

ABM INDUSTRIES INC /DE/  
Form 8-K  
August 08, 2012

**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): August 6, 2012**

**ABM Industries Incorporated**

**(Exact Name of Registrant as Specified in Charter)**

**Delaware**  
**(State or Other Jurisdiction**

**of Incorporation)**

**1-8929**  
**(Commission**

**File Number)**

**94-1369354**  
**(IRS Employer**

**Identification No.)**

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**551 Fifth Avenue, Suite 300, New York, New York**  
(Address of Principal Executive Offices)

**10176**  
(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 (*see* General Instruction A.2. below):

- .. 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))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On August 6, 2012, the Board of Directors of ABM Industries Incorporated (the Company) elected Sudhakar Kesavan as a director to fill the vacancy created upon the earlier resignation of Dan T. Bane in April 2012. Mr. Kesavan has been named to the class of directors with terms expiring in 2013. Committee membership has not yet been determined.

Mr. Kesavan's cash and equity compensation arrangements as a director will be the same as those previously reported in the Company's Proxy Statement for its 2012 Annual Meeting of Shareholders for other non-employee directors, except that the annual award of restricted stock units granted to all non-employee directors will be prorated based on length of service from his election to the Board to the next Annual Meeting of Shareholders.

A copy of the press release announcing the election of Mr. Kesavan as a director is attached as exhibit 99.1.

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

(c) Exhibits.

99.1 Press Release issued by ABM Industries Incorporated, dated August 7, 2012, announcing the election of Mr. Kesavan as a 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.

ABM INDUSTRIES INCORPORATED

Dated: August 8, 2012

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

**EXHIBIT INDEX**

- 99.1 Press Release issued by ABM Industries Incorporated, dated August 7, 2012 announcing the election of Mr. Kesavan to the Company's Board of Directors.