

# RESOURCES CONNECTION INC

## **FORM 8-K** (Current report filing)

Filed 01/25/18 for the Period Ending 01/18/18

Address	17101 ARMSTRONG AVENUE IRVINE, CA, 92614
Telephone	7144306400
CIK	0001084765
Symbol	RECN
SIC Code	7389 - Services-Business Services, Not Elsewhere Classified
Industry	Business Support Services
Sector	Industrials
Fiscal Year	05/31

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of Report: (Date of earliest event reported): **January 18, 2018**

**RESOURCES CONNECTION, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State or other jurisdiction of incorporation)

**0-32113**

(Commission File Number)

**33-0832424**

(I.R.S Employer Identification  
No.)

**17101 Armstrong Avenue  
Irvine, California**

(Address of Principal Executive  
Offices)

**92614**

(Zip Code)

**(714) 430-6400**

(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On January 18, 2018, the Board of Directors (the “Board”) of Resources Connection, Inc. (the “Company”) appointed Kate W. Duchene, the Company’s President and Chief Executive Officer, to the Board of Directors of the Company, effective immediately, to serve as a director until the Company’s 2019 annual meeting of stockholders and until her successor is duly elected and qualified. Ms. Duchene will not serve on any committees of the Board.

The Board increased its size from nine to ten members and appointed Ms. Duchene to fill the resulting vacancy. As Ms. Duchene is an employee director, she will not receive any compensation for her Board service.

There is no arrangement or understanding between Ms. Duchene and any other persons pursuant to which Ms. Duchene was appointed as a director, and Ms. Duchene has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

**Item 7.01**      **Regulation FD Disclosure.**

The full text of the Company’s press release, issued on January 23, 2018, announcing Ms. Duchene’s appointment to the Board is included as Exhibit 99.1 to this report.

This information shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not incorporated by reference into any filing of the Company whether made before or after the date hereof, regardless of any general incorporation language in such filing.

**Item 8.01**      **Other Events.**

On January 18, 2018, the Board declared a regular quarterly dividend of \$0.12 per share on the Company’s common stock. The dividend is payable on March 15, 2018, to shareholders of record at the close of business on February 15, 2018. The Company’s Board will assess and approve future dividends quarterly.

**Item 9.01**      **Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
<a href="#">99.1</a>	<a href="#">Press Release entitled “Resources Connection, Inc. Announces Appointment of Kate W. Duchene to the Board of Directors.” issued January 23, 2018.</a>
<a href="#">99.2</a>	<a href="#">Press Release entitled “Resources Global Professionals Announces Quarterly Dividend and Dividend Payment Date.” issued January 23, 2018.</a>

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: January 23, 2018

**RESOURCES CONNECTION, INC.**

By: /s/ Herbert Mueller  
Herbert Mueller  
Executive Vice President and Chief  
Financial Officer

## Resources Connection, Inc. Announces Appointment of Kate W. Duchene to the Board of Directors

IRVINE, Calif.--(BUSINESS WIRE)--January 23, 2018--Resources Connection, Inc. (NASDAQ: RECN), today announced the appointment of Kate W. Duchene, President and Chief Executive Officer (“CEO”), to the Board of Directors, effective January 18, 2018. Ms. Duchene has served as the Company’s CEO since December 2016. Her new appointment allows her to work seamlessly with the Board on key growth initiatives and ensuring operational results.

“We are pleased to welcome Kate to the Board,” said Donald B. Murray, Chairman of the Board. “She has proven herself to be an effective leader, returning RGP’s focus to growth after just a year in the CEO seat. Kate is committed and passionate about working even more closely with the Board and continuing the trend of improving financial and operational results for RGP.”

Ms. Duchene, 54, joined the Company in 1999, serving as Chief Legal Officer, Executive Vice President, Human Resources and Secretary, since 2000. As a member of the executive team over the past 18 years, she has developed and executed a wide variety of strategic initiatives to drive performance across RGP’s global platform. In 2012, Ms. Duchene assumed leadership and financial responsibility for the Company’s legal consulting business. She is a graduate of Stanford University and received her law degree from New York University School of Law.

### ABOUT RGP

RGP, the operating subsidiary of Resources Connection, Inc. (NASDAQ: RECN), is a multinational business consulting firm that helps leaders execute internal initiatives. Partnering with business leaders, we drive internal change across all parts of a global enterprise – accounting; finance; governance, risk and compliance management; corporate advisory, strategic communications and restructuring; information management; human capital; supply chain management; and legal and regulatory.

RGP was founded in 1996 within a Big Four accounting firm. Today, we are a publicly traded company with over 4,000 professionals, annually serving over 2,600 clients around the world from 74 practice offices.

Headquartered in Irvine, California, RGP has served 86 of the Fortune 100 companies.

The Company is listed on the NASDAQ Global Select Market, the exchange’s highest tier by listing standards. More information about RGP is available at <http://www.rgp.com>. (RECN-F)

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Certain statements in this press release are “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Such forward-looking statements may be identified by words such as “anticipates,” “believes,” “can,” “continue,” “could,” “estimates,” “expects,” “intends,” “may,” “plans,” “potential,” “predicts,” “remain,” “should” or “will” or the negative of these terms or other comparable terminology. Such statements and all phases of the Company’s operations are subject to known and unknown risks, uncertainties and other factors that could cause our actual results, levels of activity, performance or achievements and those of our industry to differ materially from those expressed or implied by these forward-looking statements including the risks and uncertainties identified in our most recent Quarterly Report on Form 10-Q and our other public filings made with the Securities and Exchange Commission (File No. 0-32113). Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also affect our business or operating results. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. The Company does not intend, and undertakes no obligation, to update the forward-looking statements in this press release to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events, unless required by law to do so.

**CONTACT:**

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or

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## Resources Global Professionals Announces Quarterly Dividend and Dividend Payment Date

IRVINE, Calif.--(BUSINESS WIRE)--January 23, 2018--Resources Global Professionals (“RGP”), the operating subsidiary of Resources Connection, Inc. (NASDAQ: RECN), announced today that its Board of Directors has approved a cash dividend of \$0.12 per share, payable on March 15, 2018 to all shareholders of record on February 15, 2018.

### ABOUT RGP

RGP, the operating subsidiary of Resources Connection, Inc. (NASDAQ: RECN), is a multinational business consulting firm that helps leaders execute internal initiatives. Partnering with business leaders, we drive internal change across all parts of a global enterprise – accounting; finance; governance, risk and compliance management; corporate advisory, strategic communications and restructuring; information management; human capital; supply chain management; and legal and regulatory.

RGP was founded in 1996 within a Big Four accounting firm. Today, we are a publicly traded company with over 4,000 professionals, annually serving over 2,600 clients around the world from 74 practice offices.

Headquartered in Irvine, California, RGP has served 87 of the Fortune 100 companies.

The Company is listed on the NASDAQ Global Select Market, the exchange’s highest tier by listing standards. More information about RGP is available at <http://www.rgp.com>. (RECN-F)

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