

RCM TECHNOLOGIES INC  
Form DEFA14A  
November 18, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

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**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): **November 18, 2013**

**RCM Technologies, Inc.**

(Exact Name of Registrant as Specified in Charter)

**Nevada**  
(State or Other  
Jurisdiction of  
Incorporation)

**1-10245**  
(Commission File  
Number)

**95-1480559**  
(I.R.S. Employer  
Identification No.)

**2500 McClellan Avenue, Suite 350**  
**Pennsauken, NJ**  
(Address of Principal Executive Offices)

**08109-4613**  
(Zip Code)

Registrant's telephone number, including area code: **(856) 356-4500**

## Edgar Filing: RCM TECHNOLOGIES INC - Form DEFA14A

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 (see General Instruction A.2. below):

- 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)).
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**Item 1.01 Entry into a Material Definitive Agreement**

The information provided in Item 3.03 below is hereby incorporated herein by reference.

**Item 3.03 Material Modifications to Rights of Security Holders.**

On January 30, 2013, the Board of Directors (the Board) of RCM Technologies, Inc. (the Company) declared a dividend distribution of one right (collectively, the Rights) for each outstanding share of common stock, par value \$0.05 per share, of the Company to stockholders of record at the close of business on February 10, 2013. The description and terms of the Rights are set forth in a Rights Agreement between the Company and American Stock Transfer & Trust Company, LLC, as Rights Agent, which was amended and restated as of May 28, 2013 (the Rights Agreement).

On November 18, 2013, the Company entered into an amendment to the Rights Agreement (the Amendment) to change the Final Expiration Date of the Rights Agreement from January 29, 2014 to November 18, 2013. The Amendment had the effect of terminating the Rights Agreement as of November 18, 2013. Stockholders do not have to take any action as a result of this termination and this action will have no effect on RCM's common stock.

The Amendment is filed as an exhibit hereto and incorporated herein by reference. The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the complete text of the Amendment.

**Item 8.01. Other Events**

On November 18, 2013, the Company issued a press release announcing the Amendment, a copy of which is filed as Exhibit 99.1 hereto and incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

4.1 Amendment to Amended and Restated Rights Agreement, dated as of November 18, 2013, between RCM Technologies, Inc. and American Stock Transfer & Trust Company, LLC, as Rights Agent.

99.1 Press Release issued on November 18, 2013.



**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.

**RCM TECHNOLOGIES, INC.**

By: */s/ Kevin D. Miller*  
Kevin D. Miller  
Chief Financial Officer, Treasurer and  
Secretary

Dated: November 18, 2013

**EXHIBIT INDEX**

- 4.1 Amendment to Amended and Restated Rights Agreement, dated as of November 18, 2013, between RCM Technologies, Inc. and American Stock Transfer & Trust Company, LLC, as Rights Agent.
- 99.1 Press Release issued on November 18, 2013.