

ABM INDUSTRIES INC /DE/  
Form 8-K  
December 16, 2010

**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): December 13, 2010**

**ABM Industries Incorporated**

(Exact name of registrant as specified in its charter)

**Delaware**

**1-8929**

**94-1369354**

(State or other jurisdiction  
of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

**551 Fifth Avenue, Suite 300  
New York, New York**

**10176**

(Address of principal executive offices)

(Zip Code)

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

**N/A**

(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 2.02. Results of Operations and Financial Condition.**

On December 15, 2010, ABM Industries Incorporated (the Company ) issued a press release announcing financial results related to fiscal year 2010 and the fourth quarter of fiscal year 2010. A copy of the press release is attached as Exhibit 99.1, which is incorporated into this item by reference.

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On December 13, 2010, the Board of Directors of the Company amended Articles IV, VI and IX of the Company s Bylaws (the Bylaws ) to: (1) provide in Article IV that the organization meeting of directors and the election of officers relating to the Company s annual meeting of stockholders shall take place in conjunction with the annual meeting of stockholders; (2) provide in Article VI that, among other responsibilities, the Company s chief financial officer is the general manager of the internal audit function; and (3) amend a provision in the bylaws in Article IX relating to the handling of lost stock certificates.

The amendments to the Bylaws became effective December 13, 2010. The foregoing description of the amendments to the Company s Bylaws is qualified in its entirety by reference to the full text of the Bylaws, as amended, a copy of which is attached as Exhibit 3.2 and incorporated into this item by reference.

**Item 8.01. Other Events.**

On December 15, 2010, the Company announced that the Board of Directors of the Company declared a quarterly dividend of \$0.14 per share, payable on February 7, 2011 to stockholders of record on January 6, 2011. A copy of the press release announcing the declaration of the dividend is attached as Exhibit 99.1, which is incorporated into this item by reference.

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

(c) Exhibits.

3.2 Bylaws of the Company as amended December 13, 2010

99.1 Press Release issued by ABM Industries Incorporated, dated December 15, 2010, announcing financial results related to fiscal year 2010 and the fourth quarter of fiscal year 2010, the declaration of a dividend payable February 7, 2011 to stockholders of record on January 6, 2011, and an Investor Briefing to be held on December 16, 2010.

**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

Dated: December 16, 2010

By: /s/ Sarah H. McConnell  
Sarah H. McConnell  
Senior Vice President and  
General Counsel

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**EXHIBIT INDEX**

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