

EXPONENT INC  
Form 8-K  
June 02, 2011

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) June 1, 2011

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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  
(Address of principal executive offices)

94025  
(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))

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Item 8.01. Other Events

On June 1, 2011, Exponent announced that its Board of Directors authorized up to an additional \$35 million for the repurchase of Exponent's common stock. Exponent may pursue such repurchases from time to time in the open market or privately negotiated transactions in compliance with Securities and Exchange Commission's Rule 10b-18. A copy of the press release announcing the repurchase authorization is attached hereto as exhibit 99.1 and is incorporated herein by reference.

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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 1, 2011

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