

EXPONENT INC  
Form 8-K/A  
October 18, 2017

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K/A**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of**

**The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported) October 18, 2017**

**Exponent, Inc.**

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

**Delaware  
(State or other jurisdiction**

**0-18655**

**77-0218904  
(IRS Employer**

**of incorporation)**

**(Commission File Number) Identification No.)**

**149 Commonwealth Drive**

**94025**

**Menlo Park, CA**

**(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR 240.12b-2). Emerging growth company. “

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. “



## **Explanatory Note**

This current report on Form 8-K/A is being filed as an amendment to the current report on Form 8-K filed by Exponent, Inc. (the “Company”) with the Securities and Exchange Commission on June 2, 2017 (the “Original Form 8-K”). The Original Form 8-K reported the final voting results of the Company’s Annual Meeting of Stockholders held on June 1, 2017 (the “Annual Meeting”). The sole purpose of this amendment is to disclose the Company’s decision regarding how frequently it will conduct future stockholder advisory votes regarding the compensation of the Company’s named executive officers. No other changes have been made to the Original Form 8-K.

### **Item 5.07**

### **Submission of Matters to a Vote of Security Holders**

As previously reported in the Original Form 8-K, at the Annual Meeting a non-binding, advisory vote was taken on the frequency of future advisory votes regarding the compensation of the Company’s named executive officers. Among the options presented to stockholders (every year, every two years or every three years), the greatest number of votes were cast in favor of holding such an advisory vote every year, which was also the frequency recommended to the stockholders by the Company’s board of directors. In light of these results and consistent with the previous recommendation and determination of the Company’s board of directors, the Company will continue to hold a non-binding advisory vote on executive compensation every year until the next required vote on the frequency of stockholder votes on executive compensation.

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  
Executive Vice President, Chief  
Title: Financial Officer, and Corporate  
Secretary

Date: October 18, 2017