

ABM INDUSTRIES INC /DE/
Form 8-K
July 12, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 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 event reported): **July 12, 2017**

ABM Industries Incorporated

(Exact name of registrant as specified in its charter)

Delaware
(State or Other

1-8929

(Commission File Number)

Jurisdiction of Incorporation)

94-1369354

(I.R.S. Employer

Identification Number)

One Liberty Plaza, 7th Floor, New York, New York
(Address of principal executive offices)

10006

(Zip Code)

Registrant's telephone number, including area code: **(212) 297-0200**

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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.

Item 7.01 Regulation FD.

On July 12, 2017, the Company issued a press release announcing the entry into a definitive agreement (the “Merger Agreement”) to acquire GCA Holding Corp., a Delaware corporation from affiliates of Thomas H. Lee Partners, L.P. and Goldman Sachs Merchant Banking Division for approximately \$1.25 billion in cash and stock. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

On July 12, 2017, the Company will host a conference call and simultaneous presentation to investors to discuss the entry into the Merger Agreement. A copy of the investor presentation is attached hereto as Exhibit 99.2 and incorporated herein by reference.

The information contained in Item 7.01 of this Current Report shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Description

99.1 Press Release dated July 12, 2017

99.2 Presentation dated July 12, 2017

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.

ABM INDUSTRIES INCORPORATED

Date: July 12, 2017 By: /s/ Barbara L. Smithers

Barbara L. Smithers

Vice President, Deputy General Counsel and Assistant Secretary

EXHIBIT INDEX

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