

EXPONENT INC  
Form 8-K  
May 15, 2018

**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): May 15, 2018

**Exponent, Inc.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**

(State or Other Jurisdiction of  
Incorporation)

**0-18655**

(Commission File Number)

**77-0218904**

(I.R.S. Employer Identification  
Number)

**149 Commonwealth Drive, Menlo Park, CA 94025**

(Address of Principal Executive Offices) (Zip Code)

**(650) 326-9400**

(Registrant's telephone number, including area code)

(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:

- 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. [  ]

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**Item 7.01. Regulation FD Disclosure.**

On May 15, 2018, Exponent, Inc. (the “Company”) announced that its Board of Directors has approved a two-for-one stock split of its common stock and a change in the number of authorized shares of common stock to 120 million, each subject to stockholder approval of both the split and the change in authorized shares at the 2018 annual meeting of stockholders on May 31, 2018. The Company previously announced that its Board of Directors declared a quarterly cash dividend to be paid on June 22, 2018 to all common stockholders of record as of June 8, 2018. If the proposed stock split and the change in authorized shares are approved by stockholders, the cash dividend will be \$0.13 per share. If Exponent’s stockholders do not approve both the proposed stock split and the change in authorized shares, the cash dividend will be \$0.26 per share.

A copy of the press release announcing the stock split is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

99.1 Press release dated May 15, 2018.

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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 hereunto duly authorized.

**Exponent, Inc.**

Date: May 15, 2018

By: /s/ Richard L. Schlenker  
Richard L. Schlenker  
Executive Vice President, Chief Financial Officer, and  
Corporate Secretary