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): June 06, 2025

ABM INDUSTRIES INCORPORATED
(Exact name of Registrant as Specified in Its Charter)

Delaware	1-8929	94-1369354
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

One Liberty Plaza 7th Floor New York, New York	10006
(Address of Principal Executive Offices)	(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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On June 6, 2025, the ABM Industries Incorporated (the "Company") Board of Directors (the "Board") appointed David Orr to serve as the Company's Executive Vice President and Chief Financial Officer, effective immediately. Mr. Orr succeeds Earl Ellis, who has served as the Company's chief financial officer since November 2020. Mr. Orr, age 51, has served as the Company's Senior Vice President of Financial Planning and Analysis since 2015. Prior to that, he was the Company's Vice President of Strategic Solutions from 2008 to 2015 and held various finance and administration roles in the Company's Amtech Lighting Services division from 2001 to 2008.

In connection with his appointment as CFO, Mr. Orr's base salary will be set at $560,000 per year, his target annual equity incentive opportunity will be set at 175% of base salary, and his target annual cash incentive opportunity will be set at 85% of base salary. Mr. Orr will receive promotion grants of (i) Restricted Stock Units with a value of $180,000, which will vest 1/3 on each of the first three anniversaries of the grant date and (ii) Performance Shares with a value of $270,000, which will vest, if earned, based on the achievement of adjusted EBITDA and revenue goals over a three-year performance period, subject to modification based on the Company's total shareholder return performance relative to the S&P Composite 1500 Commercial Services & Supplies Index over such period, subject, in each case, to the terms of the applicable award agreement and the Company's equity incentive plan.

In connection with Mr. Orr's promotion, the Company and Mr. Orr entered into the Company's standard form of executive employment agreement and change in control agreement. The employment agreement provides, among other matters, that if Mr. Orr's employment is terminated by the Company without cause or he resigns for good reason, subject to his execution (and non-revocation) of a release of claims against the Company, Mr. Orr will be entitled to: (i) two times the sum of his base salary plus target annual cash bonus, (ii) 18 months of medical benefits coverage, (iii) his prorated annual cash bonus for the year of termination based on actual performance as determined after the end of the performance period, and (iv) any earned but unpaid annual cash bonus. The employment agreement includes confidentiality, employee and customer non-solicitation and non-competition covenants. If Mr. Orr is terminated under circumstances qualifying him for payments and benefits under the change in control agreement, his payments and benefits will be governed by such agreement.

The change in control agreement provides that, in the event of a change in control (as defined therein) of the Company and Mr. Orr's employment is terminated by the Company without cause or he resigns for good reason within two years thereafter, Mr. Orr will be entitled to: (i) two and one-half times the sum of his base salary plus target cash bonus; (ii) the vesting of all then unvested equity awards (and, in the case of performance awards, such awards will vest at a target award level), and (iii) payment equal to the present value of health and welfare benefits for 18 months; and (iv) payment of any unpaid, but earned, incentive pay and a pro rata portion of any unpaid incentive pay at a target award level for the performance period in which the termination occurs. The change in control agreement includes confidentiality and non-competition covenants.

In connection with Mr. Orr's entry into the executive employment agreement and change in control agreement with the Company, he ceased to participate in the Company's executive severance plan.

On June 6, 2025, Earl Ellis terminated from the position of chief financial officer. Mr. Ellis is expected to serve as Senior Advisor until no later than September 5, 2025 (the "Separation Date"). In connection with his departure from the Company on the Separation Date, Mr. Ellis will be entitled to receive severance payments and benefits for a termination without cause in accordance with the terms of his executive employment agreement and his outstanding equity awards, subject to signing a release of claims.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press Release issued by ABM Industries Incorporated, dated June 10, 2025, announcing the appointment of David Orr as Executive Vice President and Chief Financial Officer.

104 Cover Page Interactive Data File (embedded within the Inline XBRL document).

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
Date:	June 10, 2025	By:	/s/ David R. Goldman
			David R. Goldman
			Vice President and Corporate Secretary

Exhibit 99.1

ABM NAMES DAVID ORR AS CHIEF FINANCIAL OFFICER

Experienced ABM financial leader brings deep operational experience to CFO role

NEW YORK, NY – June 10, 2025 – ABM (NYSE: ABM), a leading provider of facility solutions, today announced the promotion of David Orr, a long-tenured executive of ABM who most recently served as Senior Vice President, Financial Planning and Analysis, to the position of Executive Vice President and Chief Financial Officer. Orr succeeds Earl Ellis, who has served as CFO since November 2020.

“David’s appointment as CFO reflects the strength of the talent we’ve cultivated across ABM,” said Scott Salmirs, President and Chief Executive Officer of ABM. “He has a deep understanding of our industry and our business, strong financial acumen, and a steadfast commitment to our culture of operational excellence. We are excited for David to bring these strengths to the CFO role as we work to accelerate our growth and transformation. I also want to thank Earl for his many contributions over the past several years and wish him continued success.”

“I am honored to be named CFO and am deeply appreciative of the opportunity to continue serving ABM in this new role,” said Orr. “I’m passionate about this business and look forward to partnering with our teams to build on our strong foundation, drive growth and value creation, and advance our strategic priorities with financial discipline and operational excellence.”

Throughout his career at ABM, Orr has held leadership roles across finance, strategy, and operations. As Senior Vice President, Financial Planning and Analysis since 2015, he led enterprise-wide forecasting, budgeting, and strategic financial planning. In this role, he significantly enhanced company-wide reporting and performance measurement capabilities and has been instrumental in developing and implementing recent enhancements to ABM’s transformation processes.

Orr began his career with ABM in 2001 in its lighting services division, where he held critical operating roles across the Southeast region gaining deep insight into the needs of ABM’s field and client operations, before being promoted to Vice President of Finance and Administration. From 2008 to 2015, he was Vice President, Strategic Solutions, where he partnered closely with operations to align financial strategy with growth initiatives. Orr holds a bachelor’s degree in business administration from the University of North Carolina at Chapel Hill and an MBA from the Belk College of Business at the University of North Carolina at Charlotte.

About ABM

ABM (NYSE: ABM) is one of the world's largest providers of integrated facility, engineering, and infrastructure solutions. Every day, our over 100,000 team members deliver essential services that make spaces cleaner, safer, and efficient, enhancing the overall occupant experience.

ABM serves a wide range of market sectors including commercial real estate, aviation, mission critical, and manufacturing and distribution. With over $8 billion in annual revenue and a blue-chip client base, ABM delivers innovative technologies and sustainable solutions that enhance facilities and empower clients to achieve their goals. Committed to creating smarter, more connected spaces, ABM is investing in the future to meet evolving challenges and build a healthier, thriving world. ABM: Driving possibility, together.

For more information, visit www.abm.com

Cautionary Statement under the Private Securities Litigation Reform Act of 1995

This press release contains both historical and forward-looking statements about ABM Industries Incorporated (referred to as "ABM," "we," "us," "our," or the "Company"). We make forward-looking statements related to future expectations, estimates and projections that are uncertain, and often contain words such as "anticipate," "believe," "could," "estimate," "expect," "forecast," "intend," "likely," "may," "outlook," "plan," "predict," "should," "target," or other similar words or phrases. These statements are not guarantees of future performance and are subject to known and unknown risks, uncertainties, and assumptions that are difficult to predict. For us, particular uncertainties that could cause our actual results to be materially different from those expressed in our forward-looking statements include: our success depends on our ability to gain profitable business despite competitive market pressures; our results of operations can be adversely affected by labor shortages, turnover, and labor cost increases; we may not be able to attract and retain qualified personnel and senior management we need to support our business; investments in and changes to our businesses, operating structure, or personnel relating to our ELEVATE strategy, including the implementation of strategic transformations, enhanced business processes, and technology initiatives may not have the desired effects on our financial condition and results of operations; our ability to preserve long-term client relationships is essential to our continued success; our use of subcontractors or joint venture partners to perform work under customer contracts exposes us to liability and financial risk; our international business involves risks different from those we face in the United States that could negatively impact our results of operations and financial condition; decreases in commercial office space utilization due to hybrid work models and increases in office vacancy rates could adversely affect our financial condition; negative changes in general economic conditions, such as recessionary pressures, high interest rates, durable and non-durable goods pricing, changes in energy prices, or changes in consumer goods pricing, could reduce the demand for services and, as a result, reduce our revenue and earnings and adversely affect our financial condition; we may experience *breaches of, or disruptions to, our information technology systems or those of our third-party providers or clients, or other compromises of our data that could adversely affect our business; our ongoing implementation of new enterprise resource planning ("ERP") and related boundary systems could adversely impact our ability to operate our business and report our financial results; acquisitions, divestitures, and other strategic transactions could fail to achieve financial or strategic objectives, disrupt our ongoing business, and adversely impact our results of operations; we manage our insurable risks through a combination of third-party purchased policies and self-insurance, and we retain a substantial portion of the risk associated with expected losses under these programs, which exposes us to volatility associated with those risks, including the possibility that changes in estimates to our ultimate insurance loss reserves could result in material charges against our earnings; our risk management and safety programs may not have the intended effect of reducing our liability for personal injury or property loss; unfavorable developments in our class and representative actions and other lawsuits alleging various claims could cause us to incur substantial liabilities; we are subject to extensive legal and regulatory requirements, which could limit our profitability by increasing the costs of legal and regulatory compliance; a significant number of our employees are covered by collective bargaining agreements that could expose us to potential liabilities in relation to our participation in multiemployer pension plans, requirements to make contributions to other benefit plans, and the potential for strikes, work slowdowns or similar activities, and union organizing drives; our business may be materially affected by changes to fiscal and tax policies; negative or unexpected tax consequences could adversely affect our results of operations; future increases in the level of our borrowings and interest rates could affect our results of operations; impairment of goodwill and long-lived assets could have a material adverse effect on our financial condition and results of operations; if we fail to maintain proper and effective internal control over financial reporting in the future, our ability to produce accurate and timely financial statements could be negatively impacted, which could harm our operating results and investor perceptions of our Company and as a result may have a material adverse effect on the value of our common stock; our business may be negatively impacted by adverse weather conditions; catastrophic events, disasters, pandemics, and terrorist attacks could disrupt our services; and actions of activist investors could disrupt our business. For additional information on these and other risks and uncertainties we face, see ABM's risk factors, as they may be amended from time to time, set forth in our filings with the Securities and Exchange Commission, including our most recent Annual Report on Form 10-K and subsequent filings. We urge readers to consider these risks and uncertainties in evaluating our forward-looking statements.*

Contact:

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