

EXPONENT INC  
Form 8-K  
June 03, 2013

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**FORM 8-K**

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**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 30, 2013**

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**Exponent, Inc.**

**(Exact name of registrant as specified in its charter)**

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**Delaware  
(State or other jurisdiction  
of incorporation)**

**0-18655  
(Commission File Number)**

**77-0218904  
(IRS Employer  
Identification No.)**

**149 Commonwealth Drive  
Menlo Park, CA**

**94025**

**(Address of principal executive offices) (Zip Code)**

**Registrant's telephone number, including area code (650) 326-9400**

**(Former name or former address, if changed since last report.)**

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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 (see General Instruction A.2. below):

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))

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

On May 30, 2013, we held our annual meeting of stockholders. A total of 13,202,786 shares of our common stock were outstanding as of April 3, 2013, the record date for the annual meeting. Set forth below are the matters acted upon at the annual meeting and the final voting results on each matter as reported by our inspector of elections.

*Proposal One: Election of Directors*

Our stockholders elected Samuel H. Armacost, Mary B. Cranston, Michael R. Gaulke, Paul R. Johnson, Ph.D., Stephen C. Riggins, and John B. Shoven, Ph.D. The results of the vote were as follows:

	<u>Votes For</u>	Votes Against	Abstentions	Broker non-votes
Samuel H. Armacost	11,040,013	198,084	1,917	1,512,980
Mary B. Cranston	10,508,917	729,380	1,717	1,512,980
Michael R. Gaulke	11,159,967	77,626	2,421	1,512,980
Paul R. Johnston, Ph.D.	11,191,657	47,676	681	1,512,980
Stephen C. Riggins	11,068,880	168,789	2,345	1,512,980
John B. Shoven, Ph.D.	11,010,730	227,567	1,717	1,512,980

*Proposal Two: Ratification of KPMG as our Independent Registered Public Accountants for Fiscal 2013*

Our stockholders ratified our selection of KPMG LLP as our independent registered public accounting firm to audit our financial statements for the year ending January 3, 2014. The results of the vote were as follows:

For	12,708,070
Against	42,459
Abstentions	2,465

*Proposal Three: Advisory Vote on Executive Compensation for Fiscal 2012*

Our stockholders approved, on an advisory basis, the fiscal 2012 compensation of our named executive officers in accordance with SEC rules. The results of the vote were as follows:

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For	11,057,563
Against	166,753
Abstentions	15,698
Broker non-votes	1,512,980

*Proposal Four: Re-approval of the Performance Measures under the 2008 Equity Incentive Plan*

Our stockholders voted to re-approve the performance measures under the 2008 Equity Incentive Plan. The results of the vote were as follows:

For	11,031,231
Against	175,538
Abstentions	33,245
Broker non-votes	1,512,980

SIGNATURE

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, thereto duly authorized.

EXPONENT, INC.

By: /s/ Richard L. Schlenker  
Name: Richard L. Schlenker  
Title: Chief Financial Officer

Date: June 3, 2013