

EXPONENT INC
Form 8-K
June 03, 2013

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 30, 2013

Exponent, Inc.

(Exact name of registrant as specified in its charter)

**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.)

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