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)

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:

<table>
<thead>
<tr>
<th>Title of each class</th>
<th>Trading Symbol(s)</th>
<th>Name of each exchange on which registered</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock, $.01 par value per share</td>
<td>FLR</td>
<td>New York Stock Exchange</td>
</tr>
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</table>

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 5.04. Temporary Suspension of Trading Under Registrant’s Employee Benefit Plans.**

On April 30, 2020, the administrator of the Fluor Corporation Employees’ Savings Investment Plan and the TRS 401(k) Retirement Plan (the “Plans”) issued a notice to participants in the Plans advising participants of a blackout period during which participants will be prohibited from acquiring beneficial ownership of additional interests in the Fluor Corporation Common Stock Fund (the “Stock Fund”) as a result of the inability of Fluor Corporation (the “Corporation”) to timely file its annual report on Form 10-K under the Securities Exchange Act of 1934, as amended, with the Securities and Exchange Commission.

The blackout period will begin on May 1, 2020 and will end as soon as reasonably practicable after the Corporation becomes current in its financial reporting obligations. Advance notice of the blackout period to our executive officers and directors was not possible due to events and circumstances that were beyond our reasonable control. During the blackout period, executive officers will be precluded from moving their existing account balance under the Plans out of the Stock Fund. In addition, during the blackout period, participants in the Plans will not be permitted to purchase the Corporation’s common stock normally offered pursuant to the Plans.

In addition, during the blackout period, subject to limited exceptions, the Corporation’s directors and executive officers will be prohibited from, directly or indirectly, purchasing, selling, or otherwise acquiring or transferring shares of the Corporation’s common stock (including derivative securities pertaining to such shares) acquired in connection with their service as a director or employment as an executive officer of the Corporation.

A copy of the blackout notice to executive officers and directors, which includes the information specified in Rule 104(b) of Regulation BTR, is attached hereto as Exhibit 99.1 and is incorporated herein by reference. During the blackout period and for a period of two years after the ending date of the blackout period, security holders or other interested persons may obtain, without charge, information about the actual beginning and ending dates of the blackout period by contacting Fluor Corporation, Attention: Corporate Secretary, at 6700 Las Colinas Boulevard, Irving, Texas 75039 or at 469-398-7000.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<table>
<thead>
<tr>
<th>Exhibit Number</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>99.1</td>
<td>Form of Notice of Blackout Period, dated April 30, 2020, to directors and executive officers.</td>
</tr>
<tr>
<td>104</td>
<td>Cover Page Interactive Data File (embedded within the Inline XBRL document)</td>
</tr>
</tbody>
</table>
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.

April 30, 2020

FLUOR CORPORATION

By: /s/ John R. Reynolds
John R. Reynolds
Executive Vice President, Chief Legal Officer
April 30, 2020

TO: All Executive Officers and Directors

FROM: John R. Reynolds, Executive Vice President, Chief Legal Officer

RE: Notice of Blackout Period Concerning Fluor Corporation Common Stock, Including Stock Trades Within the Fluor Corporation Employees’ Savings Investment Plan and the TRS 401(k) Retirement Plan

As a result of the inability of Fluor Corporation (the “Company”) to timely file its annual report with the SEC, participants in the Fluor Corporation Employees’ Savings Investment Plan and the TRS 401(k) Retirement Plan (the “Plans”) will not be able to acquire additional interests in the Fluor Corporation Common Stock Fund under the Plans until such time as the Company becomes current in its financial reporting obligations. This blackout period begins on May 1, 2020 and will end as soon as reasonably practicable after the Company becomes current in its financial reporting obligations (the “Blackout Period”).

Under the Section 306 of the Sarbanes-Oxley Act of 2002, as a result of the blackout described above, you will not be permitted, directly or indirectly, to purchase, sell or otherwise acquire or transfer any equity securities of the Company (or derivative securities of those equity securities, such as stock options) during the Blackout Period. This prohibition also applies to any direct or indirect pecuniary interest you may have in such securities, such as Company stock held by immediate family members living with you, or held in trust, or by controlled partnerships or corporations.

The prohibition on sales and other transfers applies only to equity securities of the Company (and derivatives of such securities) that you have acquired in connection with your service or employment as a director or executive officer of the Company. It is important to note that any such security you sell or otherwise transfer will be automatically treated as acquired in connection with your service or employment unless you establish that the securities were acquired from another source and this identification is consistent with your treatment of the securities for tax purposes and all other disclosure and reporting requirements.

Importantly, there is an exception to the prohibition on purchases, sales and other acquisitions or transfers described above for Rule 10b5-1(c) trading plans. Any purchase or sale of equity securities of the Company pursuant to a contract, instruction or written plan entered into by you that satisfies the affirmative defense conditions of Rule 10b5-1(c) will be exempt from the prohibitions described above; provided that you did not enter into or modify the contract, instruction or written plan during the blackout period, or while you were aware of the actual or approximate beginning or ending dates of that blackout period.
If you engage in a transaction that violates the restrictions described above, you may be required to disgorge your profits from the transaction and you may be subject to civil and criminal penalties. The SEC regulations regarding blackout period restrictions are complex. To avoid any inadvertent violations of the blackout period restrictions, please contact John R. Reynolds, Executive Vice President, Chief Legal Officer at (469) 398-7000 if you should have any questions about your obligations. In addition, during this blackout period the trading restrictions under the Company’s insider trading policy continue to apply.

This notice is being provided as soon as practicable after the Company determined that it would not be able to timely file its annual report. As documented in the attached certification, the normal 15-day advance notice was not possible due to events beyond the Company’s reasonable control.

If you have any questions or concerns regarding this notice, the blackout period or the restrictions described herein, please contact Fluor Corporation, Attention: John R. Reynolds, Executive Vice President, Chief Legal Officer at 6700 Las Colinas Boulevard, Irving, Texas, 75039, or at (469) 398-7000.