

BACKGROUND

The following materials relate to the Notice of 2020 Annual Meeting of Shareholders and proxy statement (the “Proxy Statement”) of Tutor Perini Corporation (the “Company”), dated April 9, 2020, furnished to shareholders of the Company in connection with the solicitation of proxies by the Board of Directors of the Company for use at the Annual Meeting of Shareholders to be held on May 20, 2020. This supplement to the Proxy Statement (the “Supplement”) is being filed with the U.S. Securities and Exchange Commission and is being made available to shareholders on or about April 22, 2020.

From and after the date of this Supplement, all references to the “Proxy Statement” are to the Proxy Statement as supplemented hereby. Except as specifically supplemented by the information contained in this Supplement, all information set forth in the Proxy Statement and the related proxy materials, including the Notice of 2020 Annual Meeting of Shareholders that accompanies the Proxy Statement, continues to apply and should be considered in voting your shares.



TUTOR PERINI CORPORATION

**15901 Olden Street
Sylmar, California 91342**

**SUPPLEMENT TO THE PROXY STATEMENT
FOR THE 2020 ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON MAY 20, 2020**

Dear Shareholder:

This supplement relates to the 2020 Annual Meeting of Shareholders (the “Annual Meeting”) of Tutor Perini Corporation (the “Company”) to be held on Wednesday, May 20, 2020 at 11:30 a.m., Pacific Daylight Time. This supplement should be read in conjunction with the Company’s proxy statement, dated April 9, 2020 (the “Proxy Statement”), furnished to shareholders of the Company in connection with the solicitation of proxies by the Board of Directors of the Company for use at the Annual Meeting.

Change to Virtual-Only Annual Meeting

In light of public health concerns resulting from the novel coronavirus (COVID-19) pandemic, and recent guidance and related protocols that federal, state and local governments have implemented, NOTICE IS HEREBY GIVEN that the location of the Annual Meeting has been changed. For your health and safety, the Annual Meeting now will be held solely by means of remote communication via live audio webcast at www.virtualshareholdermeeting.com/TPC2020. You will not be able to attend the Annual Meeting in person.

Shareholders of record at the close of business on March 23, 2020, the record date, may attend the Annual Meeting, view a list of the Company’s shareholders of record, vote electronically and ask questions during the Annual Meeting. The items of business are the same as set forth in the Notice of 2020 Annual Meeting of Shareholders and Proxy Statement.

To participate in the Annual Meeting, including to vote during the meeting, access the meeting website at www.virtualshareholdermeeting.com/TPC2020 and enter the 16-digit control number found in the email or on the Notice of Internet Availability of Proxy Materials previously provided to notify you of the availability of our proxy materials, or on the proxy card or voting instruction form that was mailed to you with our proxy materials. Online access to the Annual Meeting will begin at 11:15 a.m., Pacific Daylight Time. We encourage you to access the meeting webcast prior to the start time. If you encounter difficulties joining the Annual Meeting webcast during check-in at the meeting time, please call the technical support number posted on the annual meeting webcast login page.

It is important to note that in order to participate in the Annual Meeting as a shareholder of record (i.e., with the ability to perform the actions mentioned above, including voting electronically, viewing a list of registered shareholders or asking questions), you will be required to enter your 16-digit control number, so be sure to have that control number readily available prior to attending the Annual Meeting. Attendees will also have the option to attend the Annual Meeting as a “Guest” without entering a control number. However, Guest attendees will be placed into a “listen-only” mode and will not have the ability to perform the actions mentioned above as a shareholder of record.

Information Regarding Proposal 4

This Supplement also updates information contained in the Proxy Statement relating to the “broker non-vote” rules that apply to the proposal to amend the Company’s Restated Articles of Organization to increase the number of authorized shares of the Company’s common stock from 75,000,000 to 112,500,000 (“Proposal 4”).

The Proxy Statement indicated that Proposal 4 was a “non-routine” matter and that, therefore, brokerage firms do not have the discretion to vote customers’ uninstructed shares on Proposal 4. The Company has since been advised by the New York Stock Exchange (the “NYSE”) that the NYSE considers Proposal 4 to be a “routine” matter. Because Proposal 4 is a “routine” matter under NYSE rules, brokerage firms have the discretion under NYSE rules to vote their customers’ uninstructed shares on Proposal 4 if their customers have not furnished voting instruction prior to the Annual Meeting. We therefore do not expect any “broker non-votes” in connection with Proposal 4.

Accordingly, the Company is hereby revising the information in the Proxy Statement to state that, in addition to Proposal 2 (the ratification of the selection of Deloitte & Touche LLP as the Company’s independent auditors for 2020), Proposal 4 is a “routine” matter for which brokerage firms will be permitted to exercise discretion to vote uninstructed shares.

The second paragraph of the subsection titled “Abstentions and Broker Non-Votes” in the section titled “Information Regarding the Annual Meeting” in the Proxy Statement is hereby revised to read in its entirety as follows:

“If your shares are held in “street name” and you do not return your proxy, your brokerage firm may vote your shares for you under certain circumstances. Brokerage firms have authority under the rules of the New York Stock Exchange (“NYSE”) to vote customers’ unvoted shares on some routine matters. If you do not give a proxy to your brokerage firm to vote your shares, your brokerage firm may either vote your shares on routine matters or leave your shares unvoted (“broker non-votes”). Of the proposals contained herein, only Proposal 2 and Proposal 4 are considered routine matters.”

Your vote is very important to us. We encourage you to vote your shares before the Annual Meeting using one of the methods described in the proxy materials even if you plan to attend the Annual Meeting. The proxy card, voting instruction form and Notice of Internet Availability that were previously distributed to you will not be updated to reflect the change in meeting format. Shareholders who have previously voted do not need to take any further action.

By order of the Board of Directors,



Anthony C. Fiore, Corporate Secretary

THE PROXY STATEMENT CONTAINS IMPORTANT INFORMATION AND THIS SUPPLEMENT SHOULD BE READ CAREFULLY IN CONJUNCTION WITH THE PROXY STATEMENT

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Shareholders to be held on May 20, 2020: The Proxy Statement and 2019 Annual Report are available at <http://investors.tutorperini.com/events-calendar/proxy-voting>.