

EXPONENT INC  
Form 8-K  
June 04, 2012

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**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 31, 2012**

**Exponent, Inc.**

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

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**Delaware**                      **0-18655**                      **77-0218904**  
**(State or other jurisdiction**                      **(Commission File Number)**                      **(IRS Employer**  
**of incorporation)**                      **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.)**

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 31, 2012, we held our annual meeting of stockholders. A total of 13,445,926 shares of our common stock were outstanding as of April 4, 2012, 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, Leslie G. Denend, Ph.D., 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:

	Votes For	Votes Against	Abstentions	Broker non-votes
Samuel H. Armacost	11,273,176	302,211	8,245	1,100,540
Mary B. Cranston	10,855,426	719,314	8,892	1,100,540
Leslie G. Denend, Ph.D.	11,299,984	273,056	10,592	1,100,540
Michael R. Gaulke	11,497,587	78,822	7,223	1,100,540
Paul R. Johnston, Ph.D.	11,498,355	79,089	6,188	1,100,540
Stephen C. Riggins	11,302,784	271,756	9,092	1,100,540
John B. Shoven, Ph.D.	11,279,519	295,221	8,892	1,100,540

*Proposal Two: Ratification of KPMG as our Independent Registered Public Accountants for Fiscal 2012*

Our stockholders ratified our selection of KPMG LLP as our independent registered public accounting firm to audit our financial statements for the year ending December 28, 2012. The results of the vote were as follows:

For	12,605,626
Against	68,809
Abstentions	9,737

*Proposal Three: Advisory Vote on Executive Compensation for Fiscal 2011*

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Our stockholders approved, on an advisory basis, the fiscal 2011 compensation of our named executive officers in accordance with SEC rules. The results of the vote were as follows:

For	11,268,403
Against	271,040
Abstentions	44,189
Broker non-votes	1,100,540

*Proposal Four: Approval of Amendment of the Amended and Restated 2008 Equity Incentive Plan*

Our stockholders voted to amend our Amended and Restated 2008 Equity Incentive Plan to increase the maximum number of shares of our common stock issuable under the plan to 2,414,075 shares. The results of the vote were as follows:

For	9,616,304
Against	1,918,934
Abstentions	48,394
Broker non-votes	1,100,540

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 4, 2012