

# ABM INDUSTRIES INC /DE/

## FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 04/06/18

Address	ONE LIBERTY PLAZA 7TH FLOOR NEW YORK, NY, 10006
Telephone	212 297-0200
CIK	0000771497
Symbol	ABM
SIC Code	7340 - Services-To Dwellings and Other Buildings
Industry	Business Support Services
Sector	Industrials
Fiscal Year	10/31

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM S-8**  
REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933

**ABM Industries Incorporated**

(Exact Name of Registrant as Specified in its Charter)

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

**94-1369354**  
(I.R.S. Employer  
Identification No.)

**One Liberty Plaza, 7<sup>th</sup> Floor**  
**New York, New York 10006**  
(Address of Principal Executive Offices)

**Amended and Restated 2006 Equity  
Incentive Plan**  
(Full Title of the Plan)

**c/o Andrea R. Newborn, Esq.**  
**Executive Vice President, General Counsel and  
Corporate Secretary**  
**One Liberty Plaza, 7<sup>th</sup> Floor**  
**New York, New York 10006**  
(Name and Address of Agent for Service)

**(212) 297-0200**  
(Telephone Number, Including Area Code, of Agent for Service)

*With a copy to:*

**Kyoko Takahashi Lin, Esq.**  
**Davis Polk & Wardwell LLP**  
**450 Lexington Avenue**  
**New York, NY 10017**  
**(212) 450-4000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer   
Non-accelerated filer  (do not check if a smaller reporting company)

Accelerated filer   
Smaller reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected to not use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

**CALCULATION OF REGISTRATION FEE**

		<b>Proposed Maximum</b>	<b>Proposed Maximum</b>	<b>Amount of</b>
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Title of Each Class of Securities to be Registered	Amount to Be Registered(1)	Offering Price Per Share(2)	Aggregate Offering Price(2)	Registration Fee(3)
Common shares, \$0.01 par value	1,800,000 shares	\$32.94	\$59,292,000	\$7,381.85

- (1) This Registration Statement on Form S-8 (this "Registration Statement") covers common stock, par value \$0.01 per share ("Common Stock") of ABM Industries Incorporated (the "Company" or the "Registrant") (i) issuable pursuant to the Amended and Restated 2006 Equity Incentive Plan, as amended and restated on January 10, 2018, and effective on March 7, 2018 (the "Plan") and (ii) pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), any additional shares of Common Stock that become issuable under the Plan by reason of any stock dividend, stock split, or other similar transaction.
- (2) Estimated pursuant to Rule 457(h) and Rule 457(c) under the Securities Act, solely for the purpose of computing the registration fee, based on the average of the high and low prices reported of the securities being registered hereby on the New York Stock Exchange on April 2, 2018.
- (3) Rounded up to the nearest penny.

## EXPLANATORY NOTE

This Registration Statement on Form S-8 is filed by the Company to register 1,800,000 additional shares of Common Stock, to be offered pursuant to the Plan, which Common Stock is in addition to the (a) 1,400,000 shares of Common Stock registered on the Company's Form S-8 filed on March 5, 2015 (File No. 333-202521), (b) 2,400,000 shares of Common Stock registered on the Company's Form S-8 filed on March 8, 2012 (File No. 333-179991), (c) 2,750,000 shares of Common Stock registered on the Company's Form S-8 filed on June 5, 2009 (File No. 333-159770) and (d) 2,500,000 shares of Common Stock registered on the Company's Form S-8 filed on September 12, 2006 (File No. 333-137241) (collectively, the "Prior Registration Statements").

This Registration Statement is submitted in accordance with General Instruction E to Form S-8 regarding registration of additional securities. Pursuant to General Instruction E to Form S-8, the contents of the Prior Registration Statements related to the Plan are incorporated by reference herein and made a part of this Registration Statement, except as amended hereby.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The following documents filed with the Securities and Exchange Commission (the "Commission") by the Company pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are incorporated herein by reference.

- (1) The Company's Annual Report on Form 10-K for the fiscal year ended October 31, 2017;
- (2) All reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since October 31, 2017;
- (3) The description of the Company's common stock and preferred stock purchase rights contained in registration statements filed under the Exchange Act, on Form 8-A, including any subsequent amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of the filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein, (or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein), modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

#### Item 5. Interests of Named Experts and Counsel.

Ms. Andrea R. Newborn, Esq., who is giving an opinion on the validity of the securities being registered, is Executive Vice President, General Counsel and Corporate Secretary for ABM Industries Incorporated and holds equity compensation awards with respect to common stock of the Registrant. She is eligible to participate in the Plan.

**Item 8. Exhibits.**

Exhibit  
Number

- [4.1](#) [Restated Certificate of Incorporation of ABM Industries Incorporated \(incorporated by reference to Exhibit 3.1 of the Company's annual report on Form 10-K for the period ended October 31, 2003, as filed on January 14, 2004, File No. 001-08929\).\\*](#)
- [4.2](#) [Amended and Restated Bylaws of ABM Industries Incorporated \(incorporated by reference to Exhibit 3.1 of the Company's Form 8-K as filed on January 26, 2017, File No. 001-08929\).\\*](#)
- [5.1](#) [Opinion of Ms. Andrea R. Newborn, Esq., Executive Vice President, General Counsel and Corporate Secretary for ABM Industries Incorporated.](#)
- [23.1](#) [Consent of KPMG LLP, Independent Registered Public Accounting Firm.](#)
- [23.2](#) [Consent of Grant Thornton LLP, Independent Certified Public Accountants.](#)
- [23.3](#) [Consent of Ms. Andrea R. Newborn, Esq., Executive Vice President, General Counsel and Corporate Secretary for ABM Industries Incorporated \(included in Exhibit 5.1\).](#)
- [24](#) [Powers of Attorney \(included in the signature pages hereto\).](#)
- [99.1](#) [ABM Industries Incorporated 2006 Equity Incentive Plan \(as amended and restated on March 7, 2018\) \(incorporated herein by reference to Exhibit 10.1 of the Company's Form 8-K as filed on March 8, 2018, File No. 001-08929\).\\*](#)

**\*Incorporated by reference**

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant, ABM Industries Incorporated, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in New York, NY, on the 6<sup>th</sup> day of April, 2018.

ABM INDUSTRIES INCORPORATED

By: /s/ Scott Salmirs  
Name: Scott Salmirs  
Title: President and Chief Executive Officer

## POWERS OF ATTORNEY

Know all persons by these presents, that each person whose signature appears below, constitutes and appoints each of Andrea R. Newborn and Barbara L. Smithers as his or her true and lawful attorney-in-fact and agent, upon the action of such appointee, with full power of substitution and resubstitution, to do any and all acts and things and execute, in the name of the undersigned, any and all instruments which each of said attorneys-in-fact and agents may deem necessary or advisable in order to enable ABM Industries Incorporated to comply with the Securities Act of 1933, as amended (the "Securities Act"), and any requirements of the Securities and Exchange Commission (the "Commission") in respect thereof, in connection with the filing with the Commission of this Registration Statement under the Securities Act, including specifically but without limitation, power and authority to sign the name of the undersigned to such Registration Statement, and any amendments to such Registration Statement (including post-effective amendments), and to file the same with all exhibits thereto and other documents in connection therewith, with the Commission, to sign any and all applications, registration statements, notices or other documents necessary or advisable to comply with applicable state securities laws, and to file the same, together with other documents in connection therewith with the appropriate state securities authorities, granting unto each of said attorneys-in-fact and agents full power and authority to do and to perform each and every act and thing requisite or necessary to be done in and about the premises, as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act this Registration Statement has been signed this 6<sup>th</sup> day of April, 2018 by the following persons in the following capacities.

Signature	Title	Date
/s/ Scott Salmirs Scott Salmirs	President Chief Executive Officer and Director (Principal Executive Officer)	April 6, 2018
/s/ D. Anthony Scaglione D. Anthony Scaglione	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	April 6, 2018
/s/ Dean A. Chin Dean A. Chin	Senior Vice President, Chief Accounting Officer and Corporate Controller (Principal Accounting Officer)	April 6, 2018
/s/ Linda Chavez Linda Chavez	Director	April 6, 2018
/s/ J. Philip Ferguson J. Philip Ferguson	Director	April 6, 2018
/s/ Anthony G. Fernandes Anthony G. Fernandes	Director	April 6, 2018
/s/ Art A. Garcia Art A. Garcia	Director	April 6, 2018
/s/ Thomas M. Gartland Thomas A. Gartland	Director	April 6, 2018
/s/ Sudhakar Kesavan Sudhakar Kesavan	Director	April 6, 2018
/s/ Lauralee E. Martin Lauralee E. Martin	Director	April 6, 2018
/s/ Filippo Passerini Filippo Passerini	Director	April 6, 2018
/s/ Winifred M. Webb Winifred M. Webb	Director	April 6, 2018

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## EXHIBIT INDEX

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**\*Incorporated by reference**

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April 6, 2018

Board of Directors  
One Liberty Plaza, 7<sup>th</sup> Floor  
New York, New York 10006

Re: ABM Industries Incorporated Registration Statement on Form S-8  
Amended and Restated 2006 Equity Incentive Plan

Ladies and Gentlemen:

I am the Executive Vice President, General Counsel and Corporate Secretary of ABM Industries Incorporated, a company incorporated under the laws of Delaware (the "Company").

In connection with the filing by the Company with the Securities and Exchange Commission of a Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Securities Act"), with respect to an additional 1,800,000 shares of the Company's common stock, \$0.01 par value (the "Common Stock") to be issued pursuant to the terms of the Company's Amended and Restated 2006 Equity Incentive Plan (as amended and restated, the "Plan"), I have examined instruments, documents, and records which I deemed relevant and necessary for the basis of my opinion, and I am of the opinion that the Common Stock, when issued in accordance with the provisions of the Plan, will be legally issued, fully paid and nonassessable.

This opinion is addressed to you in connection with the filing by the Company of the Registration Statement with the Securities and Exchange Commission. I consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement, without admitting that I am an expert within the meaning of the Securities Act.

This opinion speaks as of its date and is strictly limited to the matters stated herein and I assume no obligation to review or update this opinion if applicable law or the existing facts or circumstances should change. This opinion is governed by and is to be construed in accordance with Delaware law. It is given on the basis that it will not give rise to any legal proceedings with respect thereto in any jurisdiction other than Delaware.

/s/ Andrea R. Newborn

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Andrea R. Newborn  
Executive Vice President, General Counsel  
and Corporate Secretary

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Consent of Independent Registered Public Accounting Firm

The Board of Directors  
ABM Industries Incorporated:

We consent to the use of our report dated December 22, 2017, with respect to the consolidated balance sheets of ABM Industries Incorporated and subsidiaries (“the Company”) as of October 31, 2017 and 2016, and the related consolidated statements of comprehensive income, stockholders' equity and cash flows, for each of the years in the three-year period ended October 31, 2017, and the related financial statement Schedule II, and the effectiveness of internal control over financial reporting as of October 31, 2017, incorporated by reference.

Our report dated December 22, 2017, on the effectiveness of internal control over financial reporting as of October 31, 2017, contains an explanatory paragraph that states the Company acquired Mechanical Solutions, Inc. (“MSI”) on December 1, 2016, OFJ Connections Ltd (“OFJ”) on December 1, 2016, and GCA Holding Corp., the indirect parent company of GCA Services Group (“GCA”) on September 1, 2017. Management excluded these three businesses from its assessment of the effectiveness of the Company’s internal control over financial reporting as of October 31, 2017. MSI, OFJ, and GCA represented approximately 5% of the Company’s total consolidated assets (excluding goodwill and intangibles which are included within the scope of the assessment) and 4% of total consolidated revenues, as of and for the year ended October 31, 2017. Our audit of internal control over financial reporting of ABM Industries Incorporated and subsidiaries also excluded an evaluation of the internal control over financial reporting of MSI, OFJ, and GCA.

(Signed) KPMG LLP  
New York, New York  
April 6, 2018

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CONSENT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

We have issued our report dated April 13, 2017, with respect to the consolidated financial statements of GCA Holding Corp. and Subsidiaries as of December 31, 2016, included in the Current Report on Form 8-K/A of ABM Industries Incorporated, filed November 16, 2017, which is incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned report in this Registration Statement.

/s/ GRANT THORNTON LLP

Cleveland, Ohio  
April 6, 2018

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**CONSENT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS**

We have issued our reports dated March 30, 2017 and March 31, 2016, with respect to the consolidated financial statements of Erie Acquisition Holdings, Inc. and Subsidiaries as of December 31, 2016 (Successor) and December 31, 2015 and 2014 (Predecessor), included in the Current Report on Form 8-K/A of ABM Industries Incorporated, filed November 16, 2017, which are incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned reports in this Registration Statement.

/s/ GRANT THORNTON LLP

Cleveland, Ohio  
April 6, 2018

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