

EXPONENT INC  
Form 8-K  
January 31, 2019

**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): January 31, 2019

**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))

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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 2.02. Results of Operations and Financial Condition.**

On January 31, 2019, Exponent, Inc. issued a press release announcing its financial results for the fourth quarter ended December 28, 2018. The press release is attached hereto as Exhibit 99.1 and incorporated by reference.

**Item 7.01. Regulation FD Disclosure.**

On January 31, 2019, Exponent, Inc. announced that its Board of Directors has declared a quarterly cash dividend of \$0.16 per share to be paid on March 22, 2019 to all common stockholders of record as of March 8, 2019. The Board of Directors also authorized an additional \$75 million for share repurchases. A copy of the press release announcing the dividend and additional share repurchase authorization is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

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

99.1 Press release dated January 31, 2019.

99.2 Press release dated January 31, 2019.

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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: January 31, 2019

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