

**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): **June 4, 2024**

**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 June 3, 2024, the Board of Directors (the "Board") of Resources Connection, Inc. (the "Company") approved an increase in the number of members of the Board from ten to eleven members and appointed Roger Carlile to the Board to fill the resulting vacancy, effective immediately. Mr. Carlile has been appointed as a Class III director, to serve until the Company's 2024 annual meeting of stockholders and until his successor is duly elected and qualified. Mr. Carlile will also serve as a member of the Board's Compensation Committee and Corporate Governance and Nominating Committee. The Board of Directors has determined that Mr. Carlile is an independent director under applicable listing standard of The Nasdaq Stock Market LLC for service on the Board and that he meets the additional independence and qualification requirements for compensation committee members under the Nasdaq Marketplace Rules and the Securities Exchange Act of 1934 (the "Exchange Act").

As a non-employee director, Mr. Carlile 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 Quarterly Report on Form 10-Q for the fiscal quarter

ended February 25, 2023, filed with the Securities and Exchange Commission on April 6, 2023.

Mr. Carlile 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. Carlile and any other persons pursuant to which he was appointed as a director, and Mr. Carlile 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 June 4, 2024, announcing Mr. Carlile'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

<u>Exhibit No.</u>	<u>Description</u>
<a href="#">99.1</a>	<a href="#">Press Release entitled "RGP Announces the Appointment of Roger Carlile to the Board of Directors," issued June 4, 2024.</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.

**RESOURCES CONNECTION, INC.**

Date: June 4, 2024

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

**FOR IMMEDIATE RELEASE**

## **RGP Appoints Roger Carlile to its Board of Directors**

**IRVINE, California, June 4, 2024** – Resources Connection, Inc. (Nasdaq: RGP) (“RGP” or the “Company”), announced today that the Company’s Board of Directors (“Board”) voted to increase its size from 10 to 11 members and appointed Roger Carlile to the Board, effective June 3, 2024. Mr. Carlile will also serve as a member of the Compensation and Corporate Governance and Nominating Committees of the Board.

“Roger is a seasoned entrepreneur and senior advisor, and we are delighted to welcome him to our Board,” said Kate W. Duchene, Chief Executive Officer. “He brings over 35 years of demonstrated success in the human capital industry to our boardroom. Roger’s acumen for scaling global businesses and leading transformational change will be invaluable as we enhance and expand our capabilities within the ever-changing professional services industry.”

Donald B. Murray, Chairman of the Board, added, “Roger joins our Board with more than two decades of experience in C-suite leadership positions. His industry expertise will be a tremendous benefit to the RGP business, and we look forward to his contributions.”

Mr. Carlile founded global business advisory Ankura Consulting Group, LLC in 2014, serving as CEO and chairman of the board for five and six years, respectively. During his tenure, he grew the company to over \$550 million in revenue and 1,500 employees.

Prior to founding Ankura, Mr. Carlile spent over a decade at FTI Consulting, Inc. (NYSE: FCN), where he served in several leadership roles including chief financial officer, chief administrative officer and chief human resources officer, and global leader of FTI Consulting’s forensic and litigation consulting and technology segments. He previously served as the global and Americas Leader of KPMG’s forensic services practice and held positions at PwC and Deloitte.

Mr. Carlile currently serves on the board of directors of AOC Holdings, LLC (F.K.A. “Alpha Omega Winery, LLC”), Cornerstone Advisors, Inc. (Arizona), and Salus GRC, LLC.

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### **ABOUT RGP**

Named among Forbes’ America’s Best Management Consulting Firms for 2024, RGP is a global consulting firm focused on project execution services that power clients’ operational needs and change initiatives utilizing on-demand, expert and diverse talent. As a next-generation human capital partner for our clients, we specialize in co-delivery of enterprise initiatives typically precipitated by business transformation, strategic transactions or regulatory change. 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.

We attract top-caliber professionals with in-demand skill sets who seek a workplace environment characterized by choice and control, collaboration and human connection. The trends in today’s marketplace favor flexibility and agility as businesses confront transformation pressures and skilled labor shortages even in the face of macroeconomic contraction. Our client engagement and talent delivery model offers speed and agility, strongly positioning us to help our clients transform their businesses and workplaces, especially at a time where cost reduction initiatives drive an enhanced reliance on a flexible workforce to execute transformational projects.

RGP serves over 1,800 clients around the world with approximately 3,600 professionals collectively engaged from 38 physical practice offices and multiple virtual offices. Headquartered in Irvine, California, RGP is proud to have served 88% 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)

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