

ABM INDUSTRIES INC /DE/  
Form 8-K  
October 14, 2011

**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): October 11, 2011**

**ABM Industries Incorporated**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other Jurisdiction of  
Incorporation)

**1-8929**

(Commission File Number)

**94-1369354**

(IRS Employer Identification No.)

**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:

- 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 1.02. Termination of a Material Definitive Agreement.**

On October 11, 2011, ABM Industries Incorporated (the “Company”) entered into a Termination Agreement (the “Termination Agreement”) with International Business Machines Corporation (“IBM”) pursuant to which the parties agreed to terminate services currently being provided by IBM to the Company pursuant to a Master Professional Services Agreement dated October 1, 2006, as such agreement has been amended (the “Master Professional Services Agreement”). Under the Master Professional Services Agreement, the Company and IBM had entered into a statement of work relating to the design and build by IBM of the Company’s new primary data center in Alpharetta, Georgia and a statement of work relating to the relocation by IBM of certain Company IT environments now supported by IBM to the new data center. The Termination Agreement provides that services under the Master Professional Services Agreement shall terminate effective as of the successful completion of the design and build of the Company’s new primary data center and the relocation of the environments currently supported by IBM to that data center, both of which are expected to be completed by February 29, 2012.

The Termination Agreement provides that the Master Professional Services Agreement is being terminated for convenience and it further provides that the Company is not obligated to pay any Termination Charges (as such term is defined in the Master Professional Services Agreement), or any wind-down costs, stranded costs, early termination fees or redeployment costs, in connection with such termination.

The foregoing summary of the Termination Agreement does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Termination Agreement, which is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference.

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

(c) Exhibits.

10.1 Termination Agreement dated October 11, 2011 by and between ABM Industries Incorporated and International Business Machines Corporation.

**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: October 14, 2011

By: /s/ Sarah H. McConnell .

Sarah H. McConnell  
Senior Vice President and  
General Counsel

**EXHIBIT INDEX**

10.1 Termination Agreement dated October 11, 2011 by and between ABM Industries Incorporated and International Business Machines Corporation.

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#160;	548,926 I By Brown Ventures, LLC Class A Common	28,000 I By MAE LLC Class A
Common	170,675 I By GRAT Class A Common	21,325 I By JMB Irrev Trust Class A Common
	2,584.692 I By children Class A Common	30,172 I By Spouse Class B Common
Class B Common	3,713.504 <sup>(1)</sup> I BF 401(k) Plan Class B Common	45,010 D
LLC Class B Common	393 I By Children Class B Common	137,231 <sup>(5)</sup> I By Brown Ventures, LLC Class B Common
		7,543 I By Spouse

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy) <sup>(7)</sup>	\$ 35.83 <sup>(8)</sup>					05/01/2007	04/30/2014	Class B Common	1,375 <sup>(8)</sup>
Stock Appreciation Right <sup>(7)</sup>	\$ 45.53 <sup>(9)</sup>					05/01/2008	04/30/2015	Class B Common	1,189 <sup>(9)</sup>
Stock Appreciation Right <sup>(7)</sup>	\$ 55.69 <sup>(10)</sup>					05/01/2009	04/30/2016	Class B Common	2,564 <sup>(10)</sup>
	\$ 53.8 <sup>(11)</sup>					05/01/2010	04/30/2017		

Stock Appreciation Right <sup>(7)</sup>								Class B Common	2,936 (11)
Stock Appreciation Right <sup>(7)</sup>	\$ 56.58 <sup>(12)</sup>				05/01/2011	04/30/2018		Class B Common	2,690 (12)
Restricted Stock Unit <sup>(7)</sup>	<sup>(2)</sup>				<sup>(3)</sup>	<sup>(3)</sup>		Class B Common	817 (1)
Restricted Stock Unit <sup>(7)</sup>	<sup>(2)</sup>				<sup>(4)</sup>	<sup>(4)</sup>		Class B Common	575 (1)
Restricted Stock Unit	<sup>(2)</sup>	07/28/2011	A	488	<sup>(6)</sup>	<sup>(6)</sup>		Class B Common	488

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brown J McCauley 850 DIXIE HIGHWAY LOUISVILLE, KY 40210			X	

## Signatures

Diane M. Barhorst, Atty. in Fact for J. McCauley  
Brown

08/01/2011

<sup>\_\_</sup>Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Number of shares the reporting person has acquired under the Brown-Forman 401(k) plan as of July 28, 2011
- (2) Each Restricted Stock Unit represents a contingent right to receive one share of Brown-Forman Class B common stock.
- (3) The Restricted Stock Units were granted July 23, 2009, and vest April 30, 2013.
- (4) The Restricted Stock Units were granted on July 22, 2010, and vest April 30, 2014.
- (5) Total updated to correct the number of shares held following the merger of Brown FLIP into Brown Ventures, LLC as previously reported, with no change in the reporting person's pecuniary interest therein.
- (6) The Restricted Stock Units were granted July 28, 2011 and vest April 30, 2015.
- (7) All outstanding derivative security amounts and exercise prices were adjusted on December 10, 2010, the record date for the Issuer's December 28, 2010 special cash dividend.
- (8) These option were previously reported as covering 1,355 shares at an exercise price of \$36.35 per share, but were adjusted to reflect the December 28, 2010 special cash dividend.
- (9) These stock appreciation rights were previously reported as covering 1,172 shares at an exercise price of \$46.19, but were adjusted to reflect the December 28, 2010 special cash dividend.
- (10) These stock appreciation rights were previously reported as covering 2,527 shares at an exercise price of \$56.50, but were adjusted to reflect the December 28, 2010 special cash dividend.

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- (11) These stock appreciation rights were previously reported as covering 2,894 shares at an exercise price of \$54.58, but were adjusted to reflect the December 28, 2010 special cash dividend.
- (12) These stock appreciation rights were previously reported as covering 2,657 shares at an exercise price of \$57.40, but were adjusted to reflect the December 28, 2010 special cash dividend.
- (13) These restricted stock unit amount was previously reported as covering 805 shares, but were adjusted to reflect the December 28, 2010 special cash dividend.
- (14) These restricted stock unit amount was previously reported as covering 567 shares, but were adjusted to reflect the December 28, 2010 special cash dividend.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.