



**Explanatory Note**

This Amendment No. 1 to the Current Report on Form 8-K filed by ABM Industries Incorporated (the “Company”) on March 10, 2011 (the “Original 8-K”) updates disclosures made under Item 5.07, Submission of Matters to a Vote of Security Holders, regarding the results of the Company’s 2011 Annual Meeting of Stockholders held on March 8, 2011 (the “2011 Annual Meeting”). The sole purpose of this Amendment is to disclose the decision of the Board of Directors (the “Board”) regarding how frequently it will conduct non-binding advisory votes on the compensation paid to the Company’s named executive officers. No other changes have been made to the Original 8-K.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

In a non-binding advisory vote on the frequency of the advisory vote on the compensation paid to the Company’s named executive officers (“say-on-pay”) held at the 2011 Annual Meeting, stockholders voted in favor of holding say-on-pay votes annually. Accordingly, in light of this result and other factors considered by the Board, the Board has determined that the Company will hold advisory say-on-pay votes on an annual basis until the next required vote on the frequency of such say-on-pay votes.

**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.

Date: June 6, 2011

ABM INDUSTRIES INCORPORATED

By: /s/ Sarah H. McConnell

Name: Sarah H. McConnell

Title: Senior Vice President and  
General Counsel