

FLUOR CORP  
Form 8-K  
March 10, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest reported event): **March 7, 2014**

**FLUOR CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**001-16129**  
(Commission File Number)

**33-0927079**  
(IRS Employer Identification  
Number)

**6700 Las Colinas Boulevard**  
**Irving, Texas**  
(Address of principal executive offices)

**75039**  
(Zip Code)

**(469) 398-7000**

(Registrant's telephone number, including area code)

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**Not Applicable**

(Former name or former address, if changed since last report)

**Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:**

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(d) On February 7, 2014, the Board of Directors (the Board) of Fluor Corporation (the Corporation) voted to change the size of the Board to thirteen members, effective April 30, 2014. The Board elected Mr. Matthew K. Rose to the Board, effective April 30, 2014, to fill the new position authorized by the Board.

Mr. Rose has been appointed as a member of the Audit Committee of the Board, effective April 30, 2014. The Board has affirmatively determined that Mr. Rose is independent of the Corporation and its management under New York Stock Exchange listing standards and the standards set forth in the Corporation's Corporate Governance Guidelines.

Mr. Rose will receive the standard compensation amounts payable to non-employee directors of the Corporation, as described in Exhibit 10.12 to the Corporation's Quarterly Report on Form 10-Q filed on August 2, 2012.

In connection with Mr. Rose's election, the Corporation and Mr. Rose will enter into the form of indemnification agreement filed with the Corporation's Annual Report on Form 10-K filed on February 25, 2009.

A copy of the Corporation's March 10, 2014 press release announcing the election of the new director is attached hereto as Exhibit 99.1.

**Item 7.01. Regulation FD Disclosure.**

A copy of the Corporation's press release regarding the foregoing matter is furnished as Exhibit 99.1 hereto.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

| Exhibit Number | Description   |
|----------------|---|
| 99.1           | Press Release Issued by Fluor Corporation on March 10, 2014, announcing the election of a new director. |



**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 hereunto duly authorized.

March 10, 2014

**FLUOR CORPORATION**

By: */s/ Carlos M. Hernandez*  
Carlos M. Hernandez  
Chief Legal Officer and Secretary

**FLUOR CORPORATION**

**INDEX OF EXHIBITS**

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