

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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): **May 22, 2020**

**FLUOR CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**001-16129**

(Commission File Number)

**33-0927079**

(IRS Employer Identification  
Number)

**6700 Las Colinas Blvd.**

**Irving, Texas**

(Address of principal executive offices)

**75039**

(Zip Code)

**(469) 398-7000**

(Registrant's telephone number, including area code)

**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))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
<b>Common Stock, \$.01 par value per share</b>	<b>FLR</b>	<b>New York Stock Exchange</b>

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

As previously reported, Mr. Ray F. Barnard, Executive Vice President, Systems and Supply Chain, and Mr. Jose Bustamante, Executive Vice President, Energy and Chemicals—Business Development and Strategy, were separated from their employment with Fluor Corporation (the “Corporation”) effective May 22, 2020.

On May 22, 2020, the Corporation entered into Separation and Release Agreements (each, a “Separation Agreement”) with each of Mr. Barnard and Mr. Bustamante. Pursuant to their respective Separation Agreements, Mr. Barnard will receive a lump sum payment of \$620,000, and Mr. Bustamante will receive a lump sum payment of \$525,000, which amounts are equal to one year of their base salaries on the date of separation. Messrs. Barnard and Bustamante will also be paid for any accrued but unused time off with pay. Messrs. Barnard and Bustamante will be eligible to receive their annual incentive awards earned for 2019, which will be paid after the Corporation files its Annual Report on Form 10-K for the year ended December 31, 2019. Restricted stock units, Value Driver Incentive awards and non-qualified stock options granted to Messrs. Barnard and Bustamante at least one year prior to the separation date will continue to vest in accordance with their terms.

The Separation Agreements provide that Messrs. Barnard and Bustamante will make themselves reasonably available to assist the Corporation in any litigation or investigations involving the Corporation. The Separation Agreements also contain customary confidentiality covenants, a release of claims, and non-competition and non-solicitation restrictions.

In addition, on May 22, 2020, the Corporation entered into a Consulting Agreement with Mr. Bustamante, pursuant to which he may provide consulting and advisory services to the Corporation at a rate of \$495 per hour, for a period of up to six months beginning on May 25, 2020.

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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.

May 28, 2020

**FLUOR CORPORATION**

By: /s/ John R. Reynolds

John R. Reynolds

Executive Vice President, Chief Legal Officer

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