

EXPONENT INC  
Form 8-K  
May 26, 2016

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**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 26, 2016**

**Exponent, Inc.**

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

**Delaware  
(State or other jurisdiction  
of incorporation)**

**0-18655  
(Commission File Number)**

**77-0218904  
(IRS Employer  
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))

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

On May 26, 2016, we held our annual meeting of stockholders. A total of 25,948,437 shares of our common stock were outstanding as of March 30, 2016, 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:

|                         | Vote For   | Votes<br>Against | Abstentions | Broker<br>non-votes |
|-------------------------|------------|------------------|-------------|---------------------|
| Michael R. Gaulke       | 21,657,956 | 418,640          | 43,709      | 2,625,715           |
| Paul R. Johnston, Ph.D. | 21,711,563 | 406,154          | 2,588       | 2,625,715           |
| Karen A. Richardson     | 22,057,806 | 59,660           | 2,839       | 2,625,715           |
| Stephen C. Riggins      | 21,924,805 | 192,712          | 2,788       | 2,625,715           |
| John B. Shoven, Ph.D.   | 22,001,516 | 116,150          | 2,639       | 2,625,715           |
| Debra L. Zumwalt        | 21,832,680 | 285,187          | 2,438       | 2,625,715           |

*Proposal Two: Ratification of KPMG as our Independent Registered Public Accountants for Fiscal 2016*

Our stockholders ratified our selection of KPMG LLP as our independent registered public accounting firm to audit our financial statements for the year ending December 31, 2016. The results of the vote were as follows:

|             |            |
|-------------|------------|
| For         | 24,505,219 |
| Against     | 238,214    |
| Abstentions | 2,587      |

*Proposal Three: Advisory Vote on Executive Compensation for Fiscal 2015*

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Our stockholders approved, on an advisory basis, the fiscal 2015 compensation of our named executive officers in accordance with SEC rules. The results of the vote were as follows:

|                  |            |
|------------------|------------|
| For              | 21,623,927 |
| Against          | 407,839    |
| Abstentions      | 88,539     |
| Broker non-votes | 2,625,715  |

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

Date: May 26, 2016