

EXPONENT INC  
Form 8-K/A  
June 05, 2014

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**FORM 8-K/A**

**Amendment No. 1**

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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) May 29, 2014**

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**Exponent, Inc.**

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

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**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.)**

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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))

Exponent, Inc. (the "Company") is filing this Current Report on Form 8-K/A to correct a typographical error made in the disclosure in Item 5.07, Submission of Matters to a Vote of Security Holders, in the Company's Current Report on Form 8-K filed with the SEC on May 30, 2014 (the "Original Filing"), which inadvertently misstated the results of voting under "Proposal One: Election of Directors." Specifically, the Original Filing incorrectly disclosed the votes cast to elect John B. Shoven, Ph.D. as a director of the Company as 11,969,801 votes. The correct votes cast to elect John B. Shoven, Ph.D. as a director of the Company were 10,969,801 votes. The correct voting results for "Proposal One: Election of Directors" are in the table below. Other than the correction of Dr. Shoven's "Votes For", the voting results have not otherwise changed, and no other changes have been made to the Original Filing.

### Item 5.07. Submission of Matters to a Vote of Security Holders

On May 29, 2014, we held our annual meeting of stockholders. A total of 13,141,368 shares of our common stock were outstanding as of April 2, 2014, 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 Michael R. Gaulke, Paul R. Johnson, Ph.D., Karen A. Richardson, Stephen C. Riggins, John B. Shoven, Ph.D., and Debra L. Zumwalt. The results of the vote were as follows:

|                         | Votes For  | Votes<br>Against | Abstentions | Broker<br>non-votes |
|-------------------------|------------|------------------|-------------|---------------------|
| Michael R. Gaulke       | 10,908,983 | 197,172          | 27,001      | 1,356,470           |
| Paul R. Johnston, Ph.D. | 11,091,933 | 36,109           | 5,114       | 1,356,470           |
| Karen A. Richardson     | 11,052,792 | 54,848           | 25,516      | 1,356,470           |
| Stephen C. Riggins      | 11,043,581 | 63,594           | 25,981      | 1,356,470           |
| John B. Shoven, Ph.D.   | 10,969,801 | 132,506          | 30,849      | 1,356,470           |
| Debra L. Zumwalt        | 11,078,750 | 28,890           | 25,516      | 1,356,470           |

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 5, 2014