

EXPONENT INC  
Form 10-Q/A  
August 13, 2012

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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FORM 10-Q/A

Amendment No. 1

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(Mark One)

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

For the quarterly period ended June 29, 2012

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 0-18655

**EXPONENT, INC.**

(Exact name of registrant as specified in its charter)

DELAWARE 77-0218904  
(State or other jurisdiction of (I.R.S. Employer Identification No.)  
incorporation or organization)

149 COMMONWEALTH DRIVE, MENLO PARK, CALIFORNIA 94025  
(Address of principal executive office) (Zip Code)

**(650) 326-9400**

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

As of July 27, 2012, the latest practicable date, the registrant had 13,180,508 shares of Common Stock, \$0.001 par value per share, outstanding.

**EXPLANATORY NOTE**

On August 3, 2012, Exponent, Inc. (the "Registrant") filed its Quarterly Report on Form 10-Q for the quarterly period ended June 29, 2012 (the "Original Report"). This Amendment No. 1 on Form 10-Q/A is being filed solely for the purpose of correcting the shell company disclosure on the cover page of the Original Report as the Registrant is not a shell company.

Except as described above, this Amendment No. 1 on Form 10-Q/A does not amend or update any information contained in the Original Report to reflect events occurring subsequent to the original filing dates or otherwise.

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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 thereunto duly authorized.

EXPONENT, INC.  
(Registrant)

Date: August 13, 2012

/s/ Paul R. Johnston  
Paul R. Johnston, Ph.D., Chief Executive Officer

/s/ Richard L. Schlenker  
Richard L. Schlenker, Chief Financial Officer