

ABM INDUSTRIES INC /DE/
Form SC 13G/A
February 14, 2019

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

ABM INDUSTRIES INCORPORATED
(Name of Issuer)

COMMON STOCK
(Title of Class of Securities)

000957100
(CUSIP Number)

December 31, 2018
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*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 the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose 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).

CUSIP NO. 000957100 13G

1	NAME OF REPORTING PERSON
	Thomas H. Lee Advisors, LLC
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
	(a)
	(b)
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
	SOLE VOTING POWER
5	-0-
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SHARED VOTING POWER
6	-0-
	SOLE DISPOSITIVE POWER
7	-0-
	SHARED DISPOSITIVE POWER
8	-0-
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	-0-(1)
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN

ROW 9

0.0%

TYPE OF REPORTING PERSON

12

OO

Includes all shares owned by Thomas H. Lee Equity Fund VII, L.P.; Thomas H. Lee Parallel Fund VII, L.P.; (1) Thomas H. Lee Parallel (Cayman) Fund VII, L.P.; THL Executive Fund VII, L.P.; and THL Fund VII Coinvestment Partners, L.P.

Page 2 of 19

CUSIP NO. 000957100 13G

1	NAME OF REPORTING PERSON
	Thomas H. Lee Equity Fund VII, L.P.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
	(a)
	(b)
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
	SOLE VOTING POWER
5	-0-
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SHARED VOTING POWER
6	-0-
	SOLE DISPOSITIVE POWER
7	-0-
	SHARED DISPOSITIVE POWER
8	-0-
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	-0-
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN

ROW 9

0.0%

TYPE OF REPORTING PERSON

12

PN

CUSIP NO. 000957100 13G

1 NAME OF REPORTING PERSON
Thomas H. Lee Parallel Fund VII, L.P.

2 CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP*
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF
ORGANIZATION
Delaware

5 SOLE VOTING POWER
-0-

6 SHARED VOTING POWER
-0-

7 SOLE DISPOSITIVE POWER
-0-

8 SHARED DISPOSITIVE POWER
-0-

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON
-0-

10 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES*

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN

ROW 9

0.0%

TYPE OF REPORTING PERSON

12

PN

CUSIP NO. 000957100 13G

1	NAME OF REPORTING PERSON Thomas H. Lee Parallel (Cayman) Fund VII, L.P.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b)
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands
5	SOLE VOTING POWER -0-
6	SHARED VOTING POWER -0-
7	SOLE DISPOSITIVE POWER -0-
8	SHARED DISPOSITIVE POWER -0-
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -0-
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN

ROW 9

0.0%

TYPE OF REPORTING PERSON

12

PN

CUSIP NO. 000957100 13G

1	NAME OF REPORTING PERSON
	THL Executive Fund VII, L.P.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
	(a)
	(b)
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
	SOLE VOTING POWER
5	-0-
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SHARED VOTING POWER
6	-0-
	SOLE DISPOSITIVE POWER
7	-0-
	SHARED DISPOSITIVE POWER
8	-0-
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	-0-
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN

ROW 9

0.0%

TYPE OF REPORTING PERSON

12

PN

CUSIP NO. 000957100 13G

1	NAME OF REPORTING PERSON THL Fund VII Coinvestment Partners, L.P.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b)
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
5	SOLE VOTING POWER -0-
6	SHARED VOTING POWER -0-
7	SOLE DISPOSITIVE POWER -0-
8	SHARED DISPOSITIVE POWER -0-
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -0-
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN

ROW 9

0.0%

TYPE OF REPORTING PERSON

12

PN

CUSIP NO. 000957100 13G

Item 1 (a). Name of Issuer:

ABM Industries Incorporated

Item 1 (b). Address of Issuer's Principal Executive Offices:

One Liberty Plaza, 7th Floor
New York, NY 10006

Item 2 (a). Name of Person Filing:

This statement is being filed on behalf of the following (collectively, the "Reporting Persons"): (1) Thomas H. Lee Advisors, LLC, a Delaware limited liability company ("Advisors"); (2) Thomas H. Lee Equity Fund VII, L.P., a Delaware limited partnership ("THL Equity VII"); (3) Thomas H. Lee Parallel Fund VII, L.P., a Delaware limited partnership ("THL Parallel Fund VII"); (4) Thomas H. Lee Parallel (Cayman) Fund VII, L.P., a Cayman Islands exempted limited partnership ("THL Cayman Fund VII"); (5) THL Executive Fund VII, L.P., a Delaware limited partnership ("THL Executive"); and (6) THL Fund VII Coinvestment Partners, L.P., a Delaware limited partnership ("THL VII Coinvestment").

Advisors is the general partner of Thomas H. Lee Partners, L.P., which in turn is the general partner of THL VII Coinvestment. In addition Thomas H. Lee Partners, L.P. is the managing member of THL Equity Advisors VII, LLC, which in turn is the general partner of THL Equity VII, THL Parallel Fund VII, THL Cayman Fund VII and THL Executive.

Item 2 (b). Address of Principal Business Office or, if none, Residence:

For each of the Reporting Persons:
c/o Thomas H. Lee Partners, L.P.
100 Federal Street, 35th Floor
Boston, MA 02110

Page 8 of 19

CUSIP NO. 000957100 13G

Item 2 (c). Citizenship:

Thomas H. Lee Advisors, LLC – Delaware
Thomas H. Lee Equity Fund VII, L.P. – Delaware
Thomas H. Lee Parallel Fund VII, L.P. – Delaware
Thomas H. Lee Parallel (Cayman) Fund VII, L.P. – Cayman Islands
THL Executive Fund VII, L.P. – Delaware
THL Fund VII Coinvestment Partners, L.P. – Delaware

Item 2 (d). Title of Class of Securities:

Common Stock

Item 2 (e). CUSIP Number:

000957100

Item 3. Not Applicable

Item 4 Ownership

Item 4(a) Amount Beneficially Owned

This Schedule 13G is being filed on behalf of the Reporting Persons. As of the date hereof, the Reporting Persons beneficially own zero (0) shares of the Issuer's Common Stock.

Item 4(b) Percent of Class

See Item 4a hereof.

Item 4(c) Number of Shares as to which Such Person has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following .

Item 6. Ownership of More Than Five Percent on Behalf of Another Person

None.

CUSIP NO. 000957100 13G

Item Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the
7. Parent Holding Company

Not Applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Page 10 of 19

CUSIP NO. 000957100 13G

Item 9. Notice of Dissolution of Group

Not Applicable.

Item 10(c). Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

Page 11 of 19

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2019 THOMAS H. LEE ADVISORS, LLC

By: THL Holdco, LLC, its managing member

By: /s/Charles P. Holden
Name: Charles P. Holden
Title: Managing Director

Page 12 of 19

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2019 THOMAS H. LEE EQUITY FUND VII, L.P.

By: THL Equity Advisors VII, LLC,
its general partner
By: Thomas H. Lee Partners, L.P., its sole member
By: Thomas H. Lee Advisors, LLC, its general partner
By: THL Holdco, LLC, its managing member

By: /s/Charles P. Holden
Name: Charles P. Holden
Title: Managing Director

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

THOMAS H. LEE

Dated: February 14, 2019 PARALLEL FUND VII,
L.P.

By: THL Equity Advisors
VII, LLC,
its general partner
Thomas H. Lee

By: Partners, L.P., its sole
member
Thomas H. Lee

By: Advisors, LLC, its
general partner

By: THL Holdco, LLC,
its managing member

By: /s/ Charles P. Holden
Name: Charles P.
Holden
Title: Managing
Director

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2019 THOMAS H. LEE
PARALLEL
(CAYMAN)
FUND VII L.P.

By: THL
Equity
Advisors
VII, LLC,
its general
partner
Thomas
H. Lee
Partners,
L.P., its
sole
member
Thomas
H. Lee
By: Advisors,
LLC, its
general
partner
THL
Holdco,
By: LLC, its
managing
member

By: /s/ Charles P. Holden
Name: Charles P.
Holden
Title: Managing
Director

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2019 THL EXECUTIVE
FUND VII, L.P.

By: THL
Equity
Advisors
VII, LLC,
its general
partner
Thomas
H. Lee
By: Partners,
L.P., its
sole
member
Thomas
H. Lee
By: Advisors,
LLC, its
general
partner
THL
Holdco,
By: LLC, its
managing
member

By: /s/Charles P. Holden
Name: Charles P. Holden
Title: Managing Director

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2019 THL FUND VII COINVESTMENT PARTNERS, L.P.

By: Thomas H. Lee Partners, L.P., its general partner

By: Thomas H. Lee Advisors, LLC, its general partner

By: THL Holdco, LLC, its managing member

By: /s/Charles P. Holden

Name: Charles P. Holden

Title: Managing Director

Page 17 of 19

Exhibit A

AGREEMENT REGARDING THE JOINT FILING OF
SCHEDULE 13G

The undersigned hereby agree as follows:

- (i) Each of them is individually eligible to use the Schedule 13G to which this Exhibit is attached, and such Schedule 13G is filed on behalf of each of them; and
- (ii) Each of them is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Dated February 14, 2019

THOMAS H. LEE
ADVISORS, LLC

THL Holdco, LLC,
By: its managing
member

By: /s/Charles P. Holden
Name: Charles P.
Holden
Title: Managing
Director

THOMAS H. LEE
EQUITY FUND VII,
L.P.

THL Equity Advisors
By: VII, LLC, its general
partner

Thomas H. Lee
By: Partners, L.P., its sole
member

Thomas H. Lee
By: Advisors, LLC, its
general partner

THL Holdco, LLC,
By: its managing member

By: /s/Charles P. Holden
Name: Charles P.
Holden

Title: Managing
Director

THOMAS H. LEE
PARALLEL FUND VII,
L.P.

THL Equity Advisors
By: VII, LLC, its general
partner
Thomas H. Lee
By: Partners, L.P., its sole
member
Thomas H. Lee
By: Advisors, LLC, its
general partner
THL Holdco, LLC,
By: its managing member

By: /s/Charles P. Holden
Name: Charles P.
Holden
Title: Managing
Director

THOMAS H. LEE
PARALLEL
(CAYMAN) FUND VII,
L.P.

THL Equity Advisors
By: VI, LLC, its general
partner
Thomas H. Lee
By: Partners, L.P., its sole
member
Thomas H. Lee
By: Advisors, LLC, its
general partner
THL Holdco, LLC,
By: its managing member

By: /s/Charles P. Holden
Name: Charles P.
Holden
Title: Managing
Director

THL EXECUTIVE
FUND VII, L.P.

THL Equity Advisors
By: VI, LLC, its general
partner
Thomas H. Lee
By: Partners, L.P., its sole
member
Thomas H. Lee
By: Advisors, LLC, its
general partner
THL Holdco, LLC,
By: its managing member

By: /s/Charles P. Holden
Name: Charles P.
Holden
Title: Managing
Director

THL FUND VII
COINVESTMENT
PARTNERS, L.P.

Thomas H. Lee
By: Partners, L.P., its
general partner
Thomas H. Lee
By: Advisors, LLC, its
general partner
THL Holdco, LLC,
By: its managing member

By: /s/Charles P. Holden
Name: Charles P.
Holden
Title: Managing
Director