



# RESOURCES<sup>SM</sup>

C O N N E C T I O N

September 17, 2015

Dear Stockholder:

On behalf of the Board of Directors, you are cordially invited to attend the 2015 Annual Meeting of Stockholders of Resources Connection, Inc., to be held at 1:30 p.m. Eastern Time, on October 29, 2015, at the Atlanta Marriott Marquis, in Atlanta, Georgia. The formal notice of the Annual Meeting appears on the following page. The attached Notice of Annual Meeting and Proxy Statement describe the matters that we expect to be acted upon at the Annual Meeting.

During the Annual Meeting, stockholders will have the opportunity to ask questions. Whether or not you plan to attend the Annual Meeting, it is important that your shares be represented. Regardless of the number of shares you own, please sign and date the enclosed proxy card and promptly return it to us in the enclosed postage-prepaid envelope. Alternatively, as discussed in the Question and Answer section of the Proxy Statement, you may be eligible to vote electronically over the Internet or by telephone. If you sign and return your proxy card without specifying your choices, your shares will be voted in accordance with the recommendations of the Board of Directors contained in the Proxy Statement.

We look forward to seeing you on October 29, 2015, and urge you to return your proxy as soon as possible.

Sincerely,

Anthony Cherbak  
Chief Executive Officer

**RESOURCES CONNECTION, INC.**  
**17101 ARMSTRONG AVENUE**  
**IRVINE, CALIFORNIA 92614**  
**(714) 430-6400**

---

**NOTICE OF 2015 ANNUAL MEETING OF STOCKHOLDERS**

---

- DATE AND TIME:** 1:30 p.m., Eastern Time, on Thursday, October 29, 2015
- PLACE:** Atlanta Marriott Marquis  
265 Peachtree Center Avenue, NE, Atlanta, Georgia 30303
- ITEMS OF BUSINESS:**
- (1) To vote for the election of Susan Crawford, Donald B. Murray, A. Robert Pisano and Michael H. Wargotz to our Board of Directors, each for a three-year term expiring at the annual meeting in 2018 and until their respective successors are duly elected and qualified;
  - (2) To ratify the engagement of McGladrey LLP as the Company's independent registered public accounting firm for fiscal year 2016;
  - (3) To approve on an advisory basis Resources Connection, Inc.'s executive compensation; and
  - (4) To transact such other business as may properly come before the meeting or any postponements or adjournments thereof.
- RECORD DATE:** August 31, 2015 is the record date for determining stockholders entitled to notice of, and to vote at, the Annual Meeting.
- PROXY VOTING:** It is important that your shares be represented and voted at the Annual Meeting. You may vote your shares by mail by completing, signing and returning the enclosed proxy card or voting instruction form, or alternatively, you may be able to vote your shares via the Internet or by telephone. Voting instructions are printed on your proxy card or voting instruction form and included in the accompanying proxy statement. You can revoke a proxy at any time prior to its exercise at the Annual Meeting by following the instructions in the proxy statement.

## PROXY STATEMENT

We are sending this Proxy Statement (this “Proxy Statement”) to you, the stockholders of Resources Connection, Inc. (“Resources Connection” or “the Company”), a Delaware corporation, as part of our Board of Directors’ solicitation of proxies to be voted at our 2015 Annual Meeting of Stockholders (“Annual Meeting”) to be held at the Atlanta Marriott Marquis, in Atlanta, Georgia, at 1:30 p.m., Eastern Time, on October 29, 2015, and at any postponements or adjournments thereof. This Proxy Statement and accompanying form of proxy were first sent to stockholders on or about September 17, 2015.

We are enclosing a copy of our 2015 Annual Report to Stockholders (“Annual Report”), which includes our fiscal 2015 financial statements. Our Annual Report is not, however, part of the proxy materials.

**Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to Be Held on October 29, 2015.**

This Proxy Statement and our Annual Report are also available electronically on the Company’s website at <http://ir.rgp.com/annuals-proxies.cfm>. The other information on our corporate website does not constitute part of this Proxy Statement.

## TABLE OF CONTENTS

2015 Proxy Statement Summary .....	4
Questions and Answers .....	9
<b>Proposal 1. Election of Directors</b> .....	<b>13</b>
Director Nominees .....	14
Continuing Directors .....	16
Executive Officers .....	18
Board of Directors .....	19
Board Leadership Structure .....	19
Director Independence .....	20
Committees of the Board of Directors .....	20
Attendance at Meetings .....	20
Committee Charters .....	20
Corporate Governance and Nominating Committee .....	21
Compensation Committee .....	22
Audit Committee .....	23
The Board’s Role in Risk Oversight .....	23
Risk Assessment of Compensation Programs .....	24
Corporate Governance Guidelines and Code of Business Conduct and Ethics .....	24
Communications with the Board .....	25
Director Compensation .....	25
Cash Compensation .....	25
Equity Compensation .....	26
Director Compensation — Fiscal 2015 .....	27
Aggregate Outstanding Equity Awards .....	27
Stock Ownership Guidelines for Directors .....	27
Policy Regarding Treatment of Related Party Transactions .....	28
Security Ownership of Certain Beneficial Owners and Management .....	28
Section 16(a) Beneficial Ownership Reporting Compliance .....	31
<b>Proposal 2. Ratification of Engagement of Independent Registered Public Accounting Firm for Fiscal Year 2016</b> ..	<b>31</b>
Fees .....	31
Audit Committee Policy Regarding Pre-Approval of Services of Independent Registered Public Accounting Firm . . .	31
Audit Committee Report .....	32
Executive Compensation — Compensation Discussion and Analysis .....	33
Introduction .....	33
Fiscal 2015 Executive Summary .....	33
Compensation Governance .....	34
Compensation Philosophy .....	34
Compensation Program Design .....	35
Use of Compensation Consultant .....	35
Use of Peer Group Data .....	35
Role of Stockholder Say-on-Pay Votes .....	36
Elements of Pay for Named Executive Officers .....	37
Base Salary .....	37
Annual Incentive Compensation .....	37
Long-Term Incentive Awards .....	39
Perquisites .....	40
Change in Control and Severance Benefits .....	40
Stock Ownership Guidelines for NEOs .....	41
Insider Trading Policy Summary .....	42
Tax Deductibility of Executive Compensation .....	42
Compensation Committee Report on Executive Compensation .....	43
Compensation Committee Interlocks and Insider Participation .....	44
Executive Compensation Tables for Fiscal 2015 .....	44
Summary Compensation Table — Fiscal Years 2013-2015 .....	44
Description of Employment Agreements — Cash Compensation .....	45
Grants of Plan-Based Awards in Fiscal 2015 .....	46
Description of Plan-Based Awards .....	47
Outstanding Equity Awards at Fiscal 2015 Year-End Table .....	48

Option Exercises and Stock Vested in Fiscal 2015 .....	49
Potential Payments upon Termination or Change in Control .....	49
Severance Benefits in Effect at the End of Fiscal 2015 .....	49
<b>Proposal 3. Advisory Vote on the Company's Executive Compensation</b> .....	53
Pay for Performance Orientation .....	53
Alignment with Long-Term Stockholder Interests .....	54
Competitive Pay .....	54
Recommendation .....	54
Additional Information .....	55

## 2015 PROXY STATEMENT SUMMARY

This summary highlights information contained elsewhere in this Proxy Statement. The following description is only a summary. For more complete information about these topics, please review our Annual Report, which contains our financial statements, and read the entire Proxy Statement carefully before voting.

### FINANCIAL HIGHLIGHTS

- We achieved revenue of \$590.6 million for fiscal 2015, representing 6.0% growth on a comparable 52 week basis;
- We achieved Adjusted EBITDA (earnings before interest, taxes, depreciation, amortization, and stock-based compensation expense) of \$60.6 million for fiscal 2015;<sup>1</sup>
- We achieved an Adjusted EBITDA Margin of 10.3% for fiscal 2015, improving 21.7% over fiscal 2014;<sup>2</sup>
- We generated \$27.5 million in net income for fiscal 2015, representing a 38.2% increase over fiscal 2014;
- We improved our diluted earnings per share to \$0.72 for fiscal 2015, an increase of 41.2% or \$0.21 per share, over fiscal 2014; and
- We retained 100% of our top 50 clients from fiscal 2014 in fiscal 2015.

Our financial position is strong with cash and investments of approximately \$112.3 million and no long-term debt as of May 30, 2015. We are pleased to have generated \$31.8 million in cash flow from operations in fiscal 2015. Our ability to continue to generate cash in an economic environment that remains unstable allows us the flexibility of returning cash to you, our stockholders, while being opportunistic on investments for our future growth.

### STOCKHOLDER RETURN

We returned approximately \$38.0 million to stockholders during fiscal 2015 through our share repurchase and dividend programs.

In addition, we achieved total stockholder return (calculated as dividends plus stock price appreciation) for fiscal 2015 of approximately 29%.

In the past three years, we have returned a cumulative total of almost \$122.0 million to our stockholders through our share repurchase and dividend program.

We believe that the payment of a regular dividend, along with the continuance of our stock repurchase plan, gives us the ability to return cash to our stockholders with consistency.

#### Issuance of Quarterly Dividend:

In July 2010, our Board of Directors authorized the establishment of a regular quarterly dividend, subject to quarterly Board approval, of \$0.04 per share. This dividend has been increased each year since its introduction. In July 2015, our Board of Directors approved a 25% increase in the quarterly dividend to \$0.10 per share.

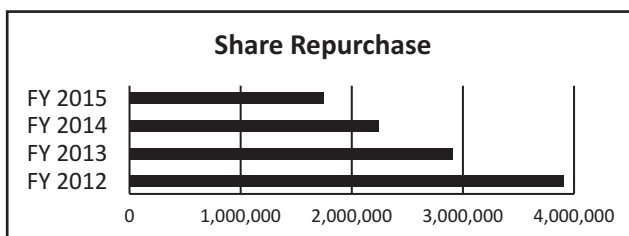
#### Share Repurchase:

In April 2011, our Board of Directors approved a share repurchase program, authorizing the purchase, at the discretion of the Company's senior executives, of our common stock with an aggregate dollar limit not to exceed

<sup>1</sup> See page 37 of Resources Connection, Inc.'s Annual Report on Form 10-K, filed with the Securities and Exchange Commission (the "SEC") on July 27, 2015, for a discussion of the adjustments made and a reconciliation of those adjustments to net income, the most directly comparable GAAP financial measure, to compute Adjusted EBITDA.

<sup>2</sup> Adjusted EBITDA Margin consists of Adjusted EBITDA divided by revenue.

\$150 million. The program commenced in July 2011, upon the Company meeting the authorized limit of \$150 million under the Company’s previous 2007 share repurchase program. The following table shows the number of shares of the Company’s common stock repurchased in each of fiscal years 2012 through 2015.



In July 2015, the Board of Directors approved a new share repurchase program, authorizing the purchase, at the discretion of the Company’s senior executives, of our common stock with an aggregate dollar limit not to exceed \$150 million. This new program will commence upon the Company meeting the authorized limit of \$150 million under the program approved in 2011. As of May 30, 2015, \$16.7 million remained available for common stock repurchases under the 2011 repurchase program.

**MANAGEMENT HIGHLIGHTS**

Our most significant personnel change in 2015 occurred in our European business. Specifically, we hired Mark Campbell, as our new Vice President of European Operations to develop and execute a business improvement plan for the European practice. Mr. Campbell joined us in November 2014, from Hitachi Consulting where he served as Senior Vice President of Business Consulting. While at Hitachi, Mr. Campbell led a significant turnaround effort and helped to return the organization to profitability. In that role, he operated across 10 European markets. Prior to his role at Hitachi, Mr. Campbell was the Chief Executive Officer of Hedra, a management consultancy firm in the technology and operational improvement space. Before taking on the leadership role at Hedra, Mr. Campbell was at KPMG Consulting for 13 years, including five as a partner. He is headquartered from our London office, working across all of our 11 country practices in Europe.

Subsequent to fiscal 2015, Donald B. Murray retired from his position as our Executive Chairman of the Board effective August 31, 2015. Mr. Murray remains our Chairman of the Board of Directors in a non-employee capacity. The transition is consistent with our succession strategy as Mr. Murray served in the position of Executive Chairman during the first two years of Anthony Cherbak’s tenure as our Chief Executive Officer.

**ANNUAL MEETING**

Date and Time: 1:30 p.m., Eastern Time, on Thursday, October 29, 2015  
 Place: Atlanta Marriott Marquis, 265 Peachtree Center Avenue NE, Atlanta, Georgia 30303  
 Record Date: August 31, 2015  
 Voting: Stockholders as of the record date are entitled to vote. Each share of common stock is entitled to one vote for each director nominee and one vote for each of the proposals to be voted on.

**Meeting Agenda**

1. Election of four directors, each for a three-year term expiring at the Company’s annual meeting in 2018 and until their respective successors are duly elected and qualified;
2. Ratification of the engagement of McGladrey LLP as the Company’s independent registered public accounting firm for fiscal year 2016;
3. Approval on an advisory basis of the Company’s executive compensation; and
4. Transaction of such other business as may properly come before the Annual Meeting or any postponements or adjournments thereof.

**Voting Matters**

Detailed Information

**Proposal 1 — Election of Four Directors for a Three-Year Term** . . . . . page 13

The following table provides summary information about each director nominee. More detailed information may be found in the section entitled “Proposal 1. Election of Directors.”

Name	Director		Background	Experience/ Qualification	Committee Membership			
	Age	Since			Ind.	Comp	Audit	Nom/ Govern
Susan J. Crawford . . . .	68	2009	Senior Judge on the United States Court of Appeals for the Armed Forces; former General Counsel of the Army and special counsel to the Secretary of Defense; former Inspector General of the Department of Defense.	Business experience in strategic planning, enterprise risk management and corporate governance.	X			X
Donald B. Murray . . . .	68	1999	Founder of Resources Connection, Inc.; former Chief Executive Officer and Executive Chairman of the Company; former Partner in Charge of Deloitte & Touche LLP’s Orange County office.	Executive leadership and strategic planning experience. Financial and international operations expertise; experience in leadership positions in large professional services companies.				
A. Robert Pisano . . . . .	72	2002	Former President and Chief Operating Officer of the Motion Picture Associate of America; former Chief Executive Officer and National Executive Director of the Screen Actors Guild; former Executive Vice President and Vice Chairman of Metro-Goldwyn-Mayer, Inc.; former Partner of O’Melveny & Myers.	Executive leadership experience. Business experience in international operations management, leadership, strategic planning, legal and risk management.	X	X		X



<u>Name</u>	<u>Director</u>		<u>Background</u>	<u>Experience/ Qualification</u>	<u>Committee Membership</u>			
	<u>Age</u>	<u>Since</u>			<u>Ind.</u>	<u>Comp</u>	<u>Audit</u>	<u>Nom/ Govern</u>
Michael H. Wargotz	57	2009	Chairman of Access Ventures; former Chief Financial Officer of The Milestone Aviation Group, LLC; former Chief Financial Advisor of NetJets, Inc.; former President and Chief Executive Officer of a division of Cendent Corporation.	Financial and international operations expertise; experience in leadership positions and financial management.	X	X	X	

**Board Recommendation — FOR each of the Board’s Director Nominees**

Detailed Information

**Proposal 2 — Ratification of the engagement of McGladrey LLP as the Company’s Independent Registered Public Accounting Firm for Fiscal Year 2016** . . . . . page 31

For more detailed information on the engagement of McGladrey LLP, please refer to the detailed information in “Proposal 2. Ratification of Engagement of Independent Registered Public Accounting Firm for Fiscal Year 2016.”

Although stockholder ratification is not required by law, as a matter of good corporate governance, we are asking our stockholders to ratify the Audit Committee’s selection of McGladrey LLP as our independent registered public accounting firm for fiscal year 2016.

Set forth below is summary information with respect to McGladrey LLP’s fees for services provided to the Company in fiscal 2015 and fiscal 2014.

	<u>2015</u>	<u>2014</u>
<b>Audit Fees</b> . . . . .	\$696,100	\$709,100
<b>Audit Related Fees</b> . . . . .	\$ 14,000	—
<b>Tax Fees</b> . . . . .	—	—
<b>All Other Fees</b> . . . . .	—	—

**Board Recommendation — FOR ratification of the engagement of McGladrey LLP as the Company’s Independent Registered Public Accounting Firm for Fiscal Year 2016**

Detailed Information

**Proposal 3 — Advisory Vote on the Company’s Executive Compensation** . . . . . page 53

We are asking stockholders to approve, on an advisory basis, the Company’s executive compensation as disclosed pursuant to the SEC’s executive compensation disclosure rules and set forth in this Proxy Statement (including in the compensation tables and narratives accompanying those tables as well as the Compensation Discussion and Analysis). The Board of Directors recommends a FOR vote because it believes that the Company’s executive compensation programs use appropriate structures and sound pay practices that are effective in achieving the Company’s core objectives of providing competitive pay, pay for performance, and alignment of management’s interests with the interests of long-term stockholders. In addition to reviewing the information in “Proposal 3. Advisory Vote on the Company’s Executive Compensation,” as well as the executive compensation tables and corresponding narratives in this Proxy Statement, stockholders are encouraged to read the “Compensation Discussion and Analysis” section of this Proxy Statement for a more detailed discussion of how our compensation programs reflect our core objectives. Further, the Board believes that our executive compensation programs are reasonable in relation to comparable public and private companies in our industry.

### **Pay for Performance Orientation**

- *Base Salaries.* Base pay for our executive officers identified in the Summary Compensation Table — Fiscal Years 2013-2015 included herein (“NEOs”) did not change in fiscal 2015.
- *Annual Incentives.* Our Executive Incentive Plan (“EIP”) reflects a pay for performance culture. The Company achieved 98.4% of our revenue and 103.0% of our Adjusted EBITDA margin goals established for fiscal 2015 under EIP. The Company also achieved the majority of the qualitative goals designated for its NEOs for fiscal 2015. Accordingly, the Compensation Committee awarded bonuses for fiscal 2015 for Messrs. Murray and Cherbak at approximately 94% of the executives’ target bonus opportunity, compared to 81% for fiscal 2014. For the remaining NEOs, the Compensation Committee awarded higher qualitative component payouts than for Messrs. Murray and Cherbak, which resulted in bonuses for fiscal 2015 at approximately 100% of the executives’ salary, compared to 86% for fiscal 2014.
- *Long-Term Incentives.* In fiscal 2015, the Compensation Committee approved modest equity incentives, in the form of stock options, to our NEOs. Stock options have value only if our stock price increases after the date the option is granted, thereby further aligning the interest of our NEOs with those of our stockholders. These awards were made pursuant to our 2004 Performance Incentive Plan and include a four-year vesting period. No other long-term incentive awards were granted to our NEOs in 2015.

The Company’s current policy is to provide stockholders with an opportunity to approve, on an advisory basis, the compensation of the NEOs each year at the annual meeting of stockholders. It is expected that the next such vote will occur at the 2016 annual meeting of stockholders.

### **Board Recommendation — FOR approval of the Company’s Executive Compensation**

## QUESTIONS AND ANSWERS

### What am I voting on?

At the Annual Meeting, our stockholders will be voting on the following proposals:

1. the election of four director nominees (Susan J. Crawford, Donald B. Murray, A. Robert Pisano and Michael H. Wargotz) to our Board of Directors for a three-year term expiring at the annual meeting in 2018 and until their respective successors are duly elected and qualified;
2. the ratification of the engagement of McGladrey LLP as the Company's independent registered public accounting firm for fiscal year 2016; and
3. the approval, on an advisory basis, of the Company's executive compensation.

Our stockholders will also consider any other business properly raised at the Annual Meeting or any postponement or adjournment thereof.

### How does the Board of Directors recommend I vote on each of the proposals?

Our Board of Directors recommends you vote **FOR** election to our Board of Directors of each of the four nominees for director named in Proposal 1 of this Proxy Statement; **FOR** the ratification of the engagement of McGladrey LLP as our independent registered public accounting firm for fiscal 2016, as outlined in Proposal 2 of this Proxy Statement; and **FOR** the approval, on an advisory basis, of the Company's executive compensation, as outlined in Proposal 3 of this Proxy Statement.

### Who can attend the Annual Meeting?

All stockholders of the Company as of the close of business on August 31, 2015, the record date, can attend the Annual Meeting. If your shares are held through a broker, bank or nominee (that is, in "street name"), you are considered the beneficial holder of such shares and if you would like to attend the Annual Meeting, you must either (1) write Kate W. Duchene, our Chief Legal Officer, at 17101 Armstrong Avenue, Irvine, CA 92614; or (2) bring to the meeting a copy of your brokerage account statement or a "legal proxy" (which you can obtain from the broker, bank or nominee that holds your shares). Please note, however, that beneficial owners whose shares are held in "street name" by a broker, bank or nominee may vote their shares at the Annual Meeting only as described below under "Who is entitled to vote at the meeting?"

### Who is entitled to vote at the meeting?

Stockholders of record, as of the close of business on August 31, 2015, the record date, are entitled to vote at the Annual Meeting. If you are the beneficial owner of shares held in "street name" through a broker, bank or nominee and held such shares as of the close of business on the record date, the proxy materials are being forwarded to you by your broker, bank or nominee together with a voting instruction form. Because a beneficial owner is not the stockholder of record, you may not vote these shares in person at the meeting unless you obtain a "legal proxy" from the broker, bank or nominee that holds your shares, giving you the right to vote the shares at the meeting. **Even if you plan to attend the Annual Meeting, we recommend that you submit your proxy or voting instructions in advance of the Annual Meeting so that your vote will be counted if you later decide not to attend the Annual Meeting.**

### How do I vote?

You can vote on matters that properly come before the meeting in one of two ways: (1) by submitting a proxy or voting instructions via the Internet, telephone or by mail, or (2) by voting in person at the meeting.

If your shares are registered in the name of a broker, bank or other nominee, you will receive a voting instruction form from your broker, bank or other nominee that can be used to instruct how your shares will be voted at the Annual Meeting. You may also be eligible to submit voting instructions electronically over the Internet or by telephone. A large number of banks and brokerage firms are participating in the Broadridge Financial Solutions, Inc. online program. If your bank or brokerage firm is participating in Broadridge's

program, your voting instruction form will provide instructions for such alternative methods of voting. If you submit your voting instructions via the Internet or by telephone, you do not have to return your voting instruction form by mail.

If your proxy card or voting instruction form does not reference Internet or telephone information, please complete and return the paper proxy card or voting instruction form. Sign and date each proxy card or voting instruction form you receive and return it in the postage-paid envelope.

If you return your signed proxy card or voting instruction form but do not mark the boxes showing how you wish to vote, your shares will be voted **FOR** election to our Board of Directors of each of the four nominees for director named in Proposal 1 of this Proxy Statement; **FOR** the ratification of the engagement of McGladrey LLP as our independent registered public accounting firm for fiscal 2016, as outlined in Proposal 2 of this Proxy Statement; and **FOR** the approval, on an advisory basis, of the Company's executive compensation, as outlined in Proposal 3 of this Proxy Statement.

You have the right to revoke your proxy or voting instruction form at any time before your shares are voted at the Annual Meeting. If you are a stockholder of record, you may revoke your proxy by:

- notifying our corporate Secretary (Kate W. Duchene) in writing;
- signing and returning a later-dated proxy card;
- submitting a new proxy electronically via the Internet or by telephone; or
- voting in person at the Annual Meeting.

If you are the beneficial owner of shares held in "street name" by a broker, bank or nominee, you may change your vote by submitting new voting instructions to your broker, bank or nominee, or, if you have obtained a legal proxy from your broker, bank or nominee giving you the right to vote your shares at the Annual Meeting, by attending the Annual Meeting and voting in person.

Please note that attendance at the Annual Meeting will not by itself constitute revocation of a proxy.

#### **What is the deadline for voting my shares?**

If you are a stockholder of record, please mark, sign, date and return the enclosed proxy card, which must be received before the polls close at the Annual Meeting in order for your shares to be voted at the meeting. If you are a beneficial stockholder, please follow the voting instructions provided by the bank, broker or other nominee who holds your shares.

#### **How will voting on any other business be conducted?**

Other than the proposals described in this Proxy Statement, we know of no other business to be considered at the Annual Meeting. However, if any other matters are properly presented at the meeting or any postponement or adjournment thereof, your proxy, if properly submitted, authorizes Kate W. Duchene, our Secretary and Chief Legal Officer, or Anthony Cherbak, our Chief Executive Officer, to vote in their discretion on those matters.

#### **Who will count the votes?**

American Stock Transfer and Trust Company will count the votes.

#### **Who will bear the cost of soliciting votes?**

The solicitation of proxies will be conducted by mail, and the Company will bear all attendant costs. These costs include the expense of preparing and mailing proxy solicitation materials and reimbursements paid to brokerage firms and others for their expenses incurred in forwarding solicitation materials to beneficial owners of the Company's common stock. The Company may conduct further solicitation personally, telephonically, through the Internet or by facsimile through its officers, directors and employees, none of whom will receive additional compensation for assisting with the solicitation. At this time, the Company does not anticipate engaging the services of a proxy solicitor. The Company may incur other expenses in connection with the solicitation of proxies.

### **What does it mean if I receive more than one proxy card or voting instruction form?**

It probably means your shares are registered differently and are in more than one account. Please sign and return each proxy card or voting instruction form you receive or, if available, submit your proxy or voting instructions electronically via the Internet or by telephone by following the instructions set forth on each proxy card or voting instruction form, to ensure that all your shares are voted.

### **How many shares can vote?**

As of the record date, 37,142,902 shares of our common stock, including unvested shares of restricted stock, were outstanding. Each share of our common stock outstanding and each unvested share of restricted stock with voting rights on the record date is entitled to one vote on each of the four director nominees and one vote on each other matter that may be presented for consideration and action by the stockholders at the Annual Meeting.

### **What is the voting requirement for each of the above matters?**

Proposal 1. Election of Directors. Once a quorum has been established, under our Third Amended and Restated Bylaws (our “Bylaws”), each director nominee must receive the affirmative vote of a majority of the votes cast in order to be elected to our Board of Directors (that is, the number of shares voted “FOR” the director nominee must exceed the number of votes cast “AGAINST” that director nominee). Each stockholder will be entitled to vote the number of shares of common stock held as of the record date by that stockholder for each director position to be filled. Stockholders will not be allowed to cumulate their votes in the election of directors.

If any of the director nominees named in Proposal 1, each of whom is currently serving as a director, is not elected at the Annual Meeting by the requisite majority of votes cast, under Delaware law, the director would continue to serve on the Board of Directors as a “holdover director.” However, under our Bylaws, any incumbent director who fails to receive a majority of the votes cast must tender his or her resignation to the Secretary of the Company promptly following certification of the election results. In such circumstances, the Board of Directors, taking into account the recommendation of the Corporate Governance and Nominating Committee of the Board of Directors, must decide whether to accept or reject the resignation and publicly disclose its decision, including the rationale behind any decision to reject the tendered resignation, within 90 days following certification of the election results.

Other Proposals. Once a quorum has been established, under our Bylaws, approval of Proposals 2 and 3 requires the affirmative vote of stockholders holding a majority of those shares present in person or represented by proxy at the meeting and entitled to vote on the matter. Notwithstanding the above, please be advised that each of Proposals 2 and 3 is advisory only and not binding on the Company or our Board of Directors. Our Board of Directors will consider the outcome of the vote on each of these items in considering what actions if any, should be taken in response to the advisory votes by stockholders.

### **What constitutes a quorum?**

In order to transact business at the Annual Meeting, a quorum must be present. Under Delaware law and our Bylaws, a quorum is present if a majority of the shares of our common stock outstanding on the record date are present, in person or by proxy, and entitled to vote at the Annual Meeting. Because there were 37,142,902 shares outstanding as of the record date, holders of at least 18,571,452 shares of our common stock will need to be present in person or by proxy at the Annual Meeting for a quorum to exist to transact business at the Annual Meeting.

### **What happens if my shares are held by a broker?**

If you are the beneficial owner of shares held in “street name” by a broker, the broker, as the record holder of the shares, is required to vote those shares in accordance with your instructions. If you do not give instructions to the broker, the broker will nevertheless be entitled to vote the shares with respect to “routine” matters but will not be permitted to vote the shares with respect to “non-routine” matters. The ratification of the engagement of the Company’s independent registered public accounting firm in Proposal 2 is considered a routine matter and may be voted upon by your broker if you do not give instructions. However, brokers do not have discretionary authority to vote your shares on your behalf for any of the other items to be submitted for a vote of stockholders

at the Annual Meeting (the election of directors and the advisory vote on the Company's executive compensation). Accordingly, if you are a beneficial owner that has not submitted voting instructions to your broker and your broker exercises its discretion to vote your shares on Proposal 2, your shares will be treated as broker non-votes with respect to Proposals 1 and 3 (the election of directors and the advisory vote on the Company's executive compensation). There will not be any broker non-votes on Proposal 2 (ratification of the engagement of the Company's independent registered public accounting firm for fiscal year 2016).

#### **How will "broker non-votes" and abstentions be treated?**

Broker non-votes with respect to Proposals 1 and 3 (the election of directors and the advisory vote on the Company's executive compensation) are counted for the purposes of calculating a quorum. However, when the broker notes on the proxy card that it lacks discretionary authority with respect to these matters and has not received voting instructions from the beneficial owner, those shares are not deemed to be entitled to vote for the purpose of determining whether stockholders have approved the matter and, therefore, will not be counted in determining the outcome of the matter.

A properly executed proxy marked "ABSTAIN" with respect to the election of one or more director nominees in Proposal 1 will not be voted with respect to the director or director nominees indicated and, therefore, will not be counted in determining the outcome of the director nominee's election to the Board of Directors. For the remaining Proposals, a properly executed proxy marked "ABSTAIN" with respect to the proposal has the same effect as a vote "AGAINST" the matter. In all cases, a properly executed proxy marked "ABSTAIN" will be counted for purposes of determining whether a quorum is present.

#### **When must notice of business to be brought before an annual meeting be given and when are stockholder proposals and director nominations due for the 2016 annual meeting?**

*Advance Notice Procedures.* Under our Bylaws, business, including director nominations, may be brought before an annual meeting if it is specified in the notice of the meeting or is otherwise brought before the meeting by or at the discretion of our Board of Directors or by a stockholder entitled to vote who has delivered notice to our corporate secretary (containing certain information specified in our Bylaws) not earlier than the close of business on the 120th day and not later than the close of business on the 90th day prior to the first anniversary of the preceding year's annual meeting (for next year's annual meeting, no earlier than the close of business on July 1, 2016, and no later than the close of business on July 31, 2016). These requirements are separate from and in addition to the requirements of the SEC that a stockholder must meet in order to have a stockholder proposal included in next year's proxy statement.

*Stockholder Proposals for the 2016 Annual Meeting.* Written notice of stockholder proposals to be considered for inclusion in the proxy statement and form of proxy relating to the 2016 annual meeting of stockholders must be received no later than May 18, 2016. In addition, all proposals will need to comply with Rule 14a-8 under the Securities Exchange Act of 1934 (the "Exchange Act"), which lists the requirements for the inclusion of stockholder proposals in company-sponsored proxy materials.

#### **How do I obtain a copy of the Annual Report on Form 10-K that Resources Connection filed with the SEC?**

A copy of the Company's most recent Annual Report has been included with this Proxy Statement. If you desire another copy of our Annual Report or would like a copy of our Annual Report on Form 10-K filed with the SEC (including the financial statements and the financial statement schedules), **we will provide one to you free of charge upon your written request to our Investor Relations Department at 17101 Armstrong Avenue, Irvine, California 92614, or from our Investor Relations website at <http://ir.rgp.com>.**

#### **How may I obtain a separate set of proxy materials?**

If you share an address with another stockholder, you may receive only one set of proxy materials (including this Proxy Statement and our Annual Report) unless you have provided contrary instructions. If you wish to receive a separate set of proxy materials, please request the additional copies by contacting our Investor



Relations Department at 17101 Armstrong Avenue, Irvine, California 92614, or by telephone at 714-430-6400. A separate set of proxy materials will be sent promptly following receipt of your request.

If you are a stockholder of record and wish to receive a separate set of proxy materials in the future, or if you are a stockholder at a shared address to which we delivered multiple copies of this Proxy Statement or the Annual Report and you desire to receive one copy in the future, please contact our Investor Relations Department at 17101 Armstrong Avenue, Irvine, California 92614, or by telephone at 714-430-6400.

If you hold shares beneficially in street name, please contact your broker, bank or nominee directly if you have questions, require additional copies of this Proxy Statement or our Annual Report, or wish to receive multiple reports by revoking your consent to house holding.

## **PROPOSAL 1. ELECTION OF DIRECTORS**

Our Board of Directors consists of nine directors. Our Amended and Restated Certificate of Incorporation provides for a classified Board of Directors consisting of three classes of directors, each serving staggered three-year terms. At this year's Annual Meeting, we will be electing four directors, each to serve a term of three years expiring at our 2018 Annual Meeting and until his or her successor is duly elected and qualified.

Each of the nominees, Susan J. Crawford, Donald B. Murray, A. Robert Pisano and Michael H. Wargotz, is presently a member of our Board of Directors, having served on the Company's Board since 2009, 1999, 2002 and 2009, respectively. The Board of Directors, acting upon the recommendation of the Corporate Governance and Nominating Committee, recommends that the stockholders vote in favor of the election of the nominees named in this Proxy Statement to serve as members of our Board of Directors. (See "Director Nominees" below). The Board of Directors affirmatively requested that Mr. Pisano continue his service to the Board following his 72<sup>nd</sup> birthday given his outstanding contributions, deep knowledge of professional services and executive-level experience.

In recommending director nominees for selection by the Board, the Corporate Governance and Nominating Committee considers a number of factors, which are described in more detail below under "Board of Directors — Corporate Governance and Nominating Committee." In considering these factors, the Corporate Governance and Nominating Committee and the Board consider the fit of each individual's qualifications and skills with those of the Company's other directors in order to build a Board of Directors that, as a whole, is effective, collegial and responsive to the Company and its stockholders.

The five directors whose terms do not expire in 2015 are expected to continue to serve after the Annual Meeting until such time as their respective terms of office expire and their respective successors are duly elected and qualified. (See "Continuing Directors" below.)

If at the time of the Annual Meeting any of the nominees should be unable or unwilling for good cause to serve if elected, the person named as proxy on the proxy card will vote for such substitute nominee or nominees, if any, as our Board of Directors recommends or, if no substitute nominee is recommended by our Board of Directors, for the balance of the nominees, leaving a vacancy, unless our Board of Directors chooses to reduce the number of directors serving on the Board. Each of the nominees has consented to be named in this Proxy Statement and to serve if elected.

Following is biographical information about each nominee and each director. This description includes the principal occupation of and directorships held by each director for at least the past five years, as well as the specific experience, qualifications, attributes and skills that led to the Board's conclusion that each nominee and director should serve as a member of the Company's Board of Directors.

**Director Nominees**

The individuals standing for election are:

***Susan J. Crawford***

Age 68

Director since May 2009

Ms. Crawford currently serves as a Senior Judge on the United States Court of Appeals for the Armed Forces, a position she has held since September 2006. A veteran lawyer of 30 years, Ms. Crawford served as a member of the court of appeals bench from 1991 to 2006 and also served as General Counsel of the Army, special counsel to the Secretary of Defense, and Inspector General of the Department of Defense. In February 2007, Ms. Crawford was appointed by the Secretary of Defense to serve a three-year term as the convening authority in charge of the Office of Military Commissions, during which time she oversaw the military process and procedures at Guantanamo Bay. After serving as the Chairperson of the Board of Trustees of Bucknell University from 2003 to 2009, Ms. Crawford currently serves on the Finance and Academic Affairs and Campus Life Committees, having served in prior years on the Trusteeship, Human Resources and Compensation Committees. Ms. Crawford is also a member of the New England Law School Board of Trustees.

*Key experience, qualifications, attributes and skills:*

Ms. Crawford’s credentials and years of legal experience in private practice and the public sector make her a trusted advisor as the Company continues to expand our legal services and government services practice. In addition, her ongoing board service at Bucknell University brings valuable experience related to matters of ethics and corporate governance.

***Donald B. Murray***

Age 68

Director since April 1999

Mr. Murray founded Resources Connection in June 1996 and served as our Managing Director from inception until April 1999. From April 1999 through May 2008, Mr. Murray served as our Chairman, Chief Executive Officer and President and as one of our directors. On June 1, 2008, Mr. Murray resigned as President and Chief Executive Officer, but remained as Executive Chairman of the Board of Directors. Mr. Murray reassumed the position of Chief Executive Officer on July 22, 2009. Effective May 28, 2013, Mr. Murray resigned from the position of Chief Executive Officer and continued to serve as the Company’s Executive Chairman of the Board. On July 16, 2015, the Company announced Mr. Murray’s retirement as an employee of the Company, effective August 31, 2015. At the request of the Board, Mr. Murray agreed to remain in service to the Company as a non-employee director and Chairman of the Board.

Prior to founding Resources Connection, Mr. Murray was Partner in Charge of Accounting and Assurance Services for the Orange County, California office of Deloitte & Touche LLP, a professional services firm, from 1988 to 1996. From 1984 to 1987, Mr. Murray was the Partner in Charge of the Woodland Hills office of Touche Ross & Co., a predecessor firm to Deloitte & Touche LLP, an office he founded in 1984. Mr. Murray currently serves on the Board of Directors for two non-profit organizations, the University of Southern California’s Marshall School of Business and Healthy Smiles for Kids, where he sits on the Finance Committee.



*Key experience, qualifications, attributes and skills:*

In addition to his career credentials as a partner with Deloitte & Touche LLP, as the Company's founder, he developed the Company's business model and vision. Mr. Murray brings to the Board an intimate, first-hand knowledge of the Company's operations, culture and people.

**A. Robert Pisano**

Age 72

Director since November 2002

Mr. Pisano has served as our Lead Director since 2004. Mr. Pisano is a business consultant, an activity he began in September 2011, and is currently serving as a Strategic Advisor to IMAX Corporation, a leading entertainment technology company. Mr. Pisano was the President and Chief Operating Officer of the Motion Picture Association of America from October 2005 until September 2011, and was the interim Chief Executive Officer from January 2010 until March 2011. He served as the National Executive Director and Chief Executive Officer of the Screen Actors Guild from September 2001 to April 2005. From August 1993 to August 2001, he was Executive Vice President, then Vice Chairman and Consultant to Metro-Goldwyn-Mayer, Inc. ("MGM"). Prior to joining MGM, Mr. Pisano was Executive Vice President of Paramount Pictures from May 1985 to June 1991, serving as General Counsel and a member of the Office of the Chairman. From 1969 to 1985, Mr. Pisano was an associate and then a partner with the law firm O'Melveny & Myers LLP. Mr. Pisano was formerly a director of StateNet, a legislative and regulatory reporting service, and is Chairman of the Board for the Motion Picture and Television Fund. Effective July 31, 2012, Mr. Pisano was elected to the Boards of FPA Paramount Fund and FPA Perennial Fund. He previously served on the Boards of the FPA Group of Funds, including Paramount, Perennial, New Income, Crescent and Capital, where he sat on the audit committees from 2002 to 2008, and as a director of Netflix, Inc. until October 2005. He was since elected to the Boards of FPA Capital, New Income and International Funds, as well as Source Capital and Crescent Funds, all FPA funds.

*Key experience, qualifications, attributes and skills:*

Mr. Pisano's many years of experience as a partner specializing in business litigation while at O'Melveny & Myers LLP, followed by his hands-on management of international business operations, marketing and business development while employed by the leaders in the entertainment industry provide a wealth of experience, especially in the areas of acquisitions and legislative and regulatory affairs, to the Board and to the Company.

**Michael H. Wargotz**

Age 57

Director since May 2009

Mr. Wargotz is currently the Chairman of Axxcess Ventures, an affiliate of Axxcess Luxury and Lifestyle, a partnership development company, a position he has held since July 2011. Previously, he served as the Chief Financial Officer of The Milestone Aviation Group, LLC from August 2010 through June 2011, Co-Chairman of Axxcess Luxury and Lifestyle, from August 2009 through July 2010, and Chief Financial Advisor of NetJets, Inc., a leading provider of private aviation services from December 2006 through August 2009. From June 2004 until November 2006, he was a vice president of NetJets. Mr. Wargotz is a founding partner of Axxcess Solutions, LLC, a strategic alliance, brand development and partnership marketing consulting firm which originated in 2001. Mr. Wargotz currently serves on the Board of Directors of

Wyndham Worldwide Corporation as Chair of its Audit Committee and a member of its Executive Committee and of CST Brands, Inc., where he serves as chair of its Nominating and Governance Committee.

*Key experience, qualifications, attributes and skills:*

Mr. Wargotz brings to the Board more than 30 years of experience as a financial professional and advisor in leadership roles for both public and private companies and is an experienced public company board member.

**The Board of Directors unanimously recommends that stockholders vote FOR each of the nominees set forth above.**

**Continuing Directors:**

The following persons are the members of our Board of Directors whose terms of office do not expire until after the Annual Meeting and who are therefore not standing for re-election at the Annual Meeting:

***Anthony Cherbak***

Age 61

Director since August 2009

Mr. Cherbak's term of office as one of our directors expires at the Annual Meeting in 2016.

Effective May 28, 2013, the first business day of the Company's fiscal year 2014, Mr. Cherbak became the Company's Chief Executive Officer and President, having been previously appointed as President and Chief Operating Officer in August 2009. He previously held the positions of Executive Vice President of Operations from July 2005 to August 2009 and President of International Operations from November 2008 to August 2009. He joined the Company in July 2005 from Deloitte & Touche LLP, a professional services firm, where he spent the majority of his career as an audit partner in the Orange County, California office. While with Deloitte & Touche LLP, Mr. Cherbak led the firm's consumer business practice for its Pacific Southwest region and most recently served as the Partner in Charge of the Orange County audit practice.

*Key experience, qualifications, attributes and skills:*

Mr. Cherbak brings to the Company and the Board over 35 years of professional services, operations and financial management experience. This experience uniquely qualifies him to manage the Company's growth in a way that maintains our culture, productivity and well-regarded client service, while realizing cost efficiencies. As the Company's President and Chief Executive Officer, he brings to the Board insight into the day-to-day operations of the Company, its challenges and opportunities for growth.

***Neil F. Dimick***

Age 66

Director since November 2003

Mr. Dimick's term of office as one of our directors expires at the Annual Meeting in 2016.

Prior to joining the Board, Mr. Dimick served as Executive Vice President and Chief Financial Officer of AmerisourceBergen Corporation, a pharmaceutical services provider, from August 2001 to May 2002. He served as Senior Executive Vice President and Chief Financial Officer of Bergen Brunswig Corporation ("Bergen"), as well as a director and a member of the Bergen Board's Finance, Investment and Retirement Committees, for more than five years prior to its merger with AmeriSource Health in 2001. Mr. Dimick began his professional career as a corporate auditor with Deloitte & Touche LLP, a professional services firm. He was a partner with the firm for eight years and served for two years as the National Director of the firm's Real Estate Industry Division. Mr. Dimick currently serves on the Board of Directors of WebMD

Health Corp. (“WebMD”), where he serves as a member of the Executive and Audit Committees and as Chairman of the Nominating and Governance Committees; Thoratec Corporation, where he serves as Chairman of the Board and as a member of the Audit and Corporate Governance and Nominating Committees; Mylan, Inc., where he serves as Chairperson of the Audit Committee and member of the Executive, Finance and Compensation Committees; and Alliance HealthCare Services, Inc., where he serves as Chairperson of the Audit Committee.

*Key experience, qualifications, attributes and skills:*

Mr. Dimick brings to the Board and the Audit Committee he chairs, 18 years of public accounting experience, including eight years as a partner at Deloitte & Touche LLP, experience as a Chief Financial Officer for a large-cap publicly traded international company and continued involvement with public company boards and board committees, all of which provide our Board with in-depth knowledge of the many critical financial and risk-related issues facing public companies today.

In addition to his financial and international operations expertise, having held leadership positions in large multinational companies with operations in Latin America, Mr. Kistingner’s knowledge, insight and experience are invaluable to the Company and to the Board as we continue to provide services and solutions to our clients around the world.

***Robert F. Kistingner***

Age 62

Director since August 2006

Mr. Kistingner’s term of office as one of our directors expires at the Annual Meeting in 2017.

Mr. Kistingner was the Chief Operating Officer of Bonita Banana Company from 2009 to 2014 and now continues to serve as an Executive Advisor to the company. He was formerly President and Chief Operating Officer of the Fresh Group of Chiquita Brands International, Inc. (“Chiquita”). Mr. Kistingner was employed at Chiquita for more than 27 years and held numerous senior management positions in accounting, financial analysis and strategic planning roles. Prior to joining Chiquita, Mr. Kistingner was with the accounting firm of Arthur Young & Company for six years and is a certified public accountant and a member of the American Institute of Certified Public Accountants.

*Key experience, qualifications, attributes and skills:*

In addition to his financial and international operations expertise, having held leadership positions in large multinational companies with operations in Latin America, Mr. Kistingner’s knowledge, insight and experience are invaluable to the Company and to the Board as we continue to provide services and solutions to our clients around the world.

***Jolene Sarkis***

Age 65

Director since April 2002

Ms. Sarkis’ term of office as one of our directors expires at the Annual Meeting in 2017.

Ms. Sarkis has been a private marketing and advertising consultant since 2001. Ms. Sarkis held various positions of responsibility for Time Inc. from 1985 to 2001 in sales and marketing, primarily for Time Inc.’s leading publications which include Time, People, Sports Illustrated, Fortune and Money. Ms. Sarkis served as Publisher of Fortune from 1996 to 2001 and, additionally, as President of Fortune from 1999 to 2001. She is currently Executive Vice President of CFS Restaurant Group, Inc., a position she has held since 2011.

*Key experience, qualifications, attributes and skills:*

Ms. Sarkis’ business experience in operations management and business development brings a unique skill set to the Board and to the Company

in the critical areas of leadership and strategic planning, as well as marketing and human resources.

**Anne Shih**

Age 68

Director since October 2007

Ms. Shih's term of office as one of our directors expires at the Annual Meeting in 2017.

Ms. Shih is actively involved in many philanthropic endeavors, including her twenty years with the Bowers Museum in Santa Ana, California, where she currently serves as Chairwoman of the Board of Governors, a position she has held since 2010. Ms. Shih is an honorary president of the Chinese Cultural Arts Association, a position she has held since 2003 and was also Deputy Secretary of the Chinese Women's League Los Angeles Chapter. In 2008, Ms. Shih was awarded a Certificate of Special Congressional Recognition from the U.S. Congress for her outstanding and invaluable service to the community. In 2010, Ms. Shih was made the first Official World Ambassador of Cultural Heritage for Shaanxi Province, China.

*Key experience, qualifications, attributes and skills:*

Ms. Shih's strong business and personal relationships in Greater China are important to the Company and the Board as we expand our international footprint in Asia.

**The Board of Directors unanimously recommends a vote FOR election to the Board of Directors of each of the four director nominees named in this Proxy Statement.**

### EXECUTIVE OFFICERS

The following table sets forth information about our executive officers as of the record date, August 31, 2015.<sup>1</sup> Each of our executive officers serves at the pleasure of the Board of Directors:

<u>Name</u>	<u>Age</u>	<u>Position</u>
Anthony Cherbak . . .	61	Chief Executive Officer and President
Nathan W. Franke . . .	54	Chief Financial Officer and Executive Vice President
Kate W. Duchene . . .	52	Chief Legal Officer, Executive Vice President of Human Resources and Secretary
Tracy B. Stephens . . .	55	Chief Operating Officer and Executive Vice President

*Nathan W. Franke.* Mr. Franke has held the position of Chief Financial Officer and Executive Vice President since November 2007. Prior to joining Resources Connection, Mr. Franke was with the firm of Deloitte & Touche LLP for more than 22 years, most recently as a senior audit partner, working primarily with publicly-traded companies in the consumer and technology industries.

*Kate W. Duchene.* Ms. Duchene is our Chief Legal Officer, a position she has held since December 1999. Ms. Duchene is also our Secretary and Executive Vice President of Human Resources, positions she has held since August 2000. In 2012, Ms. Duchene also assumed leadership of RGP Legal, our legal and regulatory consulting practice. Prior to joining Resources Connection, Ms. Duchene practiced law with O'Melveny & Myers LLP, an international law firm, in Los Angeles, California, specializing in labor and employment matters. Ms. Duchene was with O'Melveny & Myers LLP from October 1990 through December 1999, most recently as a Special Counsel.

*Tracy B. Stephens.* Mr. Stephens is our Chief Operating Officer and Executive Vice President, a position he has held since August 1, 2013. Mr. Stephens joined Resources Connection in 2002 upon the acquisition by Resources Connection of The Procurement Centre, a company he co-founded in 1996. He has been a part of the Company's leadership team since 2002, most recently serving as Senior Vice President of the U.S. Central-Southeast Region since 2008.

<sup>1</sup> Effective August 31, 2015, Mr. Murray resigned as an employee of the Company and, therefore, is no longer an executive officer of the Company. He continues to serve the Company as Chairman of the Board.

For information about Chief Executive Officer Anthony Cherbak, see the description under “Continuing Directors” respectively, above.

## BOARD OF DIRECTORS

### Board Leadership Structure

Effective August 31, 2015, Mr. Murray retired as our Executive Chairman of the Board. Following that decision, the Board unanimously requested that Mr. Murray continue in his position as Chairman of the Board in a non-employee director status. Because Mr. Murray served in an executive officer position during his tenure as Executive Chairman, he is not deemed independent pursuant to NASDAQ Listing Rules. Therefore, the Board has elected to maintain a Lead Independent Director function as further described below. Mr. Anthony Cherbak continues to serve as our Chief Executive Officer, succeeding Mr. Murray in that position on May 28, 2013, and is also a member of our Board of Directors.

The Board believes that this leadership structure provides independent board oversight and engagement while deriving the benefit of unified leadership and direction by having our Company’s founder continue to serve as Chairman of the Board. As Chief Executive Officer, Mr. Cherbak is the individual with primary responsibility for managing the Company’s day-to-day operations and with in-depth knowledge and understanding of the Company. Coupled with a Lead Independent Director who is appointed annually by the Board, this combined structure provides independent oversight while avoiding unnecessary confusion regarding the Board’s oversight responsibilities and the day-to-day management of business operations.

The Board has designated A. Robert Pisano to serve as Lead Independent Director, with responsibilities that are similar to those typically performed by an independent chairman.

The responsibilities of our Chairman and our Lead Independent Director are summarized in the table below.

#### **Chairman**

Calls meetings of the Board and stockholders

Chairs meetings of the Board and the annual meeting of stockholders

Establishes Board meeting schedules and agendas

Ensures that information provided to the Board is sufficient for the Board to fulfill its primary responsibilities

Communicates with all directors on key issues and concerns outside of Board meetings

With the Lead Independent Director, jointly recommends Committee Chair positions to full Board and the Corporate Governance and Nominating Committee

Provides suggestions to the Corporate Governance and Nominating Committee with respect to the composition and structure of the Board and Board recruitment efforts

Leads the Board review of management succession and development plans

Represents the Company to, and interacts with, external stockholders and employees

#### **Lead Independent Director**

Calls meetings of the independent directors

Sets agenda and chairs executive sessions of the independent directors

Available to chair meetings of the Board when there is a potential conflict of interest with the Chairman on issues to be discussed or the Chairman is absent

Provides input to the Chairman on the scope, quality, quantity and timeliness of the information provided to the Board

Serves as a conduit to the Chairman of views and concerns of the independent directors

Collaborates with the Corporate Governance and Nominating Committee on questions of possible conflicts of interest or breaches of the Company’s governance principles by other directors, including the Chairman

Oversees the process of hiring or firing a Chief Executive Officer, including any compensation arrangements

Recommends to the Board the retention of outside advisors who report directly to the Board

Participates with the Compensation Committee Chair in communicating performance feedback and compensation decisions to the Chief Executive Officer

The Board believes that the Company’s corporate governance measures ensure that strong, independent directors continue to oversee effectively the Company’s management and key issues related to executive compensation, evaluation of our Chief Executive Officer and succession planning, strategy, risk, and integrity.

### Director Independence

As required by the Company’s Corporate Governance Guidelines and Committee Charters, our Board of Directors has determined that each of Ms. Crawford, Mr. Dimick, Mr. Kisting, Mr. Pisano, Ms. Sarkis, Ms. Shih and Mr. Wargotz is an “independent director” under the NASDAQ Listing Rules. Mr. Murray was employed as an executive officer until August 31, 2015, and Mr. Cherbak is currently employed as an executive officer of the Company and, accordingly, neither qualifies as an “independent director” under the NASDAQ Listing Rules. There were no transactions, relationships or arrangements engaged in by these directors which the Board considered in making its independence determination.

### Committees of the Board of Directors

The Company’s standing Board committees consist of (1) an Audit Committee, (2) a Compensation Committee, and (3) a Corporate Governance and Nominating Committee. Each committee of the Board is comprised entirely of independent directors under the NASDAQ Listing Rules and, for members of the Audit Committee, the applicable rules of the SEC. As referenced above, the Board of Directors also designates a Lead Independent Director to serve as a representative for the independent directors and to facilitate communications among the independent directors and management.

The following identifies the members of each of the Company’s standing Board committees and indicates the number of meetings held by each committee during fiscal 2015:

	<u>Audit</u>	<u>Compensation</u>	<u>Corporate Governance and Nominating</u>	<u>Board of Directors</u>
A. Robert Pisano, Lead Independent Director		Member	Chair	Independent
Susan Crawford			Member	Independent
Neil Dimick	Chair	Member		Independent
Robert Kisting	Member		Member	Independent
Jolene Sarkis		Chair		Independent
Anne Shih			Member	Independent
Michael Wargotz	Member	Member		Independent
Number of Fiscal Year 2015 Meetings Held	8	6	4	4

### Attendance at Meetings

Our Board of Directors met in person four times during fiscal 2015. During 2015, eight out of nine directors attended 100% of the Board of Director meetings and committee meetings upon which they serve. One director missed one committee meeting, thereby attending 83% of the aggregate of Board of Directors meetings and meetings of the committees upon which he serves. The Company’s policy is that directors should make themselves available to attend the Company’s annual meeting of stockholders. All but one member of our Board attended our 2014 annual meeting either in person or telephonically.

### Committee Charters

The Board of Directors annually reviews and approves the charter of each of the committees. The Audit Committee, the Compensation Committee and the Corporate Governance and Nominating Committee Charters were reviewed and approved on July 29, 2015. The Audit Committee Charter, the Compensation Committee Charter and the Corporate Governance and Nominating Committee Charter are available on the Investor Relations — Corporate Governance section of the Company’s website at [www.rgp.com](http://www.rgp.com).



## Corporate Governance and Nominating Committee

The current members of the Corporate Governance and Nominating Committee are Mr. Pisano (Chairperson), Ms. Crawford, Mr. Kistinger and Ms. Shih. The Corporate Governance and Nominating Committee met four times during fiscal 2015.

*Governance-Related Duties.* The Corporate Governance and Nominating Committee is responsible for overseeing the corporate governance principles applicable to the Company, and the Company's Code of Business Conduct and Ethics, which is reviewed by the entire Board of Directors annually. See "Corporate Governance Guidelines and Code of Business Conduct and Ethics" below. In addition, the Corporate Governance and Nominating Committee annually reviews the Company's compliance with the NASDAQ Listing Rules and reports the conclusions of such review to the Board.

*Nominating-Related Duties.* The Corporate Governance and Nominating Committee is also responsible for overseeing the process of nominating individuals to stand for election or re-election as directors. In doing so, the Corporate Governance and Nominating Committee reviews and makes recommendations to the Board with respect to the composition of the Board, tenure of Board members, and qualifications, skills and attributes for new directors. The Corporate Governance and Nominating Committee may also retain a professional executive search firm, on an as-needed basis, to assist in the identification and recruitment of independent Board candidates. The Company did not retain a professional executive search firm during fiscal 2015. While the Corporate Governance and Nominating Committee normally is able to identify an ample number of qualified candidates from its own resources and from candidates identified by a professional executive search firm, it will consider stockholder suggestions of persons to be considered as nominees, as further described below. Any director candidates recommended by the Company's stockholders in accordance with the Company's policy regarding such recommendations will be given consideration by the Corporate Governance and Nominating Committee, consistent with the process used for all candidates and in accordance with the Company's policy regarding such recommendations.

*Selection of Director Candidates.* The Corporate Governance and Nominating Committee's process for identifying and evaluating new director candidates is as follows. If determined appropriate, the Corporate Governance and Nominating Committee may retain a professional executive search firm to assist the Corporate Governance and Nominating Committee in managing the overall process, including the identification of new director candidates who meet certain criteria set from time to time by the Corporate Governance and Nominating Committee. All potential new director candidates, whether identified by the search firm, stockholders or Board members, are then reviewed by the Corporate Governance and Nominating Committee, our executive officers, and at times by the search firm. In the course of this review, some candidates are eliminated from further consideration because of conflicts of interest, unavailability to attend Board or committee meetings or other relevant reasons. The Corporate Governance and Nominating Committee then decides which of the remaining candidates most closely match the established criteria, described in the subsequent paragraph, and are therefore deserving of further consideration. The Corporate Governance and Nominating Committee then discusses these new director candidates, decides which of them, if any, should be pursued, gathers additional information if desired, conducts interviews and decides whether to recommend one or more of the candidates to the Board of Directors for nomination. In connection with this review, the Corporate Governance and Nominating Committee also reviews and considers each of the incumbent directors for continuing Board membership after his or her term expires. The Board discusses the Corporate Governance and Nominating Committee's recommended candidates, decides if any additional interviews or further background information is desirable and, if not, decides whether to nominate one or more candidates. Those nominees are named in the proxy statement for election by the stockholders at the annual meeting (or, if between annual meetings, the nominees may be elected by the Board itself to fill any vacancies on the Board).

In order to be recommended by the Corporate Governance and Nominating Committee, a candidate must meet the following selection criteria, as described in the Company's Corporate Governance Guidelines: personal integrity, intelligence, relevant business background, independence, expertise in areas of importance to the Company's objectives, and sensitivity to the Company's corporate culture and responsibilities. The Corporate Governance and Nominating Committee does not have a formal policy regarding the consideration of diversity in

identifying director nominees, but looks for individuals with specific qualifications so that the Board as a whole may maintain an appropriate mix both of experience, background, expertise and skills, and of age, gender, and ethnic and racial diversity. These specific qualifications may vary from one year to another, depending upon the composition of the Board at that time.

Below, we identify and describe the key experience, qualifications, attributes and skills the Committee considers important in light of Resources Connection's business:

- *Business Sector Knowledge and International Experience.* We value directors with backgrounds that include the many business sectors that make up our core business — finance and accounting, risk management, information management, human capital, supply chain, legal and regulatory, healthcare, corporate advisory and restructuring services. In order to continue to operate and expand as a global multinational professional services firm, we also look for directors with international expertise.
- *Management, Accounting and Finance Expertise.* We value management experience in our directors as it provides a practical understanding of organizations, processes, strategy, risk management and the methods to drive change and growth. While we require specific financial qualifications and expertise for Audit Committee membership, we expect all of our directors to be financially knowledgeable.
- *Business Judgment, Leadership and Strategic Vision.* We value directors with experience in significant leadership positions who are able to provide sound business judgment, share tested leadership skills and have the insight necessary to formulate a strategic vision.

*Director Candidates Recommended by Stockholders.* The Corporate Governance and Nominating Committee will consider individuals for nomination to stand for election as directors who are recommended to it in writing by any Resources Connection stockholder. Any stockholder wishing to recommend an individual as a nominee for election at the Annual Meeting of Stockholders to be held in 2016 should send a signed letter of recommendation, to be received before May 18, 2016, to the following address: Resources Connection, Inc., 17101 Armstrong Avenue, Irvine, CA 92614: Attn: Kate W. Duchene, Chief Legal Officer and Secretary. Recommendation letters must state the reasons for the recommendation and contain the full name and address of each proposed nominee as well as brief biographical information setting forth past and present directorships, employment, occupations and civic activities. Any such recommendation should be accompanied by a written statement from the proposed nominee consenting to be named as a candidate and, if nominated and elected, consenting to serve as a director. Our Bylaws include additional requirements regarding nominations of persons at a stockholders' meeting other than by the Board of Directors. See "Questions and Answers — When must notice of business to be brought before an annual meeting be given and when are stockholder proposals and director nominations due for the 2016 annual meeting?"

### **Compensation Committee**

The current members of the Compensation Committee are Ms. Sarkis (Chairperson), Mr. Dimick, Mr. Pisano and Mr. Wargotz. The Compensation Committee met six times during fiscal 2015.

The Compensation Committee is responsible for discharging the Board of Directors' responsibilities relating to the compensation of the Company's NEOs. The Compensation Committee reviews and approves the compensation arrangements, plans, policies and programs that apply to our NEOs. Pursuant to the written charter of the Compensation Committee, its principal responsibilities include, among other things:

- To review and approve the goals and objectives relevant to the compensation of our Chief Executive Officer, to evaluate the performance of our Chief Executive Officer and to determine the terms of the compensatory agreements and arrangements for our Chief Executive Officer;
- To review and approve all of the Company's compensation programs applicable to our other executive officers, including all forms of salary and grants of bonus and equity compensation;
- To approve any new compensation plan or any material change to an existing compensation plan available to executive officers and to make recommendations to the Board of Directors with respect to equity and incentive plans subject to stockholder approval;



- To review and approve severance or similar payments to the Company’s executive officers; and
- To review and evaluate the Company’s long-term strategy of employee compensation and utilization of different types of compensation plans in consultation with senior management.

The Compensation Committee’s charter permits it to delegate duties and responsibilities to sub-committees or the Company’s management. However, the Compensation Committee has no current intention to delegate any of its authority with respect to determining senior officer compensation to any sub-committee or to management. The Compensation Committee takes into account our Chief Executive Officer’s recommendations regarding the corporate goals and objectives, performance evaluations and compensatory arrangements for the Company’s executive officers other than the Chief Executive Officer. In particular, the Compensation Committee considered the Chief Executive Officer’s recommendations regarding the appropriate base salaries and annual incentive compensation opportunity payouts for the Company’s other executive officers for fiscal 2015. None of our other executive officers has any role in determining or recommending the compensation of our executives.

Pursuant to its charter, the Compensation Committee is authorized in its sole discretion to retain compensation consultants to assist it in carrying out its duties. The Compensation Committee has the authority to approve any compensation consultant’s fees and other retention terms. The Compensation Committee determines whether to retain a compensation consultant on an annual basis in light of the status of the management team and the business needs of the organization at the relevant time. The Compensation Committee did not engage a compensation consultant during fiscal 2015 to provide advice or recommendations on the amount or form of executive and director compensation. In order to assist the Compensation Committee’s evaluation of executive compensation, however, during fiscal 2015, the Company subscribed to Main Data Group Inc.’s Snapshot Data Platform, which is a web-based provider of historical information, products and proprietary survey data regarding executive compensation. The Compensation Committee used this data generally as background information to assist in its decision making process.

#### **Audit Committee**

During fiscal 2015, the Audit Committee of our Board of Directors consisted of three non-employee directors, Mr. Dimick (Chairperson), Mr. Kistingner and Mr. Wargotz. Mr. Dimick qualifies as the committee’s financial expert. The Audit Committee met eight times during fiscal 2015.

The Audit Committee reviews our auditing, accounting, financial reporting and internal control functions, appoints and engages, on behalf of our Board of Directors, the Company’s independent registered public accounting firm and oversees the Company’s risk assessment and risk management policies. The Audit Committee also reviews and approves the provision of services by our independent registered public accounting firm, as described under “Proposal 2. Ratification of the Engagement of Independent Registered Public Accounting Firm for Fiscal Year 2016” below, under the caption “All Other Fees”, to ensure such services are compatible with maintaining the independence of the independent registered public accounting firm. In discharging its duties, the Audit Committee:

- Appoints, compensates, retains and oversees the work of the independent registered public accounting firm;
- Reviews and approves the scope of the annual audit and the independent registered public accounting firm’s fees;
- Meets independently with our internal finance and audit staff, our independent registered public accounting firm and our senior management; and
- Consults with our independent registered public accounting firm with regard to the plan of audit, the results of the audit and the audit report and confers with the independent registered public accounting firm regarding the adequacy of internal accounting controls.

#### **The Board’s Role in Risk Oversight**

The Board has an active role, as a whole and through its committees, in overseeing management of the Company’s risks. The Board’s role in the risk oversight process includes receiving regular reports from members

of senior management on areas of material risk to the Company, including operational, financial and strategic risks. Also, the involvement of the Board in reviewing, approving and monitoring our fundamental financial and business strategies, as contemplated by our corporate governance documents, is critical to the determination of the types and appropriate levels of risk the Company undertakes. The Board's committees, all comprised solely of independent directors, assist the Board in fulfilling its oversight responsibilities in certain areas of risk. The Compensation Committee oversees the management of risks relating to our executive compensation plans and arrangements. The Corporate Governance and Nominating Committee oversees the management of risks associated with the composition of the Board of Directors and other types of corporate governance risks within its area of responsibility. The Audit Committee oversees the Company's risk assessment and management policies, particularly the management of financial risks and also receives regular reports from our Vice President of Internal Audit, who directly reports to the Chairperson of the Audit Committee. While each committee is responsible for evaluating certain risks and overseeing the management of such risks, the entire Board is regularly informed through the committee reports regarding such risks. This process enables the Board and its committees to coordinate the risk oversight role, particularly with respect to risk interrelationships.

Our Board of Directors believes that the processes it has established for overseeing risk would be effective under a variety of leadership frameworks and, therefore, do not materially affect its choice of leadership structure as described under "Board Leadership Structure" above.

### **Risk Assessment of Compensation Programs**

We have reviewed our compensation programs across the Company to determine whether they encourage unnecessary or excessive risk taking, and we have concluded that they do not.

In particular, as to our compensation arrangements for our NEOs, the Compensation Committee takes risk into account in establishing and reviewing these arrangements. The Compensation Committee believes that our executive compensation arrangements do not encourage unnecessary or excessive risk taking for several reasons. First, the base salaries of our NEOs are fixed in amount and thus do not encourage risk taking. Second, while our annual bonus program focuses on achievement of short-term or annual goals and short-term goals may encourage the taking of short-term risks at the expense of long-term results, executives' long-term incentive awards are determined based on a number of corporate performance factors as described in the "Compensation Discussion and Analysis" below, which have a longer-term focus. Third, the Compensation Committee retains authority to exercise its discretion in determining the amount to award under the qualitative component of the NEO bonus program based on its subjective assessment of the Company's performance, the executive's individual performance, and any other factors the Compensation Committee may consider — including exposure to risk and risk management. Fourth, annual incentive awards are capped pursuant to our plan so that NEOs are not able to achieve unlimited reward for taking significant risk. The Compensation Committee believes that the annual bonus program appropriately balances risk and the desire to focus executives on specific short-term goals important to our success, and that it does not encourage unnecessary or excessive risk taking over a short or long term measure.

In addition, a significant portion of the compensation provided to our NEOs is in the form of stock options that are important to help further align each executive's interests with those of our stockholders. The Compensation Committee believes that these awards do not encourage unnecessary or excessive risk-taking since the ultimate value of the awards is tied to our stock price, and since awards are generally granted on an annual basis and subject to long-term vesting schedules to help ensure that NEOs always have significant compensation opportunities tied to long-term stock price performance.

### **Corporate Governance Guidelines and Code of Business Conduct and Ethics**

*Corporate Governance Guidelines.* Our Board has adopted Corporate Governance Guidelines, which direct our Board's actions with respect to, among other things, the Board's responsibilities, Board composition and selection of directors, Board meetings, the Board's standing committees and procedures for appointing members of these committees, stockholder communications with the Board, Board compensation, conduct and ethics standards for directors, and indemnification of directors. A current copy of our Corporate Governance Guidelines is posted on the Investor Relations — Corporate Governance section of our website at [www.rgp.com](http://www.rgp.com).

*Code of Business Conduct and Ethics.* The Company has also adopted a Code of Business Conduct and Ethics that applies to everyone in the Company, including all of its directors, executive officers and employees. A current copy of our Code of Business Conduct and Ethics is posted on the Investor Relations — Corporate Governance section of the Company’s website at [www.rgp.com](http://www.rgp.com). In addition, waivers from, and amendments to, our Code of Business Conduct and Ethics that apply to our directors and executive officers, including our principal executive officer, principal financial officer, principal accounting officer or persons performing similar functions, will be timely posted on the Investor Relations — Corporate Governance section of the Company’s website at [www.rgp.com](http://www.rgp.com) to the extent required by applicable SEC and NASDAQ rules.

**Communications with the Board**

Our Board of Directors provides a process for stockholders to send communications to the Board of Directors, to individual directors or to groups of directors, including non-management directors as a group. Communications should be sent to the Company’s corporate headquarters at 17101 Armstrong Avenue, Irvine, CA 92614, addressed to the attention of the specific group or individual or, if the communication is intended for all non-management directors, to the Chairperson of the Corporate Governance and Nominating Committee, the Chairperson of the Compensation Committee or the Chairperson of the Audit Committee and marked “Confidential, Intended for Recipient’s Review Only.” Upon receipt of any such communication, the material is forwarded directly to the addressee. If the communication is not directed to a specific individual, the material is forwarded to the Chairperson of the Audit Committee who reviews the content to determine its relevance and appropriate audience. The Company also maintains a Corporate Integrity Hotline, monitored by the Chairperson of the Audit Committee, so that any employee, stockholder or other interested party may use this vehicle to report problems or concerns involving ethical or compliance violations or complaints regarding accounting, internal accounting controls or auditing matters. Information about the hotline is posted on the Investor Relations, Corporate Governance page of our website at [www.rgp.com](http://www.rgp.com). The toll free number for the Corporate Integrity Hotline is (866) 588-5733.

**DIRECTOR COMPENSATION**

**Cash Compensation**

The following table sets forth the schedule of annual retainer fees for each member of our Board of Directors who is not also employed by us or any of our subsidiaries (referred to herein as a “non-employee director”) in effect during fiscal 2015<sup>1</sup>:

<u>Type of Fee</u>	<u>Dollar Amount</u>
Annual Board Retainer . . . . .	\$50,000
Additional Lead Independent Director Retainer . . . . .	\$15,000
Additional Retainer for Audit Committee Chairperson . . . . .	\$20,000
Additional Retainer for Compensation Committee Chairperson . . . . .	\$15,000
Additional Retainer for Corporate Governance and Nominating Committee Chairperson . . . . .	\$10,000
Additional Retainer for Service on the Audit Committee . . . . .	\$ 5,000
Additional Retainer for Service on the Compensation Committee . . . . .	\$ 5,000
Additional Retainer for Service on the Corporate Governance and Nominating Committee . . . . .	\$ 2,500

<sup>1</sup> On July 14, 2015, the Board approved a new Director Compensation Policy effective on July 14, 2015, so the new policy will be applicable for fees paid for a portion of fiscal 2016. The material changes to the policy include the adoption of an Additional Retainer for Chairman of the Board (\$250,000 annually) and a provision allowing directors with significant equity holdings that are ten times greater than the ownership guidelines to elect the equity retainer in cash.

Each new non-employee director will receive a *pro rata* portion of the Annual Retainer and any applicable Additional Retainers, with the proration based on the number of calendar days remaining in the calendar year that the director first serves as a non-employee director or held the particular position, as the case may be.

Non-employee directors are also generally reimbursed for out-of-pocket expenses they incur serving as directors.

### **Equity Compensation**

Annual Equity Award . . . . . Restricted stock with a fair value of \$100,000 on the grant date  
New Director Award . . . . . *pro rata* portion of Annual Equity Award

#### **Annual Restricted Stock Awards for Continuing Board Members**

On the first trading day of each calendar year, each non-employee director then in office will automatically be granted an award of restricted stock with respect to shares of the Company's common stock. The number of shares of the Company's common stock subject to such restricted stock award will be determined by dividing the Annual Equity Award grant value set forth above by the per-share closing price of the Company's common stock on the date of grant (rounded down to the nearest whole share).

#### **Initial Restricted Stock Awards for New Directors**

Each new non-employee director is granted an initial restricted stock award on joining the Board of Directors. The number of shares subject to such restricted stock award will be determined by dividing the Annual Equity Award grant value set forth above (pro-rated based on the number of calendar days remaining in the calendar year that the director first serves as a non-employee director) by the per-share-closing price of the Company's common stock on the date of grant (rounded down to the nearest whole share).

An employee or former employee of the Company or one of its subsidiaries who ceases or has ceased to be so employed and becomes a non-employee director will not be eligible for an initial restricted stock award grant, but will be eligible for cash compensation and annual equity awards on the same basis as other non-employee directors.

#### **Provisions Applicable to All Non-Employee Director Restricted Stock Awards**

For fiscal 2015, each restricted stock award granted to the non-employee directors was made under and subject to the terms and conditions of the Company's 2014 Performance Incentive Plan (the "2014 Plan"). Non-employee director restricted stock awards will be evidenced by, and subject to the terms and conditions of, an award agreement in the form approved by the Board to evidence such type of grant pursuant to this policy. Each award will vest in equal annual installments over the four-year period following the grant date. Non-employee directors are also entitled to cash dividend and stockholder voting rights with respect to outstanding and unvested restricted stock awards.

Restricted stock awards are generally forfeited as to the unvested portion of the award upon the non-employee director's termination of service as a director of the Company for any reason. However, in the event the non-employee director ceases to serve as a director due to his or her mandatory retirement as may be required pursuant to the Company's mandatory retirement policy as then in effect for members of the Board, each restricted stock award held by the director that is then outstanding and otherwise unvested immediately will generally become immediately vested and nonforfeitable. Restricted stock awards, to the extent then outstanding and unvested, will become fully vested and nonforfeitable in the event of a change in control event. With respect to awards to non-employee directors, the 2014 Plan is administered by the Board, and the Board has the ability to interpret and make all required determinations under the plan. This authority includes making required proportionate adjustments to outstanding awards to reflect stock splits and similar corporate transactions. Awards are generally transferable to a beneficiary of a director upon his death or as approved by the Board.

## DIRECTOR COMPENSATION — FISCAL 2015

The following table presents information regarding the compensation paid for fiscal 2015 to our non-employee directors. The compensation paid to Messrs. Murray and Cherbak during fiscal 2015 is presented below in the “Executive Compensation Tables for Fiscal 2015 — Summary Compensation Table — Fiscal 2013 — 2015” and the related explanatory tables. Such employee-directors do not receive separate compensation for service on the Board of Directors.

<u>Name</u>	<u>Fees Earned or Paid in Cash (\$)</u>	<u>Stock Awards \$(1)(2)</u>	<u>Option Awards (\$)</u>	<u>Total (\$)</u>
(a)	(b)	(c)	(d)	(e)
A. Robert Pisano .....	80,000	99,985	—	179,985
Susan Crawford .....	52,500	99,985	—	152,485
Neil Dimick .....	75,000	99,985	—	174,985
Robert Kistingner .....	57,500	99,985	—	157,485
Jolene Sarkis .....	65,000	99,985	—	164,985
Anne Shih .....	52,500	99,985	—	152,485
Michael Wargotz .....	60,000	99,985	—	159,985

- (1) The amounts reported in column (c) of the table above reflect the fair value on the grant date of the restricted stock award granted to our non-employee directors during fiscal 2015, as determined under the principles used to calculate the value of equity awards for purposes of the Company’s financial statements. For a discussion of the assumptions and methodologies used to calculate the amounts referred to above, please see the discussion of stock awards contained in Note 13 (Stock Based Compensation Plans) to the Company’s Consolidated Financial Statements, included as part of the Company’s Annual Report on Form 10-K for the fiscal year ended May 30, 2015.
- (2) As described above, each of our continuing non-employee directors was granted an award of 6,218 shares of restricted stock on January 2, 2015. Each such continuing non-employee director’s restricted stock award had a fair value (for financial statement reporting purposes) equal to \$99,985 on the grant date. See footnote (1) above for the assumptions used to value these awards.

The following table presents the aggregate number of outstanding unexercised options to acquire shares of Company common stock and unvested shares of Company restricted stock held by each of our non-employee directors as of May 30, 2015.

### Aggregate Outstanding Equity Awards

<u>Director</u>	<u>Number of Options Outstanding</u>	<u>Number of Shares of Unvested Restricted Stock</u>
A. Robert Pisano .....	26,706	13,214
Susan Crawford .....	14,328	13,214
Neil Dimick .....	15,000	13,214
Robert Kistingner .....	21,000	13,214
Jolene Sarkis .....	16,897	13,214
Anne Shih .....	15,000	13,214
Michael Wargotz .....	12,000	13,214

### Stock Ownership Guidelines for Directors

On July 28, 2011, the Board approved the following stock ownership guidelines for the non-employee members of the Board of Directors. Please see “Compensation Discussion and Analysis — Stock Ownership Guidelines for NEOs” below for information on the guidelines applicable to our executive officers.

All of our non-employee directors should own Company common stock equal in value to the lesser of two times the annual board retainer or 10,000 shares. Stock that counts towards satisfaction of the ownership guidelines includes:

- Shares of common stock beneficially held, either directly or indirectly;
- Restricted stock issued and held whether vested or unvested; and
- Shares of common stock held following the exercise of a stock option or payment of other equity award.

All individuals covered by these guidelines should satisfy the applicable share ownership guidelines within five years of first becoming subject to them. If a covered individual's guideline level of ownership changes as a result of a change in position or change in retainer, the individual should satisfy the applicable guidelines within a five-year period beginning in January following the year of such change. The Company's Stock Ownership Guidelines are available on the Investor Relations — Corporate Governance page of the Company's website at [www.rgp.com](http://www.rgp.com). As shown in the table below, each of our non-employee directors currently meets both the minimum share ownership and dollar amount guidelines (even though only one of the guidelines must be met).

#### Independent Director Stock Ownership Status

<u>Guideline</u>	<u>10,000 Shares</u>	<u>\$100,000</u>
	Current Qualifying Shares Held <sup>1</sup>	Value as of the Record Date <sup>2</sup>
A. Robert Pisano .....	42,275	\$663,295
Susan Crawford .....	23,807	\$373,532
Neil Dimick .....	23,807	\$373,532
Robert Kistingner .....	23,807	\$373,532
Jolene Sarkis .....	23,807	\$373,532
Anne Shih .....	37,807	\$593,192
Michael Wargotz .....	23,807	\$373,532

- 1 Represents the number of Company shares held by the director on August 31, 2015 that count toward satisfaction of the ownership guidelines.
- 2 Determined by multiplying the number of Current Qualifying Shares Held by the closing price for a share of Company common stock on August 31, 2015 (\$15.69).

#### POLICY REGARDING TREATMENT OF RELATED PARTY TRANSACTIONS

The Company's policies and procedures for the review, approval or ratification of related-party transactions required to be disclosed pursuant to Item 404 of SEC Regulation S-K are set forth in the written charter of the Audit Committee. Pursuant to its charter, the Audit Committee must review and approve all proposed related-person transactions that are subject to disclosure pursuant to Item 404 of SEC Regulation S-K before the Company is permitted to enter into any such transaction. In fiscal 2015, there were no reportable related-party transactions under Regulation S-K.

#### SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table contains information about the beneficial ownership of our common stock as of August 31, 2015, for:

- each person known by the Company who beneficially owns more than five percent of the common stock of the Company;
- each of our directors;
- each NEO named in the Summary Compensation Table; and
- all current directors and executive officers as a group.



Unless otherwise indicated, the address for each person or entity named below is c/o Resources Connection, Inc., 17101 Armstrong Avenue, Irvine, CA 92614.

Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting or investment power with respect to securities. Except as indicated by footnote, and except for community property laws where applicable, the persons named in the table below have sole voting and investment power with respect to all shares of common stock shown as beneficially owned by them. The percentage of beneficial ownership is based on 37,142,902 shares of the Company's common stock outstanding as of August 31, 2015.

<u>Directors and Named Officers</u>	<u>Number of Shares Beneficially Owned</u>	<u>Percentage of Shares Outstanding**</u>
Donald B. Murray(1) . . . . .	1,806,127	4.8%
Anthony Cherbak(2) . . . . .	343,200	*
Kate W. Duchene(3) . . . . .	307,576	*
Nathan W. Franke(4) . . . . .	213,435	*
Tracy Stephens(5) . . . . .	143,063	*
A. Robert Pisano(6) . . . . .	68,981	*
Anne Shih(7) . . . . .	52,807	*
Robert Kisting(8) . . . . .	44,807	*
Jolene Sarkis(9) . . . . .	40,704	*
Neil Dimick(10) . . . . .	38,807	*
Susan Crawford(11) . . . . .	38,135	*
Michael Wargotz(12) . . . . .	35,807	*
Executive Officers and Directors as a group (12 persons)(13) . . . .	3,131,949	8.1%
 <u>5% Stockholders</u>	 <u>Number of Shares Beneficially Owned</u>	 <u>Percentage of Shares Outstanding**</u>
Invesco Ltd.(14) . . . . .	3,827,417	10.3%
Vanguard Group Inc.(15) . . . . .	2,526,716	6.8%
Heartland Advisors Inc.(16) . . . . .	3,240,977	8.7%
Blackrock Fund Advisors(17) . . . . .	3,469,183	9.3%
Wells Fargo & Company(18) . . . . .	2,523,766	6.8%
DePrince, Race & Zollo, Inc.(19) . . . . .	2,259,859	6.1%

\* Represents less than 1%.

\*\* We determine beneficial ownership in accordance with the rules of the SEC. We deem shares subject to options that are currently exercisable or exercisable within 60 days after August 31, 2015, as outstanding for purposes of computing the share amount and the percentage ownership of the person(s) holding such awards, but we do not deem them outstanding for purposes of computing the percentage ownership of any other person.

- (1) Includes 1,227,377 shares beneficially owned by Mr. Murray in The Murray Family Trust, Donald B. Murray and Carol E. Murray, Trustees; Murray Family Income Trust, Donald B. Murray and Carol E. Murray, Trustees. Donald B. Murray and Carol E. Murray share voting and investment power over the shares held in these trusts. Also includes 578,750 shares of common stock subject to options exercisable within 60 days of August 31, 2015.
- (2) Includes 25,000 shares beneficially owned by Mr. Cherbak in The Cherbak Family Trust, Anthony C. Cherbak and Debra L. Cherbak Trustees and 1,200 shares owned by Mr. Cherbak as custodian of a child's account. Mr. Cherbak has sole voting and investment power over shares held in these trusts. Also includes 305,500 shares of common stock subject to options exercisable within 60 days of August 31, 2015.
- (3) Includes 232,000 shares of common stock subject to options exercisable within 60 days of August 31, 2015.
- (4) Includes 198,250 shares of common stock subject to options exercisable within 60 days of August 31, 2015.

- (5) Includes 139,650 shares of common stock subject to options exercisable with 60 days of August 31, 2015.
- (6) Includes 10,536 shares beneficially owned by Mr. Pisano in the Pisano Living Trust, Robert A. Pisano Trustee. Mr. Pisano has sole voting and investment power over shares held in the trust. Also includes 26,706 shares of common stock subject to options exercisable within 60 days of August 31, 2015.
- (7) Includes 14,000 shares beneficially owned and jointly held by Ms. Shih and her husband over which they share voting and investment power. Also includes 15,000 shares of common stock subject to options exercisable within 60 days of August 31, 2015.
- (8) Includes 21,000 shares of common stock subject to options exercisable within 60 days of August 31, 2015.
- (9) Includes 16,897 shares of common stock subject to options exercisable within 60 days of August 31, 2015.
- (10) Includes 15,000 shares of common stock subject to options exercisable within 60 days of August 31, 2015.
- (11) Includes 14,328 shares of common stock subject to options exercisable with 60 days of August 31, 2015.
- (12) Includes 12,000 shares of common stock subject to options exercisable with 60 days of August 31, 2015.
- (13) Includes 1,575,081 shares of common stock subject to options exercisable within 60 days of August 31, 2015.
- (14) According to a Schedule 13G/A filed with the SEC on February 9, 2015, by Invesco Ltd., as of December 31, 2014, Invesco Ltd. has sole voting power and sole dispositive power with respect to 3,827,417 shares of common stock. According to the Schedule 13G/A, the following subsidiaries of Invesco Ltd. are investment advisers which hold shares of the security being reported: Invesco Advisers, Inc. and Invesco PowerShares Capital Management. The address of Invesco Ltd., as listed in the Schedule 13G/A is 1555 Peachtree Street NE, Atlanta, GA 30309.
- (15) According to a Schedule 13G/A filed with the SEC on February 10, 2015, by The Vanguard Group, Inc., as of December 31, 2014, The Vanguard Group, Inc. has sole voting power with respect to 62,601 shares of common stock, sole dispositive power with respect to 2,469,815 shares of common stock and shared dispositive power with respect to 56,901 shares of common stock. The address of The Vanguard Group, Inc., as listed in the Schedule 13G/A is 100 Vanguard Blvd., Malvern, PA 19355.
- (16) According to a Schedule 13G/A filed with the SEC on February 13, 2015, by Heartland Advisors, Inc., as of December 31, 2014, Heartland Advisors, Inc. and William J. Nasgovitz have shared voting and dispositive power with respect to 3,240,977 shares of common stock. The address of Heartland Advisors, Inc., as listed in the Schedule 13G/A is 789 North Water Street, Milwaukee, WI 53202.
- (17) According to a Schedule 13G/A filed with the SEC on January 15, 2015, by BlackRock, Inc., as of December 31, 2014, BlackRock, Inc. has sole voting power with respect to 3,361,611 shares of common stock and sole dispositive power with respect to 3,469,183 shares of common stock. The address of BlackRock, Inc., as listed in the Schedule 13G/A is 40 East 52nd Street, New York, NY 10022.
- (18) According to a Schedule 13G/A filed with the SEC on February 5, 2015, by Wells Fargo & Company, as of December 31, 2014, Wells Fargo & Company has sole voting and sole dispositive power with respect to 1,799 shares of common stock, shared voting power with respect to 2,142,517 shares of common stock, and shared dispositive power with respect to 2,521,967 shares of common stock. The address of Wells Fargo & Company, as listed in the Schedule 13G/A, is 420 S. Montgomery Street, San Francisco, CA 94104.
- (19) According to a Schedule 13G filed with the SEC on February 6, 2015, by DePrince, Race & Zollo, Inc., as of December 31, 2014, DePrince, Race & Zollo, Inc. has sole voting power with respect to 1,626,659 shares of common stock and sole dispositive power with respect to 2,259,859 shares of common stock. The address of DePrince, Race & Zollo, Inc. as listed in the Schedule 13G is 250 Park Ave. South, Suite 250, Winter Park, FL 32789.



**SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Section 16 of the Exchange Act requires our executive officers (as defined under Section 16), directors and persons who beneficially own greater than 10% of a registered class of our equity securities to file reports of ownership and changes in ownership with the SEC. We are required to disclose any failure of these executive officers, directors and 10% stockholders to file these reports by the required deadlines. Based solely on our review of the copies of such forms received by us, or written representations from certain reporting persons that no report on Form 5 was required for such persons, we believe that, for the reporting period covering fiscal 2015, our executive officers and directors complied, on a timely basis, with all their reporting requirements under Section 16(a) for such fiscal year.

**PROPOSAL 2. RATIFICATION OF ENGAGEMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2016**

The Audit Committee of the Board of Directors has engaged the accounting firm of McGladrey LLP as the Company’s independent registered public accounting firm to conduct the annual audit of Resources Connection’s financial statements for fiscal year 2016. Although ratification of the engagement of McGladrey LLP is not required by our organizational documents or other applicable law, this matter is nevertheless being submitted to the stockholders as a good corporate governance practice to afford them the opportunity to express their views.

A representative of McGladrey LLP will be available at the Annual Meeting to answer any appropriate questions concerning the independent registered public accounting firm’s areas of responsibility, and will have an opportunity to make a statement if he or she desires to do so.

**Fees**

The following table shows information about McGladrey LLP’s fees for services provided to the Company in fiscal year 2015 and 2014.

	<u>2015</u>	<u>2014</u>
<b>Audit Fees</b> .....	\$696,000	\$709,100
<b>Audit Related Fees</b> .....	14,000 <sup>1</sup>	—
<b>Tax Fees</b> .....	—	—
<b>All Other Fees</b> .....	—	—

**Audit Committee Policy Regarding Pre-Approval of Services of Independent Registered Public Accounting Firm**

As set forth in its charter, the Audit Committee has the sole authority to review in advance, and grant any appropriate pre-approval of: (1) all auditing services to be provided by the independent registered public accounting firm and (2) all non-audit services to be provided by the independent registered public accounting firm as permitted by Section 10A of the Exchange Act, and in connection therewith to approve all fees and other terms of engagement. Such pre-approval can be given as part of the Audit Committee’s approval of the scope of the engagement of the independent registered public accounting firm or on an individual basis. The pre-approval of non-auditing services can be delegated by the Audit Committee to one or more of its members, but the decision must be presented to the full Audit Committee at the next scheduled meeting. In fiscal 2015 and 2014, all fees of McGladrey LLP were pre-approved by the Audit Committee.

**The Board of Directors unanimously recommends a vote FOR ratification of the engagement of McGladrey LLP as the Company’s independent registered public accounting firm for fiscal year 2016.**

*The following report of the Audit Committee does not constitute soliciting material and shall not be deemed filed with the SEC under the Securities Act of 1933, as amended (the “Securities Act”) or the Exchange Act or incorporated by reference in any document so filed.*

<sup>1</sup> Fees incurred for review of the Company’s S-8 Registration Statement for the Resources Connection, Inc. 2014 Performance Incentive Plan and the reload of the Resources Connection, Inc. Employee Stock Purchase Plan, approved by stockholders in the 2014 proxy.

## AUDIT COMMITTEE REPORT

To the Board of Directors of Resources Connection, Inc.:

As set forth in more detail in the Audit Committee charter, the Audit Committee's primary responsibilities fall into three categories:

- first, the Audit Committee is responsible for overseeing the preparation of and reviewing the quarterly and annual financial reports prepared by the Company's management, including discussions with management and the Company's outside independent registered public accounting firm regarding significant accounting and reporting matters;
- second, the Audit Committee is responsible for the engagement, compensation, retention and oversight of all of the work of the independent registered public accounting firm (including resolution of disagreements between management and the independent registered public accounting firm regarding financial reporting), as well as determining whether the outside registered public accounting firm is independent (based in part on the annual letter provided to the Company pursuant to applicable requirements of the Public Company Accounting Oversight Board regarding the public accounting firm's communications with the Audit Committee concerning independence); and
- third, the Audit Committee oversees management's implementation of effective systems of internal controls.

The Audit Committee has reviewed and discussed with the Company's management and its independent registered public accounting firm, McGladrey LLP, the Company's audited financial statements for the years ended May 30, 2015 and May 31, 2014, known as the Audited Financial Statements. Management advised the Audit Committee that the Audited Financial Statements were prepared in accordance with generally accepted accounting principles. In addition, the Audit Committee discussed with McGladrey LLP the matters required by *PCAOB Auditing Standard No. 16 (Communications with Audit Committees)*.

The Audit Committee also has received and reviewed the written disclosures and the letter from McGladrey LLP required by applicable requirements of the Public Company Accounting Oversight Board regarding the public accounting firm's communications with the Audit Committee concerning independence, and the Audit Committee discussed with that firm its independence from the Company. The Audit Committee also discussed with the Company's management and McGladrey LLP such other matters, and received such assurances from that firm, as the Audit Committee deemed appropriate.

Management is responsible for the Company's internal controls and the financial reporting process. McGladrey LLP is responsible for performing an independent audit of the Company's financial statements and the Company's internal controls over financial reporting in accordance with the standards of the Public Company Accounting Oversight Board (United States) and issuing a report thereon.

Based on the foregoing review and discussions and a review of the reports of McGladrey LLP with respect to the Audited Financial Statements, and relying thereon, the Audit Committee recommended to the Company's Board of Directors the inclusion of the Audited Financial Statements in Resources Connection's Annual Report on Form 10-K for the fiscal year ended May 30, 2015.

THE AUDIT COMMITTEE

Neil Dimick, Chairperson  
Robert Kistingner  
Michael Wargotz

## EXECUTIVE COMPENSATION

The following discussion of named executive officer compensation contains descriptions of various employment-related agreements and employee compensation plans. These descriptions are qualified in their entirety by reference to the full text or detailed descriptions of the agreements and plans that we have filed as exhibits to our Annual Report on Form 10-K for the year ended May 30, 2015 filed with the SEC on July 27, 2015.

## COMPENSATION DISCUSSION AND ANALYSIS

### Introduction

This Compensation Discussion and Analysis (“CD&A”) describes the Company’s compensation philosophy, explains the objectives of our compensation programs and sets forth the elements of the compensation paid or awarded to, or earned by our Chief Executive Officer and the other named executive officers identified in the Summary Compensation Table — Fiscal Years 2013-2015 (“NEOs”). This CD&A also provides the Company’s analysis of these policies and decisions.

The Company’s NEOs for fiscal 2015 were:

<u>Name</u>	<u>Age</u>	<u>Position</u>
Donald B. Murray <sup>1</sup> .....	68	Executive Chairman of the Board of Directors
Anthony Cherbak .....	61	President and Chief Executive Officer
Nathan W. Franke .....	54	Chief Financial Officer and Executive Vice President
Kate W. Duchene .....	52	Chief Legal Officer, Executive Vice President of Human Resources and Secretary
Tracy Stephens .....	55	Executive Vice President and Chief Operating Officer

### Fiscal 2015 Executive Summary

The Compensation Committee is responsible for setting the compensation of the NEOs. In determining overall compensation for fiscal 2015, the Compensation Committee considered the Company’s key business results. The Company realized the following achievements despite the uncertain economic environment affecting the professional services sector globally:

- We achieved revenue of \$590.6 million for fiscal 2015;
- We achieved Adjusted EBITDA of \$60.6 million for fiscal 2015;<sup>2</sup>
- We achieved an Adjusted EBITDA Margin of 10.3% for fiscal 2015;<sup>3</sup>
- We generated \$31.8 million in cash flow from operations for fiscal 2015;
- We returned \$38.0 million to shareholders in fiscal 2015 through the Company’s dividend program and the repurchase of 1.7 million shares of common stock through its share repurchase program;
- We achieved total stockholder return (calculated as dividends plus stock price appreciation) for fiscal 2015 equal to approximately 29%;
- We retained 100% of our top 50 clients from fiscal 2014 in fiscal 2015; and
- We closed fiscal 2015 with \$112.3 million in cash, cash equivalents and short-term investments and no bank debt on the balance sheet.

<sup>1</sup> Effective August 31, 2015, Mr. Murray resigned the position of Executive Chairman. He continues to serve the Company as Chairman of the Board of Directors.

<sup>2</sup> See page 37 of Resources Connection, Inc.’s Annual Report on Form 10-K, filed with the SEC on July 27, 2015, for a discussion of the adjustments made and a reconciliation of those adjustments to net income (loss), the most directly comparable GAAP financial measure, to compute Adjusted EBITDA.

<sup>3</sup> Adjusted EBITDA Margin consists of Adjusted EBITDA divided by revenue.

Highlights of the executive compensation program for fiscal 2015 include:

- *Base Salaries.* Base pay for NEOs remained unchanged from fiscal 2010 levels through fiscal 2015. The only exception was a pay increase for Mr. Stephens in August 2013, when the Company increased his annual base salary to \$330,000 in connection with his promotion to the Executive Vice President and Chief Operating Officer. Effective June 7, 2015, Ms. Duchene and Mr. Franke's base salaries were increased to \$400,000.
- *Annual Incentives.* Our Executive Incentive Plan ("EIP") reflects a pay for performance culture. During fiscal 2015, we achieved 98.4% and 103.0%, respectively, of our target level Revenue and Adjusted EBITDA Margin goals established for the fiscal year under the EIP. The Company also achieved the majority of its operational, strategic and human capital management goals established for the year. Accordingly, and taking into account base salary levels, the Compensation Committee awarded bonuses for fiscal 2015 for Messrs. Murray and Cherbak at approximately 94% of the executive's target bonus opportunity, compared to 81% for fiscal 2014. For the remaining NEOs, the Compensation Committee awarded bonuses for fiscal 2015 at approximately 100% of the executives' target bonus opportunity, compared to 86% for fiscal 2014. The qualitative portion of the annual incentive award was almost the same for all NEOs, Messrs. Murray and Cherbak received \$190,000 and the remaining NEOs were awarded \$180,000. The Compensation Committee felt that this approach was appropriate given similar achievement of each participant's qualitative goals.
- *Long-Term Incentives.* The Compensation Committee approved modest equity incentives, in the form of stock options, to our NEOs in fiscal 2015.
- *Stock Ownership Guidelines.* To help focus our NEOs on long-term stockholder value, we maintain guidelines requiring our NEOs to own a significant amount of the Company's stock. See "Stock Ownership Guidelines for NEOs" below.

## Compensation Governance

The Board appoints each executive officer of the Company. The Compensation Committee has responsibility for setting the compensation of our NEOs. The Compensation Committee has sole authority to determine the compensation of our Chief Executive Officer. In setting the compensation of the NEOs other than the Chief Executive Officer, the Compensation Committee considers the recommendations of the Chief Executive Officer. See "Board of Directors — Compensation Committee" above for a discussion of the powers and responsibilities of the Compensation Committee and the role that our President and Chief Executive Officer plays in compensation decisions. Except as otherwise noted in this CD&A, the Compensation Committee's decisions are subjective and the result of its business judgment, which is informed by the experiences of the members of the Compensation Committee.

## Compensation Philosophy

Our compensation philosophy is to deliver NEO compensation that will allow us to attract and retain highly qualified executives while maintaining a strong relationship between executive pay and Company performance. In a professional services business, we believe talent is the Company's "critical" asset. The Company must maintain a compensation program that allows us to compete against public and private firms for exceptional talent around the globe utilizing an appropriate mix of cash and equity reward elements. In structuring our current executive compensation programs, we are guided by the following principles:

- *"At Risk" Compensation/Pay for Performance.* A significant portion of each executive's compensation should be "at risk" and tied to the Company's attainment of our annual and long-term financial and business objectives, including retaining our team-oriented culture.
- *Competitive Compensation.* The Company's executive compensation programs should provide a fair and competitive compensation opportunity that enables us to attract and retain superior executive talent in the global market.

- *Alignment with Stockholder Interests.* Executive compensation should be structured to include variable elements that link executives' financial reward to stockholder return, and executive stock ownership should be encouraged.

We have implemented this pay for performance philosophy through the following program design.

### **Compensation Program Design**

While embracing the Company's compensation philosophy, the Compensation Committee has designed the executive compensation programs to achieve the following objectives: (1) serve to reinforce the Company's goals and business objectives, with an eye toward longer-term prosperity and success; (2) pay for performance in a manner that supports growth and innovation without encouraging excessive risk; (3) align the interests of management and stockholders by weighting a significant portion of total reward opportunities on long-term performance awards; (4) allow the Company to attract, retain and motivate key executives by providing competitive compensation with an appropriate mix of fixed and variable elements; and (5) appreciate the culture of the Company in recognizing and supporting outstanding team-based performance and behaviors that demonstrate our core values of TIEL: Talent, Integrity, Enthusiasm and Loyalty. As described in more detail below, the material elements of our current executive compensation programs for NEOs include a base salary; an annual, cash-based incentive compensation opportunity; a long-term equity incentive opportunity and potential severance, and other benefits payable in connection with a termination of employment or change in control. We believe that each element of our executive compensation program helps us to achieve one or more of our compensation objectives, as illustrated by the table below:

<u>Compensation Element</u>	<u>Compensation Objectives Designed to be Achieved</u>
Base Salary	<ul style="list-style-type: none"> <li>• Attract, motivate, reward and retain high-caliber talent</li> </ul>
Annual Cash-Based Incentive Compensation Opportunity	<ul style="list-style-type: none"> <li>• Directly link pay to performance</li> <li>• Incentivize creation of stockholder value</li> <li>• Attract, motivate, reward and retain high-caliber talent</li> </ul>
Long-Term Equity Incentives	<ul style="list-style-type: none"> <li>• Incentivize creation of stockholder value</li> <li>• Directly link pay to performance</li> <li>• Attract, motivate, reward and retain high-caliber talent</li> </ul>
Severance and Other Benefits Potentially Payable Upon Termination of Employment or a Change in Control	<ul style="list-style-type: none"> <li>• Attract, motivate, reward and retain high-caliber talent</li> </ul>

### **Use of Compensation Consultant**

During fiscal 2015, the Compensation Committee did not engage an independent compensation consultant. Pursuant to its charter, the Compensation Committee has the authority in its sole discretion to retain an independent consultant as it deems appropriate and necessary. The Compensation Committee did not make significant changes to the compensation program design during the fiscal year and, therefore, determined it was not in the best interests of the Company, nor necessary, to incur the additional costs of engaging such services for fiscal 2015. However, in order to assist the Compensation Committee in conducting its annual review of peer group and other relevant data, the Company subscribed to the services of Main Data Group ("MDG"), a web-based provider of executive compensation benchmarking, data and analytics. MDG's data included executive compensation information for comparable executives at the companies noted in "Use of Peer Group Data" below. The Compensation Committee used this data generally as background information to assist in its decision making process.

### **Use of Peer Group Data**

The individual compensation elements of our program are intended to create a total compensation package for each NEO that we believe achieves our compensation objectives and provides competitive compensation opportunities relative to companies in our comparative peer group.

In fiscal 2015, as is its annual practice, the Compensation Committee reviewed the composition of the Company's peer group to help ensure its alignment with the Company's size, practice areas, business model delivery and geographic reach. The Compensation Committee reviews the composition of the peer group each year and approves any change to the peer group. After a review of both our peers in the marketplace and those that major advisory firms, such as ISS and Glass Lewis, include in our services sector peer group, the Compensation Committee felt that no changes to the peer group were necessary and that the companies that constituted our peer group for our fiscal 2014 executive compensation decisions would continue to be used as the peer group for our fiscal 2015 executive compensation decisions. This peer group consisted of the following eleven professional services companies and we believe reflects the competitive landscape in which the Company operates and competes for talent.

#### Peer Group Companies

CRA International, Inc.	FTI Consulting, Inc.	Heidrick & Struggles International, Inc.
Hudson Global, Inc.	Huron Consulting Group Inc.	ICF International, Inc.
Kforce, Inc.	Korn/Ferry International	Navigant Consulting, Inc.
The Advisory Board Company	The Corporate Executive Board Company	

The chart below contains information on revenues, market capitalization and employee headcount for our named peer group.<sup>1</sup>

<u>Company Name</u>	<u>Performance Data Date</u>	<u>Revenue (\$MM)</u>	<u>Market Cap (\$MM)</u>	<u>Number Of Employees</u>
CRA International, Inc. . . . .	1/3/2015	306	280	451
FTI Consulting, Inc. . . . .	12/31/2014	1,756	1,551	4,404
Heidrick & Struggles International, Inc. . . . .	12/31/2014	513	420	1,483
Hudson Global, Inc. . . . .	12/31/2014	581	101	1,800
Huron Consulting Group Inc. . . . .	12/31/2014	889	1,436	2,870
ICF International, Inc. . . . .	12/31/2014	1,050	796	5,000
Kforce, Inc. . . . .	12/31/2014	1,217	686	2,600
Korn/Ferry International . . . . .	4/30/2015	1,066	1,595	3,687
Navigant Consulting, Inc. . . . .	12/31/2014	860	741	3,382
<b>Resources Connection, Inc. . . . .</b>	<b>5/31/2014</b>	<b>567</b>	<b>473</b>	<b>3,113</b>
The Advisory Board Company . . . . .	3/31/2014	521	2,334	2,800
The Corporate Executive Board Company . . . . .	12/31/2014	909	2,426	4,300

In addition to the peer group data, the Compensation Committee also reviews summary statistical information from survey data about general industry practices in private companies and partnerships with which we compete for talent. In reviewing this information, the Compensation Committee does not focus on any one company included in the surveys to make its decisions. Our compensation evaluation process generally involves comparing the base salaries, annual incentive compensation opportunities, total cash compensation and long-term equity incentive opportunities provided to our NEOs to similar compensation opportunities provided to comparable executives at our peer group companies. Although these benchmarks and other data represent useful background, the Compensation Committee exercises its judgment and discretion in setting individual executive compensation packages. This data is used by the Compensation Committee, not to set specific targets vis-à-vis peer company executives, but to assess as background data in determining what it considers in its judgment to be fair and reasonable pay practices for our NEOs. Our Company operates what we believe is a unique compensation program that reinforces a team-based culture and rewards NEOs more for company and team-based results than particular individual achievements.

#### Role of Stockholder Say-on-Pay Votes

The Company's stockholders are provided with an opportunity to cast an annual advisory vote on the Company's executive compensation program through the say-on-pay proposal. At the Company's annual meeting of stockholders

<sup>1</sup> The information contained in the chart was obtained from MDG.



held in October 2014, approximately 98.2% of the votes cast supported the Company's say-on-pay proposal. The Compensation Committee believes this strong result affirms stockholders' support of the Company's approach to its executive compensation program. The Compensation Committee did not change its approach to executive compensation, or executive compensation program design, for fiscal 2015 and believes the executive compensation program in place, as in prior years, includes a number of features that further the goals of the Company's executive compensation program and reflect current best practices. The Compensation Committee will continue to consider the outcome of the Company's say-on-pay proposals when making future compensation decisions for the NEOs.

## **Elements of Pay for Named Executive Officers**

### ***Base Salary***

The Compensation Committee generally reviews the base salary paid to each NEO on an annual basis. Under the NEO's employment agreement, the Compensation Committee may increase the NEO's then current base salary based on its review, but it may not reduce the base salary level.

In determining whether base salary increases for fiscal 2015 for the NEOs were appropriate, we considered the base salary levels of other employees within the Company, each NEO's length of service, our general financial performance and growth, and the base salaries and total cash compensation earned by comparable executives at our peer group companies (based on their published data). Based upon the foregoing, the Compensation Committee determined the following:

- No NEO received a base salary increase in fiscal 2015; and
- Base salary levels for Mr. Murray and Mr. Cherbak were below the median paid to executive chairmen (to the extent peer group companies had executives (other than the chief executive officer) serving as chair of the board of directors) and chief executive officers of the peer group.

Column (c) of the "Summary Compensation Table — Fiscal 2013 — 2015" in the "Executive Compensation Tables for Fiscal 2015" section below shows the base salary paid to each NEO for fiscal 2015.

### ***Annual Incentive Compensation***

The Compensation Committee established an executive incentive plan for fiscal 2015 in which the NEOs were eligible to participate. In summary, the EIP sets forth each NEO's target annual incentive compensation opportunity and the overall bonus structure and mechanics used to determine the NEO's incentive cash award for the fiscal year. The Compensation Committee made no substantive changes to the annual incentive compensation plan design from fiscal 2014 to fiscal 2015. It did, however, set fiscal 2015 performance targets for the quantitative measures — Revenue and Adjusted EBITDA Margin — in the EIP, and it established written qualitative goals for each NEO focused on strategic, operational and human capital objectives for fiscal 2015.

More specifically, under the EIP, each NEO's annual incentive compensation opportunity has a quantitative component and a qualitative component. The quantitative component constitutes 60% of each NEO's target annual incentive compensation opportunity and is determined based on the Company's Revenue and Adjusted EBITDA Margin results for the fiscal year as compared with performance targets established by the Compensation Committee for the fiscal year. The Adjusted EBITDA Margin measure is our earnings before interest, taxes, depreciation, amortization and stock-based compensation expense, expressed as a percentage of revenue. The Compensation Committee selected these performance measures for the EIP because it believes they are closely correlated to our annual business objectives and growth in stockholder value, and are straightforward to administer, understand and communicate.

For fiscal 2015, the Compensation Committee made the following decisions:

- The target annual incentive compensation opportunity for Mr. Murray and Mr. Cherbak was set at 100% of their respective base salaries, and the maximum incentive compensation opportunity was set at 225% of their respective base salaries.

- The fiscal 2015 target annual incentive compensation opportunity for the other NEOs was set at 75% of their respective base salaries, while their maximum incentive compensation opportunity was equal to 150% of their respective base salaries.
- Mr. Murray’s and Mr. Cherbak’s higher percentages relative to the other NEOs is reflective of their overall responsibilities for the operations and results of the Company.
- The target and maximum award percentages set in the 2015 EIP for the NEOs were not changed from the 2014 EIP levels.

The Compensation Committee determined in its discretion that these levels provided for fair and competitive rewards to the NEOs after reviewing historical data regarding the peer group companies and using its own subjective judgment and knowledge of the industry’s pay practices.

Pursuant to the terms of the EIP, the Company must achieve at least 75% of the Revenue performance target for the NEOs to receive any payment in respect of this quantitative component of their annual incentive compensation opportunity. Similarly, the Company must achieve at least 75% of the Adjusted EBITDA Margin performance target for the NEOs to receive any payment in respect of this quantitative component of their annual incentive compensation opportunity. For each quantitative performance measure, a threshold payment will be made at Company performance levels equal to 75% of the target performance level amount, the target payment will be made if the Company achieves the target performance level and the maximum payment will be made if the Company achieves performance levels equal to 140% or more of the target performance levels. For each performance measure, the threshold payout is equal to 30% of the target annual incentive compensation opportunity attributable to the performance measure, the target payout is equal to 100% of such target amount attributable to the performance measure, and the maximum payout is equal to 225% of the target amount attributable to the performance measure for Mr. Murray and Mr. Cherbak, and 150% for Ms. Duchene, Mr. Franke and Mr. Stephens. The amounts payable for performance levels in between the threshold, target and maximum performance levels are determined based on a straight line interpolation. The Compensation Committee set each NEO’s target and maximum annual incentive compensation opportunity for fiscal 2015 as a percentage of his or her base salary. The NEO’s target and maximum bonus percentages were generally determined by the Compensation Committee in its discretion based on its subjective assessment of several factors, including comparable bonus opportunities in effect for comparable executives at our peer group companies (based on their published data), total cash compensation and equity awards earned by comparable executives at our peer group companies (based on their published data), internal comparability with percentage targets of other executives within the Company, and the Company’s objective of creating appropriate at-risk incentives to reinforce our team-based management culture and maximize stockholder value.

The following table sets forth the target performance levels established by the Compensation Committee for the EIP for fiscal 2015. As shown in the table, the Company achieved 98.4% of the Revenue target and exceeded, at 103%, the Adjusted EBITDA Margin target for fiscal 2015. The amounts paid to each NEO in respect of the quantitative component of his or her annual incentive compensation opportunity are presented in column (g) of the “Summary Compensation Table — Fiscal 2013 — 2015” below.

<b>Metric Definition</b>	<b>Target</b>	<b>Fiscal 2015 Actual Results</b>	<b>Actual Payout Percentage Achieved</b>
Revenue . . . . .	\$600,000,000	\$590,600,000	98.4%
Adjusted EBITDA Margin . . . . .	10% of Actual Revenue	\$ 60,600,000	103%

The remaining 40% of each NEO’s target annual incentive compensation opportunity is determined based on qualitative measures determined by the Compensation Committee in its discretion. Such factors generally include the Compensation Committee’s subjective assessment of the Company’s financial performance for the year as a whole (as opposed to the quantitative performance component which measures performance against pre-established targets), the individual NEO’s performance for the year with respect to other stated strategic, operational and human capital objectives, and other qualitative team-based performance assessments. The Company believes this mix of predominantly quantitative components coupled with a smaller qualitative component



provides appropriate incentives to achieve pre-established goals while giving the Compensation Committee some flexibility to reward other achievements.

For fiscal 2015, the Compensation Committee based its discretionary component determination for the NEOs on its subjective assessment of the Company's financial performance, including management of operating costs, cash flow, profitability and gross margins; client service performance, including, client retention, client penetration and continuity, expansion of global accounts and strategic business model expansion; and human resources management, including, employee retention, development and growth of leadership and management skills, and effective team stewardship of the Company's culture. There was no specific weighting of the particular factors. The considerations for the fiscal 2015 executive incentive bonus plan awards included the following:

- We closed fiscal 2015 with \$112.3 million in cash, cash equivalents and short-term investments and no bank debt on the balance sheet, on top of the return of approximately \$38 million to stockholders during the year through our share repurchase and dividend programs;
- We increased our share price during fiscal 2015 by 29.1%, from \$12.18 per share at the beginning of the year to \$15.69 at year-end;
- We achieved 100% retention of our top 50 clients during fiscal 2015;
- We increased our quarterly dividend during the first quarter of fiscal 2015 to \$0.08 per share from \$0.06 per share, which was increased to \$0.10 per share in July 2015; and
- We retained all of our key executive and field operations management in the face of an improving employment marketplace.

Based upon all of the foregoing, including a subjective assessment of those achievements as well as general competitive compensation practices, the Compensation Committee decided the following for fiscal 2015:

- Although the Compensation Committee noted the achievements listed above, the Compensation Committee determined that the Company did not increase revenue and share value to the full extent management believed possible as viewed against peer company performance. Accordingly, after taking into account the bonuses to be paid to the NEOs under the quantitative component of the EIP, the Compensation Committee decided to award bonuses at less than the maximum qualitative award.
- The qualitative award for fiscal 2015 determined by the Compensation Committee for Mr. Murray and Mr. Cherbak amounted to 32.6% of their respective base salaries (or 36.2% of the maximum qualitative award available).
- The qualitative award for fiscal 2015 determined by the Compensation Committee for Ms. Duchene, Mr. Franke and Mr. Stephens amounted to approximately 54.5% of their respective base salaries (or 90.9% of the maximum qualitative award available).

The amounts paid to each NEO in respect of the qualitative component of his or her annual incentive compensation opportunity are presented in column (d) of the "Summary Compensation Table — Fiscal 2013 — 2015" below.

As evidenced by the compensation paid to the NEOs for fiscal 2015 as compared to peer group data, the Company's pay practices bear out its philosophy that significant cash compensation for the NEOs is "at risk" — tied to not only the Company's attainment of its annual financial and business objectives but also those of its stockholders.

### ***Long-Term Incentive Awards***

The Company's view is that the NEOs' long-term compensation should be directly linked to the value provided to our stockholders. The NEOs' long-term compensation is currently awarded in the form of stock options having an exercise price equal to the closing price of the Company's common stock on the grant date. Stock options are our preferred form of equity award for executives because the options will not have any value unless the shares of the Company's common stock appreciate in value following the grant date. If the stock price does

not appreciate, the executive does not realize any value from the option. This vehicle is directly tied to stockholder return. We believe that as a 19-year old company, continuing to build a global footprint, we have significant growth ahead of us. As such, we believe that stock options — which only convey real value with share price appreciation — continue to be the most appropriate equity vehicle to use in our reward programs to align executive and stockholder interests.

Stock option grants to our NEOs typically vest in a series of installments over a four-year vesting period. We believe this four-year vesting period provides an incentive for the NEOs to remain in our employ, and also focuses the NEOs on the long-term performance and business objectives of the Company for the benefit of our stockholders. We believe the four-year vesting period is consistent with compensation practices in the market generally and strikes an appropriate balance between the interests of the Company, our stockholders and the individual NEOs in terms of the incentive, value creation and compensatory aspects of these equity awards.

The size of equity award granted to each of our NEOs is a subjective decision made by the Compensation Committee in the exercise of its business judgment. In making this determination, the Compensation Committee considers its general assessment of the Company's revenue achievement and return on equity, client retention, Company morale, success in developing a productive management team, corporate governance, performance and risk management. The Compensation Committee also takes into account the total cash compensation paid to the NEOs in our immediately preceding fiscal year, the number and value of options previously granted to the NEOs, dilution effects on our stockholders, the need to make sure that an appropriate number of shares would be available for option awards to less-senior employees, the number and value of long-term equity awards made to comparable executives at our peer group companies (based on their published data), and the goal of providing the NEOs with total long-term equity compensation and total compensation amounts that we think are appropriate and competitive. We believe the size of each NEO's stock option award is consistent with our compensation objectives of paying for performance and putting a significant portion of the NEOs' total compensation "at risk."

After a review of the factors described in the preceding paragraph, the Compensation Committee determined to approve equity awards, in the form of stock options, to NEOs in fiscal 2015. For Mr. Murray and Mr. Cherbak, the Compensation Committee approved the grant of 80,000 stock options; and for Mr. Franke, Ms. Duchene and Mr. Stephens, the Compensation Committee approved the grant of 40,000 stock options. The size of the equity awards approved reflects the heightened responsibilities of Mr. Murray and Mr. Cherbak over the entire business.

The Board and management fully support the pay for performance principle advocated by ISS, Glass Lewis and other advisory services, and that principle has long been the cornerstone of our executive compensation program. Our Board and management are fully committed to increasing earnings per share thereby positioning the Company to increase dividends in the future and create an environment for improved stockholder returns.

### **Perquisites**

During fiscal 2015, the NEOs were eligible to participate in the Company's retirement, and health and welfare programs that are generally available to other employees in the Company. In addition, our NEOs received a modest automobile allowance or car expense reimbursement. The Compensation Committee believes these modest perquisites are consistent with competitive practices and help us attract and retain talent.

### **Change In Control and Severance Benefits**

*Employment Agreements.* The Company believes that severance protections can play a valuable role in attracting and retaining high caliber talent. In the competitive professional services industry in which we operate, where executives are commonly being recruited by both more established companies and by start-up ventures, severance and other termination benefits are an effective way to offer executives financial security to offset the risk of accepting an opportunity with another company. Pursuant to their employment agreements in effect during fiscal 2015, each of the NEOs would be entitled to severance payments if the executive's employment was terminated by the Company without cause or by the executive for good reason. Because we believe that a termination by an executive for good reason (or constructive termination) is conceptually the same as an actual termination by the Company without cause, we believe it is appropriate to provide severance benefits following such constructive termination of the executive's employment. The level of severance benefits for our Executive

Chairman and our Chief Executive Officer differs from the other NEOs because of the scope and responsibility of those positions and the competitive pay practices for such roles. The NEOs' severance benefits are generally the result of negotiations with the executive and set at levels we believe are reasonable and consistent with our objective of attracting and retaining team-oriented executives.

Under the employment agreements for Mr. Murray, Ms. Duchene and Mr. Franke, entered into in 2008 and which continued in effect during fiscal 2015, each executive would be entitled to reimbursement for the full amount of any excise taxes imposed on his or her severance benefits and any other payments under Section 4999 of the Internal Revenue Code. We provide the NEOs with a "gross-up" for any parachute payment excise taxes that may be imposed because we determined the appropriate level of the executives' severance protections without factoring in the adverse tax effects that may result under Section 4999 of the Internal Revenue Code. The excise tax gross-up is intended to make the executive whole for any adverse tax consequences to which he or she may become subject under Section 4999 of the Internal Revenue Code, and to preserve the level of his or her severance protections we have determined to be appropriate. The new employment agreements for Mr. Cherbak and Mr. Stephens (which became effective in May 2013 and August 2013, respectively) do not provide for a tax "gross-up" payment; the tax "gross-up" provision in Mr. Cherbak's prior employment agreement with the Company was eliminated. The Company will no longer include tax "gross-up" provisions in any new executive employment agreement for excise taxes triggered in connection with a change in control of the Company. The NEOs' employment agreements are described in further detail in the narrative following the "Description of Employment Agreements — Cash Compensation" section and in the "Potential Payments upon Termination or Change in Control" section below.

### **Stock Ownership Guidelines for NEOs**

We maintain ownership guidelines for the Company's NEOs. Under the stock ownership guidelines:

- The Executive Chairman should own the Company's common stock equal in value to the lesser of three times base salary or 100,000 shares.
- The Chief Executive Officer should own Company common stock equal in value to the lesser of three times base salary or 100,000 shares.
- All other NEOs should own Company common stock equal in value to the lesser of two times base salary or 20,000 shares.

Stock that counts towards satisfaction of the ownership guidelines includes:

- Shares of common stock beneficially held, either directly or indirectly;
- Restricted stock issued and held whether vested or unvested; and
- Shares of common stock held following the exercise of a stock option or payment of other equity award.

All executive officers covered by these guidelines should satisfy the applicable share ownership guidelines within five years of first becoming subject to them. If a covered individual's guideline level of ownership changes as a result of a change in position or compensation, the individual should satisfy the applicable guidelines within a five-year period beginning in January following the year of such change. All of our NEOs have either already satisfied the applicable share ownership guidelines or still have an additional period of time to satisfy the guidelines, as illustrated by the table below.

	<u>Share-Based Guideline</u>	<u>Current Qualifying Shares Held</u>	<u>Market Value Guideline</u>	<u>Market Value of Shares Held as of the Record Date</u>
Anthony Cherbak . . . . . President and Chief Executive Officer	100,000	37,700	\$1,749,000	\$ 591,513
Kate W. Duchene . . . . . Executive Vice President of Human Resources and Chief Legal Officer	20,000	75,576	\$ 660,000	\$1,185,787
Nathan W. Franke . . . . . Executive Vice President and Chief Financial Officer	20,000	15,185	\$ 660,000	\$ 238,253
Tracy Stephens . . . . . Executive Vice President and Chief Operating Officer	20,000	3,413	\$ 660,000	\$ 53,550

### **Insider Trading Policy Summary**

The Company's directors, officers and employees worldwide annually acknowledge the Company's Insider Trading Policy which advises that if the director, officer or employee is in possession of material, non-public information relating to Resources Connection, it is Resources Connection's policy that neither the director, officer or employee, nor any person related, may buy or sell securities of Resources Connection or engage in any other action to take advantage of, or pass on to others, that information. This policy also applies to trading in the securities of any other company, including our customers or suppliers, if the director, officer or employee has material, non-public information about that company which was obtained in the course of his or her employment with Resources or Board membership. The Board expects to update this policy when regulations regarding prohibited hedging transactions are implemented by the SEC.

### **Tax Deductibility of Executive Compensation**

Section 162(m) of the Internal Revenue Code generally disallows a tax deduction to public corporations for compensation over \$1,000,000 paid for any year to the corporation's chief executive officer and certain of its other executive officers. However, Section 162(m) exempts qualifying performance-based compensation from the deduction limit if certain requirements are met. As one of the factors in its consideration of compensation matters, the Compensation Committee considers the anticipated tax treatment to the Company and to the executives of various payments and benefits. However, we reserve the right to design programs that recognize a full range of performance criteria important to our success, even where the compensation paid under such programs may not be deductible, and in any event, because of ambiguities and uncertainties as to the application and interpretation of Section 162(m) and the regulations issued thereunder, no assurance can be given, notwithstanding the Company's efforts, that compensation intended by the Company to satisfy the requirements for deductibility under Section 162(m) does in fact do so.

*The following report of the Compensation Committee does not constitute soliciting material and shall not be deemed filed with the SEC under the Securities Act or the Exchange Act or incorporated by reference in any document so filed.*

**COMPENSATION COMMITTEE REPORT ON EXECUTIVE COMPENSATION**

The Compensation Committee has reviewed and discussed with management the disclosures contained in the Compensation Discussion and Analysis section of this Proxy Statement. Based upon this review and our discussions, the Compensation Committee has recommended to the Board of Directors that the Compensation Discussion and Analysis section be included in this Proxy Statement.

**THE COMPENSATION COMMITTEE**

Jolene Sarkis, Chairperson

Neil Dimick

A. Robert Pisano

Michael Wargotz

**COMPENSATION COMMITTEE  
INTERLOCKS AND INSIDER PARTICIPATION**

The Compensation Committee members whose names appear on the Compensation Committee Report above served as members of the Compensation Committee for all of fiscal 2015. No member of the Compensation Committee at any time during the 2015 fiscal year was an executive officer or employee of the Company during or prior to the 2015 fiscal year, or had any relationships requiring disclosure by the Company under the SEC's rules requiring disclosure of certain relationships and related-party transactions. None of the Company's executive officers served as a director or a member of the Compensation Committee (or other committee serving an equivalent function) of any other entity, the executive officers of which served as a director or member of the Compensation Committee during fiscal 2015.

**EXECUTIVE COMPENSATION TABLES FOR FISCAL 2015**

**Summary Compensation Table — Fiscal 2013 — 2015**

The following table presents information regarding compensation of our NEOs for services rendered during fiscal years 2013, 2014 and 2015. Unless otherwise noted, the footnote disclosures apply to fiscal 2015 compensation. For an explanation of the amounts included in the table for fiscal 2013 and 2014, please see the footnote disclosures in our Proxy Statement for the corresponding fiscal year.

Name and Principal Position	Year	Salary (\$)	Bonus \$(1)	Stock Awards (\$)	Option Awards \$(2)	Non-Equity Incentive Plan Compensation \$(3)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation \$(4)	Total (\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
Donald B. Murray . . . . . Executive Chairman	2015	583,000	190,000	-0-	364,872	358,851	-0-	22,800	1,519,523
	2014	583,000	200,000	-0-	358,407	271,445	-0-	22,650	1,435,502
	2013	583,000	225,000	-0-	-0-	229,820	-0-	22,500	1,060,320
Anthony Cherbak . . . . . President and Chief Executive Officer	2015	583,000	190,000	-0-	364,872	358,851	-0-	22,800	1,519,523
	2014	583,000	200,000	-0-	358,407	271,445	-0-	22,650	1,435,502
	2013	400,000	225,000	-0-	-0-	118,260	-0-	22,500	765,760
Kate W. Duchene . . . . . Executive Vice President of Human Resources, Chief Legal Officer and Secretary	2015	330,000	180,000	-0-	182,436	150,951	-0-	22,800	866,187
	2014	330,000	168,000	-0-	139,381	115,236	-0-	22,650	775,267
	2013	330,000	150,000	-0-	-0-	97,565	-0-	22,500	600,065
Nathan W. Franke . . . . . Executive Vice President and Chief Financial Officer	2015	330,000	180,000	-0-	182,436	150,951	-0-	22,800	866,187
	2014	330,000	168,000	-0-	139,381	115,236	-0-	22,650	775,267
	2013	330,000	150,000	-0-	-0-	97,565	-0-	22,500	600,065
Tracy Stephens(5) . . . . . Executive Vice President and Chief Financial Officer	2015	330,000	180,000	-0-	182,436	150,951	-0-	22,800	866,187
	2014	324,460	168,000	-0-	91,318	115,236	-0-	19,881	718,895

- (1) The amounts reported in column (d) above represent amounts earned in respect of the discretionary component of the NEOs' annual incentive compensation opportunity for the applicable fiscal year, as described in more detail in the "Compensation Discussion and Analysis" section above under the heading, "Elements of Pay for Named Executive Officers — Annual Incentive Compensation." Such earned amounts are paid in the fiscal year following the fiscal year in which they were earned.
- (2) The amounts reported in columns (f) of the table above for fiscal 2015 reflect the fair value on the grant date of the option awards granted to our NEOs. These values have been determined under the principles used to calculate the grant date fair value of equity awards for purposes of the Company's financial statements. For a discussion of the assumptions and methodologies used to value the awards reported in column (f), please see (i) the discussion of option awards contained in Note 13 (Stock Based Compensation Plans) to the Company's Consolidated Financial Statements, included as part of the Company's Annual Report on Form 10-K for the fiscal year ended May, 30, 2015, and (ii) similar Stock Based Compensation Plan notes contained in the Company's Consolidated Financial Statements filed on Form 10-K for prior fiscal years as to the option awards granted in those years.



- (3) The amounts reported in column (g) above represent amounts earned in respect of the quantitative component of the NEOs' annual incentive compensation opportunity for the applicable fiscal year, as described in more detail in the "Compensation Discussion and Analysis" section above under the heading, "Elements of Pay for Named Executive Officers — Annual Incentive Compensation." Such earned amounts are paid in the fiscal year following the fiscal year in which they were earned.
- (4) The amounts reported for fiscal 2015 in column (i) include an automobile allowance of \$15,000 and a matching contribution under the Company's 401(k) plan of \$7,800.
- (5) Mr. Stephens was appointed as one of our executive officers, effective August 1, 2013. The table above includes all compensation earned by Mr. Stephens with respect to services rendered during fiscal 2014 and 2015. No compensation data is provided for any period prior to fiscal 2014 pursuant to applicable SEC rules.

The "Summary Compensation Table — Fiscal 2013 — 2015" above quantifies the value of the different forms of compensation earned by or awarded to our NEOs for the applicable fiscal years. The primary elements of each NEO's total compensation reported in the table are base salary, an annual incentive compensation opportunity (which has both a qualitative component and a quantitative component) and long-term equity incentives consisting of non-qualified stock options. NEOs also received the other benefits listed in column (i) of the "Summary Compensation Table — Fiscal 2013 — 2015", as further described in footnote (4).

#### **Description of Employment Agreements — Cash Compensation**

We have entered into employment agreements with each of the NEOs. The salary and bonus terms of each agreement are briefly described below. Provisions of these agreements relating to outstanding equity incentive awards and post-termination of employment benefits are discussed below under the applicable sections of this Proxy Statement.

*Donald B. Murray.* On June 1, 2008, we entered into an amended and restated employment agreement with Mr. Murray. The amended employment agreement provides for a term expiring March 31, 2009, with the term thereafter being extended for one year on each April 1 (commencing with April 1, 2009) unless either party provides notice that the term will not be extended. The agreement provides that Mr. Murray will receive an annualized base salary of \$550,000, subject to annual review by the Board of Directors. Based on its review, the Board of Directors has discretion to increase (but not reduce) the base salary each year. The agreement also provides for Mr. Murray to participate in any annual incentive plans maintained by the Company for its global senior management executives generally. In addition, the agreement provides that Mr. Murray is entitled to participate in any retirement, health and welfare and other fringe benefit plans and programs maintained by the Company for its global senior management executives generally. Mr. Murray's current annual salary, as set by the Board of Directors, is \$583,000. The foregoing benefits were applicable to Mr. Murray during fiscal 2015; however, effective August 31, 2015, pursuant to the Company's planned succession, Mr. Murray voluntarily resigned as an employee of the Company and terminated his rights under his employment agreement. He immediately converted to a non-employee director and is currently receiving the benefits of our Director Compensation Policy and program.

*Anthony Cherbak.* On April 23, 2013, in connection with his appointment as Chief Executive Officer, we entered into a new employment agreement with Mr. Cherbak. The agreement provides for a three-year term of employment commencing on May 28, 2013 and ending with the close of business on the last day of the Company's fiscal year 2016, with the term automatically being extended for one year on each May 28 (commencing with May 28, 2015) unless either party provides notice that the term will not be extended. The agreement provides for Mr. Cherbak to receive an annualized base salary of \$583,000, subject to annual review by the Board of Directors. Based on its review, the Board of Directors has the discretion to increase (but not reduce) the base salary each year. The agreement also provides for Mr. Cherbak to participate in any annual incentive plans maintained by the Company for its global senior management executives generally. In addition, the agreement provides that Mr. Cherbak is entitled to participate in any retirement, health and welfare and other fringe benefit plans and programs maintained by the Company for its global senior management executives generally. Mr. Cherbak's current annual base salary remains at the \$583,000 level provided for in the agreement.

*Kate W. Duchene and Nathan W. Franke.* On July 17, 2008, we entered into employment agreements with Ms. Duchene and Mr. Franke. Each of these agreements provides for a three-year term of employment expiring July 31, 2011, with the term automatically being extended for one year on each August 1 (commencing with August 1, 2011) unless either party provides notice that the term will not be extended. The agreement with Ms. Duchene provides for her to receive an annualized base salary of \$318,000, and the agreement with Mr. Franke provides for him to receive an annualized base salary of \$300,000, subject to annual review by the Board of Directors. The Compensation Committee, based on the recommendation of the Chief Executive Officer, has discretion to increase (but not reduce) the executive’s base salary each year. Each agreement also provides for the executive to participate in any annual incentive plans maintained by the Company for its global senior management executives generally. In addition, each agreement provides that the executive is entitled to participate in any retirement, health and welfare and other fringe benefit plans and programs maintained by the Company for its global senior management executives generally. The current annual base salary for each of Ms. Duchene and Mr. Franke is \$400,000.

*Tracy Stephens.* On July 30, 2013, we entered into an employment agreement with Mr. Stephens. The agreement provides for a three-year term of employment expiring July 31, 2016, with the term automatically being extended for one year on each August 1 (commencing with August 1, 2015) unless either party provides notice that the term will not be extended. The agreement provides for an annualized base salary of \$330,000, subject to annual review by the Board of Directors. The Compensation Committee, based on the recommendation of the Chief Executive Officer, has discretion to increase (but not reduce) the executive’s base salary each year. Each agreement also provides for the executive to participate in any annual incentive plans maintained by the Company for its global senior management executives generally. In addition, the agreement provides that the executive is entitled to participate in any retirement, health and welfare and other fringe benefit plans and programs maintained by the Company for its global senior management executives generally. The current annual base salary for Mr. Stephens is \$330,000.

#### Grants of Plan-Based Awards in Fiscal 2015

The following table presents information regarding (i) the non-qualified stock options granted to NEOs in fiscal 2015, and (ii) potential threshold, target and maximum amounts payable in respect of the quantitative component of the NEOs’ annual incentive compensation opportunity for fiscal 2015. The material terms of each of these compensation opportunities are described below and in the “Compensation Discussion and Analysis” section above.

Name	Grant Date	Estimated Potential Payouts Under Non-Equity Incentive Plan Awards(1)			All Other Stock Awards: Number of Shares of Stock or Units (#)	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards (\$/Sh)	Grant Date Fair Value of Stock and Option Awards \$(2)
		Threshold (\$)	Target (\$)	Maximum \$				
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
Donald B. Murray	6/2/2014	104,940	349,800	787,050	—	80,000	12.18	364,872
Anthony Cherbak	6/2/2014	104,940	349,800	787,050	—	80,000	12.18	364,872
Kate W. Duchene	6/2/2014	44,550	148,500	297,000	—	40,000	12.18	182,436
Nathan W. Franke	6/2/2014	44,550	148,500	297,000	—	40,000	12.18	182,436
Tracy Stephens	6/2/2014	44,550	148,500	297,000	—	40,000	12.18	182,436

(1) Amounts reported represent the potential amounts payable for fiscal 2015 in respect of the quantitative component of the NEOs’ annual incentive compensation opportunity at threshold, target and maximum performance levels. The actual amounts payable to each NEO for fiscal 2015 in respect of this component of his or her annual incentive compensation opportunity are reported in column (g) (Non-Equity Incentive Plan Compensation) of the “Summary Compensation Table — Fiscal 2013 — 2015” above.

(2) The amounts reported in column (i) of the table above for fiscal 2015 reflect the fair value of these awards on the grant date as determined under the principles used to calculate the value of equity awards for purposes of

our consolidated financial statements. For a discussion of the assumptions and methodologies used to calculate the amounts reported in column (i), please see footnote (2) to the “Summary Compensation Table — Fiscal 2013 — 2015” above.

#### **Description of Plan-Based Awards**

For information on the stock options and non-equity incentive plan awards granted to our NEOs for fiscal 2015, please see the discussion in the “Compensation Discussion and Analysis” section above under the heading “Elements of Pay for Named Executive Officers — “Long-Term Incentive Awards” and “Annual Incentive Compensation.”

### Outstanding Equity Awards at Fiscal 2015 Year-End Table

The following table presents information regarding the outstanding equity awards held by each NEO as of May 30, 2015, the end of fiscal 2015.

Name (a)	Grant Date (b)	Number of Securities Underlying Unexercised Options (#) Exercisable (c)	Number of Securities Underlying Unexercised Options (#) Unexercisable (d)	Option Exercise Price (\$) (e)	Option Expiration Date (f)
Donald B. Murray	2/17/2006	75,000	0	\$27.41	2/17/2016
	2/1/2007	67,500	0	\$31.80	2/1/2017
	3/27/2008	33,750	0	\$17.89	3/27/2018
	2/19/2009	90,000	0	\$14.48	2/19/2019
	2/19/2010	90,000	0	\$17.90	2/19/2020
	3/7/2011	90,000	0	\$19.26	3/7/2021
	3/14/2012	67,500	22,500	\$12.60	3/14/2022
	5/28/2013	45,000	45,000	\$11.05	5/28/2023
Anthony Cherbak	6/2/2014	20,000	60,000	\$12.18	6/2/2024
	7/1/2005	25,000	0	\$23.49	7/1/2015
	2/1/2007	22,500	0	\$31.80	2/1/2017
	3/27/2008	11,250	0	\$17.89	3/27/2018
	2/19/2009	51,750	0	\$14.48	2/19/2019
	2/19/2010	50,000	0	\$17.90	2/19/2020
	3/7/2011	60,000	0	\$19.26	3/6/2021
	3/14/2012	45,000	15,000	\$12.60	3/14/2022
Kate W. Duchene	5/28/2013	45,000	45,000	\$11.05	5/28/2023
	6/2/2014	20,000	60,000	\$12.18	6/2/2024
	2/17/2006	25,000	0	\$27.41	2/17/2016
	2/1/2007	22,500	0	\$31.80	2/1/2017
	3/27/2008	11,250	0	\$17.89	3/27/2018
	2/19/2009	49,500	0	\$14.48	2/19/2019
	2/19/2010	35,000	0	\$17.90	2/19/2020
	3/7/2011	35,000	0	\$19.26	3/7/2021
Nathan W. Franke	3/14/2012	26,250	8,750	\$12.60	3/14/2022
	5/28/2013	17,500	17,500	\$11.05	5/28/2023
	6/2/2014	10,000	30,000	\$12.18	6/2/2024
	1/2/2008	25,000	0	\$17.55	1/2/2018
	2/19/2009	49,500	0	\$14.48	2/19/2019
	2/19/2010	35,000	0	\$17.90	2/19/2020
	3/7/2011	35,000	0	\$19.26	3/7/2021
	3/14/2012	26,250	8,750	\$12.60	3/14/2022
Tracy Stephens	5/28/2013	17,500	17,500	\$11.05	5/28/2023
	6/2/2014	10,000	30,000	\$12.18	6/2/2024
	2/17/2006	8,000	0	\$27.41	2/17/2016
	2/1/2007	13,200	0	\$31.80	2/1/2017
	3/27/2008	6,750	0	\$17.89	3/27/2018
	2/19/2009	18,450	0	\$14.48	2/19/2019
	2/19/2010	22,000	0	\$17.90	2/19/2020
	3/7/2011	25,000	0	\$19.26	3/7/2021
Tracy Stephens	9/8/2011	2,500	2,500	\$ 9.20	9/8/2021
	3/14/2012	6,250	18,750	\$12.60	3/14/2022
	5/28/2013	12,500	12,500	\$11.05	5/28/2023
	6/2/2014	10,000	30,000	\$12.18	6/2/2024

Subject to each NEO's continued employment, these options are scheduled to become vested and exercisable over a four-year period, with one-fourth of each option grant becoming vested and exercisable on each of the first four anniversaries of the grant date of the option. The grant date of each option is included in the table above under column (b). All unexercised options expire ten years from the date of grant. As described in the "Potential Payments upon Termination or Change in Control" section below, all or a portion of each option grant may vest earlier in connection with certain change in control or other corporate transactions or certain terminations of employment.

### Option Exercises and Stock Vested in Fiscal 2015

The following table presents information about the amount realized upon the exercise of stock options by our NEOs during fiscal 2015. None of our NEOs held restricted stock that vested during fiscal 2015.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)(1)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
(a)	(b)	(c)	(d)	(e)
Donald B. Murray .....	—	—	—	—
Anthony Cherbak .....	—	—	—	—
Kate W. Duchene .....	—	—	—	—
Nathan W. Franke .....	—	—	—	—
Tracy Stephens .....	—	—	—	—

- (1) The dollar amounts shown for stock options in column (c) above are determined by multiplying (i) the number of shares of our common stock to which the exercise of the option related, by (ii) the difference between the per-share closing price of our common stock on the exercise date and the exercise price of the options.

### POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL

The following section describes the benefits that may become payable to the NEOs in connection with certain terminations of their employment with the Company and/or a change in control of the Company. All such benefits will be paid or provided by the Company.

For purposes of this section, we have assumed that (i) the price per share of the Company's common stock is equal to \$15.69, the closing price per share on May 29, 2015 (the last trading day of fiscal 2015), (ii) outstanding stock options are substituted or assumed in connection with certain change in control or other corporation transactions where the Company does not survive (or does not survive as a publicly-traded company), and the Compensation Committee does not exercise any discretion to otherwise accelerate the vesting of outstanding awards in connection with such an event, and (iii) the value of any stock options or shares of restricted stock are required to be accelerated pursuant to the terms of the award or the executive's employment agreement is equal to the full value of such awards (i.e. the full closing price per share on May 29, 2015, the last trading day of fiscal 2015, for restricted stock awards) and, as to stock options, the difference between that closing price on May 29, 2015 and the exercise price of the options). In the event that outstanding stock options or restricted shares are not substituted or assumed in connection with certain corporate transactions where the Company does not survive (or does not survive as a publicly-traded company), these awards would generally become fully vested in advance of being terminated in connection with the transaction.

### Severance Benefits in Effect at the End of Fiscal 2015

The following sections describe the severance benefits provided under each of the NEOs' employment agreements as in effect at the end of fiscal 2015. Each of these agreements also includes post-termination confidentiality and non-solicitation covenants in favor of the Company.

*Donald B. Murray*

*Termination Without Cause or for Good Reason; Non-Renewal of Agreement Term.* In the event that Mr. Murray's employment is terminated by the Company without cause or by Mr. Murray for good reason (as such terms are defined in his employment agreement), or in the event that the Company elects not to extend the term of his employment agreement, Mr. Murray will be entitled to receive a lump sum payment equal to the sum of (1) three times his then current annual base salary rate plus (2) his target annual incentive compensation for the fiscal year in which the termination occurs. In addition, Mr. Murray will generally be entitled to continued participation in the Company's group health insurance plans at the Company's expense for up to three years following his termination of employment and full vesting of his then-outstanding and otherwise unvested stock options and restricted stock awards.

In the event that Mr. Murray's employment terminates in connection with a change in control of the Company under circumstances giving rise to severance under his employment agreement, and such severance payments or benefits would be subject to excise taxes under Section 4999 of the Internal Revenue Code, the Company will make a "gross-up" payment to put Mr. Murray in the same after-tax position as though such payments or benefits were not subject to such excise taxes.

*Death or Disability.* In the event that Mr. Murray's employment terminates due to his death or disability, he (or his estate) will be entitled to receive a prorated portion of his target annual incentive compensation for the fiscal year in which the termination occurs. In addition, Mr. Murray would be entitled to full vesting of his then-outstanding and otherwise unvested equity-based awards.

As noted above, Mr. Murray resigned the position of Executive Chairman, effective August 31, 2015. Upon accepting Mr. Murray's notice of resignation as an employee, the Board elected to accelerate the vesting of his outstanding unvested stock option awards covering a total of 127,500 shares.

*Anthony Cherbak*

*Termination Without Cause or for Good Reason; Non-Renewal of Agreement Term.* In the event that Mr. Cherbak's employment is terminated by the Company without cause or by Mr. Cherbak for good reason (as such terms are defined in the executive's employment agreement), Mr. Cherbak will be entitled to receive a lump sum payment equal to three times the sum of his then current annual base salary plus target annual incentive bonus. In addition, Mr. Cherbak will generally be entitled to continued participation in the Company's group health plans at the Company's expense for up to two years following his termination of employment and full vesting of his or her then-outstanding and otherwise unvested stock options and restricted stock awards. In the event that the Company elects not to extend the term of Mr. Cherbak's employment agreement, Mr. Cherbak would be entitled to the benefits set forth above except that the lump sum payment would equal one and one-half times his then current annual base salary rate. Mr. Cherbak's right to receive any of these severance benefits is subject to the executive's providing a release of claims to the Company.

*Death or Disability.* In the event that Mr. Cherbak's employment terminates due to his death or disability, Mr. Cherbak (or his estate) will be entitled to receive a lump sum cash payment equal to the sum of one year's base salary and a prorated portion of his target annual incentive compensation for the fiscal year in which the termination occurs. In addition, Mr. Cherbak would be entitled to full vesting of his then-outstanding and otherwise unvested equity-based awards.

*Kate W. Duchene, Nathan W. Franke and Tracy Stephens*

*Termination Without Cause or for Good Reason; Non-Renewal of Agreement Term.* In the event that the executive's employment is terminated by the Company without cause or by the executive for good reason (as such terms are defined in the executive's employment agreement), the executive will be entitled to receive a lump sum payment equal to three and one-half times his or her then current annual base salary rate plus any earned but unpaid annual bonus. In addition, the executive will generally be entitled to continued participation in the Company's group health plans at the Company's expense for up to two years following his or her termination of employment and full vesting of his or her then-outstanding and otherwise unvested stock options and restricted



stock awards. In the event that the Company elects not to extend the term of the executive's employment agreement, the executive would be entitled to the benefits set forth above except that the lump sum payment would equal two times his or her then current annual base salary rate. The executive's right to receive any of these severance benefits is subject to the executive's providing a release of claims to the Company.

In the event that Ms. Duchene's or Mr. Franke's employment terminates in connection with a change in control of the Company under circumstances giving rise to severance under his or her employment agreement, and such severance payments or benefits would be subject to excise taxes under Section 4999 of the Internal Revenue Code, the Company will make a "gross-up" payment to put the executive in the same after-tax position as though such payments or benefits were not subject to such excise taxes. Mr. Stephens' employment agreement does not provide for a tax "gross-up" payment.

*Death or Disability.* In the event that the executive's employment terminates due to his or her death or disability, the executive (or his or her estate) will be entitled to receive a prorated portion of his or her target annual incentive compensation for the fiscal year in which the termination occurs. In addition, the executive would be entitled to full vesting of his or her then-outstanding and otherwise unvested equity-based awards.

The following table presents the Company's estimate of the amount of the benefits to which each of the NEOs would have been entitled had the executive's employment with the Company terminated under the circumstances described above on May 29, 2015).

Name	Base Salary (\$)	Trigger	Cash Severance (\$)	Continued Health Benefits (\$)	Equity Awards (\$)(1)	Incentive Compensation (\$)(2)	Tax Gross Up (\$)	Total (\$)(3)
Donald B. Murray	583,000	Termination without Cause or for Good Reason Not in Connection with a Change in Control	1,749,000	51,186	559,125	358,851	—	2,718,162
		Death or Disability	—	—	559,125	358,851	—	917,976
		Election by Company Not to Renew	1,749,000	51,186	559,125	358,851	—	2,718,162
		Change in Control — No Termination of Employment	—	—	—	—	—	—
		Termination Without Cause or for Good Reason in Connection with a Change in Control	1,749,000	51,186	559,125	358,851	—	2,718,162
Anthony Cherbak	583,000	Termination without Cause or for Good Reason Not in Connection with a Change in Control	3,498,000	50,461	535,950	358,851	—	4,443,262
		Death or Disability	583,000	—	535,950	358,851	—	1,477,801
		Election by Company Not to Renew	874,500	50,461	535,950	358,851	—	1,819,762
		Change in Control — No Termination of Employment	—	—	—	—	—	—
		Termination Without Cause or for Good Reason in Connection with a Change in Control	3,498,000	50,461	535,950	358,851	—	4,443,262
Kate W. Duchene	330,000	Termination without Cause or for Good Reason Not in Connection with a Change in Control	1,155,000	49,755	248,638	150,951	—	1,604,344
		Death or Disability	—	—	248,638	150,951	—	399,589
		Election by Company Not to Renew	660,000	49,755	248,638	150,951	—	1,109,344
		Change in Control — No Termination of Employment	—	—	—	—	—	—
		Termination Without Cause or for Good Reason in Connection with a Change in Control	1,155,000	49,755	248,638	150,951	—	1,604,344
Nathan W. Franke	330,000	Termination without Cause or for Good Reason Not in Connection with a Change in Control	1,155,000	841	248,638	150,951	—	1,555,430
		Death or Disability	—	—	248,638	150,951	—	399,589
		Election by Company Not to Renew	660,000	841	248,638	150,951	—	1,060,430
		Change in Control — No Termination of Employment	—	—	—	—	—	—
		Termination Without Cause or for Good Reason in Connection with a Change in Control	1,155,000	841	248,638	150,951	—	1,555,430
Tracy Stephens	330,000	Termination without Cause or for Good Reason Not in Connection with a Change in Control	1,155,000	49,755	233,937	150,951	—	1,589,643
		Death or Disability	—	—	233,937	150,951	—	384,888
		Election by Company Not to Renew	660,000	49,755	233,937	150,951	—	1,094,643
		Change in Control — No Termination of Employment	—	—	—	—	—	—
		Termination Without Cause or for Good Reason in Connection with a Change in Control	1,155,000	49,755	233,937	150,951	—	1,589,643

- (1) This column reports the intrinsic value of the unvested portions of the executive's outstanding and unvested equity awards that may accelerate in the circumstances. For options, this value is calculated by multiplying the amount (if any) by which \$15.69 (the closing price of our common stock on the last trading day of fiscal 2015) exceeds the per share exercise price of the option by the number of shares subject to the accelerated portion of the option. As noted above, our stock incentive plans provide that if a change in control of the Company occurs and the acquiring or successor entity does not assume the awards under the plan, the awards will fully vest and terminate on the transaction. The amounts in this column also reflect the value of each NEO's outstanding awards on May 29, 2015 that would have accelerated in those circumstances.
- (2) This column reflects the actual amounts earned for fiscal 2015 by the executive based on achievement against the Revenue and Adjusted EBITDA Margin targets, which incentive amounts were determinable as of the assumed termination date of May 29, 2015. This column does not include any amount with respect to the discretionary component of the annual incentive opportunity because any such discretionary bonus would not have been determinable as of the assumed termination date of May 29, 2015.
- (3) As noted above, each of the NEOs (other than Mr. Cherbak and Mr. Stephens) would be entitled to a gross-up payment in the event that their benefits would be subject to excise taxes under Section 4999 of the U.S. Internal Revenue Code. We estimate that the payment of the foregoing amounts to each of these NEOs (including any acceleration of the executive's equity-based awards that may apply in the circumstances) would not trigger excise taxes under Section 4999. As described above, Mr. Cherbak's right to such a tax "gross-up" payment was eliminated in his new employment agreement that took effect May 28, 2013, and Mr. Stephens' employment agreement, entered into effective August 1, 2013, does not provide for such a tax "gross-up" payment.

### **PROPOSAL 3. ADVISORY VOTE ON THE COMPANY'S EXECUTIVE COMPENSATION**

Pursuant to Section 14A of the Exchange Act, we are providing our stockholders with the opportunity to cast a non-binding advisory vote on the compensation paid to our NEOs as disclosed pursuant to the SEC's executive compensation disclosure rules and set forth in this Proxy Statement (including in the compensation tables and narratives accompanying those tables as well as the Compensation Discussion and Analysis). This advisory vote on executive compensation is commonly referred to as a "Say-on-Pay" vote.

We design our executive compensation programs to implement our core objectives of providing competitive pay, pay for performance, and alignment of management's interests with the interests of long-term stockholders. Stockholders are encouraged to read the Compensation Discussion and Analysis section of this Proxy Statement for a more detailed discussion of how our compensation programs reflect our core objectives.

We believe stockholders should consider the following when voting on this proposal:

#### **Pay for Performance Orientation**

- *Base Salaries.* The Company continued the freeze on base pay for executives at fiscal 2010 levels, except for Mr. Stephens whose base salary was increased to \$330,000 in connection with his promotion to the Executive Vice President and Chief Operating Officer role, effective August 1, 2013.
- *Annual Incentives.* Our EIP reflects a pay for performance culture. For fiscal 2015, we achieved 98.4% of our Revenue target established under the EIP, and we exceeded our Adjusted EBITDA Margin target established under the EIP, performing at 103%. The Company also achieved other operational, strategic and human capital initiatives throughout the year. Accordingly, the Compensation Committee awarded bonuses for fiscal 2015 for Messrs. Murray and Cherbak at approximately 94% of the executive's target bonus opportunity, compared to 81%, for fiscal 2014. For the remaining NEOs, the Compensation Committee awarded higher qualitative component payouts than for Messrs. Murray and Cherbak, which resulted in bonuses for fiscal 2015 for the remaining NEOs at approximately 100% of the executive's target bonus opportunity, compared to 86% for fiscal 2014.
- *Long-Term Incentives.* The Compensation Committee approved modest equity incentives, in the form of stock options, to our NEOs in fiscal 2015. Stock options have value only if our stock price increases after

the date the option is granted, thereby further aligning the interest of our NEOs with those of our stockholders. These awards were made pursuant to our 2004 Performance Incentive Plan and include a four-year vesting period. No other long-term incentive awards were granted to our NEOs in fiscal 2015.

### **Alignment with Long-Term Stockholder Interests**

A substantial portion of our executive compensation is weighted toward variable, at-risk pay in the form of annual and long-term incentives.

The Company also maintains the following policies which we believe are in the best interests of stockholders:

- **Stock Ownership Guidelines** — We focus our executives on long-term stockholder value by requiring our executive officers to own a significant amount of the Company's stock.
- **No Repricing** — Our 2004 Stock Incentive Plan and our 2014 Performance Incentive Plan expressly prohibit repricing awards without stockholder approval.
- **No Gross-Ups** — The Company will no longer include "gross-ups" provisions in any new executive employment agreement for excise taxes triggered in connection with a change in control of the Company.

### **Competitive Pay**

The Compensation Committee annually compares our executive compensation levels and elements with compensation levels and elements at other relevant companies and competitors.

As more fully set forth above in the "Executive Compensation — Compensation Discussion and Analysis — Use of Peer Group Data," following a review by the Compensation Committee of our competitors in the marketplace and those that major advisory firms, such as ISS and Glass Lewis include in our services sector peer group, the Committee determined that that no changes to the fiscal 2014 peer group were necessary for fiscal 2015. Our peer group analysis (based on information that was publicly available at the time the Compensation Committee made the corresponding compensation decisions) reflects that our NEOs have total compensation levels that are generally below the median of the peer group. We strive to pay for performance in line with Company results and Company-wide pay practices.

### **Recommendation**

The Board believes the Company's executive compensation programs use appropriate structures and sound pay practices that are effective in achieving our core objectives. The Board also believes that our executive compensation programs are reasonable in relation to comparable public and private companies in our industry. Accordingly, the Board of Directors recommends that you vote in favor of the following resolution:

"RESOLVED, that the compensation of the Company's named executive officers as disclosed pursuant to the SEC's executive compensation disclosure rules (which includes the Compensation Discussion and Analysis, the compensation tables and the narrative discussion that accompanies the compensation tables) is hereby approved."

This proposal to approve the compensation paid to our NEOs is advisory only and will not be binding, overrule any decision by, or create or imply any additional fiduciary duties for the Company or our Board. However, the Compensation Committee, which is responsible for designing and administering the Company's executive compensation program values the opinions expressed by stockholders in their vote on this proposal and will consider the outcome of the vote when making future compensation decisions for NEOs.

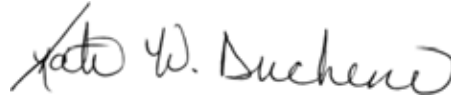
The Company's current policy is to provide stockholders with an opportunity to approve the compensation of the NEOs each year at the annual meeting of stockholders. It is expected that the next such vote will occur at the 2016 annual meeting of stockholders.

**The Board of Directors unanimously recommends a vote FOR the approval, on an advisory basis, of the compensation of our NEOs as disclosed in this Proxy Statement pursuant to the SEC's executive compensation disclosure rules.**

**ADDITIONAL INFORMATION**

We file annual, quarterly and special reports, proxy statements and other information with the SEC. You may read and copy any reports, statements or other information we file at the office of the SEC at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information. Our SEC filings are also available to the public from commercial document retrieval services and at the web site maintained by the SEC at [www.sec.gov](http://www.sec.gov) and on our website at [www.rgp.com](http://www.rgp.com).

By order of the Board of Directors,



Kate W. Duchene  
Chief Legal Officer and Secretary

Irvine, California  
September 17, 2015

**ALL STOCKHOLDERS ARE REQUESTED TO COMPLETE, DATE, SIGN AND RETURN THE ENCLOSED VOTING INSTRUCTION FORM OR PROXY CARD PROMPTLY OR, IF AVAILABLE, VOTE YOUR SHARES BY TELEPHONE OR USING THE INTERNET.**