

EXPONENT INC  
Form 8-K  
January 16, 2007

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**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 16, 2007

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**Exponent, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction

of incorporation)

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

**77-0218904**  
(IRS Employer

Identification No.)

**149 Commonwealth Drive**  
  
**Menlo Park, CA**  
(Address of principal executive offices)

**94025**  
(Zip Code)  
Registrant's telephone number, including area code (650) 326-9400

(Former name or former address, if changed since last report.)

## Edgar Filing: EXPONENT INC - Form 8-K

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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))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

Effective January 1, 2007, Roger L. McCarthy, Chairman Emeritus and member of the Board of Directors retired from his management responsibilities at the Company, but will continue to be an active employee engaged in client work. On January 11, 2007, the Human Resources Committee of the Board approved an employment arrangement, which is attached as Exhibit 10.1 to this Report and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits.

Exhibit 10.1 Employment arrangement between Exponent, Inc. and Roger L. McCarthy, dated January 5, 2007

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: Chief Financial Officer

Date: January 16, 2007