dividends		50,327,309
Net investment income		355,092,691
INTEREST INCOME ON NOTES RECEIVABLE FROM PARTICIPANTS		630,344
CONTRIBUTIONS:		
Employer		22,887,971
Employee		89,997,208
Total contributions		112,885,179
Total additions		468,608,214
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid to participants (Note F)		(188,238,188)
Administrative expenses		(745,833)
Total deductions		(188,984,021)
NET INCREASE		279,624,193
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year		1,610,912,770
End of year	$	1,890,536,963

See notes to financial statements.

Table of Contents

AECOM TECHNOLOGY CORPORATION

RETIREMENT & SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

YEAR ENDED DECEMBER 31, 2013

A. DESCRIPTION OF THE PLAN

The following brief description of AECOM Technology Corporation Retirement & Savings Plan (the Plan) is provided for general information purposes only. Participants should refer to the Plan agreement and the Summary Plan Description for more complete information.

General The Plan is a defined contribution plan that was established to provide benefits to eligible employees of AECOM Technology Corporation (AECOM or the Company) and various subsidiaries meeting certain age and employment requirements. The Plan is administered by the Americas Stock and Pension Committee appointed by the AECOM Board of Directors. The Plan is subject to the applicable provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

The Plan is intended to qualify as a defined contribution plan (and an eligible individual account plan, as defined in Section 407(d)(3) of ERISA) which is qualified and exempt from taxation under Section 401(a) and 501(a) of the Internal Revenue Service Code (the Code) and is intended to qualify as a profit sharing plan which may, but need not, invest up to 100% in shares of stock of the Company which meet the requirements for qualifying employer securities under Section 407(d)(5) of ERISA. Assets of the Plan, except for assets in the separately managed accounts, are held by Bank of America, N.A. (the Trustee), and assets in the separately managed accounts are held by Northern Trust Corporation (the Custodian).

Each participant is entitled to exercise voting rights attributable to the Company shares allocated to his or her account and is notified by the Trustee prior to the time that such rights are to be exercised. The Trustee, at its discretion, is permitted to vote for any share for which instructions have not been given by a participant.

Eligibility Employees become eligible to participate in the Plan on the first day of the second calendar month of service. If the employee decides not to participate when they are first eligible, they may begin participating anytime, provided they are an eligible employee of the Company on that date. Eligible employee shall mean a person who is an employee of the Company working 20 hours or more per week, excluding (i) any leased employee described in Section 414(n) of the Code, (ii) any employee who is covered by a collective bargaining agreement between employee representatives and the Company unless such bargaining agreement specifically provides otherwise, (iii) any employee who is compensated on an hourly rate or other rate basis if such employee is not included in a designated eligible payroll classification code so designated by the Company, and (iv) any person who is a non-resident alien who receives no earned income (within the meaning of Code Section 911(b)) from sources within the United States.

Employee Contributions:

After-Tax Contributions Participants may elect to make after-tax contributions in percentages from 0.5% to 50% of compensation.

Tax-Deferred Contributions Participants may elect to make tax-deferred contributions in percentages from 0.5% to 50% of eligible compensation limited to a maximum annual amount specified by the Code ($17,500 in 2013).

Roth Contributions Participants may elect to make Roth contributions in percentages from 0.5% to 50% of eligible compensation.

The total of all participant contributions is limited to 50% of employee compensation.

Catch-Up Contributions Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions (limited to $5,500 in 2013).

Participants may also contribute amounts representing rollovers from other qualified plans.

Participant Accounts An account is maintained for each participant, which is credited with the participant s contributions and rollovers, the Company match, and allocations of the earnings, and charged with allocations of Plan losses and administrative expenses. Allocations are based on participant earnings or account balances, as defined.

Table of Contents

AECOM TECHNOLOGY CORPORATION

RETIREMENT & SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

YEAR ENDED DECEMBER 31, 2013

A. DESCRIPTION OF THE PLAN (Concluded)

Employer Contributions The participants pre-tax, Roth, and after-tax contributions made to the Plan up to 6% of eligible compensation are matched 50% by the Company. The Company s match is allocated 50% to the participant s selected investment allocations and 50% to Company common stock. Company common stock is acquired on the open market.

Vesting Participants contributions and rollovers, and the earnings thereon, are at all times vested in such participants accounts. A participant is 100% vested in any Company matching contributions after three years of credited service (0% up to three years) or upon attaining age 65, becoming disabled or deceased while employed at the Company. Vesting of Company contributions and earnings thereon are based on years of continuous service. The portion of a participant s account balance that is not vested upon termination of employment is forfeited at the time the participant receives a distribution or as of the end of the plan year in which the participant incurs five consecutive breaks in service, whichever occurs first. These unvested forfeited Company contributions are accumulated in the forfeiture account and are available to reduce subsequent Company contributions. The balance in the forfeiture account was $648,408 and $171,703 at December 31, 2013 and 2012, respectively. The forfeited amounts applied to reduce the Company s contributions for the year ended December 31, 2013 was $878,361.

Notes Receivable from Participants Active participants may obtain loans from the Plan with the consent of the Plan Administrator. The minimum loan amount permitted is $1,000; the maximum is the lesser of $50,000 or 50% of the participant s vested account balance. The interest rates are no less than 1% over the prime rate as provided by Merrill Lynch Investments. The repayment period of such loans cannot exceed five years, unless the proceeds are used to buy the participant s principal residence, in which case longer terms, up to 20 years, are allowed. These loans are secured by a promissory note from the participant and his or her vested interest in the Plan. A note in default becomes a distribution and is considered a taxable event subject to all taxes and penalties applicable to such distributions. The notes are recorded at cost plus accrued interest.

Accounting guidance requires that the participant loans be classified as notes receivable from participants, which are segregated from plan investments. Notes receivable from participants have been classified as an investment asset for the Form 5500 reporting purposes.

Distributions Generally, distributions are made when a participant terminates employment, becomes disabled, dies, or turns age 59-1/2 (in the event of death, payment shall be made to his or her beneficiary or, if none, to his or her legal representatives). Distributions are made in one single lump-sum in the form of cash or in-kind distribution. Annuity distribution options for members of certain acquired companies, provided in previously merged plans, were grandfathered as a protected benefit. Certified hardship withdrawals are permitted on vested amounts for certain substantiated financial reasons. If the participant takes a hardship withdrawal, the participant will be suspended from making further contributions to the Plan for a six-month period.

B. SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting The accompanying financial statements have been prepared on the accrual basis in accordance with accounting principles generally accepted in the United States of America.

As described in Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) No. 962-325, *Plan Accounting Defined Contribution Pension Plans, Investments-Other* (ASC 962-325), investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in these investment contracts through collective investment trusts.

As required by ASC 962-325, the Statements of Net Assets Available for Benefits present the fair value of the investment in the collective investment trusts as well as the adjustment of the investment in the collective investment trusts from fair value to contract value relating to fully benefit-responsive investment contracts. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis for fully benefit-responsive investment contracts.

Table of Contents

AECOM TECHNOLOGY CORPORATION

RETIREMENT & SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

YEAR ENDED DECEMBER 31, 2013

B. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Use of Estimates The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Investments Valuation and Income Recognition Other than the fully benefit-responsive investment contracts, as described previously, investments held by the Plan are reported at fair value. Fair value of AECOM common stock is based on publicly quoted market prices. Fair value of mutual funds is based on quoted market prices. Investments in collective investment trusts are stated at net asset value of the applicable fund as determined by the administrator of the collective trust. The cost of investments sold or distributed is determined on the basis of average cost for each participant. Purchases and sales of securities are reflected on the trade date. Transactions pending clearing with brokers not settled at year-end are recorded as other receivables or payables on the statement of net assets available for benefits. Dividends are recorded on the ex-dividend date. Interest income is recorded as earned.