

ABM INDUSTRIES INC /DE/
Form S-8
June 11, 2010

As filed with the Securities and Exchange Commission on June 11, 2010
Registration No. 333-_____

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933**

ABM INDUSTRIES INCORPORATED
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

94-1369354
(I.R.S. Employer
Identification No.)

**551 Fifth Avenue, Suite 300
New York, NY 10176**
(Address of Principal Executive Offices)

**ABM Industries Incorporated
2004 Employee Stock Purchase Plan**
(Full Titles of the Plan(s))
**c/o Sarah Hvalinka McConnell, Esq.
Senior Vice President, General Counsel and
Corporate Secretary**
**551 Fifth Avenue, Suite 300
New York, NY 10176**
(Name and Address of Agent for Service)

(212) 297-0200
(Telephone Number, Including Area Code, of Agent for Service)

With a copy to:
**Kyoko Takahashi Lin, Esq.
Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, NY 10017
(212) 450-4000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
p

(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to Be Registered(1) | Proposed Maximum Offering Price Per Share(2) | Proposed Maximum Aggregate Offering Price(2) | Amount of Registration Fee(3) |
|-----------------------------------------------------------|-----------------------------------|-----------------------------------------------------|-----------------------------------------------------|--------------------------------------|
| Common shares, \$0.01 par value | 1,000,000 shares | \$20.41 | \$20,410,000 | \$1,455.23 |

(1) This Registration Statement on Form S-8 (this Registration Statement) covers common stock, par value \$0.01 per share (Common Stock) of ABM Industries Incorporated (the Company or the Registrant) (i) issuable pursuant to the ABM Industries Incorporated 2004 Employee Stock Purchase Plan (the Plan) and (ii) pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act), any additional shares of Common Stock that become issuable under the Plan by reason of any

stock dividend,
stock split, or
other similar
transaction.

- (2) Estimated pursuant to Rule 457(h) and Rule 457(c) under the Securities Act, solely for the purpose of computing the registration fee, based on the average of the high and low prices reported of the securities being registered hereby on the New York Stock Exchange on June 7, 2010.
 - (3) Rounded up to the nearest penny.
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EXPLANATORY NOTE

This Registration Statement has been filed to register 1,000,000 additional shares of common stock, par value \$0.01 per share, to be offered pursuant to the ABM Industries Incorporated 2004 Employee Stock Purchase Plan, as amended and restated, effective January 11, 2010 (the Plan). The Plan has been amended since the filing of the Company's previous registration statement (File No. 333-116487, filed on June 15, 2004) on Form S-8, which covered the Plan prior to its amendment. Pursuant to General Instruction E to Form S-8, the contents of the previous registration statement related to the Plan are incorporated by reference herein and made a part of this Registration Statement, except as amended hereby.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed with the Securities and Exchange Commission (the Commission) by ABM Industries Incorporated pursuant to the Securities Exchange Act of 1934, as amended (the Exchange Act), are incorporated herein by reference.

(1) The Company's Annual Report on Form 10-K for the fiscal year ended October 31, 2009;

(2) All reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since October 31, 2009.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of the filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein, (or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein), modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 5. Interests of Named Experts and Counsel.

Ms. Sarah Hvalinka McConnell, Esq., who is giving an opinion on the validity of the securities being registered, is Senior Vice President, General Counsel and Corporate Secretary for ABM Industries Incorporated and holds Common Stock of the Registrant and equity compensation awards with respect to common stock of the Registrant. She is eligible to participate in the Plan.

Item 8. Exhibits.

See Exhibit Index.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant, ABM Industries Incorporated, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in New York, NY, on the 11th day of June, 2010.

ABM INDUSTRIES INCORPORATED

By: /s/ Henrik C. Slipsager
Name: Henrik C. Slipsager
Title: President and Chief Executive
Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed this 11th day of June, 2010 by the following persons in the following capacities.

| Signature | Title | Date |
|------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|---------------|
| /s/ Henrik C. Slipsager Henrik C. Slipsager | President, Chief Executive Officer and Director (Principal Executive Officer) | June 11, 2010 |
| /s/ James S. Lusk James S. Lusk | Executive Vice President and Chief Financial Officer (Principal Financial Officer) | June 11, 2010 |
| /s/ Dean A. Chin Dean A. Chin | Senior Vice President, Chief Accounting Officer and Corporate Controller (Principal Accounting Officer) | June 11, 2010 |
| /s/ Dan T. Bane Dan T. Bane | Director | June 11, 2010 |
| /s/ Linda Chavez Linda Chavez | Director | June 11, 2010 |
| /s/ J. Philip Ferguson J. Philip Ferguson | Director | June 11, 2010 |
| /s/ Anthony G. Fernandes Anthony G. Fernandes | Director | June 11, 2010 |
| /s/ Luke S. Helms Luke S. Helms | Director | June 11, 2010 |
| /s/ Maryellen C. Herringer Maryellen C. Herringer | Director | June 11, 2010 |
| /s/ Henry L. Kotkins, Jr. Henry L. Kotkins, Jr. | Director | June 11, 2010 |
| /s/ William W. Steele William W. Steele | Director | June 11, 2010 |

EXHIBIT INDEX

Exhibit
Number

- 4.1 Restated Certificate of Incorporation of ABM Industries Incorporated (incorporated by reference to Exhibit 3.1 of the Company's annual report on Form 10-K for the period ended October 31, 2003, as filed on January 14, 2004, File No. 001-08929).*
- 4.2 Amended and Restated Bylaws of ABM Industries Incorporated (incorporated by reference to Exhibit 3.2 of the Company's Form 8-K as filed on October 29, 2009, File No. 001-08929).*
- 5.1 Opinion of Ms. Sarah Hvalinka McConnell, Esq., Senior Vice President, General Counsel and Corporate Secretary for ABM Industries Incorporated.
- 23.1 Consent of KPMG LLP, Independent Registered Public Accounting Firm.
- 23.2 Consent of Ms. Sarah Hvalinka McConnell, Esq., Senior Vice President, General Counsel and Corporate Secretary for ABM Industries Incorporated (included in Exhibit 5.1).
- 24 Powers of Attorney.
- 99.1 ABM Industries Incorporated 2004 Employee Stock Purchase Plan (as amended and restated January 11, 2010) (incorporated herein by reference to Appendix A of the Proxy Statement filed on February 1, 2010, File No. 001-08929).*

* Incorporated by
reference