

**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): **July 29, 2021**

**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, 92614**  
(Address of Principal Executive Offices) (Zip Code)

Registrant's Telephone Number, Including Area Code: **(714) 430-6400**

(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	RGP	The Nasdaq Stock Market LLC (Nasdaq Global Select Market)

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 July 29, 2021, the Board of Directors (the “Board”) of Resources Connection, Inc. (the “Company”) approved the increase in the number of members of the Board from ten to eleven members and appointed David P. White to the Board to fill the resulting vacancy. Mr. White has been appointed as a Class II director, to serve until the Company’s 2023 annual meeting of stockholders and until his successor is duly elected and qualified. Mr. White will also serve as a member of the Board’s Corporate Governance and Nominating Committee. The Board of Directors has determined that Mr. White is an independent director under applicable listing standard of The Nasdaq Stock Market LLC for service on the Board and the Corporate Governance and Nominating Committee of the Board.

As a non-employee director, Mr. White will receive compensation in the same manner as the Company’s other non-employee directors, in accordance with the Company’s Directors’ Compensation Policy, which is attached as Exhibit 10.1 to the Company’s Annual Report on Form 10-K for the fiscal year ended May 29, 2021, filed with the Securities and Exchange Commission on July 23, 2021.

Mr. White will also enter into an indemnification agreement with the Company in the form previously approved by the Board and filed with the Securities and Exchange Commission as Exhibit 10.26 to the Company’s Annual Report on Form 10-K for the year ended May 31, 2008, filed with the Securities and Exchange Commission on July 30, 2008.

There is no arrangement or understanding between Mr. White and any other persons pursuant to which he was appointed as a director, and Mr. White 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 August 2, 2021, announcing Mr. White’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 July 29, 2021, the Board approved a dividend of \$0.14 per share on the Company’s common stock. The dividend is payable September 23, 2021, to shareholders of record at the close of business on August 26, 2021. The Company’s board of directors will assess and approve future dividends quarterly. The full text of the Company’s press release, issued on August 2, 2021, announcing the quarterly dividend payment is included as Exhibit 99.2 to this report.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">99.1</a>	<a href="#">Press Release entitled “RGP Announces the Appointment of David P. White to the Board of Directors,” issued August 2, 2021.</a>
<a href="#">99.2</a>	<a href="#">Press Release entitled “RGP Announces Quarterly Dividend and Dividend Payment Date,” issued August 2, 2021.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

**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: August 2, 2021

**RESOURCES CONNECTION, INC.**

By: /s/ Kate W. Duchene  
Kate W. Duchene  
President and Chief Executive Officer

## **Resources Connection, Inc. Announces the Appointment of David P. White to the Board of Directors**

IRVINE, Calif.--(BUSINESS WIRE)--August 2, 2021--Resources Connection, Inc. (Nasdaq: RGP), announced today that RGP's Board of Directors voted to increase the size of its Board of Directors from ten to eleven members and appointed David P. White to the Board of Directors, effective as of July 29, 2021. Mr. White will also serve as a member of the Corporate Governance and Nominating Committee of the Board.

"We are delighted to welcome David White to the Board of Directors," said Kate W. Duchene, Chief Executive Officer of RGP. "David and I practiced employment law together at O'Melveny & Myers LLP early in our professional careers so I have experienced firsthand his intellect, people skills and strategic counsel. David brings deep expertise in human capital and regulatory matters to help guide the company in the new realities of work."

Mr. White previously served as the National Executive Director and chief negotiator of the Screen Actors Guild-American Federation of Television and Radio Artists (SAG-AFTRA) from 2009 to June 2021. In this role, Mr. White served as chief executive officer and strategist for the world's largest entertainment union. Prior to rejoining SAG-AFTRA in 2009, where he previously served as general counsel from 2002 to 2006, Mr. White was managing principal of Los Angeles-based Entertainment Strategies Group LLC from 2006 to 2009, providing consulting services to the entertainment industry. He was also previously a labor and employment attorney at O'Melveny & Myers LLP.

Mr. White is a Rhodes Scholar and a graduate of Grinnell College, Stanford Law School and The Queen's College, Oxford University. He currently serves as a board member of the Federal Reserve Bank of San Francisco, where he serves on the Audit and Risk Management Committee and Bank Governance Committee, as a board member of the Motion Pictures and Television Fund, where he serves on the Audit Committee, and as a board member of The Actors Fund, where he serves on the Strategic Planning Committee. Mr. White also serves as a commissioner for the Entertainment Industry Commission on Eliminating Sexual Harassment and Advancing Equality in the Workplace.

---

## **ABOUT RGP**

RGP is a global consulting firm that enables rapid business outcomes by bringing together the right people to create transformative change. As a human capital partner to our global client base, we support our clients' needs through both professional staffing and project execution in the areas of transactions, regulations, and transformations. Our pioneering approach to workforce strategy and our agile human capital model quickly align the right resources for the work at hand with speed and efficiency. Our engagements are designed to leverage human connection and collaboration to deliver practical solutions and more impactful results that power our clients', consultants' and partners' success. Our mission as an employer is to connect our team members to meaningful opportunities that further their career ambitions within the context of a supportive talent community of dedicated professionals. With approximately 5,000 professionals, we annually engage with over 2,100 clients around the world from over 40 physical practice offices and multiple virtual offices. We are their partner in delivering on the future of work. Headquartered in Irvine, California, RGP is proud to have served over 85% of the Fortune 100.

The Company is listed on the Nasdaq Global Select Market, the exchange's highest tier by listing standards. To learn more about RGP, visit: <http://www.rgp.com>. (RGP-F)

## **Contacts**

### **Media Contact:**

Michael Sitrick  
(US+) 1-310-788-2850  
[mike\\_sitrick@sitrick.com](mailto:mike_sitrick@sitrick.com)

### **Investor Contact:**

Jenn Ryu, Chief Financial Officer  
(US+) 1-714-430-6500  
[jenn.ryu@rgp.com](mailto:jenn.ryu@rgp.com)

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

IRVINE, Calif.--(BUSINESS WIRE)--August 2, 2021--Resources Global Professionals (“RGP”), the operating subsidiary of Resources Connection, Inc. (Nasdaq: RGP), announced today that the Board of Directors of its parent company has approved a cash dividend of \$0.14 per share, payable on September 23, 2021 to all shareholders of record on August 26, 2021.

### ABOUT RGP

RGP is a global consulting firm that enables rapid business outcomes by bringing together the right people to create transformative change. As a human capital partner to our global client base, we support our clients’ needs through both professional staffing and project execution in the areas of transactions, regulations, and transformations. Our pioneering approach to workforce strategy and our agile human capital model quickly align the right resources for the work at hand with speed and efficiency. Our engagements are designed to leverage human connection and collaboration to deliver practical solutions and more impactful results that power our clients’, consultants’ and partners’ success. Our mission as an employer is to connect our team members to meaningful opportunities that further their career ambitions within the context of a supportive talent community of dedicated professionals. With approximately 5,000 professionals, we annually engage with over 2,100 clients around the world from over 40 physical practice offices and multiple virtual offices. We are their partner in delivering on the future of work. Headquartered in Irvine, California, RGP is proud to have served over 85% of the Fortune 100.

The Company is listed on the Nasdaq Global Select Market, the exchange’s highest tier by listing standards. To learn more about RGP, visit: <http://www.rgp.com>. (RGP-F)

### Contacts

#### Media Contact:

Michael Sitrick  
(US+) 1-310-788-2850  
[mike\\_sitrick@sitrick.com](mailto:mike_sitrick@sitrick.com)

#### Investor Contact:

Jenn Ryu, Chief Financial Officer  
(US+) 1-714-430-6500  
[jenn.ryu@rgp.com](mailto:jenn.ryu@rgp.com)