

AECOM TECHNOLOGY CORP  
Form DEFA14A  
March 05, 2013

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant  X

Filed by a Party other than the Registrant  O

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

AECOM TECHNOLOGY CORPORATION  
(Name of Registrant as Specified In Its Charter)

N/A

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
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  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  - (4) Proposed maximum aggregate value of transaction:
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- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
  - (1) Amount Previously Paid:
  - (2) Form, Schedule or Registration Statement No.:
  - (3) Filing Party:
  - (4) Date Filed:

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March 4, 2013

Ms. Meredith Lawless  
Fidelity Investments  
Investment Proxy Research  
One Spartan Way TS1E  
Merrimack, NH 02054

Dear Ms. Lawless,

We appreciated the opportunity last week to discuss Fidelity's views regarding certain corporate governance and compensation matters as they pertain to AECOM Technology Corporation (the Company) and the Company's upcoming shareholder advisory vote on executive compensation. We hope that you also found the Company's perspective valuable.

After careful consideration of investor feedback, we confirm that Company management commits to the following:

1. Recommend to the Company's Board of Directors the declassification of the Board; and
2. Management will also recommend to the Compensation and Organization Committee to consider, to the extent it has not already done so, adjusting the performance measurements of the Company's long term incentive programs in fiscal year 2014 and beyond to take into account the effects of goodwill impairments and consider, in the design of the program, ensuring that a goodwill impairment in any year of the program impacts all years of the program.

We appreciate the input we have received from Fidelity and other interested shareholders.

Sincerely,

/s/ Stephen M. Kadenacy

Stephen M. Kadenacy  
Executive Vice President, Chief Financial Officer

Cc: Lynn A. Tyson, SVP, Investor Relations

David Y. Gan, VP, Assistant General Counsel

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