

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   
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(Do not check if a smaller reporting company)

## CALCULATION OF REGISTRATION FEE

<b>Title of Each Class of Securities to be Registered</b>	<b>Amount to Be Registered(1)</b>	<b>Proposed Maximum Offering Price Per Share(2)</b>	<b>Proposed Maximum Aggregate Offering Price(2)</b>	<b>Amount of Registration Fee(3)</b>
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 11<sup>th</sup> 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 11<sup>th</sup> 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