

RCM TECHNOLOGIES INC  
Form DEFA14A  
November 12, 2013

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant  X

Filed by a Party other than the Registrant  O

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

RCM TECHNOLOGIES, INC.  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Copies to:

Justin W. Chairman, Esq.	Keith E. Gottfried, Esq.
Morgan, Lewis & Bockius LLP	Alston & Bird LLP
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On November 8, 2013, RCM Technologies, Inc., a Nevada corporation ( RCM or the Company ), issued a press release in connection with its solicitation of proxies to be used at the Company's 2013 Annual Meeting of Stockholders and at any and all adjournments or postponements thereof (the 2013 Annual Meeting ).

**Press Release Issued on November 8, 2013**

Attached hereto is RCM's press release, issued on November 8, 2013, in which RCM announced that it has filed a lawsuit in the United States District Court for the District of New Jersey against Legion Partners Asset Management, LLC and other members of the Legion Group, including IRS Partners No. 19, L.P., the Leonetti/O'Connell Family Foundation, M20, Inc., the Michael F. O'Connell and Margo L. O'Connell Revocable Trust, Michael F. O'Connell, Christopher S. Kiper, Bradley S. Vizi and Roger H. Ballou, alleging violations of the federal securities laws.

**Additional Information and Where to Find It**

RCM, its directors and certain of its executive officers and employees are deemed to be participants in the solicitation of proxies from RCM's stockholders in connection with the 2013 Annual Meeting. RCM filed a definitive proxy statement with the SEC on October 30, 2013 (the RCM Proxy Statement ) in connection with the solicitation of proxies for the 2013 Annual Meeting. STOCKHOLDERS ARE URGED TO READ THE RCM PROXY STATEMENT (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS THERETO) AND ANY OTHER RELEVANT DOCUMENTS THAT RCM WILL FILE WITH THE SEC WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Additional information regarding the identity of these participants and their direct or indirect interests, by security holdings or otherwise, is set forth in the RCM Proxy Statement filed with the SEC in connection with the 2013 Annual Meeting. To the extent holdings of RCM's securities have changed since the amounts shown in the RCM Proxy Statement, such changes have been or will be reflected on Statements of Change in Ownership on Form 4 filed with the SEC.

Stockholders can obtain, free of charge, copies of the RCM Proxy Statement and any other documents filed by RCM with the SEC in connection with the 2013 Annual Meeting at the SEC's website ([www.sec.gov](http://www.sec.gov)), at RCM's website ([www.rcmt.com](http://www.rcmt.com)) or by writing to Mr. Kevin Miller, Chief Financial Officer, RCM Technologies, Inc., 2500 McClellan Avenue, Suite 350, Pennsauken, NJ 08109. In addition, copies of the proxy materials may be requested from RCM's proxy solicitor, MacKenzie Partners, Inc., 105 Madison Avenue, New York, NY 10016 or toll-free at (800) 322-2885.

**RCM Technologies, Inc.**  
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**Leon Kopyt**  
*Chairman, President & CEO*  
**Kevin D. Miller**  
*Chief Financial Officer*

P R E S S   R E L E A S E

**RCM FILES LAWSUIT AGAINST LEGION PARTNERS ASSET MANAGEMENT GROUP ALLEGING VIOLATIONS OF  
FEDERAL SECURITIES LAWS**

**Suit Alleges Legion Partners and its Dissident Stockholder Group are**

**Seeking Undue Advantage in Proxy Contest with False and Misleading Statements**

**Pennsauken, NJ November 8, 2013** RCM Technologies, Inc. (NasdaqGM: RCMT), a premier provider of business and technology solutions designed to enhance and maximize the operational performance of its customers through the adaptation and deployment of advanced information technology, engineering and specialty healthcare services, today announced that it has filed a complaint in the United States District Court for the District of New Jersey alleging violations of the federal securities laws by Legion Partners Asset Management, LLC and other members of the Legion Group, including IRS Partners No. 19, L.P., the Leonetti/O'Connell Family Foundation, M20, Inc., the Michael F. O'Connell and Margo L. O'Connell Revocable Trust, Michael F. O'Connell, Christopher S. Kiper, Bradley S. Vizi and Roger H. Ballou.

RCM alleges in the complaint that the Legion Group has failed to provide complete and materially accurate information in the filings it has made with the U.S. Securities and Exchange Commission (SEC), including its dissident proxy statement, other proxy materials and Schedule 13D. RCM is seeking declaratory and injunctive relief to ensure that RCM stockholders are provided with complete, accurate and truthful disclosures that enable them to make properly informed decisions concerning the election of directors at RCM's upcoming 2013 Annual Meeting of Stockholders.

As previously announced, the Legion Group is pursuing a proxy contest to elect its two handpicked nominees, Messrs. Vizi and Ballou, to the Board of Directors of RCM at RCM's 2013 Annual Meeting of Stockholders to be held on Thursday, December 5, 2013, at 6:00 p.m., at the offices of Morgan, Lewis & Bockius LLP in Philadelphia, Pennsylvania. RCM has established October 18, 2013 as the record date for stockholders entitled to vote at the 2013 Annual Meeting.

Leon Kopyt, RCM's Chairman of the Board and CEO, commented as follows: "Our Board takes very seriously our duty to protect our stockholders from attempts to mislead them with information we believe is false, misleading and incomplete. The Legion Group's actions in recent weeks have made it clear that immediate corrective action is necessary to prevent the Legion Group from continuing to influence the outcome of this proxy contest with what we believe to



be false, misleading and incomplete statements.

RCM is being represented in its litigation against the Legion Group by Morgan, Lewis & Bockius LLP and Alston & Bird LLP.

**About RCM**

RCM Technologies, Inc. is a premier provider of business and technology solutions designed to enhance and maximize the operational performance of its customers through the adaptation and deployment of advanced information technology and engineering services. RCM is an innovative leader in the delivery of these solutions to commercial and government sectors. RCM is also a provider of specialty healthcare services to major health care institutions and educational facilities. RCM's offices are located in major metropolitan centers throughout North America. Additional information can be found at [www.rcmt.com](http://www.rcmt.com).

**Forward-Looking Statements**

The Statements contained in this release that are not purely historical are forward-looking statements within the Private Securities Litigation Reform Act of 1995 and are subject to various risks, uncertainties and other factors that could cause the Company's actual results, performance or achievements to differ materially from those expressed or implied by such forward-looking statements. These statements often include words such as may, will, expect, anticipate, continue, estimate, project, intend, believe, plan, seek, could, can, should or, in addition, statements that are not historical should also be considered forward-looking statements. These statements are based on assumptions that we have made in light of our experience in the industry, as well as our perceptions of historical trends, current conditions, expected future developments and other factors we believe are appropriate in these circumstances. Forward-looking statements include, but are not limited to, those relating to demand for the Company's services, expected demand for our services and expectations regarding our revenues, the Company's ability to continue to utilize goodwill, to continue to increase gross margins, to achieve and manage growth, to develop and market new applications and services, risks relating to the acquisition and integration of acquired businesses, the ability of the Company to consummate acquisitions as to which it executes non-binding letters of intent, demand for new services and applications, timing of demand for services, industry strength and competition and general economic factors. Such statements are based on current expectations that involve a number of known and unknown risks, uncertainties and other factors, which may cause actual events to be materially different from those expressed or implied by such forward-looking statements. Risk, uncertainties and other factors may emerge from time to time that could cause the Company's actual results to differ from those indicated by the forward-looking statements. Investors are directed to consider such risks, uncertainties and other factors described in documents filed by the Company with the Securities and Exchange Commission. The Company assumes no obligation (and expressly disclaims any such obligation) to update any forward-looking statements contained in this release as a result of new information or future events or developments, except as may be required by law.

**Additional Information and Where to Find It**

Additional information regarding the identity of these potential participants and their direct or indirect interests, by security holdings or otherwise, will be set forth in the 2013 Proxy Statement and other materials to be filed with the SEC in connection with the 2013 Annual Meeting. Such information can also be found in RCM's Annual Report on Form 10-K for the fiscal year ended December 29, 2012, filed with the SEC on February 21, 2013 and as amended on April 26, 2013, RCM's Quarterly Report on Form 10-Q for the quarterly period ended March 30, 2013, filed with the SEC on May 10, 2013, RCM's Quarterly Report on Form 10-Q for the quarterly period ended June 29, 2013, filed with the SEC on August 8, 2013 and RCM's Quarterly Report on Form 10-Q for the quarterly period ended September 28, 2013, filed with the SEC on October 31, 2013. To the extent holdings of RCM's securities have changed since the amounts shown in the 2013 Proxy Statement, such changes have been or will be reflected on Statements of Change in Ownership on Form 4 filed with the SEC.

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