

EXPONENT INC  
Form 8-K  
February 19, 2013

**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): February 19, 2013**

**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 7.01. Regulation FD Disclosure.**

On February 19, 2013, Exponent, Inc. (the “Company”) announced that its Board of Directors has declared a cash dividend of \$0.15 per share of the Company’s common stock, payable March 29, 2013, to shareholders of record as of March 8, 2013.

On February 19, 2013, the Company announced that its Board of Directors has authorized an additional \$35 million for the repurchase of its common stock. Purchases may be made in the open market or privately negotiated transactions in compliance with the Securities and Exchange Commission’s Rule 10b-18. In total the Company currently has \$50.6 million of total authorization available to repurchase shares.

A copy of the press release announcing the dividend and authorization of additional stock repurchases is attached hereto as exhibit 99.1 and is incorporated herein by reference.

The information in this Form 8-K, including Exhibit 99.1 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 February 19, 2013

**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: February 19, 2013

EXPONENT, INC.

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