

EXPONENT INC  
Form 8-K  
October 19, 2016

**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): October 19, 2016

**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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**Item 2.02. Results of Operations and Financial Condition.**

On October 19, 2016, Exponent, Inc. issued a press release announcing its financial results for the third quarter ended September 30, 2016. The press release is attached hereto as Exhibit 99.1 and incorporated by reference.

**Item 7.01. Regulation FD Disclosure.**

On October 19, 2016, Exponent, Inc. announced that its Board of Directors has declared a quarterly cash dividend of \$0.18 per share to be paid on December 23, 2016 to all common stockholders of record as of December 2, 2016. The Board of Directors also authorized an additional \$35 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 October 19, 2016.
  - 99.2 Press release dated October 19, 2016.
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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: October 19, 2016

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