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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): January 20, 2006

**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.)

**160 Pacific Avenue, Suite 222,  
San Francisco, California**  
(Address of principal executive offices)

**94111**  
(Zip Code)

Registrant's telephone number, including area code **(415) 733-4000**

**Not Applicable**

(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 January 26, 2006, ABM Industries Incorporated (the "Company") issued a press release reporting anticipated adjustments to the preliminary fiscal year 2005 financial statements included in its December 14, 2005 press release. The January 26, 2006 press release is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated into this item by reference.

**Item 4.02 Non-Reliance on Previously Issued Financial Statements or a Related Audit Report or Completed Interim Review.**

In the Form 12b-25 filed by the Company on January 18, 2006, the Company reported that in the course of reconciling certain accounts associated with a business acquired in 2004 in the Security segment of the Company as part of the preparation of the Company's financial statements, it was determined that the amount of cash and cash equivalents at October 31, 2005 included in the Company's December 14, 2005 press release would likely be reduced.

At the time that the Form 12b-25 was filed, the Company was not yet able to assess the specific impact of this likely reduction in cash and cash equivalents on the remaining information included in the December 14, 2005 press release. By January 20, 2006, the Company had completed procedures sufficient to determine that the financial information for fiscal year 2005 and the three months ended October 31, 2005 included in the December 14, 2005 press release, as well as the financial statements previously issued by the Company for the interim periods ended January 31, 2005, April 30, 2005 and July 31, 2005, should no longer be relied on.

The procedures, which included a review of the financial statements of the acquired business, also identified errors involving payroll and payroll-related expenses and the accounting for a subcontracting arrangement with the sellers of the business while certain state operating licenses were being obtained by the Company. Based on the Company's investigation to date, the Company currently expects to make two adjustments to its preliminary fiscal year 2005 financial statements. The first anticipated adjustment is to decrease cash and cash equivalents at October 31, 2005 by approximately \$7.0 million, to increase payroll and payroll-related expenses, which are included in operating expenses and cost of goods sold, by approximately \$4.2 million for fiscal year 2005, and to record a receivable of approximately \$2.8 million from the sellers of the business in prepaid and other current assets at October 31, 2005. The second anticipated adjustment is to increase both accrued compensation at October 31, 2005 and payroll and payroll-related expenses for fiscal year 2005 by approximately \$3.0 million.

The cumulative effect of these anticipated adjustments (on an after-tax basis) would be to reduce income from continuing operations and net income for the fiscal year ended October 31, 2005 by approximately \$4.4 million, from \$55.1 million to approximately \$50.7 million in the case of income from continuing operations, and from \$69.5 million to approximately \$65.1 million in the case of net income. Finalization of these numbers and the impact on the individual quarters is subject to completion of reviews by management and the Company's independent registered public accounting firm. The Company also expects to revise fiscal year 2006 guidance.

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Senior management and the Audit Committee of the Company's Board of Directors have discussed the matters described above with the Company's independent accountant. The investigation of the matter has not been completed. While the information in this Form 8-K describes the material items for which the Company has determined adjustment will be required at this time, there can be no assurance that additional items will not be identified or the amounts of the adjustments will not be revised. The results, when finally determined, will be reflected in the Company's Annual Report on Form 10-K for fiscal year 2005, including the restatements of the financial statements for the interim periods ended January 31, 2005, April 30, 2005 and July 31, 2005. The Company does not believe it can complete all necessary procedures to enable this filing to occur by February 1, 2006, as originally anticipated in the Company's Form 12b-25.

Pursuant to Section 404 of the Sarbanes-Oxley Act of 2002, beginning with the Company's Annual Report on Form 10-K for fiscal year 2005, management must furnish a report on the Company's internal control over financial reporting. The procedures undertaken by the Company and described above revealed a material weakness in the Company's internal control over financial reporting as of October 31, 2005. The Company is in the process of designing improved internal control over financial reporting.

*Forward Looking Statements:*

Statements contained in this Current Report on Form 8-K that relate to the Company's or management's current beliefs, expectations or predictions of the future, including, but not limited to, anticipated adjustments to previously reported financial information, are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. The Company's actual results and assessment of internal control over financial reporting could differ materially from those projected in the forward-looking statements. The actual results of operations and the line item amounts (including the results of operations and line item amounts for the interim periods that require restatement) will depend upon a number of factors, including the completion of the ongoing investigation, the occurrence of subsequent events that relate back to earlier periods and any other matters that arise in the process of completing the Company's Annual Report on Form 10-K. The Company assumes no obligation to update or revise the forward-looking statements in this report because of new information, future events or otherwise.

**Item 9.01 Financial Statements and Exhibits**

**(d) Exhibits**

- 99.1 Press Release dated January 26, 2006 reporting anticipated adjustments to the Company's financial statements.
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**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: January 26, 2006

By: /s/ George B. Sundby  
George B. Sundby  
Executive Vice President and Chief Financial Officer

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## Exhibit Index

<u>No.</u>	<u>Description</u>
99.1	Press Release dated January 26, 2006 reporting anticipated adjustments to the Company's financial statements.

Contact:  
ABM Industries, Incorporated  
Linda S. Auwers (Senior Vice President and General Counsel)  
(415) 733-4000

### **ABM Provides Update on Review of Subsidiary's Financial Statements**

**SAN FRANCISCO, CA, January 26, 2006** — ABM Industries Incorporated (NYSE: ABM) today provided an update on the previously announced review of the financial statements of a Security business it had acquired in 2004. Based on its review to date, the Company has identified errors involving payroll and payroll-related expenses and the accounting for a subcontracting arrangement with the sellers of the business while certain state operating licenses were being obtained by the Company.

Based on that review, ABM currently expects that adjustments to its preliminary fiscal year 2005 financial statements will reduce by approximately \$4.4 million (on an after-tax basis) its preliminary net income and income from continuing operations, from those reported in its December 14, 2005 press release. The Company now expects fiscal year 2005 net income to approximate \$65.1 million, and expects income from continuing operations to approximate \$50.7 million. The Company also expects to revise fiscal year 2006 guidance.

Henrik Slipsager, ABM's president & chief executive officer, stated, "Make no mistake. We will provide investors with audited financial statements for 2005 as quickly as possible. But, let's not lose sight of these facts. First, despite these adjustments, ABM just turned in the best operating results in the Company's nearly 100-year history. Second, the issues at hand concern errors in the records at one operating unit we acquired less than two years ago. Third, our financial condition remains extremely robust. And, fourth, we continue to see strong momentum in the marketplace and are growing increasingly confident of our performance this year. This strength as well as a revised outlook for our security business and costs of the review will be reflected in our revised guidance."

ABM currently expects to make two adjustments to its preliminary fiscal year 2005 financial statements. The first anticipated adjustment is to decrease by approximately \$7.0 million cash and cash equivalents at October 31, 2005, to increase payroll and payroll-related expenses (which are included in operating expenses and cost of goods sold) by approximately \$4.2 million for fiscal year 2005, and to record a receivable of approximately \$2.8 million from the sellers of the business in prepaid and other current assets at October 31, 2005. The second anticipated adjustment is to increase both accrued compensation at October 31, 2005, and payroll and payroll-related expenses for fiscal year 2005 by approximately \$3.0 million.

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Finalization of fiscal year 2005 results, which will include the restatement of the first three quarters, is subject to completion of reviews by management and the Company's independent registered public accounting firm.

Additionally, the Company is in the process of designing improved internal control over financial reporting to remedy the material weakness revealed in this review. Pursuant to Section 404 of the Sarbanes-Oxley Act, beginning with the Company's Annual Report on Form 10-K for fiscal year 2005, management must furnish a report on the Company's internal control over financial reporting.

The Company's results when finalized will be reflected in the Annual Report on Form 10-K for the fiscal year 2005. At this time, the Company does not believe it can complete all necessary procedures to enable the filing of its Form 10-K for fiscal year 2005 by February 1, 2006.

#### **About ABM Industries**

ABM Industries Incorporated is among the largest facility services contractors listed on the New York Stock Exchange. With more than 73,000 employees, ABM provides janitorial, parking, security, engineering and lighting services for thousands of commercial, industrial, institutional and retail facilities in hundreds of cities across the United States and British Columbia, Canada. The ABM Family of Services includes ABM Janitorial; Ampco System Parking; ABM Security, which includes American Commercial Security (ACSS) and Security Services of America (SSA); ABM Facility Services; ABM Engineering; and Amtech Lighting Services.

#### **Cautionary Statement Under the Private Securities Litigation Reform Act of 1995**

*Statements contained in this press release that relate to the Company's or management's current beliefs, expectations or predictions of the future, including, but not limited to, anticipated adjustments to previously reported financial information, are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. The Company's actual results and assessment of internal control over financial reporting for fiscal year 2005 could differ materially from those projected in the forward-looking statements. The final results reported by the Company will depend upon a number of factors, including the completion of the reviews and investigations that are underway, the occurrence of subsequent events that relate back to earlier periods and any other matters that arise in the process of completing the Company's Annual Report on Form 10-K. With respect to future results, any number of factors could cause the Company's actual results to differ materially from those anticipated. These risks and uncertainties include: (1) a further delay in the filing of the Company's Annual Report on Form 10-K and an adverse internal control evaluation under Section 404 of the Sarbanes-Oxley Act that affects ABM's stock price; (2) a change in the frequency or severity of claims against the Company, a deterioration in claims management, or the cancellation or non-renewal of the Company's primary insurance policies; (3) a change in actuarial analysis that causes an unanticipated change in insurance reserves; (4) the loss of long-term customers; (5) intense*

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competition that lowers revenue or reduces margins; (6) labor disputes that lead to a loss of sales and expense variations; (7) acquisition activity slows or is unsuccessful; (8) a decline in commercial office building occupancy and rental rates lowers sales and profitability; (9) weakness in airline travel and the hospitality industry that affects the results of the Company's Parking segment; (10) financial difficulties or bankruptcy of a major customer; (11) an increase in costs that the Company cannot pass on to customers; (12) a significant increase in the Company's significant accounting and other control costs; (13) natural disasters or acts of terrorism that disrupt the Company in providing services; and (14) other issues and uncertainties that may include: new accounting pronouncements or changes in accounting policies, labor shortages that adversely affect the Company's ability to employ entry level personnel, legislation or other governmental action that detrimentally impacts the Company's expenses or reduces sales by adversely affecting the Company's customers such as state or locally mandated healthcare benefits, impairment of goodwill and other intangible assets, a reduction or revocation of the Company's line of credit that increases interest expense and the cost of capital, and the resignation, termination, death or disability of one or more of the Company's key executives that adversely affects customer retention or day-to-day management of the Company. Additional information regarding these and other risks and uncertainties the Company faces is contained in the Company's Annual Report on Form 10-K and in other reports it files from time to time with the Securities and Exchange Commission. The Company assumes no obligation to update or revise these forward-looking statements because of new information, future events or otherwise.