

ABM INDUSTRIES INC /DE/  
Form SC 13D/A  
April 08, 2015

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

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934  
(Amendment No. 2)\***

**ABM INDUSTRIES INCORPORATED**

(Name of Issuer)

**Common Stock, par value \$0.01 per share**

(Title of Class of Securities)

**000957100**

(CUSIP Number)

**Lord Michael A. Ashcroft**

**4 Marine Parade**

**Belize City, Belize**

**Tel: 501-227-6525**

**With a Copy to:**

**Eric Shube**

**Allen & Overy LLP**

**1221 Avenue of the Americas**

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New York, New York 10020

Tel: +1 212 610 6300

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

April 8, 2015

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box o.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. G02995101

- |     |  |                                     |
|-----|--|-------------------------------------|
| 1.  | Name of Reporting Person<br>Lord Michael A. Ashcroft                                     |                                     |
| 2.  | Check the Appropriate Box if a Member of a Group (See Instructions)                      |                                     |
|     | (a)  | <input type="radio"/>               |
|     | (b)  | <input type="radio"/>               |
| 3.  | SEC Use Only   |                                     |
| 4.  | Source of Funds (See Instructions)<br>N/A  |                                     |
| 5.  | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  | <input type="radio"/>               |
| 6.  | Citizenship or Place of Organization<br>Belize   |                                     |
|     | 7.   | Sole Voting Power<br>2,058,921      |
|     | 8.   | Shared Voting Power<br>0            |
|     | 9.   | Sole Dispositive Power<br>2,058,921 |
|     | 10.  | Shared Dispositive Power<br>0       |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person<br>2,058,921                |                                     |
| 12. | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) | <input type="radio"/>               |
| 13. | Percent of Class Represented by Amount in Row (11)<br>3.677%                             |                                     |
| 14. | Type of Reporting Person (See Instructions)<br>IN  |                                     |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

## Introductory Statement

This Amendment No. 2 (this **Amendment**) amends the Schedule 13D initially filed by Lord Ashcroft (**Ashcroft**) on October 23, 2008 (the **Original Filing**) and amended by the Schedule 13 filed by Ashcroft on October 16, 2013 (the **First Amended Filing**) relating to shares of the Common Stock, \$0.01 par value per share (the **Common Stock**), of ABM Industries Incorporated (the **Issuer**). Information reported in the Original Filing, as amended by the First Amended Filing, remains in effect except to the extent that it is amended or superseded by information contained in this Amendment. As described herein, the Reporting Person no longer has beneficial ownership of more than 5% of the Common Stock and accordingly this Amendment is the final amendment to the Original Filing and constitutes an exit filing for the Reporting Person.

## Item 5. Interest in Securities of the Issuer

The disclosure in Item 5(a)-(b) of the First Amended Filing is hereby deleted and replaced with the following:

As of April 8, 2015, Ashcroft directly or indirectly beneficially owns 2,058,921 shares, or approximately 3.677%, of the Issuer's Common Stock, and Ashcroft has sole voting power and sole dispositive power with respect to all of the shares directly or indirectly beneficially owned by him. The percentage owned by Ashcroft is calculated based on 55,992,396 shares of the Issuer's Common Stock outstanding as of February 25, 2015, as reported in the quarterly report on Form 10-Q for the fiscal quarter ended January 31, 2015.

The disclosure in Item 5(c) of the First Amended Filing is hereby deleted and replaced with the following:

The following chart sets forth Ashcroft's sales of the Issuer's Common Stock in the past sixty days:

Party	Date of Transaction	Number of Shares	Price per Share (\$)	Where and How Effected
Lord Ashcroft	April 6, 2015	250,000	32.004	Open Market Sale
Lord Ashcroft	April 7, 2015	100,000	32.0003	Open Market Sale

**SIGNATURE**

After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned hereby certifies that the information set forth in this statement is true, complete and correct.

April 8, 2015  
Date

/s/ Lord Michael A. Ashcroft  
Signature

Lord Michael A. Ashcroft  
Name/Title

**ATTENTION**

**Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001)**