

EXPONENT INC  
Form 8-K  
October 22, 2014  
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): October 22, 2014

Exponent, Inc.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or Other Jurisdiction of Incorporation)

000-18655  
(Commission File Number)

770218904  
(IRS Employer Identification Number)

149 Commonwealth Drive  
Menlo Park, CA, 94025  
(Address of principal executive offices including zip code)

(650) 326-9400  
(Registrant's telephone number, including area code)

Not Applicable  
(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 2.02. Results of Operations and Financial Condition.

On October 22, 2014, Exponent, Inc. issued a press release announcing its financial results for the third quarter ended October 3, 2014. The press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 7.01. Regulation FD Disclosure.

On October 22, 2014, Exponent, Inc. (the “Company”) announced that its Board of Directors has declared a cash dividend of \$0.25 per share of the Company’s common stock, payable December 19, 2014, to shareholders of record as of November 28, 2014.

A copy of the press release announcing the dividend is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

The information in this Form 8-K, including Exhibit 99.2 attached hereto, is being furnished under Item 7.01 and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liability of such section, nor shall it be deemed incorporated by reference in any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing, unless expressly incorporated by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

Exhibit 99.1. Press release dated October 22, 2014

Exhibit 99.2. Press release dated October 22, 2014

SIGNATURES

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.

Date: October 22, 2014

EXPONENT, INC.

By: /s/ Richard L. Schlenker  
Richard L. Schlenker  
Chief Financial Officer

---