

RCM TECHNOLOGIES INC  
Form DEFA14A  
October 21, 2013

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
(Amendment No. )

Filed by the Registrant  x  
Filed by a Party other than the Registrant  o

Check the appropriate box:

- o Preliminary Proxy Statement
- o Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- o Definitive Proxy Statement
- o Definitive Additional Materials
- x Soliciting Material Pursuant to §240.14a-12

RCM TECHNOLOGIES, INC.  
(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

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Payment of Filing Fee (Check the appropriate box):

- o No fee required.
- o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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- o Fee paid previously with preliminary materials:
  - o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
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(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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On October 18, 2013, RCM Technologies, Inc., a Nevada corporation (“RCM” or the “Company”), filed a preliminary proxy statement (the “Preliminary Proxy Statement”) with the U.S. Securities and Exchange Commission (“SEC”) in connection with its solicitation of proxies to be used at RCM’s 2013 Annual Meeting of Stockholders and at any and all adjournments or postponements thereof (the “2013 Annual Meeting”).

Press Release Dated October 21, 2013

Attached hereto as Exhibit 1 is RCM’s press release, dated October 21, 2013, announcing that RCM’s Board of Directors (the “Board”) had unanimously voted to approve a number of significant corporate governance enhancements to strengthen the functioning of the Board and its ability to serve the long-term interests of stockholders. These enhancements, which are the results of a comprehensive process conducted by the Board, in conjunction with its Nominating and Corporate Governance Committee, to identify best practices in corporate governance and obtain input from stockholders as part of a continuing dialogue, included amendments to RCM’s Amended and Restated Bylaws to (i) declassify the Board so that, beginning with directors elected at the 2013 Annual Meeting, directors shall serve until the next annual meeting and until such directors’ successors have been elected and qualified, and (ii) adopt a majority vote standard (rather than the current plurality standard) for the election of directors in uncontested elections, retaining plurality voting for contested meetings of stockholders. Other corporate governance enhancements included the adoption of stock ownership guidelines for RCM’s directors and executive officers.

Additional Information and Where to Find It

RCM, its directors and certain of its executive officers and employees may be deemed to be participants in the solicitation of proxies from RCM’s stockholders in connection with the 2013 Annual Meeting. RCM has filed the Preliminary Proxy Statement and intends to file a definitive proxy statement with the SEC in connection with the solicitation of proxies for the 2013 Annual Meeting (the “2013 Proxy Statement”).

**STOCKHOLDERS ARE URGED TO READ THE PRELIMINARY PROXY STATEMENT AND THE 2013 PROXY STATEMENT (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS THERETO) AND ANY OTHER RELEVANT DOCUMENTS THAT RCM WILL FILE WITH THE SEC WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.** Additional information regarding the identity of these potential participants and their direct or indirect interests, by security holdings or otherwise, is or will be set forth in the Preliminary Proxy Statement and the 2013 Proxy Statement and other materials to be filed with the SEC in connection with the 2013 Annual Meeting. Such information can also be found in the following filings with the SEC:

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- RCM's Annual Report on Form 10-K for the fiscal year ended December 29, 2012, filed with the SEC on February 21, 2013, as amended by Amendment No. 1 thereto, filed with the SEC on April 26, 2013;
- RCM's Quarterly Reports on Form 10-Q for the fiscal quarter ended March 30, 2013, filed with the SEC on May 10, 2013, and for the fiscal quarter ended June 29, 2013, filed with the SEC on August 8, 2013;
- RCM's Current Reports on Form 8-K filed with the SEC on January 31, 2013, March 12, 2013, May 29, 2013, October 1, 2013 and October 21, 2013;
- RCM's preliminary proxy statement for the 2013 Annual Meeting of Stockholders, filed with the SEC on October 18, 2013; and
- RCM's definitive proxy statement for the 2012 Annual Meeting of Stockholders, filed with the SEC on April 27, 2012.

To the extent holdings of RCM's securities have changed since the amounts shown in the definitive proxy statement for the 2012 Annual Meeting of Stockholders, such changes have been or will be reflected on Statements of Change in Ownership on Form 4 filed with the SEC.

Stockholders will be able to obtain, free of charge, copies of the 2013 Proxy Statement and any other documents filed by RCM with the SEC in connection with the 2013 Annual Meeting at the SEC's website ([www.sec.gov](http://www.sec.gov)), at RCM's website ([www.rcmt.com](http://www.rcmt.com)) or by writing to Mr. Kevin Miller, Chief Financial Officer, RCM Technologies, Inc., 2500 McClellan Avenue, Suite 350, Pennsauken, NJ 08109. In addition, copies of the proxy materials, when available, may be requested from RCM's proxy solicitor, MacKenzie Partners, Inc., 105 Madison Avenue, New York, NY 10016 or toll-free at (800) 322-2885.