

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 7, 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.

Effective as of July 7, 2018, the Board of Directors (the “Board”) of Resources Connection, Inc. (the “Company”) appointed Marco von Maltzan to the Board of Directors of the Company, to serve as a director until the Company’s 2020 annual meeting of stockholders and until his successor is duly elected and qualified. Mr. Maltzan will not initially serve on any committees of the Board.

The Board increased its size from ten to eleven members and appointed Mr. Maltzan to fill the resulting vacancy. As Mr. Maltzan is a non-employee director, he will receive annual compensation for his Board service as set forth in the Company’s Director compensation policy, which currently includes an annual cash retainer of \$50,000 and an equity award with a grant value of approximately \$100,000.

There is no arrangement or understanding between Mr. Maltzan and any other persons pursuant to which Mr. Maltzan was appointed as a director, and Mr. Maltzan 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 July 10, 2018, announcing Mr. Maltzan’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 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No. Description

[99.1](#) [Press Release entitled “Resources Connection, Inc. Announces Appointment of Marco von Maltzan to the Board of Directors,” issued July 10, 2018.](#)

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: July 10, 2018

RESOURCES CONNECTION, INC.

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

Resources Connection, Inc. Announces Appointment of Marco von Maltzan to the Board of Directors

IRVINE, Calif.--(BUSINESS WIRE)--July 10, 2018--Resources Connection, Inc. (NASDAQ: RECN), today announced the appointment of Marco von Maltzan to the Board of Directors, effective as of July 7, 2018. Mr. von Maltzan formerly served as Chairman of the Supervisory Board of taskforce - Management on Demand AG, a leading German company for management and project management consulting services that Resources acquired in 2017.

“Marco will be a terrific addition to the Board,” said Don Murray, Chairman of the Board, “as he brings international and industry specific operational insights to RGP. This appointment addresses our commitment to relevant Board composition and the start of succession planning.”

Mr. von Maltzan, 63, in addition to having served as the Chairman of the Supervisory Board of taskforce - Management on Demand AG, serves as the Chairman of the Supervisory Board of industrial holding Greiffenberger AG, and is the Deputy Chairman of the Shareholder Committee and member of the Audit Committee of food conglomerate Pfeifer & Langen Industrie- und Handels-KG. Mr. von Maltzan started his professional career with top management consulting firm Roland Berger. He then joined BMW Group where he held various senior management positions, acting lastly as CEO of BMW Motorrad, BMW’s motorcycle division. Mr. von Maltzan then served as CEO of automotive supplier BERU AG which he sold to Michigan-based BorgWarner, Inc. Next, he was CEO of Profine Group, a leading producer of PVC profiles. Mr. von Maltzan has also held various Board of Director and Interim CEO assignments in the past. Mr. von Maltzan is a Certified engineer who holds a Master’s degree in Mechanical Engineering from RWTH Aachen University as well as a Master’s degree in Business Administration from INSEAD, Fontainebleau.

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)

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.

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