

AECOM TECHNOLOGY CORP
Form DEFA14A
March 05, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant ☒ X

Filed by a Party other than the Registrant ☐ O

Check the appropriate box:

- ☐ Preliminary Proxy Statement
☐ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
☐ Definitive Proxy Statement
☒ Definitive Additional Materials
☐ Soliciting Material under §240.14a-12

AECOM TECHNOLOGY CORPORATION
(Name of Registrant as Specified In Its Charter)

N/A
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required.
☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
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- ☐ Fee paid previously with preliminary materials.
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| (1) | Amount Previously Paid: |
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| (3) | Filing Party: |
| (4) | Date Filed: |
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March 4, 2013

Ms. Meredith Lawless
Fidelity Investments
Investment Proxy Research
One Spartan Way TS1E
Merrimack, NH 02054

Dear Ms. Lawless,

We appreciated the opportunity last week to discuss Fidelity's views regarding certain corporate governance and compensation matters as they pertain to AECOM Technology Corporation (the "Company") and the Company's upcoming shareholder advisory vote on executive compensation. We hope that you also found the Company's perspective valuable.

After careful consideration of investor feedback, we confirm that Company management commits to the following:

1. Recommend to the Company's Board of Directors the declassification of the Board; and
2. Management will also recommend to the Compensation and Organization Committee to consider, to the extent it has not already done so, adjusting the performance measurements of the Company's long term incentive programs in fiscal year 2014 and beyond to take into account the effects of goodwill impairments and consider, in the design of the program, ensuring that a goodwill impairment in any year of the program impacts all years of the program.

We appreciate the input we have received from Fidelity and other interested shareholders.

Sincerely,

/s/ Stephen M. Kadenacy

Stephen M. Kadenacy
Executive Vice President, Chief Financial Officer

Cc: Lynn A. Tyson, SVP, Investor Relations

David Y. Gan, VP, Assistant General Counsel
