

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): September 13, 2024 (September 10, 2024)

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.)

One Liberty Plaza
7th Floor
New York, New York
(Address of Principal Executive Offices)

10006
(Zip Code)

Registrant's Telephone Number, Including Area Code: (212) 297-0200

(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value	ABM	The New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events.

On March 11, 2024, Plaintiff Eric Miller (“Plaintiff”), on behalf of a putative class of stockholders of Nominal Defendant ABM Industries Incorporated (the “Company”), filed a Verified Class Action Complaint (the “Action”) in the Court of Chancery of the State of Delaware (the “Court”), alleging that the directors of the Company breached their fiduciary duties by adopting amended and restated bylaws of the Company on June 13, 2023, which were alleged to impose unreasonable disclosure and informational requirements on parties nominating a dissident director. The Company also received two demands pursuant to 8 *Del. C.* § 220 on behalf of purported shareholders Robert Garfield and Southeastern Pennsylvania Transportation Authority, respectively (together, the “220 Actions”) raising allegations similar to those raised by Plaintiff’s Complaint.

On March 27, 2024, the Company modified the provisions challenged by Plaintiff’s Complaint, among other provisions, by amending and restating its Amended and Restated Bylaws in the form filed as Exhibit 3.1 to the Current Report on Form 8-K filed by the Company with the United States Securities and Exchange Commission (the “Commission”) on March 27, 2024 (the “Reforms”).

The Company denies and continues to deny all allegations of wrongdoing in the Action and the 220 Actions. Plaintiff, Mr. Garfield, Southeastern Pennsylvania Transportation Authority, and the Company agreed that the Reforms rendered Plaintiff’s claims and the 220 Actions moot. The Company subsequently agreed to pay \$325,000 in attorneys’ fees and expenses in full satisfaction of any and all claims by Plaintiff, Mr. Garfield, Southeastern Pennsylvania Transportation Authority and their respective counsel for fees and expenses in the Action and the 220 Actions. In making this decision, the Company considered various factors, including the cost and time associated with litigation.

On September 10, 2024, the Court entered an order closing the Action, subject to the Company filing an affidavit with the Court confirming that this Current Report on Form 8-K, which shall constitute notice to the putative class for purposes of Rule 23, has been filed with the Commission.

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.

Date: September 13, 2024

By: /s/ Andrea R. Newborn

Andrea R. Newborn

Executive Vice President, General Counsel
and Secretary
