SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

1. Name and Address of Reporting Person [*] DIMICK NEIL F			2. Issuer Name and Ticker or Trading Symbol RESOURCES CONNECTION, INC. [RGP	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
				X	Director	10% Owner			
,					Officer (give title	Other (specify			
(Last) 17101 ARM	ast) (First) (Middle) 101 ARMSTRONG AVENUE		3. Date of Earliest Transaction (Month/Day/Year) 01/03/2023		below)	below)			
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	ridual or Joint/Group Fili	ng (Check Applicable			
IRVINE	CA	92614		X	Form filed by One Re	porting Person			
(City)	(State)	(Zip)	—		Form filed by More the Person	an One Reporting			

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership		
			[Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

			(5-,	,		,		-,,							
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		5. Nun of Deriva Securi Acquir (A) or Dispos of (D) (Instr. and 5)	Expiration Da (Month/Day/Yo ired r osed) . 3, 4				of Derivative s Security ng (Instr. 5) e Security		9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Stock	(1)	01/03/2023		Α		5,393		(1)	(1)	Common Stock	5,393	\$0.0	42,533 ⁽²⁾	D	

Explanation of Responses:

1. Award vests 25% after one year and 25% each year thereafter for the next three years. Represents credit of deferred compensation to reporting person's deferred stock account under the Directors Deferred Compensation Plan. Each share of phantom stock is the economic equivalent of one share of common stock. The shares of phantom stock to the extent then-vested become payable in cash to the reporting person upon separation from service as a director in accordance with the reporting person's election under the Directors Deferred Compensation Plan.

2. Includes 3,856 phantom shares credited as dividend equivalent phantom shares in accordance with the terms of the Directors Deferred Compensation Plan.

By: /s/ Lauren Elkerson For:	01/04/2023
Neil Dimick	01/04/2023

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.