
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

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

Date of Report (Date of earliest event reported): February 14, 2018

RESOURCES CONNECTION, INC.

(Exact Name of Registrant as Specified in Its Charter)

0-32113
(Commission
File Number)

Delaware
(State or Other Jurisdiction
of Incorporation)

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.

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

On February 14, 2018, the Company and Mr. John Bower entered into an amendment (the "Amendment") to the employment agreement, dated August 29, 2016, between the Company and Mr. Bower.

The Amendment provides that as of September 10, 2017, Mr. Bower's annual salary was increased to \$265,000 and he ceased accruing Paid Time Off under the Company's paid time off policy, but instead would be entitled to paid leave from time to time as allowed to the Company's executive officers. The Amendment also reiterates that as of fiscal year 2018, Mr. Bower would participate in the Company's Executive Incentive Program. Finally, effective January 1, 2018, the Amendment provides that Mr. Bower is entitled to receive an automobile allowance in the amount of \$15,000 annually.

The foregoing summary of the Amendment is qualified in its entirety by reference to the text of the Amendment, which is filed as Exhibit 10.1 hereto and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
10.1	Amended letter agreement entered into as of February 14, 2018 between John Bower and Resources Connection, Inc.

SIGNATURES

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

Date: February 20, 2018

RESOURCES CONNECTION, INC.

By: /s/ Herbert Mueller

Herbert Mueller

Executive Vice President and Chief

Financial Officer



February 12, 2018

PRIVATE & CONFIDENTIAL

Mr. John Bower

Dear John:

As you know, in consideration of your overall performance and contribution to RGP, effective September 10, 2017, your annual salary was increased to \$265,000, payable in bi-weekly installments.

Additionally effective as of September 10, 2017, you ceased accruing Paid Time Off pursuant to RGP's paid time off policy and as set forth in your initial offer letter. Instead, you are entitled to such amounts of paid sick leave and other leave, as from time to time may be allowed to the Company's executive officers generally, as approved by the Board specifically, or as required by law. Any personal time off is to be scheduled and taken in accordance with the Company's standard policies applicable to executive employees.

Further, effective January 1, 2018, you are entitled to receive an automobile allowance associated with the operation and maintenance of such automobile to the extent provided to other executive officers of the Company (fifteen thousand dollars (\$15,000.00) annually). RGP also will reimburse you upon presentation of documentation for mileage expenses consistent with the Company's applicable human resources policies and the usual accounting procedures of the Company.

Finally, this letter confirms a change in terms of your employment as set forth in the August 2016 offer letter for the Chief Accounting Officer role. Specifically, starting in this fiscal year (2018), you will participate in the Executive Incentive Program designed to award fiscal year-end bonuses based on qualitative and quantitative measurements against pre-determined targets. As such, you will no longer be eligible to participate in the discretionary Company-wide incentive compensation program. All other terms set forth in the August 2016 Chief Accounting Officer offer will remain applicable, including the severance protection, and change of control protection as set forth in that agreement.

To confirm your understanding of the above changes to the terms of your employment and the August 2016 offer letter, please sign below in the space provided and return the original to Jodeen Howes within seven (7) business days from the date of this letter.

Sincerely,

/s/ Herbert Mueller

Herbert Mueller
Chief Financial Officer

I hereby accept RGP's offer as described in this letter.

/s/ John Bower

John Bower

February 14, 2018

Date

Resources Global Professionals is an Equal Opportunity Employer.