AECOM
Form 10-Q
May 09, 2018
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2018

OR

o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission File Number 0-52423

AECOM

(Exact name of registrant as specified in its charter)

Delaware	**61-1088522**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

1999 Avenue of the Stars, Suite 2600
Los Angeles, California 90067

(Address of principal executive office and zip code)

(213) 593-8000

(Registrant s telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No o

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

Large accelerated filer x	Accelerated filer o
Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company o Emerging growth company o

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. Yes o No o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No x

As of May 2, 2018, 160,327,175 shares of the registrant s common stock were outstanding.

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

AECOM

Consolidated Balance Sheets

(in thousands, except share data)

	March 31, 2018 (Unaudited)	September 30, 2017
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 662,168	$ 665,871
Cash in consolidated joint ventures	205,057	136,491
Total cash and cash equivalents	867,225	802,362
Accounts receivable net	5,208,918	5,127,743
Prepaid expenses and other current assets	648,602	696,718
Current assets held for sale	116,755	
Income taxes receivable	82,460	55,399
TOTAL CURRENT ASSETS	6,923,960	6,682,222
PROPERTY AND EQUIPMENT NET	583,417	621,357
DEFERRED TAX ASSETS NET	219,907	171,331
INVESTMENTS IN UNCONSOLIDATED JOINT VENTURES	384,897	364,223
GOODWILL	5,942,572	5,992,881
INTANGIBLE ASSETS NET	368,215	415,096
OTHER NON-CURRENT ASSETS	194,364	149,846
TOTAL ASSETS	$ 14,617,332	$ 14,396,956
LIABILITIES AND STOCKHOLDERS EQUITY		
CURRENT LIABILITIES:		
Short-term debt	$ 9,830	$ 1,221
Accounts payable	2,286,166	2,249,872
Accrued expenses and other current liabilities	2,167,692	2,245,519
Income taxes payable	28,419	38,176
Billings in excess of costs on uncompleted contracts	979,366	902,812
Current liabilities held for sale	46,459	
Current portion of long-term debt	123,909	140,779
TOTAL CURRENT LIABILITIES	5,641,841	5,578,379
OTHER LONG-TERM LIABILITIES	340,938	322,199
DEFERRED TAX LIABILITY NET	6,467	20,515
PENSION BENEFIT OBLIGATIONS	548,485	559,068
LONG-TERM DEBT	3,814,976	3,702,109
TOTAL LIABILITIES	10,352,707	10,182,270
COMMITMENTS AND CONTINGENCIES (Note 14)		

AECOM STOCKHOLDERS EQUITY:				
Common stock authorized, 300,000,000 shares of $0.01 par value as of March 31, 2018 and September 30, 2017; issued and outstanding 160,237,598 and 157,529,419 shares as of March 31, 2018 and September 30, 2017, respectively		1,602		1,575
Additional paid-in capital		3,792,929		3,733,572
Accumulated other comprehensive loss		(707,000)		(700,661)
Retained earnings		953,221		961,640
TOTAL AECOM STOCKHOLDERS EQUITY		4,040,752		3,996,126
Noncontrolling interests		223,873		218,560
TOTAL STOCKHOLDERS EQUITY		4,264,625		4,214,686
TOTAL LIABILITIES AND STOCKHOLDERS EQUITY	$	14,617,332	$	14,396,956

See accompanying Notes to Consolidated Financial Statements.

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Consolidated Statements of Operations

(unaudited - in thousands, except per share data)

	Three Months Ended		Six Months Ended	
	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017
Revenue	$ 4,790,910	$ 4,427,198	$ 9,701,742	$ 8,785,547
Cost of revenue	4,649,638	4,258,754	9,424,318	8,447,130
Gross profit	141,272	168,444	277,424	338,417
Equity in earnings of joint ventures	13,038	21,738	42,758	43,209
General and administrative expenses	(30,217)	(29,844)	(64,887)	(62,483)
Impairment of assets held for sale, including goodwill	(168,178)		(168,178)	
Acquisition and integration expense		(19,997)		(35,409)
Gain on disposal activities		572		572
(Loss) income from operations	(44,085)	140,913	87,117	284,306
Other income	12,507	1,241	14,790	2,101
Interest expense	(100,577)	(61,801)	(156,742)	(115,438)
(Loss) income before income tax benefit	(132,155)	80,353	(54,835)	170,969
Income tax benefit	(24,400)	(35,487)	(71,493)	(10,649)
Net (loss) income	(107,755)	115,840	16,658	181,618
Noncontrolling interests in income of consolidated subsidiaries, net of tax	(11,978)	(13,444)	(25,077)	(32,043)
Net (loss) income attributable to AECOM	$ (119,733)	$ 102,396	$ (8,419)	$ 149,575
Net (loss) income attributable to AECOM per share:				
Basic	$ (0.75)	$ 0.66	$ (0.05)	$ 0.97
Diluted	$ (0.75)	$ 0.65	$ (0.05)	$ 0.94
Weighted average shares outstanding:				
Basic	159,495	155,366	158,702	154,810
Diluted	159,495	158,650	158,702	158,322

See accompanying Notes to Consolidated Financial Statements.

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Consolidated Statements of Comprehensive Income (Loss)

(unaudited in thousands)

	Three Months Ended		Six Months Ended	
	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017
Net (loss) income	$ (107,755)	$ 115,840	$ 16,658	$ 181,618
Other comprehensive (loss) income, net of tax:				
Net unrealized (loss) gain on derivatives, net of tax	(1,625)	2,333	(840)	3,700
Foreign currency translation adjustments	15,496	40,885	9,513	(33,039)
Pension adjustments, net of tax	(16,103)	(1,545)	(13,635)	15,428
Other comprehensive (loss) income, net of tax	(2,232)	41,673	(4,962)	(13,911)
Comprehensive (loss) income, net of tax	(109,987)	157,513	11,696	167,707
Noncontrolling interests in comprehensive income of consolidated subsidiaries, net of tax	(12,562)	(13,837)	(26,454)	(32,128)
Comprehensive (loss) income attributable to AECOM, net of tax	$ (122,549)	$ 143,676	$ (14,758)	$ 135,579

See accompanying Notes to Consolidated Financial Statements.

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Consolidated Statements of Cash Flows

(unaudited - in thousands)

	Six Months Ended March 31, 2018	2017
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 16,658	$ 181,618
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	133,483	138,866
Equity in earnings of unconsolidated joint ventures	(42,758)	(43,209)
Distribution of earnings from unconsolidated joint ventures	72,513	39,871
Non-cash stock compensation	37,196	38,053
Prepayment premium on redemption of unsecured senior notes	34,504	
Impairment of assets held for sale, including goodwill	168,178	
Foreign currency translation	(27,414)	(8,719)
Write-off of debt issuance costs	7,048	
Gain on disposal activities		(572)
Other	1,245	(8,008)
Changes in operating assets and liabilities, net of effects of acquisitions:		
Accounts receivable	(159,872)	(96,595)
Prepaid expenses and other assets	(54,408)	13,713
Accounts payable	49,305	35,871
Accrued expenses and other current liabilities	(53,028)	(227,685)
Billings in excess of costs on uncompleted contracts	69,033	13,844
Other long-term liabilities	(80,860)	(45,628)
Net cash provided by operating activities	170,823	31,420
CASH FLOWS FROM INVESTING ACTIVITIES:		
Proceeds from purchase price adjustment to business acquisition	2,203	
Cash acquired from consolidation of joint venture	7,630	
Proceeds from disposal of businesses, net of cash disposed		2,200
Investment in unconsolidated joint ventures	(66,034)	(24,561)
Return of investment in unconsolidated joint ventures	10,442	2,535
Proceeds from sales of investments	161	600
Proceeds from disposal of property and equipment	13,499	5,321
Payments for capital expenditures	(55,701)	(44,026)
Net cash used in investing activities	(87,800)	(57,931)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from borrowings under credit agreements	5,713,366	3,123,108
Repayments of borrowings under credit agreements	(4,836,488)	(4,003,059)
Proceeds from issuance of unsecured senior notes		1,000,000
Redemption of unsecured senior notes	(800,000)	
Prepayment premium on redemption of unsecured senior notes	(34,504)	
Cash paid for debt issuance costs	(10,386)	(12,491)
Proceeds from issuance of common stock	15,570	14,341
Proceeds from exercise of stock options	3,194	3,679
Payments to repurchase common stock	(27,237)	(17,966)
Net distributions to noncontrolling interests	(24,058)	(33,457)
Other financing activities	(23,722)	(10,078)
Net cash (used in) provided by financing activities	(24,265)	64,077

EFFECT OF EXCHANGE RATE CHANGES ON CASH		6,105		(3,739)
NET INCREASE IN CASH AND CASH EQUIVALENTS		64,863		33,827
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD		802,362		692,145
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$	867,225	$	725,972

See accompanying Notes to Consolidated Financial Statements.

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Notes to Consolidated Financial Statements

(unaudited)

1. Basis of Presentation

The accompanying consolidated financial statements of AECOM (the Company) are unaudited and, in the opinion of management, include all adjustments, including all normal recurring items necessary for a fair statement of the Company s financial position and results of operations for the periods presented. All intercompany balances and transactions are eliminated in consolidation.

The consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company s Form 10-K for the fiscal year ended September 30, 2017 (the Annual Report). The accompanying unaudited consolidated financial statements and related notes have been prepared in accordance with generally accepted accounting principles (GAAP) in the United States (U.S.) for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements.

The consolidated financial statements included in this report have been prepared consistently with the accounting policies described in the Annual Report and should be read together with the Annual Report.

The results of operations for the three and six months ended March 31, 2018 are not necessarily indicative of the results to be expected for the fiscal year ending September 30, 2018.

The Company reports its annual results of operations based on 52 or 53-week periods ending on the Friday nearest September 30. The Company reports its quarterly results of operations based on periods ending on the Friday nearest December 31, March 31, and June 30. For clarity of presentation, all periods are presented as if the periods ended on September 30, December 31, March 31, and June 30.

2. New Accounting Pronouncements and Changes in Accounting

In May 2014, the Financial Accounting Standards Board (FASB) issued new accounting guidance which amended the existing accounting standards for revenue recognition. The new accounting guidance establishes principles for recognizing revenue upon the transfer of promised goods or services to customers, in an amount that reflects the expected consideration received in exchange for those goods or services. The amendments may be applied retrospectively to each prior period presented or retrospectively with the cumulative effect recognized as of the date of initial

application. The Company continues to evaluate the impact of the new guidance on its consolidated financial statements, including the expected impact on its business processes, systems, and controls, and potential differences in the timing or method of revenue recognition for its contracts. The Company expects to adopt the new standard on October 1, 2018, using the modified retrospective method that may result in a cumulative effect adjustment as of the date of adoption.

In February 2016, the FASB issued new accounting guidance which changes accounting requirements for leases. The new guidance requires lessees to recognize the assets and liabilities arising from all leases, including those classified as operating leases under previous accounting guidance, on the balance sheet. It also requires disclosure of key information about leasing arrangements to increase transparency and comparability among organizations. The new guidance will be effective for the Company s fiscal year beginning October 1, 2019 with early adoption permitted. The new guidance must be adopted using a modified retrospective transition approach and provides for certain practical expedients. The Company is currently evaluating the impact that the new guidance will have on its consolidated financial statements.

In February 2016, the FASB issued new accounting guidance to clarify that a change in the counterparty to a derivative instrument that has been designated as a hedging instrument under previous guidance does not, in and of itself, require redesignation of that hedging relationship provided that all other hedge accounting criteria continue to be met. The Company adopted the new guidance on October 1, 2017; and the adoption of this guidance did not have a material impact on the Company s consolidated financial statements.

In March 2016, the FASB issued new accounting guidance which eliminates the requirement to apply the equity method of accounting retrospectively when a reporting entity obtains significant influence over a previously held investment. The Company adopted the new guidance on October 1, 2017; and the adoption of this guidance did not have a material impact on the Company s consolidated financial statements.

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In June 2016, the FASB issued a new credit loss standard that changes the impairment model for most financial assets and certain other instruments. The new guidance will replace the current incurred loss approach with an expected loss model for instruments measured at amortized cost. It also simplifies the accounting model for purchased credit-impaired debt securities and loans. The guidance will be effective for the Company s fiscal year starting October 1, 2020. The Company is currently evaluating the impact that the new guidance will have on its consolidated financial statements.

In August 2016, the FASB issued new accounting guidance clarifying how entities should classify certain cash receipts and cash payments on the statement of cash flows. The new guidance also clarifies how the predominance principle should be applied when cash receipts and cash payments have aspects of more than one class of cash flows. The new guidance will be effective for the Company in its fiscal year beginning October 1, 2018 and early adoption is permitted. The Company is currently evaluating the impact that the new guidance will have on its consolidated statement of cash flows.

In October 2016, the FASB issued additional guidance on how a single decision maker considers its indirect interests when performing the primary beneficiary analysis under the variable interest model. Under the new guidance, the single decision maker will consider its indirect interests on a proportionate basis. The Company adopted the new guidance on October 1, 2017 and the adoption of this guidance did not have a material impact on the Company s consolidated financial statements.

In January 2017, the FASB issued new accounting guidance to simplify the test for goodwill impairment. This guidance eliminates step two from the goodwill impairment test. Under the new guidance, an entity should recognize an impairment charge for the amount by which the carrying amount of a reporting unit exceeds its fair value. However, the loss recognized should not exceed the total amount of goodwill allocated to the reporting unit. The Company early adopted the new guidance on January 1, 2018 and the adoption of this guidance did not have a material impact on the Company s consolidated financial statements.

In August 2017, the FASB issued new accounting guidance on derivatives and hedging. This guidance better aligns an entity s risk management activities and financial reporting for hedging relationships through change to both the designation and measurement guidance for qualifying hedging relationships and the presentation of hedging results. The Company early adopted the guidance on January 1, 2018 and the adoption of this guidance did not have a material impact on the Company s consolidated financial statements.

3. Business Acquisitions, Goodwill and Intangible Assets

The Company completed one acquisition during the six months ended March 31, 2018, and two acquisitions during the year ended September 30, 2017 for a total consideration of $5.6 million and $164.4 million, respectively. The business combinations did not meet the quantitative thresholds to require separate disclosures based on the Company s consolidated net assets, investments and net income. The acquisitions were accounted for under the purchase method of accounting. As such, the purchase considerations were allocated to acquired tangible and intangible assets and liabilities based upon their fair values. The determination of fair values of assets and liabilities acquired requires the Company to make estimates and use valuation techniques when market value is not readily available. Transaction costs associated with business acquisitions are expensed as they are incurred.

On October 17, 2014, the Company completed the acquisition of the U.S. headquartered URS Corporation (URS), an international provider of engineering, construction, and technical services, by purchasing 100% of the outstanding shares of URS common stock. The Company paid total consideration of approximately $2.3 billion in cash and issued approximately $1.6 billion of AECOM common stock to the former stockholders and certain equity award holders of URS. In connection with the acquisition, the Company also assumed URS s senior notes totaling $0.4 billion, net of Company repayments. The Company repaid in full URS s $0.6 billion 2011 term loan and $0.1 billion of URS s revolving line of credit.

The Company acquired backlog and customer relationship intangible assets valued at $973.8 million representing the fair value of existing contracts and the underlying customer relationships that have lives ranging from 1 to 11 years (weighted average lives of approximately 3 years) in connection with the URS acquisition. Acquired accrued expenses and other current liabilities include URS project liabilities and approximately $240 million related to estimated URS legal settlements and uninsured legal damages; see Note 14, Commitments and Contingencies, including legal matters related to former URS affiliates.

Amortization of intangible assets relating to URS, included in cost of revenue, was $18.2 million and $20.9 million during the three months ended March 31, 2018 and 2017, respectively, and $36.4 million and $41.8 million during the six months ended March 31, 2018 and 2017, respectively. Additionally, included in equity in earnings of joint ventures and noncontrolling interests was intangible amortization expense of $1.7 million and ($2.1) million, respectively, during the three months ended March 31, 2018 and $2.5 million and ($2.1) million, respectively, during the three months ended March 31, 2017, related to joint venture fair value adjustments. Included in equity in earnings of joint ventures and noncontrolling interests was intangible amortization expense of $3.6 million and ($4.2) million, respectively, during the six months ended March 31, 2018 and $4.5 million and ($4.2) million, respectively, during the six months ended March 31, 2017, related to joint venture fair value adjustments.

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Billings in excess of costs on uncompleted contracts includes a margin fair value liability associated with long-term contracts acquired in connection with the acquisition of URS. This margin fair value liability was $149.1 million at the acquisition date and its carrying value was $6.4 million at March 31, 2018 and $8.6 million at September 30, 2017, and is recognized as revenue on a percentage-of-completion basis as the applicable projects progress. The majority of this liability was recognized over the first two years from the acquisition date. Revenue and the related income from operations related to the margin fair value liability recognized during the three months ended March 31, 2018 and 2017 was $1.1 million and $1.6 million, respectively; revenue and the related income from operations related to the margin fair value liability recognized during the six months ended March 31, 2018 and 2017 was $2.2 million and $3.2 million, respectively.

Acquisition and integration expenses, relating to business acquisitions, in the accompanying consolidated statements of operations are comprised of the following:

	Three months ended		Six months ended	
	Mar 31, 2018	**Mar 31, 2017**	**Mar 31, 2018**	**Mar 31, 2017**
		(in millions)		
Severance and personnel costs	$	$ 18.4	$	$ 29.9
Professional service, real estate-related, and other expenses		1.6		5.5
Total	$	$ 20.0	$	$ 35.4

Included in severance and personnel costs for the six months ended March 31, 2017 was $7.7 million of severance expenses, which was substantially all paid as of March 31, 2018. All acquisition and integration expenses are classified within the Corporate segment, as presented in Note 15.

In line with the Company s capital allocation policy prioritizing that future capital be allocated to the reduction of long-term debt and lowering its leverage ratio, management approved a plan to sell certain non-core oil and gas businesses in North America, included in the Company s Construction Services segment (the Disposal Group). The Company classified the related assets and liabilities of the Disposal Group as held for sale in the consolidated balance sheet. The Company recorded losses related to the remeasurement of the Disposal Group based on estimated fair value less costs to sell resulting in total asset impairments of $168.2 million, recorded in Impairment of Assets Held for Sale. Fair value was estimated using Level 3 inputs, such as forecasted cash flows, and Level 2 inputs, including bid prices from potential buyers. In connection with the classification of the Disposal Group as held for sale, the Company tested the amount of goodwill and other intangible assets allocated to the Disposal Group for impairment. The Company recorded an impairment of goodwill during the three months ended March 31, 2018 of $125.4 million and an impairment of intangible and other noncurrent assets of $42.8 million. The Company expects to complete the sale of the Disposal Group by the end of the fiscal year. A summary of certain financial information of the Disposal Group is as follows:

	March 31, 2018
	(in millions)
Current assets	$ 78.1
Non-current assets	81.5
Goodwill	125.4
Less: Impairment of assets held for sale	(168.2)

Total assets held for sale	$	116.8
Current liabilities	$	36.2
Non-current liabilities		10.3
Total liabilities held for sale	$	46.5
Net Assets Held for Sale	$	70.3

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The changes in the carrying value of goodwill by reportable segment for the six months ended March 31, 2018 were as follows:

	September 30, 2017	Measurement Period Adjustments	Impairment (in millions)	Foreign Exchange Impact	March 31, 2018
Design and Consulting Services	$ 3,218.9	$	$	$ 3.5	$ 3,222.4
Construction Services	1,049.9	64.4	(125.4)	(7.0)	981.9
Management Services	1,724.1			14.2	1,738.3
Total	$ 5,992.9	$ 64.4	$ (125.4)	$ 10.7	$ 5,942.6

The gross amounts and accumulated amortization of the Company s acquired identifiable intangible assets with finite useful lives as of March 31, 2018 and September 30, 2017, included in intangible assets net, in the accompanying consolidated balance sheets, were as follows:

	March 31, 2018			September 30, 2017			
	Gross Amount	Accumulated Amortization	Intangible Assets, Net	Gross Amount	Accumulated Amortization	Intangible Assets, Net	Amortization Period (years)
	(in millions)						
Backlog and customer relationships	$ 1,287.5	$ (920.8)	$ 366.7	$ 1,283.6	$ (870.2)	$ 413.4	1 - 11
Trademark / tradename	18.3	(16.8)	1.5	18.3	(16.6)	1.7	0.3 - 2
Total	$ 1,305.8	$ (937.6)	$ 368.2	$ 1,301.9	$ (886.8)	$ 415.1	

Amortization expense of acquired intangible assets included within cost of revenue was $50.8 million and $50.6 million for the six months ended March 31, 2018 and 2017, respectively. The following table presents estimated amortization expense of existing intangible assets for the remainder of fiscal 2018 and for the succeeding years:

Fiscal Year	(in millions)
2018 (six months remaining)	$ 45.6
2019	84.1
2020	70.1
2021	57.4
2022	44.6
Thereafter	66.4
Total	$ 368.2

4. Accounts Receivable Net

Net accounts receivable consisted of the following:

	March 31, 2018	September 30, 2017
	(in millions)	
Billed	$ 2,448.8	$ 2,317.8
Unbilled	2,201.3	2,293.5
Contract retentions	607.1	568.6
Total accounts receivable gross	5,257.2	5,179.9
Allowance for doubtful accounts	(48.3)	(52.2)
Total accounts receivable net	$ 5,208.9	$ 5,127.7

Billed accounts receivable represents amounts billed to clients that have yet to be collected. Unbilled accounts receivable represents the contract revenue recognized but not yet billed pursuant to contract terms or accounts billed after the period end. Substantially all unbilled receivables as of March 31, 2018 and September 30, 2017 are expected to be billed and collected within twelve months. Contract retentions represent amounts invoiced to clients where payments have been withheld pending the completion of certain milestones, other contractual conditions, or upon the completion of a project. These retention agreements vary from project to project and could be outstanding for several months or years.

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Allowances for doubtful accounts have been determined through specific identification of amounts considered to be uncollectible and potential write-offs, plus a non-specific allowance for other amounts for which some potential loss has been determined to be probable based on current and past experience.

Other than the U.S. government, no single client accounted for more than 10% of the Company s outstanding receivables at March 31, 2018 and September 30, 2017.

The Company sold trade receivables to financial institutions, of which $344.8 million and $325.2 million were outstanding as of March 31, 2018 and September 30, 2017, respectively. The Company does not retain financial or legal obligations for these receivables that would result in material losses. The Company s ongoing involvement is limited to the remittance of customer payments to the financial institutions with respect to the sold trade receivables.

5. Joint Ventures and Variable Interest Entities

The Company s joint ventures provide architecture, engineering, program management, construction management, operations and maintenance services, and invest in real estate, public-private partnership (P3) and infrastructure projects. Joint ventures, the combination of two or more partners, are generally formed for a specific project. Management of the joint venture is typically controlled by a joint venture executive committee, comprised of representatives from the joint venture partners. The joint venture executive committee normally provides management oversight and controls decisions which could have a significant impact on the joint venture.

Some of the Company s joint ventures have no employees and minimal operating expenses. For these joint ventures, the Company s employees perform work for the joint venture, which is then billed to a third-party customer by the joint venture. These joint ventures function as pass through entities to bill the third-party customer. For consolidated joint ventures of this type, the Company records the entire amount of the services performed and the costs associated with these services, including the services provided by the other joint venture partners, in the Company s result of operations. For certain of these joint ventures where a fee is added by an unconsolidated joint venture to client billings, the Company s portion of that fee is recorded in equity in earnings of joint ventures.

The Company also has joint ventures that have their own employees and operating expenses, and to which the Company generally makes a capital contribution. The Company accounts for these joint ventures either as consolidated entities or equity method investments based on the criteria further discussed below.

The Company follows guidance on the consolidation of variable interest entities (VIEs) that requires companies to utilize a qualitative approach to determine whether it is the primary beneficiary of a VIE. The process for identifying the primary beneficiary of a VIE requires consideration of the factors that indicate a party has the power to direct the activities that most significantly impact the joint venture s economic performance, including powers granted to the joint venture s program manager, powers contained in the joint venture governing board and, to a certain extent, a company s economic interest in the joint venture. The Company analyzes its joint ventures and classifies them as either:

- a VIE that must be consolidated because the Company is the primary beneficiary or the joint venture is not a VIE and the Company holds the majority voting interest with no significant participative rights available to the other partners; or

- a VIE that does not require consolidation and is treated as an equity method investment because the Company is not the primary beneficiary or the joint venture is not a VIE and the Company does not hold the majority voting interest.

As part of the above analysis, if it is determined that the Company has the power to direct the activities that most significantly impact the joint venture s economic performance, the Company considers whether or not it has the obligation to absorb losses or rights to receive benefits of the VIE that could potentially be significant to the VIE.

Contractually required support provided to the Company s joint ventures is further discussed in Note 14.

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Summary of unaudited financial information of the consolidated joint ventures is as follows:

	March 31, 2018	September 30, 2017
	(in millions)	
Current assets	$ 933.1	$ 832.1
Non-current assets	196.5	188.8
Total assets	$ 1,129.6	$ 1,020.9
Current liabilities	$ 632.7	$ 524.9
Non-current liabilities	12.3	12.4
Total liabilities	645.0	537.3
Total AECOM equity	261.3	274.7
Noncontrolling interests	223.3	208.9
Total owners equity	484.6	483.6
Total liabilities and owners equity	$ 1,129.6	$ 1,020.9

Total revenue of the consolidated joint ventures was $1,202.6 million and $910.8 million for the six months ended March 31, 2018 and 2017, respectively. The assets of the Company s consolidated joint ventures are restricted for use only by the particular joint venture and are not available for the general operations of the Company.

Summary of unaudited financial information of the unconsolidated joint ventures is as follows:

	March 31, 2018	September 30, 2017
	(in millions)	
Current assets	$ 1,839.2	$ 1,912.2
Non-current assets	846.2	749.8
Total assets	$ 2,685.4	$ 2,662.0
Current liabilities	$ 1,528.1	$ 1,570.2
Non-current liabilities	217.7	185.1
Total liabilities	1,745.8	1,755.3
Joint ventures equity	939.6	906.7
Total liabilities and joint ventures equity	$ 2,685.4	$ 2,662.0
AECOM s investment in joint ventures	$ 384.9	$ 364.2

	Six Months Ended	
	March 31, 2018	March 31, 2017
	(in millions)	
Revenue	$ 2,814.8	$ 2,529.8
Cost of revenue	2,683.0	2,396.0
Gross profit	$ 131.8	$ 133.8
Net income	$ 127.7	$ 125.5

Summary of AECOM s equity in earnings of unconsolidated joint ventures is as follows:

	Six Months Ended	
	March 31, 2018	March 31, 2017
	(in millions)	
Pass through joint ventures	$ 20.2	$ 17.9
Other joint ventures	22.6	25.3
Total	$ 42.8	$ 43.2

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6. Pension Benefit Obligations

In the U.S., the Company sponsors various qualified defined benefit pension plans. Benefits under these plans generally are based on the employee s years of creditable service and compensation; however, all U.S. defined benefit plans are closed to new participants and have frozen accruals.

The Company also sponsors various non-qualified plans in the U.S.; all of these plans are frozen. Outside the U.S., the Company sponsors various pension plans, which are appropriate to the country in which the Company operates, some of which are government mandated.

The following table details the components of net periodic cost for the Company s pension plans for the three and six months ended March 31, 2018 and 2017:

	Three Months Ended				Six Months Ended			
	March 31, 2018		March 31, 2017		March 31, 2018		March 31, 2017	
	U.S.	Int l	U.S.	Int l	U.S.	Int l	U.S.	Int l
	(in millions)							
Components of net periodic (benefit) cost:								
Service costs	$ 1.2	$ 0.3	$ 1.1	$ 0.3	$ 2.4	$ 0.6	$ 2.2	$ 0.6
Interest cost on projected benefit obligation	5.2	8.3	4.8	6.9	10.4	16.2	9.6	13.9
Expected return on plan assets	(7.8)	(11.1)	(7.7)	(10.1)	(15.7)	(21.8)	(15.5)	(20.3)
Amortization of prior service cost		(0.1)				(0.1)		(0.1)
Amortization of net loss	1.0	2.2	1.1	3.2	2.0	4.2	2.2	6.4
Settlement loss recognized		0.1				0.2		
Net periodic (benefit) cost	$ (0.4)	$ (0.3)	$ (0.7)	$ 0.3	$ (0.9)	$ (0.7)	$ (1.5)	$ 0.5

The total amounts of employer contributions paid for the six months ended March 31, 2018 were $4.3 million for U.S. plans and $14.2 million for non-U.S. plans. The expected remaining scheduled annual employer contributions for the fiscal year ending September 30, 2018 are $7.5 million for U.S. plans and $13.1 million for non-U.S. plans.

7. Debt

Debt consisted of the following:

	March 31, 2018	September 30, 2017
	(in millions)	

2014 Credit Agreement	$	1,797.7	$	908.7
2014 Senior Notes		800.0		1,600.0
2017 Senior Notes		1,000.0		1,000.0
URS Senior Notes		247.8		247.7
Other debt		153.6		140.0
Total debt		3,999.1		3,896.4
Less: Current portion of debt and short-term borrowings		(133.7)		(142.0)
Less: Unamortized debt issuance costs		(50.4)		(52.3)
Long-term debt	$	3,815.0	$	3,702.1

The following table presents, in millions, scheduled maturities of the Company s debt as of March 31, 2018:

Fiscal Year		
2018 (six months remaining)	$	59.7
2019		118.1
2020		78.6
2021		477.7
2022		294.6
Thereafter		2,970.4
Total	$	3,999.1

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2014 Credit Agreement

The Company entered into a credit agreement (Credit Agreement) on October 17, 2014, which, as amended to date, consists of (i) a term loan A facility that includes a $510 million (US) term loan A facility with a term expiring on March 13, 2021 and a $500 million Canadian dollar (CAD) term loan A facility and a $250 million Australian dollar (AUD) term loan A facility each with terms expiring on March 13, 2023; (ii) a $600 million term loan B facility with a term expiring on March 13, 2025; and (iii) a revolving credit facility in an aggregate principal amount of $1.35 billion with a term expiring on March 13, 2023. Some subsidiaries of the Company (Guarantors) have guaranteed the obligations of the borrowers under the Credit Agreement. The borrowers obligations under the Credit Agreement are secured by a lien on substantially all of the assets of the Company and the Guarantors pursuant to a security and pledge agreement (Security Agreement). The collateral under the Security Agreement is subject to release upon fulfillment of certain conditions specified in the Credit Agreement and Security Agreement.

The Credit Agreement contains covenants that limit the ability of the Company and the ability of certain of its subsidiaries to, among other things: (i) create, incur, assume, or suffer to exist liens; (ii) incur or guarantee indebtedness; (iii) pay dividends or repurchase stock; (iv) enter into transactions with affiliates; (v) consummate asset sales, acquisitions or mergers; (vi) enter into certain types of burdensome agreements; or (vii) make investments.

On July 1, 2015, the Credit Agreement was amended to revise the definition of Consolidated EBITDA to increase the allowance for acquisition and integration expenses related to the acquisition of URS.

On December 22, 2015, the Credit Agreement was amended to further revise the definition of Consolidated EBITDA by further increasing the allowance for acquisition and integration expenses related to the acquisition of URS and to allow for an internal corporate restructuring primarily involving its international subsidiaries.

On September 29, 2016, the Credit Agreement and the Security Agreement were amended to (1) lower the applicable interest rate margins for the term loan A and the revolving credit facilities, and lower the applicable letter of credit fees and commitment fees to the revised consolidated leverage levels; (2) extend the term of the term loan A and the revolving credit facility to September 29, 2021; (3) add a new delayed draw term loan A facility tranche in the amount of $185.0 million; (4) replace the then existing $500 million performance letter of credit facility with a $500 million basket to enter into secured letters of credit outside the Credit Agreement; and (5) revise certain covenants, including the Maximum Consolidated Leverage Ratio so that the step down from a 5.00 to a 4.75 leverage ratio is effective as of March 31, 2017 as well as the investment basket for its AECOM Capital business.

On March 31, 2017, the Credit Agreement was amended to (1) expand the ability of restricted subsidiaries to borrow under Incremental Term Loans; (2) revise the definition of Working Capital as used in Excess Cash Flow; (3) revise the definitions for Consolidated EBITDA and Consolidated Funded Indebtedness to reflect the expected gain and debt repayment of an AECOM Capital disposition, which disposition was completed on April 28, 2017; and (4) amend provisions relating to the Company s ability to undertake certain internal restructuring steps to accommodate changes in tax laws.

On March 13, 2018, the Credit Agreement was amended to (1) refinance the existing term loan A facility to include a $510 million (US) term loan A facility with a term expiring on March 13, 2021 and a $500 million CAD term loan A facility and a $250 million AUD term loan A facility each with terms expiring on March 13, 2023; (2) issue a new $600 million term loan B facility to institutional investors with a term expiring on March 13, 2025; (3) increase the capacity of the Company s revolving credit facility from $1.05 billion to $1.35 billion and extend its term until March 13, 2023; (4) reduce the Company s interest rate borrowing costs as follows: (a) the term loan B facility, at the Company s election, Base Rate (as defined in the Credit Agreement) plus 0.75% or Eurocurrency Rate (as defined in the Credit Agreement) plus 1.75%, (b) the (US) term loan A facility, at the Company s election, Base Rate plus 0.50% or Eurocurrency Rate plus 1.50%, and (c) the Canadian (CAD) term loan A facility, the Australian (AUD) term loan A facility, and the revolving credit facility, an initial rate of, at the Company s election, Base Rate plus 0.75% or Eurocurrency Rate plus 1.75%, and after the end of the Company s fiscal quarter ending June 30, 2018, Base Rate loans plus a margin ranging from 0.25% to 1.00% or Eurocurrency Rate plus a margin from 1.25% to 2.00%, based on the Consolidated Leverage Ratio (as defined in the Credit Agreement); and (5) revise certain covenants including increasing the amounts available under the restricted payment negative covenant and revising the Maximum Consolidated Leverage Ratio (as defined in the Credit Agreement) to include a 4.5 leverage ratio through September 30, 2019 after which the leverage ratio steps down to 4.0.

Under the Credit Agreement, the Company is subject to a maximum consolidated leverage ratio and minimum consolidated interest coverage ratio at the end of each fiscal quarter. The Company s Consolidated Leverage Ratio was 4.0 at March 31, 2018. The Company s Consolidated Interest Coverage Ratio was 4.7 at March 31, 2018. As of March 31, 2018, the Company was in compliance with the covenants of the Credit Agreement.

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At March 31, 2018 and September 30, 2017, outstanding standby letters of credit totaled $64.2 million and $58.1 million, respectively, under the Company s revolving credit facilities. As of March 31, 2018 and September 30, 2017, the Company had $1,159.0 million and $991.9 million, respectively, available under its revolving credit facility.

2014 Senior Notes

On October 6, 2014, the Company completed a private placement offering of $800,000,000 aggregate principal amount of its unsecured 5.750% Senior Notes due 2022 (2022 Notes) and $800,000,000 aggregate principal amount of its unsecured 5.875% Senior Notes due 2024 (the 2024 Notes and, together with the 2022 Notes, the 2014 Senior Notes). On November 2, 2015, the Company completed an exchange offer to exchange the unregistered 2014 Senior Notes for registered notes, as well as all related guarantees. On March 16, 2018, the Company redeemed all of the 2022 Notes at a redemption price that was 104.313% of the principal amount outstanding plus accrued and unpaid interest. The $34.5 million prepayment premium was included in interest expense.

As of March 31, 2018, the estimated fair value of its 2024 Notes was approximately $836.0 million. The fair value of the 2024 Notes as of March 31, 2018 was derived by taking the mid-point of the trading prices from an observable market input (Level 2) in the secondary bond market and multiplying it by the outstanding balance of the 2024 Notes.

At any time prior to July 15, 2024, the Company may redeem on one or more occasions all or part of the 2024 Notes at a redemption price equal to the sum of (i) 100% of the principal amount thereof, plus (ii) a make-whole premium as of the date of the redemption, plus any accrued and unpaid interest to the date of redemption. In addition, on or after July 15, 2024, the 2024 Notes may be redeemed at a redemption price of 100% of the principal amount thereof, plus accrued and unpaid interest to the date of redemption.

The indenture pursuant to which the 2024 Notes were issued contains customary events of default, including, among other things, payment default, exchange default, failure to provide certain notices thereunder and certain provisions related to bankruptcy events. The indenture also contains customary negative covenants.

The Company was in compliance with the covenants relating to the 2024 Notes as of March 31, 2018.

2017 Senior Notes

On February 21, 2017, the Company completed a private placement offering of $1,000,000,000 aggregate principal amount of its unsecured 5.125% Senior Notes due 2027 (the 2017 Senior Notes) and used the note proceeds to immediately retire the remaining $127.6 million outstanding on the then existing term loan B facility as well as repay $600 million of the term loan A facility and $250 million of the revolving credit facility under its Credit Agreement. On June 30, 2017, the Company completed an exchange offer to exchange the unregistered 2017 Senior Notes for registered notes, as well as related guarantees.

As of March 31, 2018, the estimated fair value of the Company s 2017 Senior Notes was approximately $961.3 million. The fair value of the Company s 2017 Senior Notes as of March 31, 2018 was derived by taking the mid-point of the trading prices from an observable market input (Level 2) in the secondary bond market and multiplying it by the outstanding balance of the 2017 Senior Notes. Interest is payable on the 2017 Senior Notes at a rate of 5.125% per annum. Interest on the 2017 Senior Notes is payable semi-annually on March 15 and September 15 of each year. The 2017 Senior Notes will mature on March 15, 2027.

At any time and from time to time prior to December 15, 2026, the Company may redeem all or part of the 2017 Senior Notes, at a redemption price equal to 100% of their principal amount, plus a make whole premium as of the redemption date, and accrued and unpaid interest to the redemption date.

In addition, at any time and from time to time prior to March 15, 2020, the Company may redeem up to 35% of the original aggregate principal amount of the 2017 Senior Notes with the proceeds of one or more qualified equity offerings, at a redemption price equal to 105.125%, plus accrued and unpaid interest. Furthermore, at any time on or after December 15, 2026, the Company may redeem on one or more occasions all or part of the 2017 Senior Notes at a redemption price equal to 100% of their principal amount, plus accrued and unpaid interest.

The indenture pursuant to which the 2017 Senior Notes were issued contains customary events of default, including, among other things, payment default, exchange default, failure to provide certain notices thereunder and certain provisions related to bankruptcy events. The indenture also contains customary negative covenants.

The Company was in compliance with the covenants relating to the 2017 Senior Notes as of March 31, 2018.

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URS Senior Notes

In connection with the URS acquisition, the Company assumed URS 3.85% Senior Notes due 2017 (2017 URS Senior Notes) and the URS 5.00% Senior Notes due 2022 (2022 URS Senior Notes), totaling $1.0 billion (URS Senior Notes). The URS acquisition triggered change in control provisions in the URS Senior Notes that allowed the holders of the URS Senior Notes to redeem their URS Senior Notes at a cash price equal to 101% of the principal amount and, accordingly, the Company redeemed $572.3 million of the URS Senior Notes on October 24, 2014. The remaining 2017 URS Senior Notes matured and were fully redeemed on April 3, 2017 for $179.2 million using proceeds from a $185 million delayed draw term loan A facility tranche under the Credit Agreement. The 2022 URS Senior Notes are general unsecured senior obligations of AECOM Global II, LLC (as successor in interest to URS) and are fully and unconditionally guaranteed on a joint-and-several basis by certain former URS domestic subsidiary guarantors.

As of March 31, 2018, the estimated fair value of the 2022 URS Senior Notes was approximately $253.5 million. The carrying value of the 2022 URS Senior Notes on the Company s Consolidated Balance Sheets as of March 31, 2018 was $247.8 million. The fair value of the 2022 URS Senior Notes as of March 31, 2018 was derived by taking the mid-point of the trading prices from an observable market input (Level 2) in the secondary bond market and multiplying it by the outstanding balance of the 2022 URS Senior Notes.

As of March 31, 2018, the Company was in compliance with the covenants relating to the 2022 URS Senior Notes.

Other Debt

Other debt consists primarily of obligations under capital leases and loans, and unsecured credit facilities. The Company s unsecured credit facilities are primarily used for standby letters of credit issued for payment of performance guarantees. At March 31, 2018 and September 30, 2017, these outstanding standby letters of credit totaled $455.1 million and $445.7 million, respectively. As of March 31, 2018, the Company had $482.7 million available under these unsecured credit facilities.

Effective Interest Rate

The Company s average effective interest rate on its total debt, including the effects of the interest rate swap agreements, during the six months ended March 31, 2018 and 2017 was 4.7% and 4.2%, respectively.

Interest expense in the consolidated statements of operations for the three and six months ended March 31, 2018 included a prepayment premium of $34.5 million to redeem the 2022 Notes. Additionally, amortization of deferred debt issuance costs for the three and six months ended March 31, 2018 was $9.8 million and $12.6 million, respectively, and for the three and six months ended March 31, 2017 was $8.7 million and $11.5 million, respectively.

8. Derivative Financial Instruments and Fair Value Measurements

The Company uses certain interest rate derivative contracts to hedge interest rate exposures on the Company s variable rate debt. The Company enters into foreign currency derivative contracts with financial institutions to reduce the risk that its cash flows and earnings will be adversely affected by foreign currency exchange rate fluctuations. The Company s hedging program is not designated for trading or speculative purposes.

The Company recognizes derivative instruments as either assets or liabilities on the accompanying consolidated balance sheets at fair value. The Company records changes in the fair value (i.e., gains or losses) of the derivatives that have been designated as accounting hedges in the accompanying consolidated statements of operations as cost of revenue, interest expense or to accumulated other comprehensive loss in the accompanying consolidated balance sheets.

Cash Flow Hedges

The Company uses interest rate swap agreements designated as cash flow hedges to fix the variable interest rates on portions of the Company s debt. The Company also uses foreign currency contracts designated as cash flow hedges to hedge forecasted revenue transactions denominated in currencies other than the U.S. dollar. The Company initially reports any gain on the effective portion of a cash flow hedge as a component of accumulated other comprehensive loss. Depending on the type of cash flow hedge, the gain is subsequently reclassified to either interest expense when the interest expense on the variable rate debt is recognized, or to cost of revenue when the hedged revenues are recorded. If the hedged transaction becomes probable of not occurring, any gain or loss related to interest rate swap agreements or foreign currency contracts would be recognized in other income (expense). Further, the Company excludes the change in the time value of the foreign currency contracts from the assessment of hedge effectiveness. The Company records the premium paid or time value of a contract on the date of purchase as an asset. Thereafter, the Company recognizes any change to this time value in cost of revenue.

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The notional principal in U.S. dollar (USD), Canadian dollar (CAD), and Australian dollar (AUD), fixed rates and related expiration dates of the Company s outstanding interest rate swap agreements were as follows:

March 31, 2018			
Notional Amount Currency	Notional Amount (in millions)	Fixed Rate	Expiration Date
USD	300.0	1.63%	June 2018
USD	300.0	1.54%	September 2018
AUD	200.0	2.19%	February 2021
CAD	400.0	2.49%	September 2022
USD	200.0	2.60%	February 2023

September 30, 2017			
Notional Amount Currency	Notional Amount (in millions)	Fixed Rate	Expiration Date
USD	300.0	1.63%	June 2018
USD	300.0	1.54%	September 2018

The notional principal of outstanding foreign currency contracts to purchase AUD was AUD 2.9 million (or $2.3 million) and AUD 15.1 million (or $11.3 million) at March 31, 2018 and September 30, 2017, respectively.

Other Foreign Currency Forward Contracts

The Company uses foreign currency forward contracts which are not designated as accounting hedges to hedge intercompany transactions and other monetary assets or liabilities denominated in currencies other than the functional currency of a subsidiary. Gains and losses on these contracts were not material for the six months ended March 31, 2018 and 2017.

Fair Value Measurements

The Company s non-pension financial assets and liabilities recorded at fair value relate to derivative instruments and were not material at March 31, 2018 or 2017.

See Note 13 for accumulated balances and reporting period activities of derivatives related to reclassifications out of accumulated other comprehensive income or loss for the six months ended March 31, 2018 and 2017. Amounts recognized in accumulated other comprehensive loss from the Company s foreign currency contracts were immaterial for all periods presented. Amounts reclassified from accumulated other comprehensive loss into income from the foreign currency options were immaterial for all periods presented. Additionally, there were no losses recognized in

income due to amounts excluded from effectiveness testing from the Company s interest rate swap agreements.

During the year ended September 30, 2015, the Company entered into a contingent consideration arrangement in connection with a business acquisition. Under the arrangement, the Company agreed to pay cash to the sellers if certain financial performance thresholds are achieved in the future. The fair value of the contingent consideration liability, net of amounts paid, as of March 31, 2018 and September 30, 2017 was $12 million and $13 million, respectively. This liability is a Level 3 fair value measurement recorded within other accrued liabilities, and was valued based on estimated future net cash flows. Any future changes in the fair value of this contingent consideration liability will be recognized in earnings during the applicable period.

9. Share-based Payments

The fair value of an outstanding employee stock option award is estimated on the date of grant. The expected term of the stock option granted represents the period of time the stock option expected to be outstanding. The risk-free interest rate is based on U.S. Treasury bond rates with maturities equal to the expected term of the stock option on the grant date. The Company uses historical data as a basis to estimate the probability of forfeitures.

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Stock option activity for the six months ended March 31 was as follows:

	2018		2017	
	Shares of stock under options (in millions)	**Weighted average exercise price**	**Shares of stock under options (in millions)**	**Weighted average exercise price**
Outstanding at September 30	0.7	$ 31.11	0.9	$ 30.36
Options granted				
Options exercised	(0.1)	27.79	(0.2)	26.42
Options forfeited or expired				
Outstanding at March 31	0.6	31.62	0.7	31.11
Vested and expected to vest in the future as of March 31	0.6	$ 31.62	0.7	$ 31.11

The Company grants stock units to employees under its Performance Earnings Program (PEP), whereby units are earned and issued dependent upon meeting established cumulative performance objectives and vest over a three-year service period. Additionally, the Company issues restricted stock units to employees which are earned based on service conditions. The grant date fair value of PEP awards and restricted stock unit awards is that day s closing market price of the Company s common stock. The weighted average grant date fair value of PEP awards were $37.69 and $38.16 during the six months ended March 31, 2018 and 2017, respectively. The weighted average grant date fair value of restricted stock unit awards were $36.91 and $38.05 during the six months ended March 31, 2018 and 2017, respectively. Total compensation expense related to share-based payments including stock options were $37.2 million and $38.1 million during the six months ended March 31, 2018 and 2017, respectively. Unrecognized compensation expense related to total share-based payments outstanding as of March 31, 2018 and September 30, 2017 was $133.5 million and $96.8 million, respectively, to be recognized on a straight-line basis over the awards respective vesting periods which are generally three years.

10. Income Taxes

The Company s effective tax rate was 130.4% and (6.2)% for the six months ended March 31, 2018 and 2017, respectively. The most significant items contributing to the difference between the statutory U.S. federal income tax rate of 24.5% and the Company s effective tax rate for the six-month period ended March 31, 2018 were a $41.7 million net benefit related to one-time U.S. federal tax law changes, a benefit of $36.0 million related to changes in uncertain tax positions primarily in the U.S. and Canada, and a benefit of $13.7 million related to income tax credits and incentives, partially offset by tax expense of $33.9 million related to the goodwill impairment charge, which was non-deductible for tax purposes. These items are not expected to have a continuing impact on the effective tax rate for the remainder of the fiscal year except for the benefits related to income tax credits and incentives.

During the second quarter of fiscal year 2018, the Company received a favorable settlement of uncertain tax positions in the U.S. related to R&D credits for tax years 2012, 2013 and 2014 and as a result, recorded an income tax benefit of $26.2 million, which included the remeasurement of its U.S. R&D credit uncertain tax positions for future years based on the favorable outcome of the examination.

During the quarter ended December 31, 2017, President Trump signed what is commonly referred to as *The Tax Cuts and Jobs Act* (Tax Act) into law. The Tax Act reduced the Company s U.S. federal corporate tax rate from 35% to a blended tax rate of 24.5% for the Company s fiscal year ending September 30, 2018 and 21% for fiscal years thereafter, requires companies to pay a one-time transition tax on accumulated earnings of foreign subsidiaries, creates new taxes on certain foreign sourced earnings and eliminates or reduces certain deductions.

Given the significance of the Tax Act, the SEC staff issued Staff Accounting Bulletin No. 118 (SAB 118), which allows registrants to record provisional amounts during a one year measurement period similar to that used when accounting for business combinations. However, the measurement period is deemed to have ended earlier when the registrant has obtained, prepared and analyzed the information necessary to finalize its accounting. During the measurement period, impacts of the law are expected to be recorded at the time a reasonable estimate for all or a portion of the effects can be made, and provisional amounts can be recognized and adjusted as information becomes available, prepared or analyzed.

At March 31, 2018, the Company has not completed its accounting for the tax effects of enactment of the Tax Act; however, the Company made a reasonable estimate of the effects on its existing deferred tax balances and certain other assets and liabilities and the one-time transition tax during the quarter ended December 31, 2017. The Company has not been able to make a reasonable estimate of the impact on its indefinite reinvestment of earnings of certain foreign subsidiaries and therefore will continue to account for those items based on its existing accounting under ASC 740. As further guidance and accounting interpretations are expected, the Company s analysis is considered incomplete.

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Other significant provisions include a base erosion anti-abuse tax (BEAT) on excessive amounts paid to foreign related parties and a minimum tax on global intangible low-taxed income (GILTI). The Company has not elected a method of accounting for BEAT and GILTI and will only do so after completion of the analysis of the provisions and the impact to the Company.

In the first quarter of 2018, the Company remeasured certain deferred tax assets and liabilities based on the rates at which they are expected to reverse in the future, which is generally 21%. However, the Company is still analyzing certain aspects of the Tax Act and refining its calculations which could potentially affect the measurement of these balances. The provisional amount recorded in the first quarter related to the remeasurement of the Company s deferred tax balance was a $36.1 million tax benefit. In addition in the first quarter, the Company released the deferred tax liability and recorded a tax benefit of $77.0 million related to certain foreign subsidiaries for which the undistributed earnings are not intended to be reinvested indefinitely and accrued current tax on these earnings as part of the one-time transition tax. As of March 31, 2018, the Company has not made any additional measurement period adjustments related to these items.

During the first quarter of 2018, the Company recorded a provisional amount for the one-time transition tax liability for its foreign subsidiaries resulting in an increase in income tax expense of $71.4 million. The Company has not yet completed its calculation of the total foreign earnings and profits of its foreign subsidiaries. Further, the transition tax is based in part on the amount of those earnings held in cash and other specified assets at the end of the fiscal year. This amount may change when the Company finalizes the calculation of foreign earnings and finalize the amounts held in cash or other specified assets. As of March 31, 2018, the Company has not made any additional measurement period adjustments related to these items.

The Company is utilizing the annual effective tax rate method under ASC 740 to compute its interim tax provision. The Company s effective tax rate fluctuates from quarter to quarter due to various factors including the change in the mix of global income and expenses, outcomes of administrative audits, changes in the assessment of valuation allowances due to management s consideration of new positive or negative evidence during the quarter, and changes in enacted tax laws and their interpretations which upon enactment include possible tax reform around the world arising from the result of the base erosion and profit shifting project undertaken by the Organisation for Economic Co-operation Development which, if finalized and adopted, could have a material impact on the Company s income tax expense and deferred tax balances.

The Company believes the outcomes which are reasonably possible within the next twelve months, including lapses in statutes of limitations, will not result in a material change in the liability for uncertain tax positions.

Generally, the Company does not provide for U.S. taxes or foreign withholding taxes on gross book-tax differences in its non-U.S. subsidiaries because such basis differences of approximately $1.7 billion are able to and intended to be reinvested indefinitely. At March 31, 2018, the Company has not determined whether it will continue to indefinitely reinvest the earnings of certain foreign subsidiaries and therefore will continue to account for these undistributed earnings based on existing accounting under ASC 740 and not accrue additional tax outside of the one-time transition tax described above. There may also be additional U.S. or foreign income tax liability upon repatriation, although the calculation of such additional taxes is not practicable.

11. Earnings Per Share

Basic earnings per share (EPS) excludes dilution and is computed by dividing net income attributable to AECOM by the weighted average number of common shares outstanding for the period. Diluted EPS is computed by dividing net income attributable to AECOM by the weighted average number of common shares outstanding and potential common shares for the period. The Company includes as potential common shares the weighted average dilutive effects of equity awards using the treasury stock method. The computation of diluted loss per share for the three and six months ended March 31, 2018 excludes 2.7 million and 3.3 million, respectively, of potential common shares due to their anti-dilutive effect.

The following table sets forth a reconciliation of the denominators for basic and diluted earnings per share:

	Three Months Ended		Six Months Ended	
	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017
	(in millions)			
Denominator for basic earnings per share	159.5	155.4	158.7	154.8
Potential common shares		3.3		3.5
Denominator for diluted earnings per share	159.5	158.7	158.7	158.3

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12. Other Financial Information

Accrued expenses and other current liabilities consist of the following:

	March 31, 2018	September 30, 2017
	(in millions)	
Accrued salaries and benefits	$ 950.0	$ 1,018.5
Accrued contract costs	872.2	911.9
Other accrued expenses	345.5	315.1
	$ 2,167.7	$ 2,245.5

Accrued contract costs above include balances related to professional liability accruals of $546.6 million and $547.9 million as of March 31, 2018 and September 30, 2017, respectively. The remaining accrued contract costs primarily relate to costs for services provided by subcontractors and other non-employees. Liabilities recorded related to accrued contract losses were not material as of March 31, 2018 and September 30, 2017. The Company did not have material revisions to estimates for contracts where revenue is recognized using the percentage-of-completion method during the six months ended March 31, 2018. The Company incurred $25.6 million of primarily severance expenses relating to restructuring activities during the six months ended March 31, 2018, of which $18.0 million was paid as of March 31, 2018.

During the twelve months ended September 30, 2016, the Company recorded revenue related to the expected accelerated recovery of a pension related entitlement from the federal government of approximately $50 million, which is included in accounts receivable-net at March 31, 2018. The entitlement resulted from pension costs that are reimbursable through certain government contracts in accordance with Cost Accounting Standards. The accelerated recognition resulted from an amendment to freeze pension benefits under URS Federal Services, Inc. Employees Retirement Plan. The actual amount of reimbursement may vary from the Company s expectation.

13. Reclassifications out of Accumulated Other Comprehensive Loss

The accumulated balances and reporting period activities for the three and six months ended March 31, 2018 and 2017 related to reclassifications out of accumulated other comprehensive loss are summarized as follows (in millions):

	Pension Related Adjustments	Foreign Currency Translation Adjustments	Loss on Derivative Instruments	Accumulated Other Comprehensive Loss
Balances at December 31, 2017	$ (279.4)	$ (425.2)	$ 0.4	$ (704.2)
Other comprehensive (loss) income before reclassification	(18.8)	15.0	(1.6)	(5.4)
	2.7		(0.1)	2.6

Amounts reclassified from accumulated other comprehensive loss								
Balances at March 31, 2018	$	(295.5)	$	(410.2)	$	(1.3)	$	(707.0)

		Pension Related Adjustments		Foreign Currency Translation Adjustments		Loss on Derivative Instruments		Accumulated Other Comprehensive Loss
Balances at December 31, 2016	$	(352.0)	$	(557.2)	$	(3.7)	$	(912.9)
Other comprehensive (loss) income before reclassification		(4.6)		40.4		1.5		37.3
Amounts reclassified from accumulated other comprehensive loss		3.1				0.9		4.0
Balances at March 31, 2017	$	(353.5)	$	(516.8)	$	(1.3)	$	(871.6)

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	Pension Related Adjustments	Foreign Currency Translation Adjustments	Loss on Derivative Instruments	Accumulated Other Comprehensive Loss
Balances at September 30, 2017	$ (281.9)	$ (418.4)	$ (0.4)	$ (700.7)
Other comprehensive loss before reclassification	(18.8)	8.2	(1.1)	(11.7)
Amounts reclassified from accumulated other comprehensive loss	5.2		0.2	5.4
Balances at March 31, 2018	$ (295.5)	$ (410.2)	$ (1.3)	$ (707.0)

	Pension Related Adjustments	Foreign Currency Translation Adjustments	Loss on Derivative Instruments	Accumulated Other Comprehensive Loss
Balances at September 30, 2016	$ (368.9)	$ (483.7)	$ (5.0)	$ (857.6)
Other comprehensive income (loss) before reclassification	9.1	(33.1)	2.2	(21.8)
Amounts reclassified from accumulated other comprehensive loss	6.3		1.5	7.8
Balances at March 31, 2017	$ (353.5)	$ (516.8)	$ (1.3)	$ (871.6)

14. Commitments and Contingencies

The Company records amounts representing its probable estimated liabilities relating to claims, guarantees, litigation, audits and investigations. The Company relies in part on qualified actuaries to assist it in determining the level of reserves to establish for insurance-related claims that are known and have been asserted against it, and for insurance-related claims that are believed to have been incurred based on actuarial analysis, but have not yet been reported to the Company s claims administrators as of the respective balance sheet dates. The Company includes any adjustments to such insurance reserves in its consolidated results of operations. The Company s reasonably possible loss disclosures are presented on a gross basis prior to the consideration of insurance recoveries. The Company does not record gain contingencies until they are realized. In the ordinary course of business, the Company may not be aware that it or its affiliates are under investigation and may not be aware of whether or not a known investigation has been concluded.

In the ordinary course of business, the Company may enter into various arrangements providing financial or performance assurance to clients, lenders, or partners. Such arrangements include standby letters of credit, surety bonds, and corporate guarantees to support the creditworthiness or the project execution commitments of its affiliates, partnerships and joint ventures. Performance arrangements typically have various expiration dates ranging from the completion of the project contract and extending beyond contract completion in certain circumstances such as for warranties. The Company may also guarantee that a project, when complete, will achieve specified performance standards. If the project subsequently fails to meet guaranteed performance standards, the Company may incur additional costs, pay liquidated damages or be held responsible for the costs incurred by the client to achieve the required performance standards. The potential payment amount of an outstanding performance arrangement is typically the remaining cost of work to be performed by or on behalf of third parties. Generally, under joint venture arrangements, if a partner is financially unable to complete its share of the contract, the other partner(s) may be required to complete those activities.

At March 31, 2018 and September 30, 2017, the Company was contingently liable in the amount of approximately $519.3 million and $503.8 million, respectively, in issued standby letters of credit and $5.3 billion and $5.7 billion, respectively, in issued surety bonds primarily to support project execution.

In the ordinary course of business, the Company enters into various agreements providing financial or performance assurances to clients on behalf of certain unconsolidated partnerships, joint ventures and other jointly executed contracts. These agreements are entered into primarily to support the project execution commitments of these entities.

In addition, in connection with the investment activities of AECOM Capital, the Company provides guarantees of certain obligations, including guarantees for completion of projects, repayment of debt, environmental indemnity obligations and other lender required guarantees.

DOE Deactivation, Demolition, and Removal Project

Washington Group International, an Ohio company (WGI Ohio), an affiliate of URS, executed a cost-reimbursable task order with the Department of Energy (DOE) in 2007 to provide deactivation, demolition and removal services at a New York State project site that, during 2010, experienced contamination and performance issues and remains uncompleted. In February 2011, WGI Ohio and the DOE executed a Task Order Modification that changed some cost-reimbursable contract provisions to at-risk. The Task Order Modification, including subsequent amendments, requires the DOE to pay all project costs up to $106 million, requires WGI Ohio and the DOE to equally share in all project costs incurred from $106 million to $146 million, and requires WGI Ohio to pay all project costs exceeding $146 million.

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Due to unanticipated requirements and permitting delays by federal and state agencies, as well as delays and related ground stabilization activities caused by Hurricane Irene in 2011, WGI Ohio has been required to perform work outside the scope of the Task Order Modification. In December 2014, WGI Ohio submitted claims against the DOE pursuant to the Contracts Disputes Acts seeking recovery of $103 million, including additional fees on changed work scope. WGI Ohio has incurred and continues to incur additional project costs outside the scope of the contract as a result of differing site and ground conditions and intends to submit additional formal claims against the DOE.

Due to significant delays and uncertainties about responsibilities for the scope of remaining work, final project completion costs and other associated costs have exceeded $100 million over the contracted and claimed amounts. WGI Ohio assets and liabilities, including the value of the above costs and claims, were measured at their fair value on October 17, 2014, the date AECOM acquired WGI Ohio s parent company, see Note 3, which measurement has been reevaluated to account for developments pertaining to this matter.

WGI Ohio can provide no certainty that it will recover the claims submitted against DOE in December 2014, any future claims or any other project costs after December 2014 that WGI Ohio may be obligated to incur including the remaining project completion costs, which could have a material adverse effect on the Company s results of operations.

SR-91

One of the Company s wholly-owned subsidiaries, URS Corporation, entered into a partial fixed cost and partial time and material design agreement in 2012 with a design build contractor for a state route highway construction project in Riverside County and Orange County, California. On April 5, 2017, URS Corporation filed an $8.2 million amended complaint in the Superior Court of California against the design build contractor for its failure to pay for services performed under the design agreement. On July 3, 2017, the design build contractor filed an amended counterclaim in Superior Court alleging breaches of contract, negligent interference and professional negligence pertaining to URS Corporation s performance of design services under the design agreement, seeking purported damages of $70 million. URS Corporation cannot provide assurances that it will be successful in the recovery of the amounts owed to it under the design agreement or in its defense against the amounts alleged under the counterclaim that URS Corporation believes are without merit and that it intends to vigorously defend against. The potential range of loss in excess of any current accrual cannot be reasonably estimated at this time, primarily because the matter involves complex appellate and legal issues; there is substantial uncertainty regarding any alleged damages, including due to liability of and payments, by third parties; and the matter is at a preliminary stage of litigation.

New York Department of Environmental Conservation

The following matter is disclosed pursuant to Regulation S-K, Item 103, Instruction 5.C pertaining to a government authority environmental claim exceeding $100,000 against an AECOM affiliate. In September 2017, AECOM USA, Inc., one of the Company s wholly-owned subsidiaries, was advised by the New York State Department of Environmental Conservation (DEC) of allegations that it committed environmental permit violations pursuant to the New York Environmental Conservation Law (ECL) associated with AECOM USA, Inc. s oversight of a stream restoration project for Schoharie County which could result in substantial penalties if calculated under the ECL s maximum civil penalty provisions. AECOM USA, Inc. disputes this claim and intends to continue to defend this matter vigorously; however, AECOM USA, Inc., cannot provide assurances that it will be successful in these efforts. The potential range of loss in excess of any current accrual cannot be reasonably estimated at this time, primarily because the matter involves complex and unique environmental and regulatory issues; the project site involves the oversight and involvement of various local, state and federal government agencies; there is substantial uncertainty regarding any alleged damages; and the matter is in its preliminary stage of the government s claims and any negotiations of a consent order.

15. Reportable Segments

The Company s operations are organized into four reportable segments: Design and Consulting Services (DCS), Construction Services (CS), Management Services (MS), and AECOM Capital (ACAP). During the third quarter of fiscal 2017, operating activities of ACAP achieved a level of significance sufficient to warrant disclosure as a separate reportable segment. Prior to the third quarter of fiscal 2017, ACAP s operating results were included in the corporate segment, and comparable periods were reclassified to reflect the change. The Company s DCS reportable segment delivers planning, consulting, architectural, environmental, and engineering design services to commercial and government clients worldwide. The Company s CS reportable segment provides construction services primarily in the Americas. The Company s MS reportable segment provides program and facilities management and maintenance, training, logistics, consulting, technical assistance, and systems integration and information technology services, primarily for agencies of the U.S. government. The Company s ACAP segment invests in real estate, public-private partnership (P3) and infrastructure projects. These reportable segments are organized by the types of services provided, the differing specialized needs of the respective clients, and how the Company manages its business. The Company has aggregated various operating segments into its reportable segments based on their similar characteristics, including similar long term financial performance, the nature of services provided, internal processes for delivering those services, and types of customers.

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The following tables set forth summarized financial information concerning the Company s reportable segments:

Reportable Segments:	Design and Consulting Services	Construction Services	Management Services	AECOM Capital	Corporate	Total
			(in millions)			
Three Months Ended March 31, 2018:						
Revenue	$ 2,004.7	$ 1,888.3	$ 897.9	$	$	$ 4,790.9
Gross profit	120.3	(13.3)	34.2			141.2
Equity in earnings of joint ventures	2.8	1.2	9.1			13.1
General and administrative expenses				(2.9)	(27.3)	(30.2)
Impairment of assets held for sale, including goodwill		(168.2)				(168.2)
Operating income	123.1	(180.3)	43.3	(2.9)	(27.3)	(44.1)
Gross profit as a % of revenue	6.0%	(0.7)%	3.8%			2.9%
Three Months Ended March 31, 2017:						
Revenue	$ 1,867.5	$ 1,732.7	$ 827.0	$	$	$ 4,427.2
Gross profit	106.1	20.4	41.9			168.4
Equity in earnings of joint ventures	6.0	5.3	10.5			21.8
General and administrative expenses				(1.8)	(28.1)	(29.9)
Acquisition and integration expenses					(20.0)	(20.0)
Gain on disposal activities	0.6					0.6
Operating income	112.7	25.7	52.4	(1.8)	(48.1)	140.9
Gross profit as a % of revenue	5.7%	1.2%	5.1%			3.8%

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Reportable Segments:	Design and Consulting Services	Construction Services	Management Services	AECOM Capital	Corporate	Total
			(in millions)			
Six Months Ended March 31, 2018:						
Revenue	$ 3,946.6	$ 4,013.8	$ 1,741.3	$	$	$ 9,701.7
Gross profit	198.1	13.8	65.5			277.4
Equity in earnings of joint ventures	10.3	14.6	17.9			42.8
General and administrative expenses				(5.5)	(59.4)	(64.9)
Impairment of assets held for sale, including goodwill		(168.2)				(168.2)
Operating income	208.4	(139.8)	83.4	(5.5)	(59.4)	87.1
Gross profit as a % of revenue	5.0%	0.3%	3.8%			2.9%
Six Months Ended March 31, 2017:						
Revenue	$ 3,708.3	$ 3,482.9	$ 1,594.3	$	$	$ 8,785.5
Gross profit	201.3	34.2	102.9			338.4
Equity in earnings of joint ventures	10.1	9.6	23.5			43.2
General and administrative expenses				(4.5)	(58.0)	(62.5)
Acquisition and integration expenses					(35.4)	(35.4)
Gain on disposal activities	0.6					0.6
Operating income	212.0	43.8	126.4	(4.5)	(93.4)	284.3
Gross profit as a % of revenue	5.4%	1.0%	6.5%			3.9%
Reportable Segments:						
Total assets						
March 31, 2018	$ 7,112.5	$ 4,175.2	$ 2,636.4	$ 208.4	$ 484.8	$ 14,617.3
September 30, 2017	6,992.6	4,114.5	2,704.6	199.1	386.2	14,397.0

16. Condensed Consolidating Financial Information

In connection with the registration of the Company s 2014 Senior Notes that were declared effective by the SEC on September 29, 2015, AECOM became subject to the requirements of Rule 3-10 of Regulation S-X regarding financial statements of guarantors and issuers of guaranteed securities. Both the 2014 Senior Notes and the 2017 Senior Notes are fully and unconditionally guaranteed on a joint and several basis by certain of AECOM s directly and indirectly 100% owned subsidiaries (the Subsidiary Guarantors). Other than customary restrictions imposed by applicable statutes, there are no restrictions on the ability of the Subsidiary Guarantors to transfer funds to AECOM in the form of cash dividends, loans or advances.

The following condensed consolidating financial information, which is presented for AECOM, the Subsidiary Guarantors on a combined basis and AECOM s non-guarantor subsidiaries on a combined basis, is provided to satisfy the disclosure requirements of Rule 3-10 of Regulation S-X.

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Condensed Consolidating Balance Sheets

(unaudited in millions)

March 31, 2018

	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Total
ASSETS					
CURRENT ASSETS:					
Total cash and cash equivalents	$ 4.6	$ 262.3	$ 600.3	$	$ 867.2
Accounts receivable net		2,556.0	2,652.9		5,208.9
Intercompany receivable	735.9	78.0	135.3	(949.2)	
Prepaid expenses and other current assets	66.8	332.8	249.0		648.6
Current assets held for sale			116.8		116.8
Income taxes receivable	30.1		52.4		82.5
TOTAL CURRENT ASSETS	837.4	3,229.1	3,806.7	(949.2)	6,924.0
PROPERTY AND EQUIPMENT NET	176.5	225.3	181.6		583.4
DEFERRED TAX ASSETS NET	149.9	56.0	172.6	(158.6)	219.9
INVESTMENTS IN CONSOLIDATED SUBSIDIARIES	6,797.7	2,280.9		(9,078.6)	
INVESTMENTS IN UNCONSOLIDATED JOINT VENTURES	10.9	60.1	313.9		384.9
GOODWILL		3,392.7	2,549.9		5,942.6
INTANGIBLE ASSETS NET		243.3	124.9		368.2
OTHER NON-CURRENT ASSETS	50.3	49.3	94.7		194.3
TOTAL ASSETS	$ 8,022.7	$ 9,536.7	$ 7,244.3	$ (10,186.4)	$ 14,617.3
LIABILITIES AND STOCKHOLDERS EQUITY					
CURRENT LIABILITIES:					
Short-term debt	$ 9.8	$	$	$	$ 9.8
Accounts payable	31.1	1,368.9	886.2		2,286.2
Accrued expenses and other current liabilities	56.7	1,052.0	1,059.0		2,167.7
Income taxes payable			28.4		28.4
Intercompany payable	93.4	777.0	164.9	(1,035.3)	
Billings in excess of costs on uncompleted contracts	2.4	350.3	626.7		979.4
Current liabilities held for sale			46.5		46.5
Current portion of long-term debt	36.5	26.2	61.2		123.9
TOTAL CURRENT LIABILITIES	229.9	3,574.4	2,872.9	(1,035.3)	5,641.9
OTHER LONG-TERM LIABILITIES	138.8	264.7	485.9		889.4
DEFERRED TAX LIABILITY NET			165.0	(158.6)	6.4
NOTE PAYABLE INTERCOMPANY NON CURRENT	671.4		477.3	(1,148.7)	
LONG-TERM DEBT	2,949.3	277.1	588.6		3,815.0
TOTAL LIABILITIES	3,989.4	4,116.2	4,589.7	(2,342.6)	10,352.7
TOTAL AECOM STOCKHOLDERS EQUITY	4,033.3	5,420.5	2,430.7	(7,843.8)	4,040.7
Noncontrolling interests			223.9		223.9
TOTAL STOCKHOLDERS EQUITY	4,033.3	5,420.5	2,654.6	(7,843.8)	4,264.6
	$ 8,022.7	$ 9,536.7	$ 7,244.3	$ (10,186.4)	$ 14,617.3

TOTAL LIABILITIES AND
STOCKHOLDERS EQUITY

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Condensed Consolidating Balance Sheets

(unaudited - in millions)

September 30, 2017

	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Total
ASSETS					
CURRENT ASSETS:					
Total cash and cash equivalents	$ 32.6	$ 254.9	$ 514.9	$	$ 802.4
Accounts receivable net		2,426.4	2,701.3		5,127.7
Intercompany receivable	723.6	89.0	183.4	(996.0)	
Prepaid expenses and other current assets	67.5	366.5	262.7		696.7
Income taxes receivable	4.3		51.1		55.4
TOTAL CURRENT ASSETS	828.0	3,136.8	3,713.4	(996.0)	6,682.2
PROPERTY AND EQUIPMENT NET	160.2	215.0	246.2		621.4
DEFERRED TAX ASSETS NET	239.7	61.7	164.5	(294.6)	171.3
INVESTMENTS IN CONSOLIDATED SUBSIDIARIES	6,606.2	2,812.8		(9,419.0)	
INVESTMENTS IN UNCONSOLIDATED JOINT VENTURES	7.2	69.7	287.3		364.2
GOODWILL		3,392.7	2,600.2		5,992.9
INTANGIBLE ASSETS NET		271.6	143.5		415.1
OTHER NON-CURRENT ASSETS	8.7	47.4	93.8		149.9
TOTAL ASSETS	$ 7,850.0	$ 10,007.7	$ 7,248.9	$ (10,709.6)	$ 14,397.0
LIABILITIES AND STOCKHOLDERS EQUITY					
CURRENT LIABILITIES:					
Short-term debt	$ 1.1	$	$ 0.1	$	$ 1.2
Accounts payable	33.8	1,301.7	914.4		2,249.9
Accrued expenses and other current liabilities	92.2	1,171.8	981.5		2,245.5
Income taxes payable		8.1	30.1		38.2
Intercompany payable	149.2	789.5	159.6	(1,098.3)	
Billings in excess of costs on uncompleted contracts	3.4	341.7	557.7		902.8
Current portion of long-term debt	110.9	14.9	15.0		140.8
TOTAL CURRENT LIABILITIES	390.6	3,627.7	2,658.4	(1,098.3)	5,578.4
OTHER LONG-TERM LIABILITIES	102.3	290.7	488.3		881.3
DEFERRED TAX LIABILITY NET		0.6	314.5	(294.6)	20.5
NOTE PAYABLE INTERCOMPANY NON CURRENT	0.1		467.2	(467.3)	
LONG-TERM DEBT	3,366.9	281.6	53.6		3,702.1
TOTAL LIABILITIES	3,859.9	4,200.6	3,982.0	(1,860.2)	10,182.3
TOTAL AECOM STOCKHOLDERS EQUITY	3,990.1	5,807.1	3,048.3	(8,849.4)	3,996.1
Noncontrolling interests			218.6		218.6
TOTAL STOCKHOLDERS EQUITY	3,990.1	5,807.1	3,266.9	(8,849.4)	4,214.7
TOTAL LIABILITIES AND STOCKHOLDERS EQUITY	$ 7,850.0	$ 10,007.7	$ 7,248.9	$ (10,709.6)	$ 14,397.0

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Condensed Consolidating Statements of Operations

(unaudited - in millions)

	For the three months ended March 31, 2018				
	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Total
Revenue	$	$ 2,690.7	$ 2,130.0	$ (29.8)	$ 4,790.9
Cost of revenue		2,610.4	2,069.1	(29.8)	4,649.7
Gross profit		80.3	60.9		141.2
Equity in earnings from subsidiaries	(18.2)	(120.2)		138.4	
Equity in earnings of joint ventures		6.8	6.3		13.1
General and administrative expenses	(27.3)		(2.9)		(30.2)
Impairment of assets held for sale, including goodwill			(168.2)		(168.2)
Loss from operations	(45.5)	(33.1)	(103.9)	138.4	(44.1)
Other income	10.2	5.1	4.0	(6.8)	12.5
Interest expense	(93.0)	(4.3)	(10.0)	6.8	(100.5)
Loss before income tax (benefit) expense	(128.3)	(32.3)	(109.9)	138.4	(132.1)
Income tax (benefit) expense	(8.6)	(17.6)	1.8		(24.4)
Net loss	(119.7)	(14.7)	(111.7)	138.4	(107.7)
Noncontrolling interest in income of consolidated subsidiaries, net of tax			(12.0)		(12.0)
Net loss attributable to AECOM	$ (119.7)	$ (14.7)	$ (123.7)	$ 138.4	$ (119.7)

	For the three months ended March 31, 2017				
	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Total
Revenue	$	$ 2,562.5	$ 1,855.6	$ 9.1	$ 4,427.2
Cost of revenue		2,467.9	1,781.8	9.1	4,258.8
Gross profit		94.6	73.8		168.4
Equity in earnings from subsidiaries	166.0	102.0		(268.0)	
Equity in earnings of joint ventures		9.1	12.7		21.8
General and administrative expenses	(28.1)		(1.8)		(29.9)
Acquisition and integration expenses	(20.0)				(20.0)
Gain on disposal activity			0.6		0.6
Income from operations	117.9	205.7	85.3	(268.0)	140.9
Other income	0.5	8.4	1.5	(9.1)	1.3
Interest expense	(55.1)	(6.0)	(9.8)	9.1	(61.8)
Income before income tax (benefit) expense	63.3	208.1	77.0	(268.0)	80.4
Income tax (benefit) expense	(39.1)	41.4	(37.7)		(35.4)
Net income	102.4	166.7	114.7	(268.0)	115.8
			(13.4)		(13.4)

Noncontrolling interest in income of consolidated subsidiaries, net of tax										
Net income attributable to AECOM	$	102.4	$	166.7	$	101.3	$	(268.0)	$	102.4

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Condensed Consolidating Statements of Operations

(unaudited - in millions)

	For the six months ended March 31, 2018				
	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Total
Revenue	$	$ 5,412.0	$ 4,331.5	$ (41.8)	$ 9,701.7
Cost of revenue		5,218.2	4,247.9	(41.8)	9,424.3
Gross profit		193.8	83.6		277.4
Equity in earnings from subsidiaries	187.9	63.0		(250.9)	
Equity in earnings of joint ventures		24.0	18.8		42.8
General and administrative expenses	(59.4)		(5.5)		(64.9)
Impairment of assets held for sale, including goodwill			(168.2)		(168.2)
Income/(loss) from operations	128.5	280.8	(71.3)	(250.9)	87.1
Other income	10.4	10.5	6.7	(12.8)	14.8
Interest expense	(145.3)	(8.9)	(15.3)	12.8	(156.7)
(Loss) income before income tax expense (benefit)	(6.4)	282.4	(79.9)	(250.9)	(54.8)
Income tax expense (benefit)	2.0	94.9	(168.4)		(71.5)
Net (loss) income	(8.4)	187.5	88.5	(250.9)	16.7
Noncontrolling interest in income of consolidated subsidiaries, net of tax			(25.1)		(25.1)
Net (loss) income attributable to AECOM	$ (8.4)	$ 187.5	$ 63.4	$ (250.9)	$ (8.4)

	For the six months ended March 31, 2017				
	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Total
Revenue	$	$ 5,095.2	$ 3,694.5	$ (4.2)	$ 8,785.5
Cost of revenue		4,883.9	3,567.4	(4.2)	8,447.1
Gross profit		211.3	127.1		338.4
Equity in earnings from subsidiaries	283.6	131.2		(414.8)	
Equity in earnings of joint ventures		22.0	21.2		43.2
General and administrative expenses	(58.0)		(4.5)		(62.5)
Acquisition and integration expenses	(35.4)				(35.4)
Gain on disposal activity			0.6		0.6
Income from operations	190.2	364.5	144.4	(414.8)	284.3
Other income	0.9	16.0	4.4	(19.2)	2.1
Interest expense	(102.9)	(11.6)	(20.1)	19.2	(115.4)
Income before income tax (benefit) expense	88.2	368.9	128.7	(414.8)	171.0
Income tax (benefit) expense	(61.4)	77.4	(26.6)		(10.6)
Net income	149.6	291.5	155.3	(414.8)	181.6

Noncontrolling interest in income of consolidated subsidiaries, net of tax			(32.0)		(32.0)
Net income attributable to AECOM	$ 149.6	$ 291.5	$ 123.3	$ (414.8)	$ 149.6

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Consolidating Statements of Comprehensive Income (Loss)

(unaudited - in millions)

	For the three months ended March 31, 2018				
	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Total
Net loss	$ (119.7)	$ (14.7)	$ (111.7)	$ 138.4	$ (107.7)
Other comprehensive income (loss), net of tax:					
Net unrealized loss on derivatives, net of tax	(0.1)		(1.6)		(1.7)
Foreign currency translation adjustments			15.5		15.5
Pension adjustments, net of tax	0.7		(16.8)		(16.1)
Other comprehensive income (loss), net of tax	0.6		(2.9)		(2.3)
Comprehensive loss, net of tax	(119.1)	(14.7)	(114.6)	138.4	(110.0)
Noncontrolling interests in comprehensive income of consolidated subsidiaries, net of tax			(12.6)		(12.6)
Comprehensive loss attributable to AECOM, net of tax	$ (119.1)	$ (14.7)	$ (127.2)	$ 138.4	$ (122.6)

	For the three months ended March 31, 2017				
	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Total
Net income	$ 102.4	$ 166.7	$ 114.7	$ (268.0)	$ 115.8
Other comprehensive income (loss), net of tax:					
Net unrealized gain on derivatives, net of tax	1.2		1.1		2.3
Foreign currency translation adjustments			40.9		40.9
Pension adjustments, net of tax	0.7		(2.2)		(1.5)
Other comprehensive income, net of tax	1.9		39.8		41.7
Comprehensive income, net of tax	104.3	166.7	154.5	(268.0)	157.5
Noncontrolling interests in comprehensive income of consolidated subsidiaries, net of tax			(13.8)		(13.8)
Comprehensive income attributable to AECOM, net of tax	$ 104.3	$ 166.7	$ 140.7	$ (268.0)	$ 143.7

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Consolidating Statements of Comprehensive Income (Loss)

(unaudited - in millions)

	For the six months ended March 31, 2018				
	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Total
Net income (loss)	$ (8.4)	$ 187.5	$ 88.5	$ (250.9)	$ 16.7
Other comprehensive income (loss), net of tax:					
Net unrealized gain (loss) on derivatives, net of tax	0.6		(1.5)		(0.9)
Foreign currency translation adjustments			9.5		9.5
Pension adjustments, net of tax	1.5		(15.1)		(13.6)
Other comprehensive income (loss), net of tax	2.1		(7.1)		(5.0)
Comprehensive (loss) income, net of tax	(6.3)	187.5	81.4	(250.9)	11.7
Noncontrolling interests in comprehensive income of consolidated subsidiaries, net of tax			(26.5)		(26.5)
Comprehensive loss attributable to AECOM, net of tax	$ (6.3)	$ 187.5	$ 54.9	$ (250.9)	$ (14.8)

	For the six months ended March 31, 2017				
	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Total
Net income	$ 149.6	$ 291.5	$ 155.3	$ (414.8)	$ 181.6
Other comprehensive income (loss), net of tax:					
Net unrealized gain (loss) on derivatives, net of tax	4.1		(0.4)		3.7
Foreign currency translation adjustments			(33.0)		(33.0)
Pension adjustments, net of tax	1.3		14.1		15.4
Other comprehensive income (loss), net of tax	5.4		(19.3)		(13.9)
Comprehensive income, net of tax	155.0	291.5	136.0	(414.8)	167.7
Noncontrolling interests in comprehensive income of consolidated subsidiaries, net of tax			(32.1)		(32.1)
Comprehensive income attributable to AECOM, net of tax	$ 155.0	$ 291.5	$ 103.9	$ (414.8)	$ 135.6

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Condensed Consolidating Statements of Cash Flows

(unaudited - in millions)

	For the six months ended March 31, 2018				
	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Total
CASH FLOWS FROM OPERATING ACTIVITIES	$ (149.6)	$ 121.0	$ 199.4	$	$ 170.8
CASH FLOWS FROM INVESTING ACTIVITIES:					
Proceeds from purchase price adjustment to business acquisition			2.2		2.2
Cash acquired from consolidation of joint venture			7.6		7.6
Net investment in unconsolidated joint ventures	(3.7)	(9.3)	(42.6)		(55.6)
Proceeds from sales of investments			0.2		0.2
Payments for capital expenditures, net of disposals	(6.7)	(26.6)	(8.9)		(42.2)
Net investment in intercompany notes	(1.7)	(611.1)	(61.9)	674.7	
Other intercompany investing activities	5.9	627.3		(633.2)	
Net cash used in investing activities	(6.2)	(19.7)	(103.4)	41.5	(87.8)
CASH FLOWS FROM FINANCING ACTIVITIES:					
Proceeds from borrowings under credit agreements	5,049.0		664.4		5,713.4
Repayments of borrowings under credit agreements	(4,743.9)	(9.5)	(83.1)		(4,836.5)
Redemption of unsecured senior notes	(800.0)				(800.0)
Prepayment premium on redemption of unsecured senior notes	(34.5)				(34.5)
Cash paid for debt issuance costs	(10.4)				(10.4)
Proceeds from issuance of common stock	15.5				15.5
Proceeds from exercise of stock options	3.2				3.2
Payments to repurchase common stock	(27.2)				(27.2)
Net distributions to noncontrolling interests			(24.1)		(24.1)
Other financing activities	6.2	(48.0)	18.1		(23.7)
Net borrowings (repayments) on intercompany notes	669.9	(16.7)	21.5	(674.7)	
Other intercompany financing activities		(19.7)	(613.5)	633.2	
Net cash provided by (used in) financing activities	127.8	(93.9)	(16.7)	(41.5)	(24.3)
EFFECT OF EXCHANGE RATE CHANGES ON CASH			6.1		6.1
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(28.0)	7.4	85.4		64.8
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	32.6	254.9	514.9		802.4
CASH AND CASH EQUIVALENTS AT END OF YEAR	$ 4.6	$ 262.3	$ 600.3	$	$ 867.2

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Condensed Consolidating Statements of Cash Flows

(unaudited - in millions)

	For the six months ended March 31, 2017				
	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Total
CASH FLOWS FROM OPERATING ACTIVITIES	$ (137.5)	$ 117.3	$ 51.6	$	$ 31.4
CASH FLOWS FROM INVESTING ACTIVITIES:					
Proceeds from disposal of business, net of cash disposed			2.2		2.2
Net investment in unconsolidated joint ventures		(0.7)	(21.3)		(22.0)
Proceeds from sales of investments			0.6		0.6
Payments for capital expenditures, net of disposals	(10.2)	(18.0)	(10.5)		(38.7)
Net (investment in) receipts from intercompany notes	(6.8)	(3.6)	20.5	(10.1)	
Other intercompany investing activities	44.5	(70.6)	0.1	26.0	
Net cash provided by (used in) investing activities	27.5	(92.9)	(8.4)	15.9	(57.9)
CASH FLOWS FROM FINANCING ACTIVITIES:					
Proceeds from borrowings under credit agreements	3,116.3		6.8		3,123.1
Repayments of borrowings under credit agreements	(3,979.0)	(12.7)	(11.3)		(4,003.0)
Proceeds from issuance of unsecured senior notes	1,000.0				1,000.0
Cash paid for debt issuance costs	(12.5)				(12.5)
Proceeds from issuance of common stock	14.3				14.3
Proceeds from exercise of stock options	3.7				3.7
Payments to repurchase common stock	(18.0)				(18.0)
Net distributions to noncontrolling interests			(33.4)		(33.4)
Other financing activities	(11.3)	(35.8)	37.0		(10.1)
Net borrowings (repayments) on intercompany notes	1.0	(20.5)	9.4	10.1	
Other intercompany financing activities		60.2	(34.2)	(26.0)	
Net cash provided by (used in) financing activities	114.5	(8.8)	(25.7)	(15.9)	64.1
EFFECT OF EXCHANGE RATE CHANGES ON CASH			(3.7)		(3.7)
NET INCREASE IN CASH AND CASH EQUIVALENTS	4.5	15.6	13.8		33.9
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	1.8	196.3	494.0		692.1
CASH AND CASH EQUIVALENTS AT END OF YEAR	$ 6.3	$ 211.9	$ 507.8	$	$ 726.0

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Item 2. Management s Discussion And Analysis Of Financial Condition And Results Of Operations

Forward-Looking Statements

This Quarterly Report contains forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 that are not limited to historical facts, but reflect the Company s current beliefs, expectations or intentions regarding future events. These statements include forward-looking statements with respect to the Company, including the Company s business and operations, and the engineering and construction industry. Statements that are not historical facts, without limitation, including statements that use terms such as anticipates, believes, expects, estimates, intends, may, plans, potential, projects, and will and that relate to our future revenues business trends; future non-core oil and gas business sales and restructuring costs; future accounting estimates; future conversions of backlog; future capital allocation priorities including share repurchases, trade receivables, debt pay downs; future post-retirement expenses; future tax benefits and expenses; future compliance with regulations; future legal claims and insurance coverage; future effectiveness of our disclosure and internal controls over financial reporting; and other future economic and industry conditions, are forward-looking statements. In light of the risks and uncertainties inherent in all forward-looking statements, the inclusion of such statements in this Quarterly Report should not be considered as a representation by us or any other person that our objectives or plans will be achieved. Although management believes that the assumptions underlying the forward-looking statements are reasonable, these assumptions and the forward-looking statements are subject to various factors, risks and uncertainties, many of which are beyond our control, including, but not limited to, our business is cyclical and vulnerable to economic downturns and client spending reductions; we are dependent on long-term government contracts and subject to uncertainties related to government contract appropriations; governmental agencies may modify, curtail or terminate our contracts; government contracts are subject to audits and adjustments of contractual terms; impacts of the Tax Act (including changes in interpretations and assumptions we have made, future guidance and other actions we may take as a result of the Tax Act); we may experience losses under fixed-price contracts; we have limited control over operations run through our joint venture entities; we may be liable for misconduct by our employees or consultants or our failure to comply with laws or regulations applicable to our business; we may not maintain adequate surety and financial capacity; we are highly leveraged and may not be able to service our debt and guarantees; we have exposure to political and economic risks in different countries where we operate as well as currency exchange rate fluctuations; we may not be able to retain and recruit key technical and management personnel; we may be subject to legal claims; we may have inadequate insurance coverage; we are subject to environmental law compliance and may not have adequate nuclear indemnification; there may be unexpected adjustments and cancellations related to our backlog; we are dependent on partners and third parties who may fail to satisfy their obligations; we may not be able to manage pension costs; we may face cybersecurity issues and IT outages; as well as other additional risks and factors discussed in this Quarterly Report on Form 10-Q and any subsequent reports we file with the SEC. Accordingly, actual results could differ materially from those contemplated by any forward-looking statement.

All subsequent written and oral forward-looking statements concerning the Company or other matters attributable to the Company or any person acting on its behalf are expressly qualified in their entirety by the cautionary statements above. You are cautioned not to place undue reliance on these forward-looking statements, which speak only to the date they are made. The Company is under no obligation (and expressly disclaims any such obligation) to update or revise any forward-looking statement that may be made from time to time, whether as a result of new information, future developments or otherwise. Please review Part II, Item 1A Risk Factors in this Quarterly Report for a discussion of the factors, risks and uncertainties that could affect our future results.

Overview

We are a leading fully integrated firm positioned to design, build, finance and operate infrastructure assets for governments, businesses and organizations in more than 150 countries. We provide planning, consulting, architectural and engineering design services to commercial and government clients worldwide in major end markets such as transportation, facilities, environmental, energy, water and government markets. We also provide construction services, including building construction and energy, infrastructure and industrial construction. In addition, we provide

program and facilities management and maintenance, training, logistics, consulting, technical assistance, and systems integration and information technology services, primarily for agencies of the U.S. government and also for national governments around the world.

Our business focuses primarily on providing fee-based planning, consulting, architectural and engineering design services and, therefore, our business is labor intensive. We primarily derive income from our ability to generate revenue and collect cash from our clients through the billing of our employees time spent on client projects and our ability to manage our costs. AECOM Capital primarily derives its income from real estate development sales.

We report our business through four segments: Design and Consulting Services (DCS), Construction Services (CS), Management Services (MS), and AECOM Capital (ACAP). Such segments are organized by the types of services provided, the differing specialized needs of the respective clients, and how we manage the business. We have aggregated various operating segments into our reportable segments based on their similar characteristics, including similar long-term financial performance, the nature of services provided, internal processes for delivering those services, and types of customers.

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Our DCS segment delivers planning, consulting, architectural and engineering design services to commercial and government clients worldwide in major end markets such as transportation, facilities, environmental, energy, water and government. DCS revenue is primarily derived from fees from services that we provide, as opposed to pass-through costs from subcontractors.

Our CS segment provides construction services, including building construction and energy, infrastructure and industrial construction, primarily in the Americas. CS revenue typically includes a significant amount of pass-through costs from subcontractors.

Our MS segment provides program and facilities management and maintenance, training, logistics, consulting, technical assistance, and systems integration and information technology services, primarily for agencies of the U.S. government and also for national governments around the world. MS revenue typically includes a significant amount of pass-through costs from subcontractors.

Our ACAP segment invests in real estate, public-private partnership (P3) and infrastructure projects. ACAP typically partners with investors and experienced developers in the United States and Europe as co-general partners. In addition, ACAP may, but is not required to, enter into contracts with our other AECOM affiliates to provide design, engineering, construction management, development and operations and maintenance services for ACAP funded projects.

Our revenue is dependent on our ability to attract and retain qualified and productive employees, identify business opportunities, integrate and maximize the value of our recent acquisitions, allocate our labor resources to profitable and high growth markets, secure new contracts and renew existing client agreements. Demand for our services is cyclical and may be vulnerable to sudden economic downturns and reductions in government and private industry spending, which may result in clients delaying, curtailing or canceling proposed and existing projects. Moreover, as a professional services company, maintaining the high quality of the work generated by our employees is integral to our revenue generation and profitability.

Our costs consist primarily of the compensation we pay to our employees, including salaries, fringe benefits, the costs of hiring subcontractors, other project-related expenses and sales, general and administrative costs.

During our first quarter ended December 31, 2017, President Trump signed the *Tax Cuts and Jobs Act* legislation that went into law (Tax Act). The Tax Act reduces our U.S. federal corporate tax rate from 35% to a blended tax rate of 24.5% for our fiscal year ending September 30, 2018 and 21% for fiscal years thereafter, requires companies to pay a one-time transition tax on accumulated earnings of foreign subsidiaries, creates new taxes on certain foreign sourced earnings and eliminates or reduces certain deductions. We have not completed our accounting for the tax effects of the Tax Act. We have made a reasonable estimate of the effects on our existing deferred tax balances and the one-time transition tax but we have not made any estimate of the impact on our indefinite reinvestment of earnings of certain of our foreign subsidiaries.

In December 2015, the federal legislation referred to as the Fixing America s Surface Transportation Act (the FAST Act) was authorized. The FAST Act is a five-year federal program expected to provide infrastructure spending on roads, bridges, and public transit and rail systems. While client spending patterns are likely to remain uneven, we expect that the passage of the FAST Act will continue to positively impact our transportation services business in the next several years.

The U.S. federal government has proposed significant legislative and executive infrastructure initiatives that, if enacted, could have a positive impact to our infrastructure business.

In September 2017, we announced our capital allocation policy to allocate free cash from operations to reduce our long-term debt and lower our overall leverage ratio. After significantly reducing our leverage ratio, we plan to allocate free cash from operations to engage in a stock repurchase program.

We intend to expand ACAP by working with a co-sponsor to jointly raise capital to invest in private real estate development projects.

In March 2018, President Trump signed proclamations to impose tariffs on steel and aluminum imports per the US Trade Expansion Act of 1962 increasing the price for steel and aluminum in the United States that could impact client spending and affect the profitability of our fixed-price construction projects.

We expect to sell certain non-core oil and gas businesses in North America from our Construction Services business segment and we may incur additional restructuring costs in the second half of the fiscal year. In addition, following management s review of the Company s risk profile, we do not expect to pursue future new fixed price combined cycle gas power plant EPC construction projects. As a result of these decisions, we have removed oil and gas, and power projects totaling approximately $150 million and $500 million, respectively, from our backlog which is expected to lower our fiscal year 2018 earnings.

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We cannot determine if future climate change and greenhouse gas laws and policies, such as the United Nation s COP-21 Paris Agreement, will have a material impact on our business or our clients business; however, we expect future environmental laws and policies could negatively impact demand for our services related to fossil fuel projects and positively impact demand for our services related to environmental, infrastructure, nuclear and alternative energy projects.

Results of Operations

Three and six months ended March 31, 2018 compared to the three and six months ended March 31, 2017

Consolidated Results

	Three Months Ended				Six Months Ended			
	March 31, 2018	March 31, 2017	Change $	%	March 31, 2018	March 31, 2017	Change $	%
	(in millions)							
Revenue	$ 4,790.9	$ 4,427.2	$ 363.7	8.2%	$ 9,701.7	$ 8,785.5	$ 916.2	10.4%
Cost of revenue	4,649.7	4,258.8	390.9	9.2	9,424.3	8,447.1	977.2	11.6
Gross profit	141.2	168.4	(27.2)	(16.2)	277.4	338.4	(61.0)	(18.0)
Equity in earnings of joint ventures	13.1	21.8	(8.7)	(39.9)	42.8	43.2	(0.4)	(0.9)
General and administrative expenses	(30.2)	(29.9)	(0.3)	1.0	(64.9)	(62.5)	(2.4)	3.8
Impairment of assets held for sale, including goodwill	(168.2)		(168.2)	NM*	(168.2)		(168.2)	NM*
Acquisition and integration expenses		(20.0)	20.0	(100.0)		(35.4)	35.4	(100.0)
Gain on disposal activities		0.6	(0.6)	(100.0)		0.6	(0.6)	(100.0)
(Loss) income from operations	(44.1)	140.9	(185.0)	(131.3)	87.1	284.3	(197.2)	(69.4)
Other income	12.5	1.3	11.2	NM*	14.8	2.1	12.7	NM*
Interest expense	(100.5)	(61.8)	(38.7)	62.6	(156.7)	(115.4)	(41.3)	35.8
(Loss) income before income tax benefit	(132.1)	80.4	(212.5)	(264.3)	(54.8)	171.0	(225.8)	(132.0)
Income tax benefit	(24.4)	(35.4)	11.0	(31.1)	(71.5)	(10.6)	(60.9)	NM*
Net (loss) income	(107.7)	115.8	(223.5)	(193.0)	16.7	181.6	(164.9)	(90.8)
Noncontrolling interests in income of consolidated subsidiaries, net of tax	(12.0)	(13.4)	1.4	(10.4)	(25.1)	(32.0)	6.9	(21.6)
Net (loss) income attributable to AECOM	$ (119.7)	$ 102.4	$ (222.1)	(216.9)%	$ (8.4)	$ 149.6	$ (158.0)	(105.6)%

* NM - not meaningful

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The following table presents the percentage relationship of certain items to revenue:

	Three Months Ended		Six Months Ended	
	March 31, 2018	**March 31, 2017**	**March 31, 2018**	**March 31, 2017**
Revenue	100.0%	100.0%	100.0%	100.0%
Cost of revenue	97.1	96.2	97.1	96.1
Gross margin	2.9	3.8	2.9	3.9
Equity in earnings of joint ventures	0.3	0.5	0.4	0.5
General and administrative expense	(0.6)	(0.6)	(0.7)	(0.8)
Impairment of assets held sale, including goodwill	(3.5)	0.0	(1.7)	0.0
Acquisition and integration expenses	0.0	(0.5)	0.0	(0.4)
Gain on disposal activities	0.0	0.0	0.0	0.0
(Loss) income from operations	(0.9)	3.2	0.9	3.2
Other income	0.3	0.0	0.2	0.0
Interest expense	(2.2)	(1.4)	(1.7)	(1.3)
(Loss) income before income tax benefit	(2.8)	1.8	(0.6)	1.9
Income tax benefit	(0.6)	(0.8)	(0.8)	(0.2)
Net (loss) income	(2.2)	2.6	0.2	2.1
Noncontrolling interests in income of consolidated subsidiaries, net of tax	(0.3)	(0.3)	(0.3)	(0.4)
Net (loss) income attributable to AECOM	(2.5)%	2.3%	(0.1)%	1.7%

Revenue

Our revenue for the three months ended March 31, 2018 increased $363.7 million, or 8.2%, to $4,790.9 million as compared to $4,427.2 million for the corresponding period last year.

Our revenue for the six months ended March 31, 2018 increased $916.2 million, or 10.4%, to $9,701.7 million as compared to $8,785.5 million for the corresponding period last year.

The increase in revenue for the three months ended March 31, 2018 was primarily attributable to increases in our DCS segment of $137.2 million, our CS segment of $155.6 million, and our MS segment of $70.9 million, as discussed further below.

The increase in revenue for the six months ended March 31, 2018 was primarily attributable to increases in our DCS segment of $238.3 million, our CS segment of $530.9 million, and our MS segment of $147.0 million, as discussed further below.

In the course of providing our services, we routinely subcontract for services and incur other direct costs on behalf of our clients. These costs are passed through to clients and, in accordance with industry practice and GAAP, are included in our revenue and cost of revenue. Because subcontractor and other direct costs can change significantly from project to project and period to period, changes in revenue may not be

indicative of business trends. Subcontractor and other direct costs for the three months ended March 31, 2018 and 2017 were $2.4 billion and $2.1 billion, respectively. Subcontractor and other direct costs for the six months ended March 31, 2018 and 2017 were $5.1 billion and $4.4 billion, respectively. Subcontractor costs and other direct costs as a percentage of revenue increased to 51% during the three months ended March 31, 2018 from 48% during the three months ended March 31, 2017 due to increased building construction in our CS segment as discussed below. Subcontractor costs and other direct costs as a percentage of revenue increased to 52% during the six months ended March 31, 2018 from 50% during the six months ended March 31, 2017 due to increased building construction in our CS segment, as discussed below.

Gross Profit

Our gross profit for the three months ended March 31, 2018 decreased $27.2 million, or 16.2%, to $141.2 million as compared to $168.4 million for the corresponding period last year.

Our gross profit for the six months ended March 31, 2018 decreased $61.0 million, or 18.0%, to $277.4 million as compared to $338.4 million for the corresponding period last year.

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Gross profit changes were due to the reasons noted in DCS, CS and MS segments below.

Equity in Earnings of Joint Ventures

Our equity in earnings of joint ventures for the three months ended March 31, 2018 was $13.1 million as compared to $21.8 million in the corresponding period last year.

Our equity in earnings of joint ventures for the six months ended March 31, 2018 was $42.8 million as compared to $43.2 million in the corresponding period last year.

The decrease in equity in earnings of joint ventures for the three months ended March 31, 2018 was primarily due to decreased profitability in a joint venture in our CS segment and reduced volume in a joint venture in our MS segment.

General and Administrative Expenses

Our general and administrative expenses for the three months ended March 31, 2018 increased $0.3 million, or 1.0%, to $30.2 million as compared to $29.9 million for the corresponding period last year. As a percentage of revenue, general and administrative expenses was 0.6% of revenue for the three months ended March 31, 2018 and 2017.

Our general and administrative expenses for the six months ended March 31, 2018 increased $2.4 million, or 3.8%, to $64.9 million as compared to $62.5 million for the corresponding period last year. As a percentage of revenue, general and administrative expenses decreased to 0.7% of revenue for the six months ended March 31, 2018 from 0.8% in the corresponding period last year.

Impairment of Assets Held for Sale, Including Goodwill

Impairment of assets held for sale, including goodwill, was $168.2 million for both the three and six months ended March 31, 2018. The loss was due to the anticipated disposition of certain non-core oil and gas businesses in North America from our CS segment. The anticipated disposition resulted in a remeasurement of the assets held for sale, which were recorded at their estimated fair values less costs to sell. Included in the impairment of assets held for sale was a goodwill impairment charge of $125.4 million. Goodwill associated with the assets held for sale was originally recognized in the acquisition of URS Corporation in October 2014. Weak market demand for oil and gas services, primarily due to volatile commodity prices for Western Canada Select, resulted in lower fair value than previously

measured at our annual impairment testing date as of September 30, 2017. The oil and gas businesses incurred restructuring charges in the first quarter of fiscal year 2018 to improve operational efficiency. However, delays and cancellations of several major capital projects, as well as ongoing transportation issues, adversely affected near term financial performance forecasts. Cash flows from the reporting unit that includes the assets held for sale were negative for the six months ended March 31, 2018, which was in line with our expectations given the seasonal nature of the oil and gas business. We expect cash flows for the remaining reporting unit to be positive for the remainder of the fiscal year.

Acquisition and Integration Expenses

Acquisition and integration expenses, resulting from business acquisitions, were comprised of the following:

	Three months ended		Six months ended	
	Mar 31, 2018	Mar 31, 2017	Mar 31, 2018	Mar 31, 2017
	(in millions)			
Severance and personnel costs	$	$ 18.4	$	$ 29.9
Professional service, real estate-related, and other expenses		1.6		5.5
Total	$	$ 20.0	$	$ 35.4

Our acquisition and integration expenses associated with the URS integration are complete.

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Other Income

Our other income for the three months ended March 31, 2018 increased to $12.5 million from $1.3 million for the corresponding period last year.

Our other income for the six months ended March 31, 2018 increased to $14.8 million from $2.1 million for the corresponding period last year.

The increase in other income was primarily due to a $9.1 million gain realized in the quarter ended March 31, 2018 from a foreign exchange forward contract entered into as part of the refinance of our credit agreement.

Interest Expense

Our interest expense for the three months ended March 31, 2018 increased to $100.5 million as compared to $61.8 million for the corresponding period last year.

Our interest expense for the six months ended March 31, 2018 increased to $156.7 million as compared to $115.4 million for the corresponding period last year.

The increase in interest expense was primarily due to a $34.5 million prepayment premium of our $800 million unsecured 5.750% Senior Notes due 2022 at a price of 104.3% during the quarter ended March 31, 2018.

Income Tax Benefit

Our income tax benefit for the three months ended March 31, 2018 was $24.4 million as compared to $35.4 million in the corresponding period last year. The decrease in tax benefit for the current period compared to the corresponding period last year is due primarily to a larger tax benefit from a one-time item recorded in the second quarter of 2017 as compared to the one-time items recorded in the second quarter of 2018. During the second quarter of 2017, we released certain valuation allowances in the amount of $57.2 million in the United Kingdom. During the second quarter of 2018, we recorded a $24.8 million tax benefit related to changes in uncertain tax position primarily in the U.S and a tax expense of $33.9 million related to the goodwill impairment charge, which was non-deductible for tax purposes. In addition,

the second quarter of 2018 benefited from the tax impacts of a decrease in overall pre-tax income of $212.5 million. These items are not expected to have a continuing impact on the effective tax rate for the remainder of the fiscal year.

Our income tax benefit for the six months ended March 31, 2018 was $71.5 million compared to $10.6 million for the corresponding period last year. The increase in tax benefit for the current period compared to the corresponding period last year is due primarily to a benefit of $36.0 million related to changes in uncertain tax positions primarily in the U.S. and Canada during the six-month period ended March 31, 2018, a $41.7 million net benefit related to one-time U.S. federal tax law changes in the first quarter of 2018, and the tax impacts of a decrease in overall pre-tax income of $225.8 million, partially offset by the release of certain valuation allowances in the amount of $57.2 million in the United Kingdom in the second quarter of 2017 and a tax expense of $33.9 million related to the goodwill impairment charge in the second quarter of 2018, which was non-deductible for tax purposes. These items are not expected to have a continuing impact on the effective tax rate for the remainder of the fiscal year.

During the second quarter of 2018, we received a favorable settlement of uncertain tax positions in the U.S. related to R&D credits for tax years 2012, 2013 and 2014 and as a result, recorded an income tax benefit of $26.2 million, which included the remeasurement of our U.S. R&D credit uncertain tax positions for future years based on the favorable outcome of the examination.

During the first quarter of 2018, President Trump signed what is commonly referred to as *The Tax Cuts and Jobs Act* (the Tax Act) into law. The Tax Act reduced our U.S. federal corporate tax rate from 35% to a blended tax rate of 24.5% for our fiscal year ending September 30, 2018 and 21% for fiscal years thereafter, requires companies to pay a one-time transition tax on accumulated earnings of foreign subsidiaries, creates new taxes on certain foreign sourced earnings and eliminates or reduces certain deductions.

In the first quarter of 2018, we remeasured certain deferred tax assets and liabilities based on the rates at which they are expected to reverse in the future, which is generally 21%. However, we are still analyzing certain aspects of the Tax Act and refining our calculations which could potentially affect the measurement of these balances. The provisional amount recorded in the first quarter related to the remeasurement of our deferred tax balance was a $36.1 million tax benefit. In addition, we released the deferred tax liability and recorded a tax benefit related to certain foreign subsidiaries for which the undistributed earnings are not intended to be reinvested indefinitely for $77.0 million and accrued current tax on these earnings as part of the one-time transition tax. As of March 31, 2018, we have not made any additional measurement period adjustments related to these items.

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Also during the first quarter 2018, we recorded a provisional amount for the one-time transition tax liability for our foreign subsidiaries resulting in an increase in income tax expense of $71.4 million. We have not yet completed our calculation of the total foreign earnings and profits of our foreign subsidiaries. Further, the transition tax is based in part on the amount of those earnings held in cash and other specified assets at the end of the current fiscal year. This amount may change when we finalize the calculation of foreign earnings and finalize the amounts held in cash or other specified assets. As of March 31, 2018, we have not made any additional measurement period adjustments related to these items.

During the second quarter of 2017, certain valuation allowances in the amount of $57.2 million in the United Kingdom were released due to sufficient positive evidence obtained during the second quarter of 2017. We evaluated the new positive evidence against any negative evidence and determined the valuation allowance was no longer necessary. This new positive evidence included forecasting coming out of a three-year cumulative OCI loss position within the foreseeable future, a strong history of earnings from continuing operations and the use of net operating losses on a taxable basis.

Certain operations in Canada continue to have losses and the associated valuation allowances could be reduced if and when our current and forecast profits trend turns and sufficient evidence exists to support the release of the related valuation allowance (approximately $46 million).

We regularly integrate and consolidate our business operations and legal entity structure, and such internal initiatives could impact the assessment of uncertain tax positions, indefinite reinvestment assertions and the realizability of deferred tax assets.

Net (Loss) Income Attributable to AECOM

The factors described above resulted in net loss attributable to AECOM of $119.7 million and $8.4 million for the three and six months ended March 31, 2018, respectively, as compared to net income attributable to AECOM of $102.4 million and $149.6 million for the three and six months ended March 31, 2017, respectively.

Results of Operations by Reportable Segment:

Design and Consulting Services

	Three Months Ended				Six Months Ended			
	March 31, 2018	March 31, 2017	Change $	%	March 31, 2018	March 31, 2017	Change $	%
				(in millions)				
Revenue	$ 2,004.7	$ 1,867.5	$ 137.2	7.3%	$ 3,946.6	$ 3,708.3	$ 238.3	6.4%
Cost of revenue	1,884.4	1,761.4	123.0	7.0	3,748.5	3,507.0	241.5	6.9
Gross profit	$ 120.3	$ 106.1	$ 14.2	13.4%	$ 198.1	$ 201.3	$ (3.2)	(1.6)%

The following table presents the percentage relationship of certain items to revenue:

	Three Months Ended		Six Months Ended	
	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017
Revenue	100.0%	100.0%	100.0%	100.0%
Cost of revenue	94.0	94.3	95.0	94.6
Gross profit	6.0%	5.7%	5.0%	5.4%

Revenue

Revenue for our DCS segment for the three months ended March 31, 2018 increased $137.2 million, or 7.3%, to $2,004.7 million as compared to $1,867.5 million for the corresponding period last year.

Revenue for our DCS segment for the six months ended March 31, 2018 increased $238.3 million, or 6.4%, to $3,946.6 million as compared to $3,708.3 million for the corresponding period last year.

The increase in revenue for the three months ended March 31, 2018 was attributable to the favorable impact from foreign currency of approximately $60 million, and increases in the Americas and Asia Pacific (APAC) of approximately $40 million and $30 million, respectively.

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The increase in revenue for the six months ended March 31, 2018 was attributable to the favorable impact from foreign currency of approximately $90 million, and increases in APAC and the Americas of approximately $60 million and $50 million, respectively.

Gross Profit

Gross profit for our DCS segment for the three months ended March 31, 2018 increased $14.2 million, or 13.4%, to $120.3 million as compared to $106.1 million for the corresponding period last year. As a percentage of revenue, gross profit increased to 6.0% of revenue for the three months ended March 31, 2018 from 5.7% in the corresponding period last year.

Gross profit for our DCS segment for the six months ended March 31, 2018 decreased $3.2 million, or 1.6%, to $198.1 million as compared to $201.3 million for the corresponding period last year. As a percentage of revenue, gross profit decreased to 5.0% of revenue for the six months ended March 31, 2018 from 5.4% in the corresponding period last year.

The increase in the three months ended March 31, 2018 was primarily due to improved profitability in the Americas and APAC.

Construction Services

	Three Months Ended				Six Months Ended			
	March 31, 2018	March 31, 2017	Change $	%	March 31, 2018	March 31, 2017	Change $	%
				(in millions)				
Revenue	$ 1,888.3	$ 1,732.7	$ 155.6	9.0%	$ 4,013.8	$ 3,482.9	$ 530.9	15.2%
Cost of revenue	1,901.6	1,712.3	189.3	11.1	4,000.0	3,448.7	551.3	16.0
Gross profit	$ (13.3)	$ 20.4	$ (33.7)	(165.2)%	$ 13.8	$ 34.2	$ (20.4)	(59.6)%

The following table presents the percentage relationship of certain items to revenue:

	Three Months Ended		Six Months Ended	
	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017
Revenue	100.0%	100.0%	100.0%	100.0%
Cost of revenue	100.7	98.8	99.7	99.0
Gross profit	(0.7)%	1.2%	0.3%	1.0%

Revenue

Revenue for our CS segment for the three months ended March 31, 2018 increased $155.6 million, or 9.0%, to $1,888.3 million as compared to $1,732.7 million for the corresponding period last year.

Revenue for our CS segment for the six months ended March 31, 2018 increased $530.9 million, or 15.2%, to $4,013.8 million as compared to $3,482.9 million for the corresponding period last year.

The increases in revenue for the three months ended March 31, 2018 were primarily attributable to approximately $85 million in increased revenue due to the construction of residential high-rise buildings in the city of New York. Additionally, the increase was due to the inclusion of approximately $120 million of revenue from entities acquired during fiscal year 2018 and 2017.

The increases in revenue for the six months ended March 31, 2018 were primarily attributable to approximately $320 million in increased revenue due to the construction of residential high-rise buildings in the city of New York. Additionally, the increase was due to the inclusion of approximately $280 million of revenue from entities acquired during fiscal year 2018 and 2017.

Gross Profit

Gross profit for our CS segment for the three months ended March 31, 2018 decreased $33.7 million, or 165.2%, to $(13.3) million as compared to $20.4 million for the corresponding period last year.

Gross profit for our CS segment for the six months ended March 31, 2018 decreased $20.4 million, or 59.6%, to $13.8 million as compared to $34.2 million for the corresponding period last year.

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The decreases in gross profit for the three and six months ended March 31, 2018 were primarily due to losses in the oil and gas business in North America and two projects in the building construction and civil construction businesses, partially offset by earnings from entities acquired in fiscal year 2017 and revenue increases in our construction businesses noted above.

Management Services

	Three Months Ended				Six Months Ended			
	March 31, 2018	March 31, 2017	Change $	%	March 31, 2018	March 31, 2017	Change $	%
				(in millions)				
Revenue	$ 897.9	$ 827.0	$ 70.9	8.6%	$ 1,741.3	$ 1,594.3	$ 147.0	9.2%
Cost of revenue	863.7	785.1	78.6	10.0	1,675.8	1,491.4	184.4	12.4
Gross profit	$ 34.2	$ 41.9	$ (7.7)	(18.4)%	$ 65.5	$ 102.9	$ (37.4)	(36.3)%

The following table presents the percentage relationship of certain items to revenue:

	Three Months Ended		Six Months Ended	
	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017
Revenue	100.0%	100.0%	100.0%	100.0%
Cost of revenue	96.2	94.9	96.2	93.5
Gross profit	3.8%	5.1%	3.8%	6.5%

Revenue

Revenue for our MS segment for the three months ended March 31, 2018 increased $70.9 million, or 8.6%, to $897.9 million as compared to $827.0 million for the corresponding period last year.

Revenue for our MS segment for the six months ended March 31, 2018 increased $147.0 million, or 9.2%, to $1,741.3 million as compared to $1,594.3 million for the corresponding period last year.

The increases in revenue for the three and six months ended March 31, 2018 were primarily due to various projects with the U.S. government, including projects with the United States Army in the Middle East.

Gross Profit

Gross profit for our MS segment for the three months ended March 31, 2018 decreased $7.7 million, or 18.4%, to $34.2 million as compared to $41.9 million for the corresponding period last year. As a percentage of revenue, gross profit decreased to 3.8% of revenue for the three months ended March 31, 2018 from 5.1% in the corresponding period last year.

Gross profit for our MS segment for the six months ended March 31, 2018 decreased $37.4 million, or 36.3%, to $65.5 million as compared to $102.9 million for the corresponding period last year. As a percentage of revenue, gross profit decreased to 3.8% of revenue for the six months ended March 31, 2018 from 6.5% in the corresponding period last year.

The decrease in gross profit and gross profit as a percentage of revenue for the six months ended March 31, 2018 was primarily due to the absence of an approximately $35 million benefit recorded in the three months ended December 31, 2016, from the settlement of the Waste Treatment Plant qui tam civil lawsuit filed pursuant to the federal False Claims Act, net of legal fees.

AECOM Capital

	Three Months Ended				Six Months Ended			
	March 31, 2018	March 31, 2017	Change $	%	March 31, 2018	March 31, 2017	Change $	%
				(in millions)				
Equity in earnings of joint ventures	$		$	0.0%	$		$	0.0%
General and administrative expenses	(2.9)	(1.8)	(1.1)	61.1	(5.5)	(4.5)	(1.0)	22.2

Results of operations for ACAP did not significantly change for the three and six months ended March 31, 2018 compared to the same period in the prior year.

Seasonality

We experience seasonal trends in our business. The first quarter of our fiscal year (October 1 to December 31) is typically our weakest quarter. The harsher weather conditions impact our ability to complete work in parts of North America and the holiday season schedule affects our productivity during this period. Our revenue is typically higher in the last half of the fiscal year. Many U.S. state governments with fiscal years ending on June 30 tend to accelerate spending during their first quarter, when new funding becomes available. In addition, we find that the U.S. federal government tends to authorize more work during the period preceding the end of our fiscal year, September 30. Further, our construction management revenue typically increases during the high construction season of the summer months. Within the United States, as well as other parts of the world, our business generally benefits from milder weather conditions in our fiscal fourth quarter, which allows for more productivity from our on-site civil services. For these reasons, coupled with the number and significance of client contracts commenced and completed during a period, as well as the time of expenses incurred for corporate initiatives, it is not unusual for us to experience seasonal changes or fluctuations in our quarterly operating results.

Liquidity and Capital Resources

Cash Flows

Our principal sources of liquidity are cash flows from operations, borrowings under our credit facilities, and access to financial markets. Our principal uses of cash are operating expenses, capital expenditures, working capital requirements, acquisitions, and repayment of debt. We believe our anticipated sources of liquidity including operating cash flows, existing cash and cash equivalents, borrowing capacity under our revolving credit facility and our ability to issue debt or equity, if required, will be sufficient to meet our projected cash requirements for at least the next 12 months. We expect to sell certain assets and non-core oil and gas businesses and use the proceeds to pay off debt.

Generally, we do not provide for U.S. taxes or foreign withholding taxes on gross book-tax basis differences in our non-U.S. subsidiaries because such basis differences are able to and intended to be reinvested indefinitely. At March 31, 2018, we have not determined whether we will continue to indefinitely reinvest the earnings of certain foreign subsidiaries and therefore we will continue to account for these undistributed earnings based on our existing accounting under ASC 740 and not accrue additional tax outside of the one-time transition tax required under the *Tax Cuts and Jobs Act* that was enacted on December 22, 2017. Determination of the amount of any unrecognized deferred income tax liability on this temporary difference is not practicable because of the complexities of the hypothetical calculation. Based on the available sources of cash flows discussed above, we anticipate we will continue to have the ability to permanently reinvest these remaining amounts.

At March 31, 2018, cash and cash equivalents were $867.2 million, an increase of $64.8 million, or 8.1%, from $802.4 million at September 30, 2017. The increase in cash and cash equivalents was primarily attributable to cash provided by operating activities and net borrowings under our debt agreements, partially offset by capital expenditures net of proceeds from disposals, net distributions to noncontrolling interest, net investment in unconsolidated joint ventures, and repurchases of common stock.

Net cash provided by operating activities was $170.8 million for the six months ended March 31, 2018, an increase from $31.4 million for the six months ended March 31, 2017. The increase was primarily attributable to the timing of receipts and payments of working capital, which include accounts receivable, accounts payable, accrued expenses, and billings in excess of costs on uncompleted contracts. The sale of trade receivables to financial institutions during the six months ended March 31, 2018 provided a net benefit of $28.9 million as compared to a net unfavorable impact of $20.4 million during the six months ended March 31, 2017. We expect to continue to sell trade receivables in the future as long as the terms continue to remain favorable to us.

Net cash used in investing activities was $87.8 million for the six months ended March 31, 2018, as compared to $57.9 million for the six months ended March 31, 2017.

Net cash used in financing activities was $24.3 million for the six months ended March 31, 2018 as compared to net cash provided by financing activities of $64.1 million for the six months ended March 31, 2017. This change was primarily attributable to the early redemption of the 2014 5.750% Senior Notes due 2022 for $834.5 million offset by $876.9 million in borrowings under credit agreements during the six months ended March 31, 2018 as compared to the issuance of the 2017 Senior Notes for $1.0 billion offset by $879.9 million repayments under credit agreements during the six months ended March 31, 2017.

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Acquisition and Integration Expenses

Acquisition and integration expenses, resulting from business acquisitions, are comprised of the following:

	Three months ended		Six months ended	
	Mar 31, 2018	**Mar 31, 2017**	**Mar 31, 2018**	**Mar 31, 2017**
		(in millions)		
Severance and personnel costs	$	$ 18.4	$	$ 29.9
Professional service, real estate-related, and other expenses		1.6		5.5
Total	$	$ 20.0	$	$ 35.4

Our acquisition and integration expenses associated with the URS integration are complete.

Working Capital

Working capital, or current assets less current liabilities, increased $178.3 million, or 16.2%, to $1,282.1 million at March 31, 2018 from $1,103.8 million at September 30, 2017. Net accounts receivable, which includes billed and unbilled costs and fees, net of billings in excess of costs on uncompleted contracts, decreased $4.6 million, or 0.1%, to $4,229.5 million at March 31, 2018 from $4,224.9 million at September 30, 2017.

Days Sales Outstanding (DSO), which includes accounts receivable, net of billings in excess of costs on uncompleted contracts, and excludes the effects of recent acquisitions, was 80 days at March 31, 2018 compared to 77 days at September 30, 2017.

In Note 4, Accounts Receivable Net, in the notes to our consolidated financial statements, a comparative analysis of the various components of accounts receivable is provided. Substantially all unbilled receivables are expected to be billed and collected within twelve months.

Unbilled receivables related to claims are recorded only if it is probable that the claim will result in additional contract revenue and if the amount can be reliably estimated. In such cases, revenue is recorded only to the extent that contract costs relating to the claim have been incurred. Other than as disclosed, there are no material net receivables related to contract claims as of March 31, 2018 and September 30, 2017. Award fees in unbilled receivables are accrued only when there is sufficient information to assess contract performance. On contracts that represent higher than normal risk or technical difficulty, award fees are generally deferred until an award fee letter is received.

Because our revenue depends to a great extent on billable labor hours, most of our charges are invoiced following the end of the month in which the hours were worked, the majority usually within 15 days. Other direct costs are normally billed along with labor hours. However, as opposed

to salary costs, which are generally paid on either a bi-weekly or monthly basis, other direct costs are generally not paid until payment is received (in some cases in the form of advances) from the customers.

Debt

Debt consisted of the following:

	March 31, 2018	September 30, 2017
	(in millions)	
2014 Credit Agreement	$ 1,797.7	$ 908.7
2014 Senior Notes	800.0	1,600.0
2017 Senior Notes	1,000.0	1,000.0
URS Senior Notes	247.8	247.7
Other debt	153.6	140.0
Total debt	3,999.1	3,896.4
Less: Current portion of debt and short-term borrowings	(133.7)	(142.0)
Less: Unamortized debt issuance costs	(50.4)	(52.3)
Long-term debt	$ 3,815.0	$ 3,702.1

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The following table presents, in millions, scheduled maturities of our debt as of March 31, 2018:

Fiscal Year		
2018 (six months remaining)	$	59.7
2019		118.1
2020		78.6
2021		477.7
2022		294.6
Thereafter		2,970.4
Total	$	3,999.1

2014 Credit Agreement

We entered into a credit agreement (Credit Agreement) on October 17, 2014, which, as amended to date, consists of (i) a term loan A facility that includes a $510 million (US) term loan A facility with a term expiring on March 13, 2021 and a $500 million Canadian dollar (CAD) term loan A facility and a $250 million Australian dollar (AUD) term loan A facility each with terms expiring on March 13, 2023; (ii) a $600 million term loan B facility with a term expiring on March 13, 2025; and (iii) a revolving credit facility in an aggregate principal amount of $1.35 billion with a term expiring on March 13, 2023. Some of our subsidiaries (Guarantors) have guaranteed the obligations of the borrowers under the Credit Agreement. The borrowers obligations under the Credit Agreement are secured by a lien on substantially all of our assets and the Guarantors pursuant to a security and pledge agreement (Security Agreement). The collateral under the Security Agreement is subject to release upon fulfillment of certain conditions specified in the Credit Agreement and Security Agreement.

The Credit Agreement contains covenants that limit our ability and the ability of certain of our subsidiaries to, among other things: (i) create, incur, assume, or suffer to exist liens; (ii) incur or guarantee indebtedness; (iii) pay dividends or repurchase stock; (iv) enter into transactions with affiliates; (v) consummate asset sales, acquisitions or mergers; (vi) enter into certain types of burdensome agreements; or (vii) make investments.

On July 1, 2015, the Credit Agreement was amended to revise the definition of Consolidated EBITDA to increase the allowance for acquisition and integration expenses related to our acquisition of URS.

On December 22, 2015, the Credit Agreement was amended to further revise the definition of Consolidated EBITDA by further increasing the allowance for acquisition and integration expenses related to the acquisition of URS and to allow for an internal corporate restructuring primarily involving our international subsidiaries.

On September 29, 2016, the Credit Agreement and the Security Agreement were amended to (1) lower the applicable interest rate margins for the term loan A and the revolving credit facilities, and lower the applicable letter of credit fees and commitment fees to the revised consolidated leverage levels; (2) extend the term of the term loan A and the revolving credit facility to September 29, 2021; (3) add a new delayed draw term loan A facility tranche in the amount of $185.0 million; (4) replace the then existing $500 million performance letter of credit facility with a $500 million basket to enter into secured letters of credit outside the Credit Agreement; and (5) revise certain covenants, including the Maximum Consolidated Leverage Ratio so that the step down from a 5.00 to a 4.75 leverage ratio is effective as of March 31, 2017 as well as the

investment basket for our AECOM Capital business.

On March 31, 2017, the Credit Agreement was amended to (1) expand the ability of restricted subsidiaries to borrow under Incremental Term Loans; (2) revise the definition of Working Capital as used in Excess Cash Flow; (3) revise the definitions for Consolidated EBITDA and Consolidated Funded Indebtedness to reflect the expected gain and debt repayment of an AECOM Capital disposition, which disposition was completed on April 28, 2017; and (4) amend provisions relating to our ability to undertake certain internal restructuring steps to accommodate changes in tax laws.

On March 13, 2018, the Credit Agreement was amended to (1) refinance the existing term loan A facility to include a $510 million (US) term loan A facility with a term expiring on March 13, 2021 and a $500 million CAD term loan A facility and a $250 million AUD term loan A facility each with terms expiring on March 13, 2023; (2) issue a new $600 million term loan B facility to institutional investors with a term expiring on March 13, 2025; (3) increase the capacity of our revolving credit facility from $1.05 billion to $1.35 billion with a term expiring on March 13, 2023; (4) reduce our interest rate borrowing costs as follows: (a) the term loan B facility, at our election, Base Rate (as defined in the Credit Agreement) plus 0.75% or Eurocurrency Rate (as defined in the Credit Agreement) plus 1.75%, (b) the (US) term loan A facility, at our election, Base Rate plus 0.50% or Eurocurrency Rate plus 1.50%, and (c) the Canadian (CAD) term loan A facility, the Australian (AUD) term loan A facility, and the revolving credit facility, an initial rate of, at our election, Base Rate plus 0.75% or Eurocurrency Rate plus 1.75%, and after the end of our fiscal quarter ending June 30, 2018, Base Rate loans plus a margin ranging from .25% to 1.00% or Eurocurrency Rate plus a margin from 1.25% to 2.00%, based on the Consolidated Leverage Ratio (as defined in the Credit Agreement); (5) revise certain covenants including increasing the amounts available under the restricted payment negative covenant and revising the Maximum Consolidated Leverage Ratio (as defined in the Credit Agreement) to include a 4.5 leverage ratio through September 30, 2019 after which the leverage ratio steps down to 4.0.

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Under the Credit Agreement, we are subject to a maximum consolidated leverage ratio and minimum consolidated interest coverage ratio at the end of each fiscal quarter. Our Consolidated Leverage Ratio was 4.0 at March 31, 2018. Our Consolidated Interest Coverage Ratio was 4.7 at March 31, 2018. As of March 31, 2018, we were in compliance with the covenants of the Credit Agreement.

At March 31, 2018 and September 30, 2017, outstanding standby letters of credit totaled $64.2 million and $58.1 million, respectively, under our revolving credit facilities. As of March 31, 2018 and September 30, 2017, we had $1,159.0 million and $991.9 million, respectively, available under our revolving credit facility.

2014 Senior Notes

On October 6, 2014, we completed a private placement offering of $800,000,000 aggregate principal amount of the unsecured 5.750% Senior Notes due 2022 (2022 Notes) and $800,000,000 aggregate principal amount of the unsecured 5.875% Senior Notes due 2024 (the 2024 Notes and, together with the 2022 Notes, the 2014 Senior Notes). On November 2, 2015, we completed an exchange offer to exchange the unregistered 2014 Senior Notes for registered notes, as well as all related guarantees. On March 16, 2018, we redeemed all of the 2022 Notes at a redemption price that was 104.313% of the principal amount outstanding plus accrued and unpaid interest. The $34.5 million prepayment premium was included in interest expense.

As of March 31, 2018, the estimated fair value of the 2024 Notes was approximately $836.0 million. The fair value of the 2024 Notes as of March 31, 2018 was derived by taking the mid-point of the trading prices from an observable market input (Level 2) in the secondary bond market and multiplying it by the outstanding balance of the 2024 Notes.

At any time prior to July 15, 2024, we may redeem on one or more occasions all or part of the 2024 Notes at a redemption price equal to the sum of (i) 100% of the principal amount thereof, plus (ii) a make-whole premium as of the date of the redemption, plus any accrued and unpaid interest to the date of redemption. In addition, on or after July 15, 2024, the 2024 Notes may be redeemed at a redemption price of 100% of the principal amount thereof, plus accrued and unpaid interest to the date of redemption.

The indenture pursuant to which the 2024 Notes were issued contains customary events of default, including, among other things, payment default, exchange default, failure to provide certain notices thereunder and certain provisions related to bankruptcy events. The indenture also contains customary negative covenants.

We were in compliance with the covenants relating to the 2024 Notes as of March 31, 2018.

2017 Senior Notes

On February 21, 2017, we completed a private placement offering of $1,000,000,000 aggregate principal amount of our unsecured 5.125% Senior Notes due 2027 (the 2017 Senior Notes) and used the proceeds to immediately retire the remaining $127.6 million outstanding on the then existing term loan B facility as well as repay $600 million of the term loan A facility and $250 million of the revolving credit facility under our Credit Agreement. On June 30, 2017, we completed an exchange offer to exchange the unregistered 2017 Senior Notes for registered notes, as well as related guarantees.

As of March 31, 2018, the estimated fair value of the 2017 Senior Notes was approximately $961.3 million. The fair value of the 2017 Senior Notes as of March 31, 2018 was derived by taking the mid-point of the trading prices from an observable market input (Level 2) in the secondary bond market and multiplying it by the outstanding balance of the 2017 Senior Notes. Interest will be payable on the 2017 Senior Notes at a rate of 5.125% per annum. Interest on the 2017 Senior Notes will be payable semi-annually on March 15 and September 15 of each year, commencing on September 15, 2017. The 2017 Senior Notes will mature on March 15, 2027.

At any time and from time to time prior to December 15, 2026, we may redeem all or part of the 2017 Senior Notes, at a redemption price equal to 100% of their principal amount, plus a make whole premium as of the redemption date, and accrued and unpaid interest to the redemption date.

In addition, at any time and from time to time prior to March 15, 2020, we may redeem up to 35% of the original aggregate principal amount of the 2017 Senior Notes with the proceeds of one or more qualified equity offerings, at a redemption price equal to

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105.125%, plus accrued and unpaid interest. Furthermore, at any time on or after December 15, 2026, we may redeem on one or more occasions all or part of the 2017 Senior Notes at a redemption price equal to 100% of their principal amount, plus accrued and unpaid interest.

The indenture pursuant to which the 2017 Senior Notes were issued contains customary events of default, including, among other things, payment default, exchange default, failure to provide certain notices thereunder and certain provisions related to bankruptcy events. The indenture also contains customary negative covenants.

We were in compliance with the covenants relating to the 2017 Senior Notes as of March 31, 2018.

URS Senior Notes

In connection with the URS acquisition, we assumed the URS 3.85% Senior Notes due 2017 (2017 URS Senior Notes) and the URS 5.00% Senior Notes due 2022 (2022 URS Senior Notes), totaling $1.0 billion (URS Senior Notes). The URS acquisition triggered change in control provisions in the URS Senior Notes that allowed the holders of the URS Senior Notes to redeem their URS Senior Notes at a cash price equal to 101% of the principal amount and, accordingly, we redeemed $572.3 million of the URS Senior Notes on October 24, 2014. The remaining 2017 URS Senior Notes matured and were fully redeemed on April 3, 2017 for $179.2 million using proceeds from a $185 million delayed draw term loan A facility tranche under the Credit Agreement. The 2022 URS Senior Notes are general unsecured senior obligations of AECOM Global II, LLC (as successor in interest to URS) and are fully and unconditionally guaranteed on a joint-and-several basis by certain former URS domestic subsidiary guarantors.

As of March 31, 2018, the estimated fair value of the 2022 URS Senior Notes was approximately $253.5 million. The carrying value of the 2022 URS Senior Notes on our Consolidated Balance Sheets as of March 31, 2018 was $247.8 million. The fair value of the 2022 URS Senior Notes as of March 31, 2018 was derived by taking the mid-point of the trading prices from an observable market input (Level 2) in the secondary bond market and multiplying it by the outstanding balance of the 2022 URS Senior Notes.

As of March 31, 2018, we were in compliance with the covenants relating to the 2022 URS Senior Notes.

Other Debt

Other debt consists primarily of obligations under capital leases and loans, and unsecured credit facilities. Our unsecured credit facilities are primarily used for standby letters of credit issued for payment of performance guarantees. At March 31, 2018 and September 30, 2017, these outstanding standby letters of credit totaled $455.1 million and $445.7 million, respectively. As of March 31, 2018, we had $482.7 million available under these unsecured credit facilities.

Effective Interest Rate

Our average effective interest rate on our total debt, including the effects of the interest rate swap agreements, during the six months ended March 31, 2018 and 2017 was 4.7% and 4.2%, respectively.

Interest expense in the consolidated statements of operations for the three and six months ended March 31, 2018 and 2017 included a prepayment premium of $34.5 million to redeem the 2022 Notes. Additionally, amortization of deferred debt issuance costs for the three and six months ended March 31, 2018 was $9.8 million and $12.6 million, respectively, and for the three and six months ended March 31, 2017 was $8.7 million and $11.5 million, respectively.

Other Commitments

We enter into various joint venture arrangements to provide architectural, engineering, program management, construction management and operations and maintenance services. The ownership percentage of these joint ventures is typically representative of the work to be performed or the amount of risk assumed by each joint venture partner. Some of these joint ventures are considered variable interest. We have consolidated all joint ventures for which we have control. For all others, our portion of the earnings is recorded in equity in earnings of joint ventures. See Note 5 in the notes to our consolidated financial statements.

Other than normal property and equipment additions and replacements, expenditures to further the implementation of our various information technology systems, commitments under our incentive compensation programs, amounts we may expend to repurchase stock under our stock repurchase program and acquisitions from time to time, we currently do not have any significant capital expenditures or outlays planned except as described below. However, if we acquire additional businesses in the future or if we embark on other capital-intensive initiatives, additional working capital may be required.

Under our secured revolving credit facility and other facilities discussed in Other Debt above, as of March 31, 2018, there was approximately $519.3 million outstanding under standby letters of credit issued primarily in connection with general and professional liability insurance programs and for contract performance guarantees. For those projects for which we have issued a performance guarantee, if the project subsequently fails to meet guaranteed performance standards, we may either incur significant additional costs or be held responsible for the costs incurred by the client to achieve the required performance standards.

We recognized on our balance sheet the funded status (measured as the difference between the fair value of plan assets and the projected benefit obligation) of our pension benefit plans. The total amounts of employer contributions paid for the six months ended March 31, 2018 were $4.3 million for U.S. plans and $14.2 million for non-U.S. plans. Funding requirements for each plan are determined based on the local laws of the country where such plan resides. In certain countries, the funding requirements are mandatory while in other countries, they are discretionary. There is a required minimum contribution for one of our domestic plans; however, we may make additional discretionary contributions. In the future, such pension funding may increase or decrease depending on changes in the levels of interest rates, pension plan performance and other factors. In addition, we have collective bargaining agreements with unions that require us to contribute to various third party multiemployer pension plans that we do not control or manage.

New Accounting Pronouncements and Changes in Accounting

For information regarding recent accounting pronouncements, see Notes to Consolidated Financial Statements included in Part I, Item 1.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Financial Market Risks

Financial Market Risks

We are exposed to market risk, primarily related to foreign currency exchange rates and interest rate exposure of our debt obligations that bear interest based on floating rates. We actively monitor these exposures. Our objective is to reduce, where we deem appropriate to do so, fluctuations in earnings and cash flows associated with changes in foreign exchange rates and interest rates. In order to accomplish this objective, we sometimes enter into derivative financial instruments, such as forward contracts and interest rate hedge contracts. It is our policy and practice to use derivative financial instruments only to the extent necessary to manage our exposures. We do not use derivative financial instruments for trading purposes.

Foreign Exchange Rates

We are exposed to foreign currency exchange rate risk resulting from our operations outside of the U.S. We use foreign currency forward contracts from time to time to mitigate foreign currency risk. We limit exposure to foreign currency fluctuations in most of our contracts through provisions that require client payments in currencies corresponding to the currency in which costs are incurred. As a result of this natural hedge, we generally do not need to hedge foreign currency cash flows for contract work performed. The functional currency of our significant foreign operations is the respective local currency.

Interest Rates

Our Credit Agreement and certain other debt obligations are subject to variable rate interest which could be adversely affected by an increase in interest rates. As of March 31, 2018, we had an aggregate of $1,797.7 million in outstanding borrowings under our term credit agreements and our revolving credit facility. Interest on amounts borrowed under these agreements is subject to adjustment based on certain levels of financial performance. The applicable margin that is added to the borrowing s base rate can range from 0.25% to 2.0%. For the six months ended March 31, 2018, our weighted average floating rate borrowings were $1,616.0 million, or $985.7 million excluding borrowings with effective fixed interest rates due to interest rate swap agreements. If short-term floating interest rates had increased by 1.00%, our interest expense for the six months ended March 31, 2018 would have increased by $4.9 million. We invest our cash in a variety of financial instruments, consisting principally of money market securities or other highly liquid, short-term securities that are subject to minimal credit and market risk.

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Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Based on an evaluation under the supervision and with the participation of our management, our principal executive officer and principal financial officer have concluded that our disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (Exchange Act), were effective as of March 31, 2018 to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission rules and forms and (ii) accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosures.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting during the quarter ended March 31, 2018 which were identified in connection with management s evaluation required by paragraph (d) of Rules 13a-15 and 15d-15 under the Exchange Act that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

As a government contractor, we are subject to various laws and regulations that are more restrictive than those applicable to non-government contractors. Intense government scrutiny of contractors compliance with those laws and regulations through audits and investigations is inherent in government contracting; and from time to time, we receive inquiries, subpoenas, and similar demands related to our ongoing business with government entities. Violations can result in civil or criminal liability as well as suspension or debarment from eligibility for awards of new government contracts or option renewals.

We are involved in various investigations, claims and lawsuits in the normal conduct of our business. We are not always aware that we or our affiliates are under investigation or the status of such matters. Although the outcome of our legal proceedings cannot be predicted with certainty and no assurances can be provided, in the opinion of our management, based upon current information and discussions with counsel, with the exception of the matters in Note 14, Commitments and Contingencies, to the financial statements contained in this report to the extent stated therein, none of the investigations, claims and lawsuits in which we are involved is expected to have a material adverse effect on our consolidated financial position, results of operations, cash flows or our ability to conduct business. See Note 14, Commitments and

Contingencies, to the financial statements contained in this report for a discussion of certain matters to which we are a party. The information set forth in such note is incorporated by reference into this Item 1. From time to time, we establish reserves for litigation when we consider it probable that a loss will occur.

Item 1A. Risk Factors

We operate in a changing environment that involves numerous known and unknown risks and uncertainties that could materially adversely affect our operations. The risks described below highlight some of the factors that have affected, and in the future could affect our operations. Additional risks we do not yet know of or that we currently think are immaterial may also affect our business operations. If any of the events or circumstances described in the following risks actually occurs, our business, financial condition or results of operations could be materially adversely affected.

Demand for our services is cyclical and may be vulnerable to sudden economic downturns and reductions in government and private industry spending. If economic conditions remain uncertain and/or weaken, our revenue and profitability could be adversely affected.

Demand for our services is cyclical and may be vulnerable to sudden economic downturns, interest rate fluctuations and reductions in government and private industry spending that result in clients delaying, curtailing or canceling proposed and existing projects. For example, commodity price volatility has previously impacted our oil and gas business and business regions whose economies are substantially dependent on commodities prices such as the Middle East and has also impacted North American oil and gas clients investment decisions. In addition, our clients may find it more difficult to raise capital in the future to fund their projects due to uncertainty in the municipal and general credit markets.

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In March 2018, President Trump signed proclamations to impose tariffs on steel and aluminum imports per the US Trade Expansion Act of 1962 increasing the price for steel and aluminum in the United States which could impact client spending.

Where economies are weakening, our clients may demand more favorable pricing or other terms while their ability to pay our invoices or to pay them in a timely manner may be adversely affected. Our government clients may face budget deficits that prohibit them from funding proposed and existing projects. If economic conditions remain uncertain and/or weaken and/or government spending is reduced, our revenue and profitability could be adversely affected.

We depend on long-term government contracts, some of which are only funded on an annual basis. If appropriations for funding are not made in subsequent years of a multiple-year contract, we may not be able to realize all of our anticipated revenue and profits from that project.

A substantial portion of our revenue is derived from contracts with agencies and departments of national, state and local governments. During fiscal 2017 and 2016, approximately 48% and 47%, respectively, of our revenue was derived from contracts with government entities.

Most government contracts are subject to the government s budgetary approval process. Legislatures typically appropriate funds for a given program on a year-by-year basis, even though contract performance may take more than one year. In addition, public-supported financing such as state and local municipal bonds may be only partially raised to support existing infrastructure projects. As a result, at the beginning of a program, the related contract is only partially funded, and additional funding is normally committed only as appropriations are made in each fiscal year. These appropriations, and the timing of payment of appropriated amounts, may be influenced by, among other things, the state of the economy, competing priorities for appropriation, changes in administration or control of legislatures and the timing and amount of tax receipts and the overall level of government expenditures. Similarly, the impact of an economic downturn on state and local governments may make it more difficult for them to fund infrastructure projects. If appropriations are not made in subsequent years on our government contracts, then we will not realize all of our potential revenue and profit from that contract.

If we are unable to win or renew government contracts during regulated procurement processes, our operations and financial results would be harmed.

Government contracts are awarded through a regulated procurement process. The federal government has awarded multi-year contracts with pre-established terms and conditions, such as indefinite delivery contracts, that generally require those contractors that have previously been awarded the indefinite delivery contract to engage in an additional competitive bidding process before a task order is issued. In addition, the federal government has also awarded federal contracts based on a low-price, technically acceptable criteria emphasizing price over qualitative factors, such as past performance. As a result of these competitive pricing pressures, our profit margins on future federal contracts may be reduced and may require us to make sustained efforts to reduce costs in order to realize revenues and profits under government contracts. If we are not successful in reducing the amount of costs we incur, our profitability on government contracts will be negatively impacted. In addition, we may not be awarded government contracts because of existing government policies designed to protect small businesses and under-represented minority contractors. Our inability to win or renew government contracts during regulated procurement processes could harm our operations and reduce our profits and revenues.

Governmental agencies may modify, curtail or terminate our contracts at any time prior to their completion and, if we do not replace them, we may suffer a decline in revenue.

Most government contracts may be modified, curtailed or terminated by the government either at its discretion or upon the default of the contractor. If the government terminates a contract at its discretion, then we typically are able to recover only costs incurred or committed, settlement expenses and profit on work completed prior to termination, which could prevent us from recognizing all of our potential revenue and profits from that contract. In addition, for certain assignments, the U.S. government may attempt to insource the services to government employees rather than outsource to a contractor. If a government terminates a contract due to our default, we could be liable for excess costs incurred by the government in obtaining services from another source.

Our contracts with governmental agencies are subject to audit, which could result in adjustments to reimbursable contract costs or, if we are charged with wrongdoing, possible temporary or permanent suspension from participating in government programs.

Our books and records are subject to audit by the various governmental agencies we serve and their representatives. These audits can result in adjustments to the amount of contract costs we believe are reimbursable by the agencies and the amount of our overhead costs allocated to the agencies. If such matters are not resolved in our favor, they could have a material adverse effect on our business. In addition, if one of our subsidiaries is charged with wrongdoing as a result of an audit, that subsidiary, and possibly our company as a whole, could be temporarily suspended or could be prohibited from bidding on and receiving future government contracts for a period of time. Furthermore, as a government contractor, we are subject to an increased risk of investigations, criminal prosecution, civil fraud actions, whistleblower lawsuits and other legal actions and liabilities to which purely private sector companies are not, the results of which could materially adversely impact our business. For example, a qui tam lawsuit related to our affiliate, URS Energy and Construction, was unsealed in 2016. Qui tam lawsuits typically allege that we have made false statements or certifications in connection with claims for payment, or improperly retained overpayments, from the government. These suits may remain under seal (and hence, be unknown to us) for some time while the government decides whether to intervene on behalf of the qui tam plaintiff.

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We have not completed our accounting for the tax effects of the United States Tax Cuts and Jobs Act legislation and the final impact of this new tax legislation on our reported results may differ materially from our current estimates.

During the first quarter of 2018, President Trump signed the *Tax Cuts and Jobs Act* legislation into law (Tax Act). We have not completed our accounting for the tax effects of the Tax Act. We have made a reasonable estimate of the effects on our existing deferred tax balances and the one-time transition tax but we have not made any estimate of the impact on our indefinite reinvestment of earnings of some foreign subsidiaries. The final impact of the Tax Act on our reported results in fiscal year 2018 and beyond may differ from the estimates provided in this periodic report, possibly materially, due to, among other things, changes in interpretations and assumptions we have made, future guidance that may be issued, and other actions we may take as a result of the Tax Act that are different from that presently contemplated.

Our substantial leverage and significant debt service obligations could adversely affect our financial condition and our ability to fulfill our obligations and operate our business.

We had approximately $4.0 billion of indebtedness (excluding intercompany indebtedness) outstanding as of March 31, 2018, of which $2.0 billion was secured obligations (exclusive of $64.2 million of outstanding undrawn letters of credit) and we have an additional $1,159.0 million of availability under our Credit Agreement (after giving effect to outstanding letters of credit), all of which would be secured debt, if drawn. Our financial performance could be adversely affected by our substantial leverage. We may also incur significant additional indebtedness in the future, subject to certain conditions.

This high level of indebtedness could have important negative consequences to us, including, but not limited to:

- we may have difficulty satisfying our obligations with respect to outstanding debt obligations;

- we may have difficulty obtaining financing in the future for working capital, acquisitions, capital expenditures or other purposes;

- we may need to use all, or a substantial portion, of our available excess cash flow to pay interest and principal on our debt, which will reduce the amount of money available to finance our operations and other business activities, including, but not limited to, working capital requirements, acquisitions, capital expenditures or other general corporate or business activities;

- our debt level increases our vulnerability to general economic downturns and adverse industry conditions;

- our debt level could limit our flexibility in planning for, or reacting to, changes in our business and in our industry in general;

- our substantial amount of debt and the amount we must pay to service our debt obligations could place us at a competitive disadvantage compared to our competitors that have less debt;

- we may have increased borrowing costs;

- our clients, surety providers or insurance carriers may react adversely to our significant debt level;

- we may have insufficient funds, and our debt level may also restrict us from raising the funds necessary, to retire certain of our debt instruments tendered to us upon maturity of our debt or the occurrence of a change of control, which would constitute an event of default under certain of our debt instruments; and

- our failure to comply with the financial and other restrictive covenants in our debt instruments which, among other things, require us to maintain specified financial ratios and limit our ability to incur debt and sell assets, could result in an event of default that, if not cured or waived, could have a material adverse effect on our business or prospects.

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Our high level of indebtedness requires that we use a substantial portion of our cash flow from operations to pay principal of, and interest on, our indebtedness, which will reduce the availability of cash to fund working capital requirements, future acquisitions, capital expenditures or other general corporate or business activities.

In addition, a portion of our indebtedness bears interest at variable rates, including borrowings under our Credit Agreement. If market interest rates increase, debt service on our variable-rate debt will rise, which could adversely affect our cash flow, results of operations and financial position. Although we may employ hedging strategies such that a portion of the aggregate principal amount of our term loans carries a fixed rate of interest, any hedging arrangement put in place may not offer complete protection from this risk. Additionally, the remaining portion of borrowings under our Credit Agreement that is not hedged will be subject to changes in interest rates.

The Budget Control Act of 2011 could significantly reduce U.S. government spending for the services we provide.

Under the Budget Control Act of 2011, an automatic sequestration process, or across-the-board budget cuts (half of which were defense-related), was triggered when the Joint Select Committee on Deficit Reduction, a committee of twelve members of Congress, failed to agree on a deficit reduction plan for the U.S. federal budget. Although the Bipartisan Budget Act of 2013 provides some sequester relief until the end of 2018, absent additional legislative or other remedial action, the sequestration requires reduced U.S. federal government spending from fiscal 2018 through fiscal 2025. A significant reduction in federal government spending or a change in budgetary priorities could reduce demand for our services, cancel or delay federal projects, and result in the closure of federal facilities and significant personnel reductions, which could have a material adverse effect on our results of operations and financial condition.

Our operations worldwide expose us to legal, political and economic risks in different countries as well as currency exchange rate fluctuations that could harm our business and financial results.

During fiscal 2017, revenue attributable to our services provided outside of the United States to non-U.S. clients was approximately 28% of our total revenue. There are risks inherent in doing business internationally, including:

- imposition of governmental controls and changes in laws, regulations or policies;
- political and economic instability, such as in the Middle East and Africa;
- civil unrest, acts of terrorism, force majeure, war, or other armed conflict;
- changes in U.S. and other national government trade policies affecting the markets for our services;

- changes in regulatory practices, tariffs and taxes, such as Brexit;

- potential non-compliance with a wide variety of laws and regulations, including anti-corruption, export control and anti-boycott laws and similar non-U.S. laws and regulations;

- changes in labor conditions;

- logistical and communication challenges; and

- currency exchange rate fluctuations, devaluations and other conversion restrictions.

Any of these factors could have a material adverse effect on our business, results of operations or financial condition.

In addition, Saudi Arabia, the United Arab Emirates (UAE), Bahrain and Egypt have cut diplomatic ties and restricted business with Qatar by closing off access to that country with an air, sea and land traffic embargo. During the economic embargo, products cannot be shipped directly to Qatar from the UAE, Saudi Arabia or Bahrain and financial services may be limited. Our Qatarian business is a significant part of our Middle East operations with approximately one thousand employees. The economic embargo may make it difficult to complete ongoing Qatarian projects and could reduce future demand for our services.

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We operate in many different jurisdictions and we could be adversely affected by violations of the U.S. Foreign Corrupt Practices Act and similar worldwide anti-corruption laws.

The U.S. Foreign Corrupt Practices Act (FCPA) and similar worldwide anti-corruption laws, including the U.K. Bribery Act of 2010, generally prohibit companies and their intermediaries from making improper payments to non-U.S. officials for the purpose of obtaining or retaining business. Our internal policies mandate compliance with these anti-corruption laws, including the requirements to maintain accurate information and internal controls which may fall within the purview of the FCPA, its books and records provisions or its anti-bribery provisions. We operate in many parts of the world that have experienced governmental corruption to some degree; and, in certain circumstances, strict compliance with anti-corruption laws may conflict with local customs and practices. Despite our training and compliance programs, we cannot assure that our internal control policies and procedures always will protect us from reckless or criminal acts committed by our employees or agents. Our continued expansion outside the U.S., including in developing countries, could increase the risk of such violations in the future. In addition, from time to time, government investigations of corruption in construction-related industries affect us and our peers. Violations of these laws, or allegations of such violations, could disrupt our business and result in a material adverse effect on our results of operations or financial condition.

We work in international locations where there are high security risks, which could result in harm to our employees and contractors or material costs to us.

Some of our services are performed in high-risk locations, such as the Middle East, Africa, and Southwest Asia, where the country or location is suffering from political, social or economic problems, or war or civil unrest. In those locations where we have employees or operations, we may incur material costs to maintain the safety of our personnel. Despite these precautions, the safety of our personnel in these locations may continue to be at risk. Acts of terrorism and threats of armed conflicts in or around various areas in which we operate could limit or disrupt markets and our operations, including disruptions resulting from the evacuation of personnel, cancellation of contracts, or the loss of key employees, contractors or assets.

Many of our project sites are inherently dangerous workplaces. Failure to maintain safe work sites and equipment could result in environmental disasters, employee deaths or injuries, reduced profitability, the loss of projects or clients and possible exposure to litigation.

Our project sites often put our employees and others in close proximity with mechanized equipment, moving vehicles, chemical and manufacturing processes, and highly regulated materials. On some project sites, we may be responsible for safety and, accordingly, we have an obligation to implement effective safety procedures. If we fail to implement these procedures or if the procedures we implement are ineffective, we may suffer the loss of or injury to our employees, as well as expose ourselves to possible litigation. As a result, our failure to maintain adequate safety standards and equipment could result in reduced profitability or the loss of projects or clients, and could have a material adverse impact on our business, financial condition, and results of operations.

Security threats and information technology systems outages could adversely harm our business.

We develop, install and maintain information technology systems for our clients and employees. We may experience errors, outages, or delays of service in our information technology systems, which could significantly disrupt our operations; impact our clients and employees; damage our reputation; result in litigation and regulatory fines or penalties. Client contracts for the performance of information technology services, primarily with the federal government, as well as various privacy and securities laws pertaining to client and employee usage require us to manage and protect sensitive and proprietary information. For example, the European s Union General Data Protection Regulation, which becomes effective in May 2018, extends the scope of the European Union data protection laws to all companies processing data of European Union residents, regardless of the company s location.

We face the threat to our information technology systems of unauthorized access, computer hackers, computer viruses, malicious code, cyber-attacks, phishing and other cybersecurity problems and system disruptions, including possible unauthorized access to our and our clients proprietary information. We rely on industry-accepted security measures and technology to securely maintain all proprietary information on our information technology systems. In the ordinary course of business, we have been targeted by malicious cyber-attacks. Anyone who circumvents our security measures could misappropriate proprietary information, including information regarding us, our employees and/or our clients, or cause interruptions in our operations. Although we devote significant resources to our cybersecurity programs and have implemented security measures to protect our systems and to prevent, detect and respond to cybersecurity incidents, there can be no assurance that our efforts will prevent these threats. As these security threats continue to evolve, we may be required to devote additional resources to protect, prevent, detect and respond against system disruptions and security breaches.

We also rely in part on third-party software and information technology vendors to run our critical accounting, project management and financial information systems. We depend on our software and information technology vendors to provide long-term software and hardware support for our information systems. Our software and information technology vendors may decide to discontinue further development, integration or long-term software and hardware support for our information systems, in which case we may need to abandon one or more of our current information systems and migrate some or all of our accounting, project management and financial information to other systems, thus increasing our operational expense, as well as disrupting the management of our business operations.

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Any of these events could damage our reputation and have a material adverse effect on our business, financial condition, results of operations and cash flows. Furthermore, while we maintain insurance, that specifically cover these attacks, our coverage may not sufficiently cover all types of losses or claims that may arise.

An impairment charge of goodwill could have a material adverse impact on our financial condition and results of operations.

Because we have grown in part through acquisitions, goodwill and intangible assets-net represent a substantial portion of our assets. Under generally accepted accounting principles in the United States (GAAP), we are required to test goodwill carried in our Consolidated Balance Sheets for possible impairment on an annual basis based upon a fair value approach and whenever events occur that indicate impairment could exist. These events or circumstances could include a significant change in the business climate, including a significant sustained decline in a reporting unit s market value, legal factors, operating performance indicators, competition, sale or disposition of a significant portion of our business, a significant sustained decline in our market capitalization and other factors. For example, in the quarter ending March 31, 2018, we recorded an impairment of assets held for sale, which included a goodwill impairment charge of $125.4 million related to the anticipated disposition of non-core oil and gas businesses.

In addition, if we experience a decrease in our stock price and market capitalization over a sustained period, we would have to record an impairment charge in the future. The amount of any impairment could be significant and could have a material adverse impact on our financial condition and results of operations for the period in which the charge is taken.

Our business and operating results could be adversely affected by losses under fixed-price or guaranteed maximum price contracts.

Fixed-price contracts require us to either perform all work under the contract for a specified lump-sum or to perform an estimated number of units of work at an agreed price per unit, with the total payment determined by the actual number of units performed. In addition, we may enter guaranteed maximum price contracts where we guarantee a price or delivery date. At September 30, 2017, our contracted backlog was comprised of 42%, 30%, and 28% cost-reimbursable, guaranteed maximum price, and fixed-price contracts, respectively. Fixed-price contracts expose us to a number of risks not inherent in cost-plus and time and material price contracts, including underestimation of costs, ambiguities in specifications, unforeseen costs or difficulties, problems with new technologies, delays beyond our control, fluctuations in profit margins, failures of subcontractors to perform and economic or other changes that may occur during the contract period. In March 2018, President Trump signed proclamations to impose tariffs on steel and aluminum imports increasing the prices for steel and aluminum in the United States which could affect the profitability of our fixed-price construction projects. Losses under fixed-price or guaranteed contracts could be substantial and adversely impact our results of operations.

Our failure to meet contractual schedule or performance requirements that we have guaranteed could adversely affect our operating results.

In certain circumstances, we can incur liquidated or other damages if we do not achieve project completion by a scheduled date. If we or an entity for which we have provided a guarantee subsequently fails to complete the project as scheduled and the matter cannot be satisfactorily resolved with the client, we may be responsible for cost impacts to the client resulting from any delay or the cost to complete the project. Our costs generally increase from schedule delays and/or could exceed our projections for a particular project. In addition, project performance can be affected by a number of factors beyond our control, including unavoidable delays from governmental inaction, public opposition, inability to

obtain financing, weather conditions, unavailability of vendor materials, changes in the project scope of services requested by our clients, industrial accidents, environmental hazards, labor disruptions and other factors. Material performance problems for existing and future contracts could cause actual results of operations to differ from those anticipated by us and also could cause us to suffer damage to our reputation within our industry and client base.

We may not be able to maintain adequate surety and financial capacity necessary for us to successfully bid on and win contracts.

In line with industry practice, we are often required to provide surety bonds, standby letters of credit or corporate guarantees to our clients that indemnify the customer should our affiliate fail to perform its obligations under the terms of a contract. As of March 31, 2018 and September 30, 2017, we were contingently liable for $5.3 billion and $5.7 billion, respectively, in issued surety bonds primarily to support project execution and we had outstanding letters of credit totaling $519.3 million and $503.8 million, respectively. A surety may issue a performance or payment bond to guarantee to the client that our affiliate will perform under the terms of a contract. If our affiliate fails to perform under the terms of the contract, then the client may demand that the surety provide the contracted services under the performance or payment bond. In addition, we would typically have obligations to indemnify the surety for any loss incurred in connection with the bond. If a surety bond or a letter of credit is required for a particular project and we are unable to obtain an appropriate surety bond or letter of credit, we may not be able to pursue that project which in turn could have a material adverse impact on our business, financial condition, results of operations, and cash flows.

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We conduct a portion of our operations through joint venture entities, over which we may have limited control.

Approximately 13% of our fiscal 2017 revenue was derived from our operations through joint ventures or similar partnership arrangements, where control may be shared with unaffiliated third parties. As with most joint venture arrangements, differences in views among the joint venture participants may result in delayed decisions or disputes. We also cannot control the actions of our joint venture partners; and we typically have joint and several liability with our joint venture partners under the applicable contracts for joint venture projects. These factors could potentially adversely impact the business and operations of a joint venture and, in turn, our business and operations.

Operating through joint ventures in which we are minority holders results in us having limited control over many decisions made with respect to projects and internal controls relating to projects. Sales of our services provided to our unconsolidated joint ventures were approximately 2% of our fiscal 2017 revenue. We generally do not have control of these unconsolidated joint ventures. These joint ventures may not be subject to the same requirements regarding internal controls and internal control over financial reporting that we follow. As a result, internal control problems may arise with respect to these joint ventures, which could have a material adverse effect on our financial condition and results of operations and could also affect our reputation in the industries we serve.

We participate in certain joint ventures where we provide guarantees and may be adversely impacted by the failure of the joint venture or its participants to fulfill their obligations.

We have investments in and commitments to certain joint ventures with unrelated parties, including in connection with construction services, government services, and the investment activities of ACAP. Real estate and infrastructure joint ventures are inherently risky and may result in future losses since real estate markets are impacted by economic trends and government policies that we do not control. These joint ventures from time to time may borrow money to help finance their activities and in certain circumstances, we are required to provide guarantees of certain obligations of our affiliated entities. In addition, in connection with the investment activities of ACAP, we provide guarantees of certain obligations, including guarantees for completion of projects, repayment of debt, environmental indemnity obligations and other lender required guarantees. If these entities are not able to honor their obligations under the guarantees, we may be required to expend additional resources or suffer losses, which could be significant.

Misconduct by our employees, partners or consultants or our failure to comply with laws or regulations applicable to our business could cause us to lose customers or lose our ability to contract with government agencies.

As a government contractor, misconduct, fraud or other improper activities caused by our employees , partners or consultants failure to comply with laws or regulations could have a significant negative impact on our business and reputation. Such misconduct could include the failure to comply with procurement regulations, environmental regulations, regulations regarding the protection of sensitive government information, legislation regarding the pricing of labor and other costs in government contracts, regulations on lobbying or similar activities, and anti-corruption, anti-competition, export control and other applicable laws or regulations. Our failure to comply with applicable laws or regulations, misconduct by any of our employees or consultants or our failure to make timely and accurate certifications to government agencies regarding misconduct or potential misconduct could subject us to fines and penalties, loss of government granted eligibility, cancellation of contracts and suspension or debarment from contracting with government agencies, any of which may adversely affect our business.

We may be required to contribute additional cash to meet our significant underfunded benefit obligations associated with pension benefit plans we manage or multiemployer pension plans in which we participate.

We have defined benefit pension plans for employees in the United States, United Kingdom, Canada, Australia, and Ireland. At September 30, 2017, our defined benefit pension plans had an aggregate deficit (the excess of projected benefit obligations over the fair value of plan assets) of approximately $553.0 million. In the future, our pension deficits may increase or decrease depending on changes in the levels of interest rates, pension plan performance and other factors that may require us to make additional cash contributions to our pension plans and recognize further increases in our net pension cost to satisfy our funding requirements. If we are forced or elect to make up all or a portion of the deficit for unfunded benefit plans, our results of operations could be materially and adversely affected.

A multiemployer pension plan is typically established under a collective bargaining agreement with a union to cover the union-represented workers of various unrelated companies. Our collective bargaining agreements with unions will require us to contribute to various multiemployer pension plans; however, we do not control or manage these plans. For the year ended September 30, 2017, we contributed $48.8 million to multiemployer pension plans. Under the Employee Retirement Income Security Act, an employer who contributes to a multiemployer pension plan, absent an applicable exemption, may also be liable, upon termination or withdrawal from the plan, for its proportionate share of the multiemployer pension plan s unfunded vested benefit. If we terminate or withdraw from a multiemployer plan, absent an applicable exemption (such as for some plans in the building and construction industry), we could be required to contribute a significant amount of cash to fund the multiemployer plan s unfunded vested benefit, which could materially and adversely affect our financial results; however, since we do not control the multiemployer plans, we are unable to estimate any potential contributions that could be required.

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New legal requirements could adversely affect our operating results.

Our business and results of operations could be adversely affected by the passage of new climate change, defense, environmental, infrastructure and other laws, policies and regulations. Growing concerns about climate change and greenhouse gases, such as those adopted under the United Nations COP-21 Paris Agreement or the EPA Clean Power Plan, may result in the imposition of additional environmental regulations for our clients fossil fuel projects. For example, legislation, international protocols, regulation or other restrictions on emissions regulations could increase the costs of projects for our clients or, in some cases, prevent a project from going forward, thereby potentially reducing the need for our services. In addition, relaxation or repeal of laws and regulations, or changes in governmental policies regarding environmental, defense, infrastructure or other industries we serve could result in a decline in demand for our services, which could in turn negatively impact our revenues. We cannot predict when or whether any of these various proposals may be enacted or what their effect will be on us or on our customers.

We may be subject to substantial liabilities under environmental laws and regulations.

Our services are subject to numerous environmental protection laws and regulations that are complex and stringent. Our business involves in part the planning, design, program management, construction and construction management, and operations and maintenance at various sites, including but not limited to, pollution control systems, nuclear facilities, hazardous waste and Superfund sites, contract mining sites, hydrocarbon production, distribution and transport sites, military bases and other infrastructure-related facilities. We also regularly perform work, including oil field and pipeline construction services in and around sensitive environmental areas, such as rivers, lakes and wetlands. In addition, we have contracts with U.S. federal government entities to destroy hazardous materials, including chemical agents and weapons stockpiles, as well as to decontaminate and decommission nuclear facilities. These activities may require us to manage, handle, remove, treat, transport and dispose of toxic or hazardous substances. We also own and operate several properties in the U.S. and Canada that have been used for the storage and maintenance of equipment and upon which hydrocarbons or other wastes may have been disposed or released. Past business practices at companies that we have acquired may also expose us to future unknown environmental liabilities.

Significant fines, penalties and other sanctions may be imposed for non-compliance with environmental laws and regulations, and some environmental laws provide for joint and several strict liabilities for remediation of releases of hazardous substances, rendering a person liable for environmental damage, without regard to negligence or fault on the part of such person. These laws and regulations may expose us to liability arising out of the conduct of operations or conditions caused by others, or for our acts that were in compliance with all applicable laws at the time these acts were performed. For example, there are a number of governmental laws that strictly regulate the handling, removal, treatment, transportation and disposal of toxic and hazardous substances, such as Comprehensive Environmental Response Compensation and Liability Act of 1980, and comparable state laws, that impose strict, joint and several liabilities for the entire cost of cleanup, without regard to whether a company knew of or caused the release of hazardous substances. In addition, some environmental regulations can impose liability for the entire cleanup upon owners, operators, generators, transporters and other persons arranging for the treatment or disposal of such hazardous substances related to contaminated facilities or project sites. Other federal environmental, health and safety laws affecting us include, but are not limited to, the Resource Conservation and Recovery Act, the National Environmental Policy Act, the Clean Air Act, the Clean Air Mercury Rule, the Occupational Safety and Health Act, the Toxic Substances Control Act and the Superfund Amendments and Reauthorization Act and the Energy Reorganization Act of 1974, as well as other comparable national and state laws. Liabilities related to environmental contamination or human exposure to hazardous substances, or a failure to comply with applicable regulations could result in substantial costs to us, including cleanup costs, fines and civil or criminal sanctions, third-party claims for property damage or personal injury or cessation of remediation activities. Our continuing work in the areas governed by these laws and regulations exposes us to the risk of substantial liability.

Demand for our oil and gas services fluctuates.

Demand for our oil and natural gas services fluctuates, and we depend on our customers willingness to make future expenditures to explore for, develop and produce oil and natural gas in the U.S. and Canada. For example, the past volatility in the price of oil and natural gas has significantly decreased existing and future projects. Our customers willingness to undertake future projects depends largely upon prevailing industry conditions that are influenced by numerous factors over which we have no control, such as the anticipated future prices for natural gas and crude oil.

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Failure to successfully integrate acquisitions could harm our operating results.

We have grown in part as a result of acquisitions. We cannot assure that suitable acquisitions or investment opportunities will continue to be identified or that any of these transactions can be consummated on favorable terms or at all. Any future acquisitions will involve various inherent risks, such as:

- our ability to accurately assess the value, strengths, weaknesses, liabilities and potential profitability of acquisition candidates;
- the potential loss of key personnel of an acquired business;
- increased burdens on our staff and on our administrative, internal control and operating systems, which may hinder our legal and regulatory compliance activities;
- liabilities related to pre-acquisition activities of an acquired business and the burdens on our staff and resources to comply with, conduct or resolve investigations into such activities;
- post-acquisition integration challenges; and
- post-acquisition deterioration in an acquired business that could result in lower or negative earnings contribution and/or goodwill impairment charges.

Furthermore, during the acquisition process and thereafter, our management may need to assume significant transaction-related responsibilities, which may cause them to divert their attention from our existing operations. If our management is unable to successfully integrate acquired companies, our operating results could be harmed. In addition, even if the operations of an acquisition are integrated successfully, we may not realize the full benefits of the acquisition, including the synergies, cost savings, or sales or growth opportunities that we expect. These benefits may not be achieved within the anticipated time frame, or at all.

Although we expect to realize certain benefits as a result of our acquisitions, there is the possibility that we may be unable to successfully integrate our businesses in order to realize the anticipated benefits of the acquisitions or do so within the intended timeframe.

We have been, and will continue to be, required to devote significant management attention and resources to integrating the business practices and operations of the acquired companies with our business. Difficulties we may encounter as part of the integration process include the following:

- the consequences of a change in tax treatment, including the costs of integration and compliance and the possibility that the full benefits anticipated from the acquisition will not be realized;
- any delay in the integration of management teams, strategies, operations, products and services;
- diversion of the attention of each company s management as a result of the acquisition;
- differences in business backgrounds, corporate cultures and management philosophies that may delay successful integration;
- the ability to retain key employees;
- the ability to create and enforce uniform standards, controls, procedures, policies and information systems;
- the challenge of integrating complex systems, technology, networks and other assets into those of ours in a seamless manner that minimizes any adverse impact on customers, suppliers, employees and other constituencies;
- potential unknown liabilities and unforeseen increased expenses or delays associated with the acquisition, including costs to integrate beyond current estimates;
- the ability to deduct or claim certain tax attributes or benefits such as operating losses, business or foreign tax credits; and
- the disruption of, or the loss of momentum in, each company s ongoing businesses or inconsistencies in standards, controls, procedures and policies.

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Any of these factors could adversely affect each company s ability to maintain relationships with customers, suppliers, employees and other constituencies or our ability to achieve the anticipated benefits of the acquisition or could reduce each company s earnings or otherwise adversely affect our business and financial results.

The agreements governing our debt contain a number of restrictive covenants which will limit our ability to finance future operations, acquisitions or capital needs or engage in other business activities that may be in our interest.

The Credit Agreement and the indentures governing our debt contain a number of significant covenants that impose operating and other restrictions on us and our subsidiaries. Such restrictions affect or will affect, and in many respects limit or prohibit, among other things, our ability and the ability of certain of our subsidiaries to:

- incur additional indebtedness;
- create liens;
- pay dividends and make other distributions in respect of our equity securities;
- redeem or repurchase our equity securities;
- distribute excess cash flow from foreign to domestic subsidiaries;
- make certain investments or certain other restricted payments;
- sell certain kinds of assets;
- enter into certain types of transactions with affiliates; and
- effect mergers or consolidations.

In addition, our Credit Agreement also requires us to comply with a consolidated interest coverage ratio and consolidated leverage ratio. Our ability to comply with these ratios may be affected by events beyond our control.

These restrictions could limit our ability to plan for or react to market or economic conditions or meet capital needs or otherwise restrict our activities or business plans, and could adversely affect our ability to finance our operations, acquisitions, investments or strategic alliances or other capital needs or to engage in other business activities that would be in our interest.

A breach of any of these covenants or our inability to comply with the required financial ratios could result in a default under all or certain of our debt instruments. If an event of default occurs, our creditors could elect to:

- declare all borrowings outstanding, together with accrued and unpaid interest, to be immediately due and payable;

- require us to apply all of our available cash to repay the borrowings; or

- prevent us from making debt service payments on certain of our borrowings.

If we were unable to repay or otherwise refinance these borrowings when due, the applicable creditors could sell the collateral securing certain of our debt instruments, which constitutes substantially all of our domestic and foreign, wholly owned subsidiaries assets.

Our variable rate indebtedness subjects us to interest rate risk, which could cause our debt service obligations to increase significantly.

Borrowings under our Credit Agreement are at variable rates of interest and expose us to interest rate risk. If interest rates increase, our debt service obligations on the variable rate indebtedness will increase even though the amount borrowed remains the same, and our net income and cash flows, including cash available for servicing our indebtedness, will correspondingly decrease. A 1.00% increase in such interest rates would increase total interest expense under our Credit Agreement for the six months ended March 31, 2018 by $4.9 million, including the effect of our interest rate swaps. We may, from time to time, enter into additional interest rate swaps that involve the exchange of floating for fixed rate interest payments in order to reduce interest rate volatility. However, we may not maintain interest rate swaps with respect to all of our variable rate indebtedness, and any swaps we enter into may not fully mitigate our interest rate risk and could be subject to credit risk themselves.

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If we are unable to continue to access credit on acceptable terms, our business may be adversely affected.

The changing nature of the global credit markets could make it more difficult for us to access funds, refinance our existing indebtedness, enter into agreements for uncommitted bond facilities and new indebtedness, replace our existing revolving and term credit agreements or obtain funding through the issuance of our securities. We use credit facilities to support our working capital and acquisition needs. There is no guarantee that we can continue to renew our credit facility on terms as favorable as those in our existing credit facility and, if we are unable to do so, our costs of borrowing and our business may be adversely affected.

Our ability to grow and to compete in our industry will be harmed if we do not retain the continued services of our key technical and management personnel and identify, hire, and retain additional qualified personnel.

There is strong competition for qualified technical and management personnel in the sectors in which we compete. We may not be able to continue to attract and retain qualified technical and management personnel, such as engineers, architects and project managers, who are necessary for the development of our business or to replace qualified personnel in the timeframe demanded by our clients. Our planned growth may place increased demands on our resources and will likely require the addition of technical and management personnel and the development of additional expertise by existing personnel. In addition, we may occasionally enter into contracts before we have hired or retained appropriate staffing for that project. Also, some of our personnel hold government granted eligibility that may be required to obtain certain government projects. If we were to lose some or all of these personnel, they would be difficult to replace. In addition, we rely heavily upon the expertise and leadership of our senior management. If we are unable to retain executives and other key personnel, the roles and responsibilities of those employees will need to be filled, which may require that we devote time and resources to identify, hire and integrate new employees. Loss of the services of, or failure to recruit, key technical and management personnel could limit our ability to successfully complete existing projects and compete for new projects.

Our revenue and growth prospects may be harmed if we or our employees are unable to obtain government granted eligibility or other qualifications we and they need to perform services for our customers.

A number of government programs require contractors to have certain kinds of government granted eligibility, such as security clearance credentials. Depending on the project, eligibility can be difficult and time-consuming to obtain. If we or our employees are unable to obtain or retain the necessary eligibility, including local ownership requirements, we may not be able to win new business, and our existing customers could terminate their contracts with us or decide not to renew them. To the extent we cannot obtain or maintain the required security clearances for our employees working on a particular contract, we may not derive the revenue or profit anticipated from such contract.

Our industry is highly competitive and we may be unable to compete effectively, which could result in reduced revenue, profitability and market share.

We are engaged in a highly competitive business. The markets we serve are highly fragmented and we compete with a large number of regional, national and international companies. Certain of these competitors have greater financial and other resources than we do. Others are smaller and more specialized, and concentrate their resources in particular areas of expertise. The extent of our competition varies according to the particular markets and geographic area. In addition, the technical and professional aspects of some of our services generally do not require large upfront

capital expenditures and provide limited barriers against new competitors.

The degree and type of competition we face is also influenced by the type and scope of a particular project. Our clients make competitive determinations based upon qualifications, experience, performance, reputation, technology, customer relationships and ability to provide the relevant services in a timely, safe and cost-efficient manner. Increased competition may result in our inability to win bids for future projects and loss of revenue, profitability and market share.

If we extend a significant portion of our credit to clients in a specific geographic area or industry, we may experience disproportionately high levels of collection risk and nonpayment if those clients are adversely affected by factors particular to their geographic area or industry.

Our clients include public and private entities that have been, and may continue to be, negatively impacted by the changing landscape in the global economy. While outside of the U.S. federal government, no one client accounted for over 10% of our revenue for fiscal 2017, we face collection risk as a normal part of our business where we perform services and subsequently bill our clients for such services, or when we make equity investments in majority or minority controlled large-scale client projects and other long-term capital projects before the project completes operational status or completes its project financing. In the event that we have concentrated credit risk from clients in a specific geographic area or industry, continuing negative trends or a worsening in the financial condition of that specific geographic area or industry could make us susceptible to disproportionately high levels of default by those clients. Such defaults could materially adversely impact our revenues and our results of operations.

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Our services expose us to significant risks of liability and our insurance policies may not provide adequate coverage.

Our services involve significant risks of professional and other liabilities that may substantially exceed the fees that we derive from our services. In addition, we sometimes contractually assume liability to clients on projects under indemnification agreements. We cannot predict the magnitude of potential liabilities from the operation of our business. In addition, in the ordinary course of our business, we frequently make professional judgments and recommendations about environmental and engineering conditions of project sites for our clients. We may be deemed to be responsible for these judgments and recommendations if such judgments and recommendations are later determined to be inaccurate. Any unfavorable legal ruling against us could result in substantial monetary damages or even criminal violations.

Our professional liability policies cover only claims made during the term of the policy. Additionally, our insurance policies may not protect us against potential liability due to various exclusions in the policies and self-insured retention amounts. Partially or completely uninsured claims, if successful and of significant magnitude, could have a material adverse effect on our business.

Unavailability or cancellation of third-party insurance coverage would increase our overall risk exposure as well as disrupt the management of our business operations.

We maintain insurance coverage from third-party insurers as part of our overall risk management strategy and because some of our contracts require us to maintain specific insurance coverage limits. If any of our third-party insurers fail, suddenly cancel our coverage or otherwise are unable to provide us with adequate insurance coverage, then our overall risk exposure and our operational expenses would increase and the management of our business operations would be disrupted. In addition, there can be no assurance that any of our existing insurance coverage will be renewable upon the expiration of the coverage period or that future coverage will be affordable at the required limits.

If we do not have adequate indemnification for our services related to nuclear materials, it could adversely affect our business and financial condition.

We provide services to the Department of Energy and the nuclear energy industry in the ongoing maintenance and modification, as well as the decontamination and decommissioning, of nuclear energy plants. Indemnification provisions under the Price-Anderson Act available to nuclear energy plant operators and Department of Energy contractors do not apply to all liabilities that we might incur while performing services as a radioactive materials cleanup contractor for the Department of Energy and the nuclear energy industry. If the Price-Anderson Act s indemnification protection does not apply to our services or if our exposure occurs outside the U.S., our business and financial condition could be adversely affected either by our client s refusal to retain us, by our inability to obtain commercially adequate insurance and indemnification, or by potentially significant monetary damages we may incur.

We also provide services to the United Kingdom s Nuclear Decommissioning Authority (NDA) relating to clean-up and decommissioning of the United Kingdom s public sector nuclear sites. Indemnification provisions under the Nuclear Installations Act 1965 available to nuclear site licensees, the Atomic Energy Authority, and the Crown, and contractual indemnification from the NDA do not apply to all liabilities that we might incur while performing services as a clean-up and decommissioning contractor for the NDA. If the Nuclear Installations Act 1965 and contractual indemnification protection does not apply to our services or if our exposure occurs outside the United Kingdom, our business and financial condition could be adversely affected either by our client s refusal to retain us, by our inability to obtain commercially adequate

insurance and indemnification, or by potentially significant monetary damages we may incur.

Our backlog of uncompleted projects under contract is subject to unexpected adjustments and cancellations and, thus may not accurately reflect future revenue and profits.

At March 31, 2018, our contracted backlog was approximately $22.9 billion, our awarded backlog was approximately $23.9 billion and our unconsolidated joint venture backlog was approximately $3.1 billion for a total backlog of $49.9 billion. Our contracted backlog includes revenue we expect to record in the future from signed contracts and, in the case of a public sector client, where the project has been funded. Our awarded backlog includes revenue we expect to record in the future where we have been awarded the work, but the contractual agreement has not yet been signed. We cannot guarantee that future revenue will be realized from either category of backlog or, if realized, will result in profits. Many projects may remain in our backlog for an extended period of time because of the size or long-term nature of the contract. In addition, from time to time, projects are delayed, scaled back or canceled. These types of backlog reductions adversely affect the revenue and profits that we ultimately receive from contracts reflected in our backlog.

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We have submitted claims to clients for work we performed beyond the initial scope of some of our contracts. If these clients do not approve these claims, our results of operations could be adversely impacted.

We typically have pending claims submitted under some of our contracts for payment of work performed beyond the initial contractual requirements for which we have already recorded revenue. In general, we cannot guarantee that such claims will be approved in whole, in part, or at all. Often, these claims can be the subject of lengthy arbitration or litigation proceedings, and it is difficult to accurately predict when these claims will be fully resolved. When these types of events occur and unresolved claims are pending, we have used working capital in projects to cover cost overruns pending the resolution of the relevant claims. If these claims are not approved, our revenue may be reduced in future periods.

In conducting our business, we depend on other contractors, subcontractors and equipment and material providers. If these parties fail to satisfy their obligations to us or other parties or if we are unable to maintain these relationships, our revenue, profitability and growth prospects could be adversely affected.

We depend on contractors, subcontractors and equipment and material providers in conducting our business. There is a risk that we may have disputes with our subcontractors arising from, among other things, the quality and timeliness of work performed by the subcontractor, customer concerns about the subcontractor, or our failure to extend existing task orders or issue new task orders under a subcontract. Also, to the extent that we cannot acquire equipment and materials at reasonable costs, or if the amount we are required to pay exceeds our estimates, our ability to complete a project in a timely fashion or at a profit may be impaired. In addition, if any of our subcontractors fail to deliver on a timely basis the agreed-upon supplies and/or perform the agreed-upon services, our ability to fulfill our obligations as a prime contractor may be jeopardized; we could be held responsible for such failures and/or we may be required to purchase the supplies or services from another source at a higher price. This may reduce the profit to be realized or result in a loss on a project for which the supplies or services are needed.

We also rely on relationships with other contractors when we act as their subcontractor or joint venture partner. Our future revenue and growth prospects could be adversely affected if other contractors eliminate or reduce their subcontracts or joint venture relationships with us, or if a government agency terminates or reduces these other contractors programs, does not award them new contracts or refuses to pay under a contract. In addition, due to pay when paid provisions that are common in subcontracts in certain countries, including the U.S., we could experience delays in receiving payment if the prime contractor experiences payment delays.

If clients use our reports or other work product without appropriate disclaimers or in a misleading or incomplete manner, or if our reports or other work product are not in compliance with professional standards and other regulations, our business could be adversely affected.

The reports and other work product we produce for clients sometimes include projections, forecasts and other forward-looking statements. Such information by its nature is subject to numerous risks and uncertainties, any of which could cause the information produced by us to ultimately prove inaccurate. While we include appropriate disclaimers in the reports that we prepare for our clients, once we produce such written work product, we do not always have the ability to control the manner in which our clients use such information. As a result, if our clients reproduce such information to solicit funds from investors for projects without appropriate disclaimers and the information proves to be incorrect, or if our clients reproduce such information for potential investors in a misleading or incomplete manner, our clients or such investors may threaten to or file suit against us for, among other things, securities law violations. For example, in August 2016, AECOM Australia and other parties entered into a settlement related to, among other things, alleged deficiencies in AECOM Australia s traffic forecast. If we were found to be liable for any claims related to our client work product, our business could be adversely affected.

In addition, our reports and other work product may need to comply with professional standards, licensing requirements, securities regulations and other laws and rules governing the performance of professional services in the jurisdiction where the services are performed. We could be liable to third parties who use or rely upon our reports and other work product even if we are not contractually bound to those third parties. These events could in turn result in monetary damages and penalties.

Failure to adequately protect, maintain, or enforce our rights in our intellectual property may adversely limit our competitive position.

Our success depends, in part, upon our ability to protect our intellectual property. We rely on a combination of intellectual property policies and other contractual arrangements to protect much of our intellectual property where we do not believe that trademark, patent or copyright protection is appropriate or obtainable. Trade secrets are generally difficult to protect. Although our employees are subject to confidentiality obligations, this protection may be inadequate to deter or prevent misappropriation of our confidential information and/or the infringement of our patents and copyrights. Further, we may be unable to detect unauthorized use of our intellectual property or otherwise take appropriate steps to enforce our rights. Failure to adequately protect, maintain, or enforce our intellectual property rights may adversely limit our competitive position.

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Negotiations with labor unions and possible work actions could divert management attention and disrupt operations. In addition, new collective bargaining agreements or amendments to agreements could increase our labor costs and operating expenses.

We regularly negotiate with labor unions and enter into collective bargaining agreements. The outcome of any future negotiations relating to union representation or collective bargaining agreements may not be favorable to us. We may reach agreements in collective bargaining that increase our operating expenses and lower our net income as a result of higher wages or benefit expenses. In addition, negotiations with unions could divert management attention and disrupt operations, which may adversely affect our results of operations. If we are unable to negotiate acceptable collective bargaining agreements, we may have to address the threat of union-initiated work actions, including strikes. Depending on the nature of the threat or the type and duration of any work action, these actions could disrupt our operations and adversely affect our operating results.

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:

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

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

- 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.

Changes in tax laws could increase our worldwide tax rate and materially affect our results of operations.

Many international legislative and regulatory bodies have proposed and/or enacted legislation and begun investigations of the tax practices of multinational companies and, in the European Union (EU), the tax policies of certain EU member states. Since 2013, the European Commission (EC) has been investigating tax rulings granted by tax authorities in a number of EU member states with respect to specific multinational corporations to determine whether such rulings comply with EU rules on state aid, as well as more recent investigations of the tax regimes of

certain EU member states. If the EC determines that a tax ruling or tax regime violates the state aid restrictions, the tax authorities of the affected EU member state may be required to collect back taxes for the period of time covered by the ruling. Due to the large scale of our U.S. and international business activities, many of these proposed and enacted changes to the taxation of our activities could increase our worldwide effective tax rate and harm results of operations. Tax changes, including limitations on the ability to defer U.S. taxation on earnings outside of the U.S., could increase our worldwide effective tax rate and harm results of operations.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Stock Repurchase Program

On September 21, 2017, the Company s Board of Directors announced a new capital allocation policy that authorized the repurchase of up to $1.0 billion in AECOM common stock. Stock repurchases can be made through open market purchases or other methods, including pursuant to a Rule 10b5-1 plan. Since August 2011, the Company has purchased a total of 27.4 million shares at an average price of $24.10 per share, for a total cost of $660.1 million under a previous stock repurchase program. No stock repurchases were made under the new or the previous stock repurchase program in the six months ended March 31, 2018.

Item 4. Mine Safety Disclosure

The Company does not act as the owner of any mines, but we may act as a mining operator as defined under the Federal Mine Safety and Health Act of 1977 where we may be a lessee of a mine, a person who operates, controls or supervises such mine, or an independent contractor performing services or construction of such mine. Information concerning mine safety violations or other regulatory matters required by Section 1503(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act and Item 104 of Regulation S-K is included in Exhibit 95.

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Item 5. Other Information

On May 8, 2018, AECOM entered into an agreement to allow Mr. Burke and his eligible dependents to receive certain post-employment health care benefits, see Exhibit 10.1 entitled Letter Agreement, dated as of May 8, 2018 between AECOM and Michael S. Burke.

Item 6. Exhibits

The following documents are filed as Exhibits to the Report:

		Incorporated by Reference (Exchange Act Filings Located at File No. 0-52423)			
Exhibit Numbers	**Description**	**Form**	**Exhibit**	**Filing Date**	**Filed Herewith**
3.1	Amended and Restated Certificate of Incorporation	Form 10-K	3.1	11/21/2011	
3.2	Certificate of Amendment to Amended and Restated Certificate of Incorporation	Form S-4	3.2	8/1/2014	
3.3	Certificate of Correction of Amended and Restated Certificate of Incorporation	Form 10-K	3.3	11/17/2014	
3.4	Certificate of Amendment to the Certificate of Incorporation	Form 8-K	3.1	1/9/2015	
3.5	Certificate of Amendment to the Certificate of Incorporation	Form 8-K	3.1	3/3/2017	
3.6	Amended and Restated Bylaws of the Company	Form 8-K	3.2	11/16/2017	
4.1	Fourth Supplemental Indenture, dated as of March 13, 2018, by and among AECOM, the guarantors party thereto and U.S. Bank National Association	Form 8-K	10.2	3/14/2018	
4.2	First Supplemental Indenture, dated as of March 13, 2018, by and among AECOM, the guarantors party thereto and U.S. Bank National Association	Form 8-K	10.3	3/14/2018	
10.1#	Letter Agreement, dated as of May 8, 2018 between AECOM and Michael S. Burke				X
10.2	Amendment No. 5 to Credit Agreement, dated as of March 13, 2018, among AECOM, the	Form 8-K	10.1	3/14/2018	

	Lenders party thereto, and Bank of America, N.A., as Administrative Agent, Swing Line Lender, and an L.C. Issuer.	
31.1	Certification of the Company s Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	X
31.2	Certification of the Company s Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	X
32*	Certification of the Company s Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	X
95	Mine Safety Disclosure	X

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Exhibit Numbers	Description	Incorporated by Reference (Exchange Act Filings Located at File No. 0-52423) Form	Exhibit	Filing Date	Filed Herewith

4.30
%

3,737,449

82,039

4.43
%
Other investments
58,460

600

2.06
%

32,364

484

3.02
%
Total earning assets
4,925,204

95,657

3.91
%

4,573,117

90,671

4.00
%
Cash and due from banks
59,818

62,000

Reserve for loan and lease losses
(89,476
)

(85,920
)

Other assets
381,151

339,527

Total assets
$
5,276,697

$
4,888,724

LIABILITIES AND SHAREHOLDERS' EQUITY

Interest-bearing deposits
3,317,235

7,561

0.46
%

3,063,087

5,397

0.36
%
Short-term borrowings
218,153

280

0.26
%

229,050

234

0.21
%
Subordinated notes
58,764

2,110

7.22
%

58,764

2,110

7.24
%
Long-term debt and mandatorily redeemable securities

64,205

1,203

3.77
%

57,064

1,004

3.55
%
Total interest-bearing liabilities
3,658,357

11,154

0.61
%

3,407,965

8,745

0.52
%
Noninterest-bearing deposits
909,603

809,233

Other liabilities	54,393	43,653
Shareholders’ equity	654,344	627,873
Total liabilities and shareholders’ equity	$ 5,276,697	$ 4,888,724

Net interest income

$
84,503

$
81,926

Net interest margin on a tax equivalent basis

3.45
%

3.61
%

Six Months Ended June 30, 2016 compared to the Six Months Ended June 30, 2015

The taxable equivalent net interest income for the six months ended June 30, 2016 was $84.50 million, an increase of 3.15% over the comparable period in 2015. The net interest margin on a fully taxable equivalent basis was 3.45% compared to a net interest margin of 3.61% for the same period in 2015.

During the six month period ended June 30, 2016, average earning assets increased $352.09 million or 7.70% over the comparable period in 2015. Average interest-bearing liabilities increased $250.39 million or 7.35%. The yield on

average earning assets decreased 9 basis points to 3.91% from 4.00%. The rate earned on assets decreased during 2016 over 2015 primarily due to lower net interest recoveries of $1.41 million or 6 basis points largely related to one commercial loan relationship. Total cost of average interest-bearing liabilities increased 9 basis points to 0.61% from 0.52%. The result to the net interest margin, or the ratio of net interest income to average earning assets, was a decrease of 16 basis points.

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The largest contributor to the decrease in the yield on average earning assets for the six months ended June 30, 2016, compared to the six months ended June 30, 2015, was a reduction in yields on net loans and leases of 13 basis points due to the aforementioned net interest recoveries in 2015 which impacted the yield on net loans and leases by 8 basis points. Average net loans and leases increased $319.32 million or 8.54%. Total average investment securities increased $9.78 million or 1.24%. Average mortgages held for sale decreased $3.11 million or 23.52%. Average other investments, which include federal funds sold, time deposits with other banks, Federal Reserve Bank excess balances, Federal Reserve Bank and Federal Home Loan Bank stock and commercial paper, increased $26.10 million or 80.63%.

Average interest-bearing deposits increased $254.15 million or 8.30% for the first six months of 2016 over the same period in 2015. The effective rate paid on average interest-bearing deposits increased 10 basis points to 0.46% compared to 0.36%. The increase in the average cost of interest-bearing deposits was primarily the result of higher rates on certificates of deposit and accelerated discount amortization on called brokered certificates of deposit during the first quarter of 2016.

Average short-term borrowings decreased $10.90 million or 4.76% for the first six months of 2016 compared to the same period in 2015. Interest paid on short-term borrowings increased 5 basis points. The decrease in short-term borrowings was primarily the result of decreased borrowings with the Federal Home Loan Bank (FHLB). Average long-term debt and mandatorily redeemable securities increased $7.14 million or 12.51%. Interest paid on long-term debt and mandatorily redeemable securities increased 22 basis points. The increase was due to higher rates on mandatorily redeemable securities.

PROVISION AND RESERVE FOR LOAN AND LEASE LOSSES

The provision for loan and lease losses for the three and six month periods ended June 30, 2016 was $2.05 million and $3.02 million compared to a provision for loan and lease losses in the three and six month periods ended June 30, 2015 of $0.81 million and $1.17 million respectively. Net recoveries of $0.11 million were recorded for the second quarter 2016, compared to net recoveries of $0.68 million for the same quarter a year ago. Year-to-date net recoveries of $0.32 million have been recorded in 2016, compared to net recoveries of $0.35 million through June 30, 2015. Weaknesses negatively impacting the U.S. recovery, are geopolitical events. Current concerns include Brexit which will likely result in greater volatility in the EU and additional upward pressure on the dollar negatively impacting exports, the continued slowdown in China, the ongoing corruption scandals, political uncertainty and contracting GDP in Brazil, and the heightened concerns of terrorist attacks. We include a factor in our loss ratios for the global risk, as we are increasingly aware of the threat that global concerns may affect our customers. While we are unable to determine with any precision the impact of global economic and political issues on our loan portfolios, we feel the risks are real and significant. We believe there is a risk of negative consequences for our borrowers that would affect their ability to repay their financial obligations. Therefore, we continue to include a factor for global risk in our analysis for the second quarter of 2016.

Another area of concern continues to be our aircraft portfolio where we have a collateral concentration and $230 million in foreign exposure. The aircraft industry was among the sectors affected most by the sluggish economy. We have seen evidence that depressed private jet markets have stabilized. As the U.S. economy continues to improve, the industry is likely to benefit and we should see further strengthening of values. Nevertheless, we remain concerned about the prolonged low prices for several models. We also have some foreign exposure in this portfolio, particularly in Mexico and Brazil. Brazil is suffering from its worst recession in twenty-five years. We continue to monitor individual customer performance and assess risks in the portfolio as a whole. We do not see a clear trend of improvement or deterioration. We have assessed our reserve ratios, which were established based on the higher and more volatile loss histories and believe our reserve ratios remain appropriate.

On June 30, 2016, 30 day and over loan and lease delinquencies were 0.28% compared to 0.30% on June 30, 2015. The decrease in delinquencies is largely attributable to the aircraft and consumer portfolios. The reserve for loan and lease losses as a percentage of loans and leases outstanding at the end of the period was 2.20% as compared to 2.25% one year ago. A summary of loan and lease loss experience during the three and six months ended June 30, 2016 and 2015 is located in Note 5 of the Consolidated Financial Statements.

A loan or lease is considered impaired, based on current information and events, if it is probable that we will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan or lease agreement. We evaluate loans and leases exceeding $100,000 for impairment and establish a specific reserve as a component of the reserve for loan and lease losses when it is probable all amounts due will not be collected pursuant to the contractual terms of the loan or lease and the recorded investment in the loan or lease exceeds its fair value. A summary of impaired loans as of June 30, 2016 and December 31, 2015 is reflected in Note 4 of the Consolidated Financial Statements.

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NONPERFORMING ASSETS

The following table shows nonperforming assets.

(Dollars in thousands)	June 30, 2016	December 31, 2015	June 30, 2015
Loans and leases past due 90 days or more	$275	$ 122	$278
Nonaccrual loans and leases	12,579	12,718	15,082
Other real estate	452	736	301
Former bank premises held for sale	—	—	626
Repossessions	7,619	6,927	5,433
Equipment owned under operating leases	107	121	—
Total nonperforming assets	$21,032	$ 20,624	$21,720

Nonperforming assets as a percentage of total loans and leases were 0.49% at June 30, 2016, 0.50% at December 31, 2015, and 0.55% at June 30, 2015. Nonperforming assets totaled $21.03 million at June 30, 2016, an increase of 1.98% from the $20.62 million reported at December 31, 2015, and a 3.17% decrease from the $21.72 million reported at June 30, 2015. The increase in nonperforming assets during the first six months of 2016 was related to an increase in repossessions and loans and leases past due 90 days or more offset by a decrease in nonaccrual loans and leases and sales of other real estate. The decrease in nonperforming assets at June 30, 2016 from June 30, 2015 occurred primarily in nonaccrual loans and leases and the sale of a former bank premises.

The increase in loans past due 90 days or more at June 30, 2016 from December 31, 2015 occurred in the residential real estate and home equity and consumer portfolios. The decrease in nonaccrual loans and leases at June 30, 2016 from December 31, 2015 occurred primarily in the commercial and agricultural and residential real estate portfolios offset by increases in the commercial real estate and consumer portfolios. The decrease in nonaccrual loans and leases at June 30, 2016 from June 30, 2015 occurred primarily in the aircraft, residential real estate and commercial real estate portfolios offset by increases in the commercial and agricultural and consumer portfolios. A summary of nonaccrual loans and leases and past due aging for the period ended June 30, 2016 and December 31, 2015 is located in Note 4 of the Consolidated Financial Statements.

Other real estate is the result of foreclosing on real estate in the local market for which we have a current appraisal and are well secured. Other real estate increased slightly over the past year due to current foreclosures outpacing sales of existing properties.

Repossessions consisted mainly of aircraft financing. At the time of repossession, the recorded amount of the loan or lease is written down to the fair value of the equipment or vehicle by a charge to the reserve for loan and lease losses or other income, if a positive adjustment, unless the equipment is in the process of immediate sale. Any subsequent fair value write-downs or write-ups, to the extent of previous write-downs, are included in noninterest expense.

The following table shows a summary of other real estate and repossessions.

(Dollars in thousands)	June 30, 2016	December 31, 2015	June 30, 2015
Commercial and agricultural	$ 73	$ 564	$ —
Auto and light truck	—	10	—
Medium and heavy duty truck	—	—	—
Aircraft	7,188	6,916	5,404
Construction equipment	360	—	—
Commercial real estate	120	—	284
Residential real estate and home equity	303	159	—
Consumer	27	14	46
Total	$ 8,071	$ 7,663	$ 5,734

For financial statement purposes, nonaccrual loans and leases are included in loan and lease outstandings, whereas repossessions and other real estate are included in other assets.

Foreign Outstandings — Our foreign loan and lease outstandings, all denominated in U.S. dollars were $229.98 million and $205.83 million as of June 30, 2016 and December 31, 2015, respectively. Foreign loans and leases are in aircraft financing. Loan and lease outstandings to borrowers in Brazil and Mexico were $78.78 million and $136.45 million as of June 30, 2016, respectively, compared to $76.79 million and $116.73 million as of December 31, 2015, respectively. As of June 30, 2016 and December 31, 2015 there was not a significant concentration in any other country.

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NONINTEREST INCOME

The following table shows the details of noninterest income.

(Dollars in thousands)	Three Months Ended June 30, 2016	2015	$ Change	% Change	Six Months Ended June 30, 2016	2015	$ Change	% Change
Noninterest income:								
Trust fees	$5,108	$5,247	(139)	(2.65)%	$9,731	$9,804	(73)	(0.74)%
Service charges on deposit accounts	2,276	2,367	(91)	(3.84)%	4,383	4,564	(181)	(3.97)%
Debit card	2,816	2,628	188	7.15 %	5,415	5,027	388	7.72 %
Mortgage banking	1,115	1,239	(124)	(10.01)%	2,161	2,490	(329)	(13.21)%
Insurance commissions	1,233	1,382	(149)	(10.78)%	2,796	2,687	109	4.06 %
Equipment rental	6,517	5,342	1,175	22.00 %	12,590	10,421	2,169	20.81 %
Gains on investment securities available-for-sale	(209)	4	(213)	NM	(199)	4	(203)	NM
Other	3,441	3,322	119	3.58 %	7,047	6,285	762	12.12 %
Total noninterest income	$22,297	$21,531	766	3.56 %	$43,924	$41,282	2,642	6.40 %

NM = Not Meaningful

Trust fees decreased slightly for the three and six months ended June 30, 2016 over the same periods a year ago. Trust fees are largely based on the number and size of client relationships and the market value of assets under management. The market value of trust assets under management at June 30, 2016 and December 31, 2015 was $3.93 billion and $3.78 billion, respectively.

Service charges on deposit accounts declined for the three and six months ended June 30, 2016 over the comparable periods one year ago. The decrease in service charges on deposit accounts primarily reflects a lower volume of nonsufficient fund transactions and a decrease in paper statement fees as clients continue to move to online access for account statements.

Debit card income increased in the three and six months ended June 30, 2016 over the same periods a year ago. The improvement in debit card income was mainly the result of an increased volume of debit card transactions in 2016.

Mortgage banking income decreased in the three and six months ended June 30, 2016 as compared to the same periods a year ago. The decrease in the second quarter of 2016 compared to the second quarter of 2015 was caused by lower secondary market loan production and a decrease in servicing fees. The decrease for the first six months of 2016 compared with the same period a year ago was primarily caused by lower secondary market loan production.

Insurance commissions declined during the three months ended June 30, 2016 over the same period a year ago. The decrease in insurance commissions was primarily due to receiving contingency commissions during the second quarter in 2016 and the first quarter in 2015. Insurance commissions increased for the six months ended June 30, 2016 compared to the same period in 2015 due to an increase in the book of business and higher contingency commissions received during 2016.

Equipment rental income grew for the three and six months ended June 30, 2016 over the comparable periods one year ago. The increase was the result of the average equipment rental portfolio increasing 32.58% over the same period a year ago due to improving market conditions for equipment finance mainly in auto and light trucks, medium and heavy duty trucks and aircraft. The increase in equipment rental income was offset by a similar increase in depreciation on equipment owned under operating leases.

Losses on investment securities available-for-sale during the three and six months ended June 30, 2016 compared to the same periods in 2015 were the result of an other than temporary impairment charge of $0.29 million on a marketable equity security offset by gains on the sale of U.S. States and political subdivisions securities.

Other income increased for the three and six months ended June 30, 2016 over the same periods a year ago. The increase during the second quarter of 2016 compared to the second quarter of 2015 was the result of gains on the liquidation of a partnership investment required by the Volcker Rule and higher mutual fund income offset by lower monogram fund income, a reduction in claim proceeds from bank owned life insurance and decreased customer swap

fees. The higher income during the first six months of 2016 compared to the same period a year ago was mainly due to gains on the liquidation of a partnership investment required by the Volcker Rule and higher mutual fund income offset by lower monogram fund income and a reduction in claim proceeds from bank owned life insurance.

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NONINTEREST EXPENSE

The following table shows the details of noninterest expense.

	Three Months Ended June 30,				Six Months Ended June 30,			
(Dollars in thousands)	2016	2015	$ Change	% Change	2016	2015	$ Change	% Change
Noninterest expense:								
Salaries and employee benefits	$21,194	$20,794	400	1.92 %	$42,545	$41,719	826	1.98 %
Net occupancy	2,307	2,345	(38)	(1.62)%	4,808	4,806	2	0.04 %
Furniture and equipment	4,811	4,531	280	6.18 %	9,601	8,867	734	8.28 %
Depreciation - leased equipment	5,444	4,396	1,048	23.84 %	10,545	8,484	2,061	24.29 %
Professional fees	1,190	1,108	82	7.40 %	2,409	1,978	431	21.79 %
Supplies and communication	1,374	1,409	(35)	(2.48)%	2,882	2,815	67	2.38 %
FDIC and other insurance	911	847	64	7.56 %	1,790	1,696	94	5.54 %
Business development and marketing	1,025	1,214	(189)	(15.57)%	2,005	2,263	(258)	(11.40)%
Loan and lease collection and repossession	385	(294)	679	NM	812	69	743	NM
Other	1,393	1,891	(498)	(26.34)%	3,342	3,605	(263)	(7.30)%
Total noninterest expense	$40,034	$38,241	1,793	4.69 %	$80,739	$76,302	4,437	5.82 %

Salaries and employee benefits increased for the three and six months ended June 30, 2016 compared to the same periods in 2015. The increase for the second quarter 2016 was mainly due to higher base salary expense and increased group insurance costs offset by lower executive incentives. Higher base salary expense was primarily due to normal performance raises. Group insurance costs increased due to the timing of health insurance claims received in the second quarter 2016 versus the first quarter 2016. The increase for the first six months of 2016 compared to the same period in 2015 was mainly due to higher base salary expense offset by lower group insurance costs and a reduction in executive incentives. Higher base salary expense was primarily due to normal performance raises. Group insurance costs decreased as a result of overall lower health insurance claims experience.

Net occupancy expense was flat during the three and six months ended June 30, 2016 compared to the same periods in 2015.

Furniture and equipment expense, including depreciation, increased during the three and six months ended June 30, 2016 compared to the same periods in 2015. Furniture and equipment expense was higher in 2016 mainly due to increased computer processing charges, software, equipment maintenance costs and depreciation on new equipment with banking center remodels.

During the second quarter and first six months of 2016, depreciation on leased equipment increased in conjunction with the increase in equipment rental income as compared to the same period one year ago.

Professional fees were slightly higher during the second quarter of 2016 compared to the same period a year ago. Professional fees grew during the first six months of 2016 compared to the same period in 2015 mainly due to higher legal fees and increased utilization of consulting services offset by lower audit fees.

Supplies and communication expense decreased slightly during the second quarter of 2016 compared to the same period a year ago and increased slightly for the first six months of 2016 compared with the same period a year ago.

FDIC and other insurance increased slightly during the three and six months ended June 30, 2016 compared to the same periods a year ago.

Business development and marketing expense decreased for the three and six months ended June 30, 2016 versus the three and six months ended June 30, 2015. The lower expense in 2016 was primarily the result of decreased marketing promotions.

Loan and lease collection and repossession expense increased for the three and six months ended June 30, 2016 compared to the same periods in 2015. The increase during the second quarter of 2016 over the same period a year ago was primarily due to lower recoveries on repurchased mortgage loans, fewer gains on the sale of other real estate and increased valuation adjustments. Loan and lease collection and repossession expense increased for the first six months

of 2016 compared to the same period in 2015 mainly due to lower gains on the sale of other real estate owned and repossessions and lower recoveries on repurchased mortgage loans offset by decreased valuation adjustments.

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Other expenses were lower during the three and six months ended June 30, 2016 compared to the same periods in 2015. The decrease during the second quarter of 2016 over a year ago primarily related to fewer write-downs on fixed assets, lower employment and relocation expenses, reduced residential mortgage foreclosure expenses and debit card losses offset by an increase in provision on unfunded loan commitments and swap valuation adjustments. The decrease during the first six months of 2016 compared to the same period in 2015 were mainly the result of lower expenses related to a previously reported proceeding that involved the Bank as trustee, fewer write-downs on fixed assets, reduced intangible asset amortization as items fully amortize and a decrease in employment and relocation expenses offset by an increase in provision on unfunded loan commitments and higher swap valuation adjustments.

INCOME TAXES

The provision for income taxes for the three and six month periods ended June 30, 2016 was $8.03 million and $15.45 million respectively, compared to $8.51 million and $15.77 million for the same periods in 2015. The effective tax rates were 35.67% and 35.26% for the second quarter ended June 30, 2016 and 2015, respectively and 35.31% and 35.12% for the six months ended June 30, 2016 and 2015 respectively.

ITEM 3.

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There have been no material changes in market risks faced by 1st Source since December 31, 2015. For information regarding our market risk, refer to 1st Source’s Annual Report on Form 10-K for the year ended December 31, 2015.

ITEM 4.

CONTROLS AND PROCEDURES

As of the end of the period covered by this report an evaluation was carried out, under the supervision and with the participation of our management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934) pursuant to Exchange Act Rule 13a-14. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that, at June 30, 2016, our disclosure controls and procedures were effective in ensuring that information required to be disclosed by 1st Source in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission’s rules and forms and are designed to ensure that information required to be disclosed in those reports is accumulated and communicated to management as appropriate to allow timely decisions regarding required disclosure.

In addition, there were no changes in our internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f)) during the second fiscal quarter of 2016 that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. Legal Proceedings.

1st Source and its subsidiaries are involved in various legal proceedings incidental to the conduct of our businesses. Management does not expect that the outcome of any such proceedings will have a material adverse effect on our consolidated financial position or results of operations.

ITEM 1A. Risk Factors.

There have been no material changes in risks faced by 1st Source since December 31, 2015. For information regarding our risk factors, refer to 1st Source’s Annual Report on Form 10-K for the year ended December 31, 2015.

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ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds

ISSUER PURCHASES OF EQUITY SECURITIES

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs*	Maximum Number (or Approximate Dollar Value) of Shares that may yet be Purchased Under the Plans or Programs
April 01 - 30, 2016	—	$ ——		1,387,785
May 01 - 31, 2016	—	—	—	1,387,785
June 01 - 30, 2016	—	—	—	1,387,785

* 1st Source maintains a stock repurchase plan that was authorized by the Board of Directors on July 24, 2014. Under the terms of the plan, 1st Source may repurchase up to 2,000,000** shares of its common stock from time to time to mitigate the potential dilutive effects of stock-based incentive plans and other potential uses of common stock for corporate purposes. Since the inception of the plan, 1st Source has repurchased a total of 612,215** shares.

**Unadjusted for 10% stock dividend declared July 22, 2015 and issued on August 14, 2015.

ITEM 3. Defaults Upon Senior Securities.

None

ITEM 4. Mine Safety Disclosures.

None

ITEM 5. Other Information.

None

ITEM 6. Exhibits

The following exhibits are filed with this report:

31.1 Certification of Chief Executive Officer required by Rule 13a-14(a).

31.2 Certification of Chief Financial Officer required by Rule 13a-14(a).

32.1 Certification pursuant to 18 U.S.C. Section 1350 of Chief Executive Officer.

32.2 Certification pursuant to 18 U.S.C. Section 1350 of Chief Financial Officer.

101.INS XBRL Instance Document

101.SCH XBRL Taxonomy Extension Schema Document

101.CAL XBRL Taxonomy Extension Calculation Linkbase Document

101.LAB XBRL Taxonomy Extension Labels Linkbase Document

101.PRE XBRL Taxonomy Extension Presentation Linkbase Document

101.DEF XBRL Taxonomy Extension Definition Linkbase Document

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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 thereunto duly authorized.

1st Source Corporation

DATE	July 21, 2016	/s/ CHRISTOPHER J. MURPHY III Christopher J. Murphy III Chairman of the Board and CEO
DATE	July 21, 2016	/s/ ANDREA G. SHORT Andrea G. Short Treasurer and Chief Financial Officer Principal Accounting Officer

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