

JACOBS ENGINEERING GROUP INC /DE/  
Form 8-K/A  
June 01, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**Form 8-K/A**

**Current Report**

**Pursuant to Section 13 or 15(d) of**

**The Securities Exchange Act of 1934**

**Date of Report (date of earliest event reported): January 27, 2011**

**Jacobs Engineering Group Inc.**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State of incorporation)

**1-7463**  
(SEC File No.)

**95-4081636**  
(IRS Employer identification number)

**1111 S. Arroyo Parkway, Pasadena, California**

**91105**

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(Address of principal executive offices)

(Zip code)

Registrant's telephone number (including area code): (626) 578-3500

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))

**Explanatory Note**

This Form 8-K/A is being filed as an amendment (the Amendment ) to the Current Report on Form 8-K filed by Jacobs Engineering Group Inc. (the Company ) with the Securities and Exchange Commission on January 28, 2011 (the Original Filing ). The sole purpose of this Amendment is to disclose the Company s decision regarding how frequently it will conduct future shareholder advisory votes on executive compensation. No other changes are being made to the Original Filing.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

In light of the voting results concerning the frequency with which shareholders will be provided an advisory vote on executive compensation that were delivered at the Company s 2011 Annual Meeting of Shareholders, the Company s Board of Directors intends that the Company will hold an annual advisory vote on its executive compensation until the next advisory vote on the frequency of such votes, which will be no later than the Company s Annual Meeting of Shareholders in 2017.

**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.

JACOBS ENGINEERING GROUP INC.

By: /s/ John W. Prosser, Jr.  
Name: John W. Prosser, Jr.  
Title: Executive Vice President

Finance and Administration  
Date: June 1, 2011