RCM TECHNOLOGIES INC
Form 10-K
February 27, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K

[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 28, 2013
OR
[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from .... to ....

Commission file number 1-10245

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

Nevada (State or Other Jurisdiction of Incorporation or Organization)	95-–1480559 (I.R.S. Employer Identification No.)
2500 McClellan Avenue, Suite 350, Pennsauken, New Jersey (Address of Principal Executive Offices)	08109-4613 (Zip Code)
Registrant's telephone number, including area code:	(856) 356-4500
Securities registered pursuant to Section 12(b) of the Act:	
Title of Each Class	Name of Each Exchange on Which Registered
Common Stock, par value $0.05 per share	The NASDAQ Stock Market LLC
Securities registered pursuant to Section 12(g) of the Act:	None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. YES [ ] NO [X]

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. YES [   ]   NO [X]

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES [X]   NO [   ]

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES [X]   NO [   ]

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [X]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. (See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act). (Check one):

Large Accelerated Filer	Accelerated Filer	Non-Accelerated Filer	Smaller Reporting Company
[ ]	[ ]	[ ] (Do not check if a smaller reporting company)	[X]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES [ ] NO [X]

The aggregate market value of the voting stock held by non-affiliates of the registrant was approximately $31.7 million based upon the closing price of $5.43 per share of the registrant’s common stock on June 28, 2013 on The NASDAQ Global Market. For purposes of making this calculation only, the registrant included all directors, executive officers and beneficial owners of more than 5% of the Common Stock of the Company as affiliates.

The number of shares of registrant’s common stock (par value $0.05 per share) outstanding as of February 26, 2014: 12,452,821.

Documents Incorporated by Reference

Portions of the definitive proxy statement for the registrant’s 2014 Annual Meeting of Stockholders (the “2014 Proxy Statement”) are incorporated by reference into Items 10, 11, 12, 13 and 14 in Part III of this Annual Report on Form 10-K. If the 2014 Proxy Statement is not filed by April 28, 2014 (the first business day following the day that is 120 days after the last day of the registrant’s 2013 fiscal year), an amendment to this annual report on Form 10-K setting forth this information will be duly filed with the Securities and Exchange Commission.

RCM TECHNOLOGIES, INC.

FORM 10-K

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PART I

Private Securities Litigation Reform Act Safe Harbor Statement

Certain statements included herein and in other reports and public filings made by RCM Technologies, Inc. (“RCM” or the “Company”) are forward-looking within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include, without limitation, statements regarding the adoption by businesses of new technology solutions; the use by businesses of outsourced solutions, such as those offered by the Company, in connection with such adoption; the Company’s strategic and business initiatives and growth strategies; and the outcome of litigation (at both the trial and appellate levels) involving the Company. Readers are cautioned that such forward-looking statements, as well as others made by the Company, which may be identified by words such as “may,” “will,” “expect,” “anticipate,” “continue,” “estimate,” “project,” “intend,” “believe,” and similar expressions, are only predictio are subject to risks and uncertainties that could cause the Company’s actual results and financial position to differ materially from such statements. Such risks and uncertainties include, without limitation: (i) unemployment and general economic conditions affecting the provision of engineering and information technology services and solutions and the placement of temporary staffing personnel; (ii) the Company’s ability to continue to attract, train and retain personnel qualified to meet the requirements of its clients; (iii) the Company’s ability to identify appropriate acquisition candidates, complete such acquisitions and successfully integrate acquired businesses; (iv) uncertainties regarding amounts of deferred consideration and earnout payments to become payable to former shareholders of acquired businesses; (v) the adverse effect a potential decrease in the trading price of the Company’s common stock would have upon the Company’s ability to acquire businesses through the issuance of its securities; (vi) the Company’s ability to obtain financing on satisfactory terms; (vii) the reliance of the Company upon the continued service of its executive officers; (viii) the Company’s ability to remain competitive in the markets that it serves; (ix) the Company’s ability to maintain its unemployment insurance premiums and workers compensation premiums; (x) the risk of claims being made against the Company associated with providing temporary staffing services; (xi) the Company’s ability to manage significant amounts of information and periodically expand and upgrade its information processing capabilities; (xii) the Company’s ability to remain in compliance with federal and state wage and hour laws and regulations; (xiii) uncertainties in predictions as to the future need for the Company’s services; (ix) uncertainties relating to the allocation of costs and expenses to each of the Company’s operating segments; (xv) the costs of conducting and the outcome of litigation involving the Company, and the applicability of insurance coverage with respect to any such litigation; (xvi) the results of, and costs relating to, interactions with shareholders of the Company who may pursue specific initiatives with respect to the Company’s governance and strategic direction; and (xvii) other economic, competitive and governmental factors affecting the Company’s operations, markets, products and services. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date made. Except as required by law, the Company undertakes no obligation to publicly release the results of any revision of these forward-looking statements to reflect these trends or circumstances after the date they are made or to reflect the occurrence of unanticipated events.

ITEM 1. BUSINESS

General

RCM Technologies, Inc. is a premier provider of business and technology solutions designed to enhance and maximize the operational performance of its customers through the adaptation and deployment of advanced engineering and information technology services. RCM is also a provider of specialty healthcare services to major health care institutions and educational facilities. RCM has been an innovative leader in the design, development, and delivery of these services to commercial and government sectors for 40 years. Over the years, the Company has developed and assembled an attractive, diverse and extensive portfolio of capabilities, service offerings and delivery options, established a proven record of performance and credibility, and built an efficient pricing structure. This combination offers clients a compelling value proposition with the potential to substantially accelerate the successful attainment of their business objectives.

RCM consists of three operating segments: Engineering, Information Technology and Specialty Health Care Services. RCM's Engineering segment provides engineering and design, engineering analysis, technical writing and technical support services, Engineer, Procure and Construction Management ("EPC") as well as Demand Side Management/Energy Conservation Services. The Company's Information Technology, or IT, segment provides enterprise business solutions, application services, infrastructure solutions, competitive advantage & productivity solutions, life sciences solutions and other selected vertical market specific offerings. The Company's Specialty Health Care Services segment provides the staffing of health care professionals, primarily therapists, nurses and care givers.

The Company services some of the largest national and international companies in North America as well as a lengthy roster of Fortune 1000 and mid-sized businesses in such industries as Aerospace/Defense, Energy, Financial Services, Life Sciences, Manufacturing & Distribution, the Public Sector and Technology. RCM believes it offers a range of solutions that fosters long-term client relationships, affords cross-selling opportunities, and minimizes the Company's dependence on any single technology or industry sector. RCM sells and delivers its services through a network of 26 offices in selected regions throughout North America.

The Company is a Nevada corporation organized in 1971. The address of its principal executive office is 2500 McClellan Avenue, Suite 350, Pennsauken, NJ 08109-4613.

During the fiscal year ended December 28, 2013, approximately 50.8% of RCM's total revenues were derived from Engineering services, 32.4% from IT services, and the remaining 16.8% from Specialty Health Care services.

Demand for the Company's services can be significantly impacted by changes in the general level of economic activity, particularly technology spending. During periods of reduced economic activity, such as the environment in the United States and the world in general that followed the economic dislocations that commenced in mid-2007, the Company may also be subject to increased pricing pressure in its markets due to reduced spending by clients and potential clients of the Company. Extended periods of weakness in the economy can have a material adverse impact on the Company's business and results of operations. Accordingly, the Company's operations were adversely impacted by the economic downturn that began in mid-2007, and while the Company believes the downturn and its impact on the Company have been somewhat alleviated, similar circumstances could arise in the future.

Industry Overview

Businesses today face intense competition, the challenge of constant technological change and the ongoing need for business process optimization. To address these issues and to compete more effectively, companies are continually evaluating the need for implementing innovative solutions to upgrade their systems, applications and processes. As a result, the ability of an organization to integrate and align advanced technologies with new business objectives is critical.

ITEM 1. BUSINESS (CONTINUED)

Industry Overview (Continued)

Although most companies recognize the importance of optimizing their systems, applications and processes to compete in today's challenging environment, the process of designing, developing and implementing business and technology solutions is becoming increasingly complex. The Company believes that many businesses are focused on return on investment analysis in prioritizing their initiatives. The Company believes that as a consequence, over the past few years, companies have elected to defer, redefine or cancel investments in new systems, software, and solutions and have focused on making extended and more effective use of previous technological investments.

On the other hand, the current economic environment challenges many companies to integrate and manage computing environments consisting of multiple computing platforms, operating systems, databases and networking protocols and off-the-shelf software applications to support business objectives. Companies also need to keep pace with new technology developments, which often rapidly render existing equipment and internal skills obsolete. At the same time, external economic factors have caused many organizations to focus on core competencies and trim workforces in the IT management area. Accordingly, these organizations often lack the quantity, quality and variety of IT skills necessary to design and support IT solutions. IT managers are charged with supporting increasingly complex systems and applications of significant strategic value, while working under budgetary, personnel and expertise constraints within their own organizations.

The Company's Engineering group continues to focus on areas of growth within the energy, aerospace and commercial building industries. In recent years, many businesses have been adversely impacted by oil prices and other energy-related costs and developments, and for that and various other reasons, there has been growing sentiment around the world for the development of alternative sources of energy, including a renewed interest in nuclear power.

The Company believes its target market for IT services is among middle-market companies, which typically lack the time and technical resources to satisfy all of their IT needs internally. These companies commonly require sophisticated, experienced IT assistance to achieve their business objectives and often rely on IT service providers to help implement and manage their systems. However, many middle-market companies rely on multiple providers for their IT needs. Generally, the Company believes that this reliance on multiple providers results from the fact that larger IT service providers do not target these companies, while smaller IT service providers, which do target these companies, lack sufficient breadth of services or industry knowledge to satisfy all of these companies' needs. The Company believes this reliance on multiple service providers creates multiple relationships that are more difficult and less cost-effective to manage than a single relationship and can adversely influence the quality and compatibility of IT solutions. RCM is structured to provide middle-market companies a single source for their IT needs.

In the healthcare services industry, a shortage of nurses and other medical personnel in the United States has led to increases in business activity for health care service companies, including the Company's Specialty Healthcare Group. Due in part to an aging population and improved medical technology, the demand for selected health care professionals is expected to continue over the next several years.

Business Strategy

RCM is dedicated to providing solutions to meet its clients' business needs by delivering engineering and information technology services. The Company's objective is to be a recognized leader of specialized professional consulting services and solutions in major markets throughout North America. The Company adapts operating strategies to achieve this objective. The following is a discussion of the key elements of its growth and operating strategies:

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ITEM 1. BUSINESS (CONTINUED)

Growth Strategy

Promote Full Life Cycle Solution Capability
The Company promotes a full life cycle solution capability to its customers. The goal of the full life cycle solution strategy is to fully address a client's project implementation cycle at each stage of its development and deployment. This entails the Company working with its clients from the initial conceptualization of a project through its design and project execution, and extending into ongoing management and support of the delivered product. RCM's strategy is to build projects and solutions offerings selectively, utilizing its extensive resource base.

The Company believes that the effective execution of this strategy will generate improved margins on its existing resources. The completion of this service-offering continuum is intended to afford the Company the opportunity to strengthen long-term client relationships that will further contribute to a more predictable revenue stream.

In addition to a full life cycle solution offering, the Company continues to focus on transitioning into higher value oriented services in an effort to increase its margins on its various service lines and generate revenue that is more sustainable. The Company believes this transition is accomplished by pursuing additional vertical market specific solutions in conjunction or combination with longer-term based solutions, through expansion of its client relationships and by pursuing strategic alliances and partnerships.

Achieve Internal Growth
The Company continues to promote its internal growth strategies which we designed to better serve the Company's customers, generate higher revenue and achieve greater operating efficiencies. Business units are collaborating on penetrating and servicing accounts as sales teams are increasing their activity levels. This enables clients to be supported by specialists in their areas of need while RCM productivity increases.

RCM provides an orientation program in which sales managers and professionals receive relevant information about Company operations.

RCM has adopted an industry-centric approach to sales and marketing. This initiative contemplates that clients within the same industry sectors tend to have common business challenges. It therefore allows the Company to present and deliver enhanced value to those clients in the vertical markets in which RCM has assembled the greatest work experience. RCM's consultants continue to acquire project experience that offers differentiated awareness of the business challenges that clients in that industry are facing. This alignment also facilitates and creates additional cross-selling opportunities. The Company believes this strategy will lead to greater account penetration and enhanced client relationships.

Operational strategies contributing to RCM's internal productivity include the delineation of certain new solutions practice areas in markets where its clients had historically known the Company as a contract service provider. The formation of these practice areas should facilitate the flow of project opportunities and the delivery of project-based solutions.

Pursue Selective Strategic Acquisitions
The industry in which the Company operates continues to be highly fragmented, and the Company plans to continue to selectively assess opportunities to make strategic acquisitions as such opportunities are presented to the Company. The Company's acquisition strategy is designed to broaden the scope of services and technical competencies and grow its full life cycle solution capabilities. In considering acquisition opportunities, the Company focuses principally on

companies with (i) technologies or market segments RCM has targeted for strategic value enhancement, (ii) margins that are accretive to existing margins, (iii) experienced management personnel, (iv) substantial growth prospects and (v) sellers who desire to join the Company's management team. To retain and provide incentives for management of its acquired companies, the Company has generally structured a significant portion of the acquisition price in the form of multi-tiered consideration based on growth of operating profitability of the acquired company over a two to four year period.

ITEM 1. BUSINESS (CONTINUED)

Operating Strategy

Develop and Maintain Strong Customer Relationships
The Company seeks to develop and maintain strong interactive customer relationships by anticipating and focusing on its customers' needs. The Company emphasizes a relationship-oriented approach to business, rather than the transaction or assignment-oriented approach that the Company believes is used by many of its competitors. This industry-centric strategy is designed to allow RCM to expand further its relationships with clients in RCM's targeted sectors.

To develop close customer relationships, the Company's practice managers and/or sales people regularly meet with both existing and prospective clients to identify areas of need and help design solutions and identify the resources needed to execute their strategies. The Company's managers also maintain close communications with their customers during each project and on an ongoing basis after its completion. The Company believes that this relationship-oriented approach can result in greater customer satisfaction. Additionally, the Company believes that by collaborating with its customers in designing business solutions, it can generate new opportunities to cross-sell additional services that the Company has to offer. The Company focuses on providing customers with qualified individuals or teams of experts compatible with the business needs of its customers and makes a concerted effort to follow the progress of such relationships to ensure their continued success.

Attract and Retain Highly Qualified Consultants and Technical Resources
The Company believes it has been successful in attracting and retaining highly qualified consultants and contractors by (i) providing stimulating and challenging work assignments, (ii) offering competitive wages, (iii) effectively communicating with its candidates, (iv) providing selective training to maintain and upgrade skills and (v) aligning the needs of its customers with appropriately skilled personnel. The Company believes it has been successful in retaining these personnel due in part to its use of practice managers who are dedicated to maintaining contact with, and monitoring the satisfaction levels of, the Company's consultants and contractors while they are on assignment.

Centralize Administrative Functions
The Company continues to improve its operational efficiencies by integrating general and administrative functions at the corporate or regional level, and reducing or eliminating redundant functions formerly performed at smaller branch offices. This enables the Company to realize savings and synergies and to control and monitor its operations efficiently, as well as to quickly integrate new acquisitions. It also allows local branches to focus more on growing their local operations.

To accomplish this, the Company's financial reporting and accounting systems are centralized in the Company's operational headquarters in Parsippany, NJ. The systems have been configured to perform all back office functions, including payroll, project management, project cost accounting, billing, human resource administration and financial reporting and consolidation. The Company anticipates a comprehensive review of its financial reporting and accounting system platform in the fiscal year ending January 3, 2015. The Company may make changes to its financial reporting and accounting system, ranging from a complete upgrade or switch to another platform to enhancements to its current system. The Company estimates the costs may range from $0.5 million to $2.0 million.

ITEM 1. BUSINESS (CONTINUED)

Engineering

The Company's Engineering segment consists of four business units – Engineering Services and Projects, Power Systems Services USA and Power Systems Services Canada and Facilities Design and Construction. The Engineering Services and Projects unit includes Aerospace, Manufacturing and Industrial Engineering divisions. The Power Systems units focus primarily on the nuclear power, fossil fuel, transmission and distribution and electric utility industries.

RCM provides a full range of Engineering services including Engineering & Design, Engineering Analysis, Engineer-Procure-Construct, Configuration Management, Hardware/Software Validation & Verification, Quality Assurance, Technical Writing & Publications, Manufacturing Process Planning & Improvement, Reliability Centered Maintenance (RCM), Component & Equipment Testing and Risk Management Engineering. Engineering services are provided at the site of the client or, less frequently, at the Company's own facilities.

The Company believes that the deregulation of the utilities industry and the aging of nuclear power plants offer the Company an opportunity to capture a greater share of professional services and project management requirements of the utilities industry both in engineering services and through cross-selling of its information technology services. Heightened competition, deregulation and rapid technological advances are forcing the utilities industry to make fundamental changes in its business process. These pressures have compelled the utilities industry to focus on internal operations and maintenance activities and to increasingly outsource their design and engineering modification requirements. Additionally, the Company believes that competitive performance demands from deregulation should increase the importance of information technology to this industry. The Company believes that its expertise and strong relationships with certain customers within the utilities industry position the Company to be a leading provider of professional services to the utilities industry.

RCM provides a wide array of turnkey energy management services offering clients/customers opportunities for demand side management from concept to turnover. Deploying advanced metering infrastructure (AMI) systems is the catalyst and benchmarking tool necessary for today's cost effective, energy efficient and sustainable programs.

The Company provides its engineering services through a number of delivery methods. These include managed tasks and resources, complete project services, outsourcing, both on and off-site, and a full complement of resourcing alternatives.

As of December 28, 2013, the Company assigned approximately 730 engineering and technical employees and consultants to its customers.

Information Technology

The Company's IT segment is an integrated group of business units providing staff supplementation services and project solutions with physical locations in the U.S., Canada and Puerto Rico primarily supporting Financial, Technical, Manufacturing and Distribution applications. Areas of specialization in project solutions include:

- Enterprise Infrastructure Management
- Enterprise Integration
- Enterprise Supply Chain
- Enterprise Project Management

- Enterprise HR
- Life Sciences
- Assessment and Remediation of Federally Regulated Life Science Equipment and Processes

ITEM 1. BUSINESS (CONTINUED)

Information Technology (Continued)

The RCM Enterprise Business Solutions Group's core business mission is to continue its strategic transformation designed to focus the Company on developing proprietary customized solutions and methodologies by bundling software, systems, tools and services into integrated business and technology solutions. Invoices on projects whereby the Company sold its own proprietary software were not material for the fiscal year ended December 28, 2013.

RCM's sector knowledge coupled with technical and business process experience enable the Company to provide strategic planning, project execution and management and support services throughout the entire project life cycle. RCM has successfully completed multimillion-dollar projects in a variety of industry verticals using time-tested methodologies that manage strict budgets, timelines and quality metrics.

Among those IT services provided by RCM to its clients are:

- Enterprise Business Solutions
- Application Services
- Infrastructure Solutions
- Competitive Advantage & Productivity Solutions
- Life Sciences Solutions

The Company believes that its ability to deliver information technology solutions across a wide range of technical platforms provides an important competitive advantage. RCM ensures that its consultants have the expertise and skills needed to keep pace with rapidly evolving information technologies. The Company's strategy is to maintain expertise and acquire knowledge in multiple technologies so it can offer its clients non-biased technology solutions best suited to their business needs.

The Company provides its IT services through a number of flexible delivery methods. These include management consulting engagements, project management of client efforts, project implementation of client initiatives, outsourcing, both on and off site, and a full complement of resourcing alternatives.

As of December 28, 2013, the Company assigned approximately 450 information technology employees and consultants to its customers.

Specialty Health Care

The Company's Specialty Health Care Group specializes in long-term and short-term staffing as well as executive search and placement for the following fields: rehabilitation (physical therapists, occupational therapists and speech language pathologists), nursing, managed care, allied health care, health care management, medical office support and non-medical caregivers or companions. The specialty health care group provides services to hospitals, long-term care facilities, schools, sports medicine facilities and private practices. Services include in-patient, outpatient, sub-acute and acute care, multilingual speech pathology, rehabilitation, and geriatric, pediatric, and adult day care. Typical engagements either range from three to six months or are on a day-to-day shift basis.

As of December 28, 2013, the Company assigned approximately 390 specialty health care services personnel to its customers.

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ITEM 1. BUSINESS (CONTINUED)

Branch Offices

The Company's organization consists of 26 branch offices located in the United States, Canada and Puerto Rico. The locations and services of each of the branch offices are set forth in the table below.

LOCATION	NUMBER OF OFFICES	SERVICES PROVIDED(1)
USA		
California	2	HC
Connecticut	1	E
Florida	1	HC
Hawaii	1	HC
Maryland	1	IT
Massachusetts	1	IT
Michigan	3	IT, E
Minnesota	1	IT
New Jersey	3	IT, E
New Mexico	1	HC
New York	3	IT, E, HC
Oregon	1	IT
Pennsylvania	1	HC
Rhode Island	1	E
Wisconsin	1	E
	22	
CANADA	3	IT, E
PUERTO RICO	1	IT

(1) Services provided are abbreviated as follows:
E- Engineering
IT- Information Technology
HC- Specialty Health Care

Branch offices are primarily located in markets that the Company believes have strong growth prospects for Engineering and IT services. The Company's branches are operated in a decentralized, entrepreneurial manner with most branch offices operating as independent profit centers. The Company's branch managers are given significant autonomy in the daily operations of their respective offices and, with respect to such offices, are responsible for overall guidance and supervision, budgeting and forecasting, sales and marketing strategies, pricing, hiring and training. Branch managers are paid on a performance-based compensation system designed to motivate the managers to maximize growth and profitability.

ITEM 1. BUSINESS (CONTINUED)

Branch Offices (Continued)

The Company is domiciled in the United States and its segments operate in the United States, Canada and Puerto Rico. Revenues for the fiscal year ended December 28, 2013 and total assets by geographic area as of December 28, 2013 are as follows ($ in thousands):

	Revenues	Total Assets
United States	$130,589	$62,198
Canada	34,989	22,993
Puerto Rico	5,200	1,333
	$170,778	$86,524

The Company believes that substantial portions of the buying decisions made by users of the Company's services are made on a local or regional basis and that the Company's branch offices most often compete with local and regional providers. Since the Company's branch managers are in the best position to understand their local markets and customers often prefer local providers, the Company believes that a decentralized operating environment enhances operating performance and contributes to employee and customer satisfaction.

From its headquarters locations in New Jersey, the Company provides its branch offices with centralized administrative, marketing, finance, MIS, human resources and legal support. Centralized administrative functions minimize the administrative burdens on branch office managers and allow them to spend more time focusing on sales and marketing and practice development activities.

The Company's principal sales offices typically have one general manager, one sales manager, three to six sales people, several technical delivery or practice managers and several recruiters. The general managers report to regional vice presidents who are responsible for ensuring that performance goals are achieved. The Company's regional vice presidents meet frequently to discuss "best practices" and ways to increase the Company's cross selling of its professional services. The Company's practice managers meet periodically to strategize, maintain continuity, and identify developmental needs and cross-selling opportunities.

Sales and Marketing

Sales and marketing efforts are conducted at the local and national level through the Company's network of branch offices. Sales activities and productivity are tracked and rankings established and published. Sales between business units is recognized and financially encouraged. The Company emphasizes long-term personal relationships with customers that are developed through regular assessment of customer requirements and proactive monitoring of service performance. The Company's sales personnel make regular visits to existing and prospective customers. New customers are obtained through active sales programs and referrals. The Company encourages its employees to participate in national and regional trade associations, local chambers of commerce and other civic associations. The Company seeks to develop strategic partnering relationships with its customers by providing comprehensive solutions for all aspects of a customer's engineering, information technology and other professional services needs. The Company concentrates on providing carefully screened professionals with the appropriate skills in a timely manner and at competitive prices. The Company regularly monitors the quality of the services provided by its personnel and obtains feedback from its customers as to their satisfaction with the services provided.

The Company has elevated the importance of working with and developing its partner alliances with technology firms. Partner programs are in place with firms RCM has identified as strategically important to the completeness of the service offering of the Company. Relations have been established with firms such as ADP, IBM, Mercury, Microsoft, Oracle and QAD, among others. The partner programs may be managed either at a national level from RCM's corporate offices or at a regional level from its branch offices.

ITEM 1. BUSINESS (CONTINUED)

Sales and Marketing (Continued)

The Company's larger recognizable customers include 3M, AAR Corporation, ADP, Aramark, Aurora Flight Sciences Corporation, Bimbo Bakeries, USA, Bruce Power Limited Partnership ("Bruce Power"), Bruckner Supply Company, Con Edison, Covanta, Entergy, Exelon Nuclear, FlightSafety International, IBM, Johnson and Johnson, Lilly del Caribe, Microsoft, New York City Department of Education, New York Power Authority, Ontario Power Generation, Pfizer, Pragmatics, PSE&G, United Technologies Corporation, U.S. Department of the Treasury, Warner Chilcott and Zimmer Holdings, Inc. The Company serves Fortune 1000 companies and many middle market clients. The Company's relationships with these customers are typically formed at the customers' local or regional level and from time to time, when appropriate, at the corporate level for national accounts.

During the fiscal year ended December 28, 2013, Ontario Power Generation (the Company primarily services Ontario Power Generation as a subcontractor through Black and McDonald Limited) accounted for 18.6% of the Company's revenues and United Technologies Corporation accounted for 12.6% of the Company's revenues. No other customer accounted for 10% or more of the Company's revenues in that period. The Company's five, ten and twenty largest customers accounted for approximately 45.2%, 56.5% and 65.6%, respectively, of the Company's revenues for the fiscal year ended December 28, 2013.

Recruiting and Training

The Company devotes a significant amount of time and resources, primarily at the branch level, to locating, training and retaining its professional personnel. Full-time recruiters utilize the Company's proprietary databases of available personnel, which are cross-indexed by competency and skill to match potential candidates with the specific project requirements of the customer. The qualified personnel in the databases are identified through numerous channels, including networking, referrals, trade shows, job fairs, schools, newspaper and trade journal advertising, Internet recruiting services and the Company's website.

The Company believes that a significant element of the Company's success in retaining qualified consultants and contract personnel is the Company's use of consultant relationship managers and technical practice managers. Consultant relationship managers are qualified Company personnel dedicated to maintaining on-site contact with, and monitoring the satisfaction levels of, the Company's consultants and contract personnel while they are on assignment. Practice managers are consulting managers responsible for the technical development and career development of the Company's technical personnel within the defined practice areas. The Company provides technical training and skills development through vendor-sponsored courses, computer-based training tools and on the job mentoring programs.

Information Systems

RCM has continued to engage in strategic initiatives to improve upon its ability to secure data, deliver services and improve on its communication infrastructure.

RCM has partnered with vendors like AT&T, Microsoft, Cisco, SAP, ADP and DELL to deploy their business solutions internally. All perimeter devices have been standardized on Cisco hardware; internal devices (servers, desktops, laptops, printers, etc.) are DELL based; with AT&T communication lines throughout the enterprise, facilitating centralized management and support of the network.

RCM has upgraded its perimeter network and WAN architecture throughout the U.S. and Canada, to a secure centralized model on Private Network Transport (PNT /AVPN) AT&T circuits, utilizing Multiple Packet Label Switching (MPLS) transport protocol. The hub datacenter at its operational headquarters has been outfitted with redundant fiber circuits from AT&T and Optimum Lightpath utilizing Border gateway Protocol (BGP) for automatic failover. Redundant firewalls, routers and switching architecture protects against hardware failure. Access to the network is only allowed via SSL or IPSec 3DES protocols.

ITEM 1. BUSINESS (CONTINUED)

Information Systems (Continued)

The move to service oriented architecture facilitated the implementation of the Cisco Voice over IP (VOIP) solution which is currently deployed throughout RCM's offices. This enterprise solution, based on Cisco Call Manager, Unity voicemail, Mobility Manager, Meeting Place, Fax Server and Video Presence has effectively unified all RCM offices in the U.S. and Canada. Benefits include four digit extension calls between RCM offices, email and voicemail unification, soft and mobile phone integration, video and web conferencing, central and email enabled faxing.

RCM's messaging architecture is currently based on the Microsoft Exchange 2007 and Cisco Unity platform. The current mail system is comprised of redundant mail routing servers and clustered mailbox servers attached to a Storage Area Network (SAN) This messaging platform has the current capacity of six Terabytes (TB), with the capability of scaling to 18 Terabytes (TB). In addition to mail storage being sized for VOIP integration, web access to the mail server is only allowed via secure HTTPs protocol. Augmenting the messaging architecture is a mail archiving solution by GFI to accommodate disaster recovery, compliance and litigation requirements. RCM anticipates it will upgrade to Microsoft Exchange 2013, currently in pilot phase, in order to capitalize on the increased flexibility and high availability features. Windows Server 2012 cloud, virtualization and cross-premises capabilities are currently being evaluated to provide the best platform for the new exchange messaging environment. Deployment to the production environment is scheduled for some time in fiscal 2014.

The Company has upgraded the ERP hardware, Application and Operating system, to accommodate its growing needs. The branch offices of the Company are networked to the corporate offices via private circuits, which enable the ERP application to be accessed securely at all operational locations. The ERP system supports Company-wide operations such as payroll, billing, human resources, project systems, accounts receivable, accounts payable, all general ledger accounting, budgeting and consolidation reporting functionality. The Company, as part of its business process reengineering, migrated payroll processing and HR benefits to ADP, and is continuing to evaluate other aspects of its ERP landscape to promote efficiencies, and determine the best fit for the organization. A decision regarding the future path of the ERP environment is expected in the fiscal year ending January 3, 2015.

The Company also has Autotime and TES, automated time and attendance systems, which augments the SAP ERP application by catering to the needs of its diverse business offerings and distributed workforce. The applications are housed in a three-tiered DELL server architecture, and are currently servicing Canadian and U.S. offices.

The Company's internet presence is an integral part of its strategic initiative to improve visibility and contextualize its business offerings. The company's website has been revised, making the site more interactive, with improved web analytics. The site also utilizes Search Engine Optimization which allows for an enhanced user experience.

The Company is utilizing JobDiva, an application service provider (ASP) solution for sourcing candidates and fulfilling client requirements. The integrated solution allows RCM to track all client requirements on an enterprise level. JobDiva permits RCM recruiters to search multiple sources (e.g. job boards) to identify and match suitable candidates for an opportunity or need. JobDiva allows RCM to build and maintain a proprietary database of prequalified candidates, thereby enhancing our ability to respond quickly to client demands. Furthermore, the solution increases visibility internally to sales personnel and the management team to manage client priorities not only on a localized, but a national basis. Customized reporting and query capabilities allow RCM management to monitor personnel performance and client responsiveness. All data and information is accessible via a web portal.

In the interest of consolidation and being green, RCM is currently deploying virtualization technology from VMware and Microsoft. The server footprint at the primary datacenter in Parsippany, NJ has been reduced by 60% without compromising systems integrity or redundancy. Implementation of V-motion, fault tolerance, high availability and centralized management are an integral part of this solution. Green initiatives include partnerships with vendors for the recycling of used printers, toners, servers, desktops and mobile devices.

ITEM 1. BUSINESS (CONTINUED)

Other Information

Safeguards - Business, Disaster and Contingency Planning
RCM has implemented a number of safeguards to protect the Company from various system-related risks including a warm data center disaster recovery site, redundant telecommunications and server systems architecture, multi-tiered server and desktop backup infrastructure, and data center physical and environmental controls. In addition, RCM has developed disaster recovery / business continuity procedures for all offices.

Given the significant amount of data generated in the Company's key processes including recruiting, sales, payroll and customer invoicing, RCM has established redundant procedures, functioning on a daily basis, within the Company's primary data center. This redundancy should mitigate the risks related to hardware, application and data loss by utilizing the concept of live differential backups of servers and desktops to Storage Area Network (SAN) devices on its backup LAN, culminating in offsite tape storage at an independent facility. Besides the local tape backup rotation of branch office systems, data is also replicated to SAN devices in Parsippany to achieve business continuity. Controls within the data center environment ensure that all systems are proactively monitored and data is properly archived.

Additionally, RCM has contracted and brokered strategic relationships with third-party vendors to meet its recovery objectives in the event of a system disruption. For example, comprehensive service level agreements provided by AT&T and Cisco for RCM's data circuits and network devices guarantee minimal outages as well as network redundancy and scalability. The Disaster Recovery site, located at the corporate office in Pennsauken, NJ, provides WAN, ERP, VOIP, file, application and messaging services should the primary data center facility at Parsippany become inoperable.

The Company's ability to protect its data assets against damage from fire, power loss, telecommunications failures, and facility violations is critical. To address potential cyber security threats, the Company uses Websense mail management service to filter all emails destined for the RCMT domain before being delivered to the corporate mail servers. Websense, web filtering has also been deployed to safeguard the enterprise from malicious internet content. The deployment of Microsoft Forefront / WSUS virus, spam, and patch management controls extends from the perimeter network to all desktops and is centrally monitored and managed. In addition to the virus and malware controls, an Intrusion Protection System (IPS) monitors and alerts on changes in network traffic patterns as well as known hostile signatures.

The Company maintains a disaster recovery plan that outlines the recovery time / point objectives (RTO / RPO), organization structure, roles and procedures, including site addendum disaster plans for all of its key operating offices. Corporate IT personnel regulate the maintenance and integrity of backed-up data throughout the Company.

Competition

The market for engineering and IT services is highly competitive and is subject to rapid change. As the market demand has shifted, many software companies have adopted tactics to pursue services and consulting offerings making them direct competitors when in the past they may have been alliance partners. Primary competitors include participants from a variety of market segments, including publicly and privately held firms, systems consulting and implementation firms, application software firms, service groups of computer equipment companies, facilities management companies, general management consulting firms and staffing companies. In addition, the Company competes with its clients' internal resources, particularly where these resources represent a fixed cost to the client. Such competition may impose additional pricing pressures on the Company.

The Company believes its principal competitive advantages in the engineering and IT services market include: strong relationships with existing clients, a long-term track record with over 1,000 clients, a broad range of services, technical expertise, knowledge and experience in multiple industry sectors, quality and flexibility of service, responsiveness to client needs and speed in delivering IT solutions.

ITEM 1. BUSINESS (CONTINUED)

Competition (Continued)

Additionally, the Company competes for suitable acquisition candidates based on its differentiated acquisition model, its entrepreneurial and decentralized operating philosophy, and its strong corporate-level support and resources.

Seasonality

The Company's operating results can be affected by the seasonal fluctuations in client expenditures. Expenditures in the Engineering and Information Technology segments can be negatively impacted during the first quarter of the year when clients are finalizing their budgets. Quarterly results generally fluctuate depending on, among other things, the number of billing days in a quarter and the seasonality of clients' businesses. The business is also affected by the timing of holidays and seasonal vacation patterns, generally resulting in lower revenues and gross profit in the fourth quarter of each year, not considering any non-seasonal impact. Extreme weather conditions may also affect demand in the first and fourth quarters of the year as certain clients' facilities are located in geographic areas subject to closure or reduced hours due to inclement weather. The Company generally experiences an increase in its cost of sales and a corresponding decrease in gross profit and gross margin percentage in the first and second fiscal quarters of each year as a result of resetting certain state and federal employment tax rates and related salary limitations. Also, the Company's Specialty Health Care segment typically experiences a significant decline in revenues due to the substantial closure of one of its largest customers, the New York City Department of Education, and other educational institution clients during the third quarter due to their summer recess.

Government Regulations

The Company is a consulting firm and employment service provider and is generally subject to one or more of the following types of government regulation: (1) regulation of the employer/employee relationship between a firm and its employees, including tax withholding or reporting, social security or retirement, benefits, workplace compliance, wage and hour, anti-discrimination, immigration and workers' compensation; (2) registration, licensing, record keeping and reporting requirements; and (3) federal contractor compliance. The Company believes it is in material compliance with all employee related statutes.

Intellectual Property

Management believes the RCM Technologies, Inc. name is extremely valuable and important to its business. The Company endeavors to protect its intellectual property rights and maintain certain trademarks, trade names, service marks and other intellectual property rights, including The Source of Smart Solutions®. The Company is not currently aware of any infringing uses or other conditions that would be reasonably likely to materially and adversely affect the Company's use of its proprietary rights.

Employees

As of December 28, 2013, the Company employed an administrative, sales, recruiting and management staff of approximately 185 people, including licensed engineers and certified IT specialists who, from time to time, participate in engineering design and IT projects undertaken by the Company. As of December 28, 2013, there were approximately 730 engineering and technical and 450 information technology employees and consultants assigned by the Company to work on client projects for various periods and there were approximately 390 specialty health care services employees assigned to clients. None of the Company's employees are represented by a collective bargaining agreement. The Company considers its relationship with its employees to be good.

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ITEM 1. BUSINESS (CONTINUED)

Access to Company Information

RCM electronically files its annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and all amendments to those reports with the Securities and Exchange Commission (“SEC”). The public may read and copy any of the reports that are filed with the SEC at the SEC’s Public Reference Room at 100 F Street, NE, Washington, DC 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC maintains an Internet site (http://www.sec.gov) that contains reports, proxies, information statements, and other information regarding issuers that file electronically.

RCM makes available on its website or by responding free of charge to requests addressed to the Company’s Corporate Secretary, its annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and all amendments to those reports filed by the Company with the SEC pursuant to Sections 13(a) and 15(d) of the Securities Exchange Act of 1934, as amended. These reports are available as soon as reasonably practicable after such material is electronically filed with or furnished to the Securities and Exchange Commission. The Company’s website is http://www.rcmt.com. The information contained on the Company’s website, or on other websites linked to the Company’s website, is not part of this document. Reference herein to the Company’s website is an inactive text reference only.

RCM has adopted a Code of Conduct applicable to all of its directors, officers and employees. In addition, the Company has adopted a Code of Ethics, within the meaning of applicable SEC rules, applicable to its Chief Executive Officer, Chief Financial Officer and Controller. Both the Code of Conduct and Code of Ethics are available, free of charge, by sending a written request to the Company’s Corporate Secretary. If the Company makes any amendments to either of these Codes (other than technical, administrative, or other non-substantive amendments), or waives (explicitly or implicitly) any provision of the Code of Ethics to the benefit of its Chief Executive Officer, Chief Financial Officer or Controller, it intends to disclose the nature of the amendment or waiver, its effective date and to whom it applies in the investor relations portion of the website, or in a report on Form 8-K filed with the SEC.

ITEM 1A. RISK FACTORS

The Company's business involves a number of risks, some of which are beyond its control. The risk and uncertainties described below are not the only ones the Company faces. Set forth below is a discussion of the risks and uncertainties that management believes to be material to the Company.

Economic Trends

The global economic crisis that began in mid-2007 created conditions such as a general tightening in the credit markets, lower levels of liquidity, increases in the rates of default and bankruptcy, and volatility in credit, equity and fixed income markets. Though these conditions may have been somewhat alleviated, they still continue in certain respects or could return or intensify in others. Any or all of these developments could negatively affect the Company's business, operating results or financial condition in a number of ways. For example, current or potential customers may be unable to fund capital spending programs, new product launches of other similar endeavors whereby they might procure services from the Company, and therefore delay, decrease or cancel purchases of services or not pay or delay paying for previously purchased services. In addition, these conditions may cause the Company to incur increased expenses or make it more difficult either to utilize existing debt capacity or otherwise obtain financing for operations, investing activities (including the financing of any future acquisitions), or financing activities, all of which could adversely affect the Company's business, financial condition and results of operations.

Government Regulations

Staffing firms and employment service providers are generally subject to one or more of the following types of government regulation: (1) regulation of the employer/employee relationship between a firm and its employees, including tax withholding or reporting, social security or retirement, benefits, workplace compliance, wage and hour, anti-discrimination, immigration and workers' compensation; (2) registration, licensing, record keeping and reporting requirements; and (3) federal contractor compliance. Failure to comply with these regulations could result in the Company incurring penalties and other liabilities, monetary and otherwise.

Highly Competitive Business

The staffing services and outsourcing markets are highly competitive and have limited barriers to entry. RCM competes in global, national, regional, and local markets with numerous temporary staffing and permanent placement companies. Price competition in the staffing industry is significant and pricing pressures from competitors and customers are increasing. In addition, there is increasing pressure on companies to outsource certain areas of their business to low cost offshore outsourcing firms. RCM expects that the level of competition will remain high in the future, which could limit RCM's ability to maintain or increase its market share or profitability. Our inability to compete successfully with our competitors could adversely affect the Company's business, financial condition and results of operations.

Seasonality of Business

As described in "Item 1. Business," our operating results are subject to seasonal fluctuations, with reduced demand often occurring during first quarter of the year when clients are finalizing their engineering and IT budgets, and also during periods in which there are a substantial amount of holidays and season vacations. In particular, one of the largest customers in our Specialty Health Care group, the New York City Department of Education, significantly reduces activity during the third quarter, when schools are closed for summer recess. Our operating results for any given period may fluctuate as a result of the timing of holidays, vacations and other events, and if we were to experience unfavorable performance during periods in which we would otherwise expect to have high seasonal demand, we may have limited ability to make up for such performance during periods of seasonally lower demand.

ITEM 1A. RISK FACTORS (CONTINUED)

Future Proxy Contests

Stockholders of the Company may from time to time engage in proxy solicitations, advance stockholder proposals or otherwise attempt to effect changes or acquire control over the Company. Campaigns by stockholders to effect changes at publicly-traded companies are sometimes led by investors seeking to increase short-term stockholder value by advocating corporate actions such as financial restructuring, increased borrowing, special dividends, stock repurchases or even sales of assets or the entire company.

We recently engaged in a proxy contest with a group of our stockholders, which culminated at our annual stockholders meeting held in December 2013. We have since entered into a settlement agreement with the stockholder group. If we become engaged in a proxy contest with that stockholder group or another activist stockholder in the future, our business could be adversely affected because:

- responding to proxy contests and other actions by activist stockholders can disrupt our operations, be costly and time-consuming, and divert the attention of our Board and senior management from the pursuit of business strategies, which could adversely affect the Company's results of operations and financial condition;
- perceived uncertainties as to our future direction as a result of changes to composition of our Board may lead to the perception of a change in the direction of the business, instability or lack of continuity which may be exploited by our competitors, cause concern to our current or potential clients, may result in the loss of potential business opportunities and make it more difficult to attract and retain qualified personnel and business partners;
- if individuals are elected to our Board with a specific agenda, it may adversely affect our ability to effectively implement our business strategy and create additional value for our stockholders; and
- a consequence of a proxy contest could be that it eventually results in a “change in control” of the Company as such event is defined in the various agreements between the Company and certain key members of management which could entitle such members to terminate their employment with the Company and receive severance payments which, if incurred, may materially impact the financial condition of the Company.

Events Affecting Significant Customers

As disclosed in “Item 1. Business,” the Company’s five, ten and twenty largest customers accounted for approximately 45.2%, 56.5% and 65.6%, respectively, of revenues for the fiscal year ended December 28, 2013. During the fiscal year ended December 28, 2013, Ontario Power Group (the Company primarily services Ontario Power Generation as a subcontractor through Black and McDonald Limited) and United Technologies Corporation accounted for 18.6% and 12.6% of the Company’s revenues, respectively. The Company’s customers may be affected by the current state of the economy or developments in the credit markets or may engage in mergers or similar transactions. In addition, customers may choose to reduce the business they do with RCM for other reasons or no reason. Should any significant customers experience a downturn in their business that weakens their financial condition or merge with another company or otherwise cease independent operation, or limit their relationship with us, it is possible that the business that the customer does with the Company would be reduced or eliminated, which could adversely affect the Company’s business, financial condition and results of operations.

ITEM 1A. RISK FACTORS (CONTINUED)

Safety Concerns Regarding Nuclear Power Plants; Limitations on Insurance

Especially in light of the Fukushima Daiichi nuclear plant malfunction that occurred in March 2011, new and existing concerns are being expressed in public forums about the safety of nuclear generating units and nuclear fuel. Among other things, these concerns have led to, and are expected to continue to lead to, various proposals to regulators and governing bodies in some localities where nuclear facilities are located for legislative and regulatory changes that could lead to the shut-down of nuclear units, denial of license renewal applications, municipalization of nuclear units, restrictions on nuclear units or other adverse effects on owning and operating nuclear generating units. Should these concerns or proposals lead to a diminishment of or reduced growth in the nuclear power industry, the Company's Engineering segment, which has a focus on the nuclear power industry, could be harmed, and the Company's business, financial condition and results of operations could be materially adversely affected.

In addition, our liability insurance does not cover accidents occurring at nuclear power facilities. Should we be found to be responsible for such an event, we may not be able to cover relating damages, and our business would be adversely affected.

Subcontractors, Transit Accounts Receivable and Transit Accounts Payables Related to Construction Management Contracts

The Company's Engineering segment has entered into arrangements to provide construction management and engineering services to customers under which arrangements the Company then engages subcontractors to provide the construction services. Ultimately, as a primary contractor, the Company is responsible for the nonperformance or negligence of its subcontractors, whom the Company requires to be adequately insured and to issue performance bonds for their assignment. Should a subcontractor not perform or act negligently and should there be inadequate insurance or performance bonds in place, the Company might not be able to mitigate its primary liability to the customer, and the Company's business, financial condition and results of operations could be materially adversely affected. In addition, while payments to subcontractors typically are due from the Company only after the Company receives payment from the ultimate customer, the Company faces the risk that, should a customer not pay the Company, or should a subcontractor demand payment from the Company prior to the Company's receipt of payment from its customer, the Company's business, financial condition and results of operations could be materially adversely affected.

Dependence Upon Personnel

The Company's operations depend on the continued efforts of its officers and other executive management. The loss of key officers and members of executive management may cause a significant disruption to the Company's business.We have recently experienced management changes, with our former President and Chief Executive Officer announcing his retirement effective February 28, 2014. His retirement could have an adverse impact on our customer and employee relationships. We have named a new President and Chief Executive Officer who has a long history with our Company, but his transition to the role may be slower or more difficult than we anticipate.

RCM also depends on the performance and productivity of its local managers and field personnel. The Company's ability to attract and retain new business is significantly affected by local relationships and the quality of service rendered. The loss of key managers and field personnel may also jeopardize existing client relationships with businesses that continue to use the Company's services based upon past relationships with local managers and field personnel. In order to fulfill the requirements of the Company's customers, the Company must be able to recruit and retain appropriate personnel for client assignments.

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ITEM 1A. RISK FACTORS (CONTINUED)

Revolving Credit Facility and Liquidity

If the Company were unable to borrow under its Revolving Credit Facility (see "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Liquidity and Capital Resources – Financing Activities"), it may adversely affect liquidity, results of operations and financial condition. The Company's liquidity depends on its ability to generate sufficient cash flows from operations and, from time to time, borrowings under the Revolving Credit Facility with the Company's agent lender Citizens Bank of Pennsylvania. The Company believes that Citizens Bank is liquid and is not aware of any current risk that they will become illiquid. At December 28, 2013, the Company had no outstanding borrowings under the Revolving Credit Facility and $0.8 million outstanding under letters of credit.

The Revolving Credit Facility contains various financial and non-financial covenants. At December 28, 2013, the Company was in compliance with the covenants and other provisions of the Credit Facility. Any failure to be in compliance could have a material adverse effect on liquidity, results of operations and financial condition.

Workers' Compensation and Employee Medical Insurance

The Company self-insures a portion of the exposure for losses related to workers' compensation and employees' medical insurance. The Company has established reserves for workers' compensation and employee medical insurance claims based on historical loss statistics and periodic independent actuarial valuations. Significant differences in actual experience or significant changes in assumptions may materially affect the Company's future financial results.

Improper Activities of Temporary Professionals Could Result in Damage to Business Reputation, Discontinuation of Client Relationships and Exposure to Liability

The Company may be subject to claims by clients related to errors and omissions, misuse of proprietary information, discrimination and harassment, theft and other criminal activity, malpractice, and other claims stemming from the improper activities or alleged activities of temporary professionals. There can be no assurance that current liability insurance coverage will be adequate or will continue to be available in sufficient amounts to cover damages or other costs associated with such claims.

Claims raised by clients stemming from the improper actions of temporary professionals, even if without merit, could cause the Company to incur significant expense associated with rework costs or other damages related to such claims. Furthermore, such claims by clients could damage the Company's business reputation and result in the discontinuation of client relationships.

Acquisitions May Not Succeed

The Company reviews prospective acquisitions as an element of its growth strategy. The failure of any acquisition to meet the Company's expectations, whether due to a failure to successfully integrate any future acquisition or otherwise, may result in damage to the Company's financial performance and/or divert management's attention from its core operations or could negatively affect the Company's ability to meet the needs of its customers promptly.

International Operations

The Company operates its business in Canada and, to a less significant extent, in Puerto Rico. For the fiscal year ended December 28, 2013, approximately 23.5% of the Company's revenues were generated outside the United States. There are certain risks inherent in conducting business internationally including: the imposition of trade barriers, foreign exchange restrictions, longer payment cycles, greater difficulties in accounts receivables collection, difficulties in complying with a variety of foreign laws, changes in legal or regulatory requirements, difficulties in staffing and managing foreign operations, political instability and potentially adverse tax consequences. To the extent the Company experiences these risks, the business and results of operations could be adversely affected.

ITEM 1A. RISK FACTORS (CONTINUED)

Foreign Currency Fluctuations and Changes in Exchange Rates

The Company is exposed to risks associated with foreign currency fluctuations and changes in exchange rates. RCM's exposure to foreign currency fluctuations relates to operations in Canada, principally conducted through its Canadian subsidiary. Exchange rate fluctuations affect the U.S. dollar value of reported earnings derived from the Canadian operations as well as the carrying value of the Company's investment in the net assets related to these operations. The Company does not engage in hedging activities with respect to foreign operations.

Trademarks

Management believes the RCM Technologies, Inc. name is extremely valuable and important to its business. The Company endeavors to protect its intellectual property rights and maintain certain trademarks, trade names, service marks and other intellectual property rights, including The Source of Smart Solutions®. The Company is not currently aware of any infringing uses or other conditions that would be reasonably likely to materially and adversely affect the Company's use of its proprietary rights. The Company's success depends on its ability to successfully obtain and maintain, and prevent misappropriation or infringement of, its intellectual property, maintain trade secret protection, and conduct operations without violating or infringing on the intellectual property rights of third parties. Intellectual property litigation is expensive and time-consuming, and it is often difficult, if not impossible, to predict the outcome of such litigation. If the Company is involved in an intellectual property litigation, its business, financial condition and results of operations could be materially adversely affected.

Data Center Capacity and Telecommunication Links

Uninterruptible Power Supply (UPS), card key access, fire suppression, and environmental control systems protect RCM's datacenter. All systems are monitored on a 24/7 basis with alerting capabilities via voice or email. The telecommunications architecture at RCM utilizes managed private circuits from AT&T, which encompasses provisioning redundancy and diversity.

The Company's ability to protect its data center against damage from fire, power loss, telecommunications failure and other disasters is critical to business operations. In order to provide many of its services, RCM must be able to store, retrieve, process and manage large databases and periodically expand and upgrade its capabilities. Any damage to the Company's data centers or any failure of the Company's telecommunication links that interrupts its operations or results in an inadvertent loss of data could adversely affect the Company's ability to meet its customers' needs and their confidence in utilizing the Company for future services.

RCM's ability to protect its data, provide services and safeguard its installations, as it relates to the IT infrastructure, is in part dependent on several outside vendors with whom the Company maintains service level agreements.

Litigation

The Company is currently, and may in the future become, involved in legal proceedings and claims arising from time to time in the course of its business. An adverse outcome in any such litigation could have an adverse impact on the consolidated financial position, consolidated results of operations and cash flows of the Company.

ITEM 1B. UNRESOLVED STAFF COMMENTS

Not applicable.

ITEM 2. PROPERTIES

The Company provides specialty professional consulting services, principally performed at various client locations, through 26 administrative and sales offices located in the United States, Puerto Rico and Canada. The majority of the Company's offices typically consist of 1,000 to 15,000 square feet and are typically leased by the Company for terms of one to three years. Offices in larger or smaller markets may vary in size from the typical office. The Company does not expect that it will be difficult to maintain or find suitable lease space at reasonable rates in its markets or in areas where the Company contemplates expansion.

The Company's executive office is located at 2500 McClellan Avenue, Suite 350, Pennsauken, New Jersey 08109-4613. These premises consist of approximately 11,200 square feet and are leased at a rate of approximately $14.50 per square foot per annum for a term ending on June 30, 2020.

The Company's operational office is located at 20 Waterview Boulevard, 4th Floor, Parsippany, NJ 07054-1271. These premises consist of approximately 16,000 square feet and are leased at a rate of approximately $21.00 per square foot per annum for a term ending on October 31, 2018.

ITEM 3. LEGAL PROCEEDINGS

Included in the Company's accounts payable and accrued expenses is a provision for losses from legal matters aggregating approximately $0.2 million as of December 28, 2013. Asserted claims in these matters seek approximately $10.7 million in damages as of December 28, 2013.

The Company is also subject to other pending legal proceedings and claims that arise from time to time in the ordinary course of its business, which may not be covered by insurance.

See further discussion of Legal Proceedings in Note 16 (Contingencies) to the consolidated financial statements included in Item 8 of this Report.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Shares of the Company's common stock are traded on The NASDAQ Global Market under the Symbol "RCMT." The following table sets forth approximate high and low sales prices for the two years in the period ended December 28, 2013 as reported by The NASDAQ Global Market:

		Common Stock	
Fiscal Year Ended December 29, 2012		High	Low
	First Quarter	$5.88	$5.06
	Second Quarter	$6.16	$4.89
	Third Quarter	$5.75	$5.23
	Fourth Quarter	$6.72	$5.05
Fiscal Year Ended December 28, 2013			
	First Quarter	$6.31	$5.00
	Second Quarter	$6.29	$5.29
	Third Quarter	$6.10	$5.29
	Fourth Quarter	$6.98	$5.75

Holders

As of February 10, 2014, the approximate number of holders of record of the Company's Common Stock was 442. Based upon the requests for proxy information in connection with the Company's 2013 Annual Meeting of Stockholders, the Company believes the number of beneficial owners of its Common Stock is approximately 3,077.

Dividends

On December 27, 2012, the Company paid to stockholders of record on December 20, 2012 a one-time special cash dividend of $1.00 per share of common stock. Prior to fiscal 2012, the Company had never paid any dividend on the Common Stock. The Company also accrued $1.00 per share on 350,000 unvested restricted stock units. The restricted stock units contain a dividend equivalent provision entitling holders to dividends paid between the restricted stock grant date and ultimate share distribution date. The accrued dividend will be paid when the restricted stock units vest in November 2015, while dividends on forfeited restricted stock units will also be forfeited.

Approximately 14.5% of the one-time special cash dividend was treated as an ordinary taxable dividend and the approximate balance of 85.5% was treated as a return of capital to the extent of the recipient's tax basis, or a capital gain thereafter.

The Company's Board of Directors believes that retaining earnings to finance the development and expansion of the Company's business is in the best interest of RCM and its shareholders and any future payment of dividends will depend upon, among other things, the Company's earnings, financial condition, capital requirements, level of indebtedness, contractual restrictions, and other factors that the Board of Directors deems relevant. The Revolving Credit Facility (as discussed in Item 7 hereof) prohibits the payment of any dividends or distributions on account of the Company's capital stock without the prior consent of the majority of the Company's lenders. Such consent was received prior to the December 27, 2012 distribution.

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES (CONTINUED)

Stock Repurchase by Issuer

No repurchases of common stock were made by the Company from September 28, 2013 through December 28, 2013. For more information regarding the Company's common stock repurchase program see Note 12 (Treasury Stock Transactions) in the consolidated financial statements included in Item 8 of this report.

ITEM 6. SELECTED FINANCIAL DATA

Not required.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Overview

RCM participates in a market that is cyclical in nature and sensitive to economic changes. As a result, the impact of economic changes on revenues and operations can be substantial, resulting in significant volatility in the Company's financial performance.

The Company experienced an increase in revenues during the fiscal year ended December 28, 2013 as compared to the comparable prior year period. The Company experienced revenue growth of 30.2%, 5.9% and 6.5% in its Engineering, Information Technology and Specialty Health Care segments, respectively. The Company is cautiously optimistic that overall results for fiscal 2014 should improve as compared to fiscal 2013.

The Company believes it has developed and assembled an attractive portfolio of capabilities, established a proven record of performance and credibility and built an efficient pricing structure. The Company is committed to optimizing its business model as a single-source premier provider of business and technology solutions with a strong vertical focus offering an integrated suite of services through a global delivery platform.

The Company believes that most companies recognize the importance of advanced technologies and business processes to compete in today's business climate. However, the process of designing, developing and implementing business and technology solutions is becoming increasingly complex. The Company believes that many businesses today are focused on return on investment analysis in prioritizing their initiatives. This has had an adverse impact on spending by current and prospective clients for many emerging new solutions.

Nonetheless, the Company continues to believe that businesses must implement more advanced engineering and information technology solutions to upgrade their systems, applications and processes so that they can maximize their productivity and optimize their performance in order to maintain a competitive advantage. Although working under budgetary, personnel and expertise constraints, companies are driven to support increasingly complex systems, applications and processes of significant strategic value. This has given rise to a demand for outsourcing. The Company believes that its current and prospective clients are continuing to evaluate the potential for outsourcing business critical systems, applications and processes.

The Company provides project management and consulting services, which are billed based on either agreed-upon fixed fees or hourly rates, or a combination of both. The billing rates and profit margins for project management and solutions services are generally higher than those for professional consulting services. The Company generally endeavors to expand its sales of higher margin solutions and project management services. The Company also realizes revenues from client engagements that range from the placement of contract and temporary technical consultants to project assignments that entail the delivery of end-to-end solutions. These services are primarily provided to the client at hourly rates that are established for each of the Company's consultants based upon their skill level, experience and the type of work performed.

The majority of the Company's services are provided under purchase orders. Contracts are utilized on certain of the more complex assignments where the engagements are for longer terms or where precise documentation on the nature and scope of the assignment is necessary. Although contracts normally relate to longer-term and more complex engagements, they do not obligate the customer to purchase a minimum level of services and are generally terminable by the customer on 60 to 90 days' notice. The Company, from time to time, enters into contracts requiring the completion of specific deliverables. Typically these contracts are for less than one year. The Company recognizes revenue on these deliverables at the time the client accepts and approves the deliverables.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

Overview (Continued)

Costs of services consist primarily of salaries and compensation-related expenses for billable consultants and employees, including payroll taxes, employee benefits and insurance. Selling, general and administrative expenses consist primarily of salaries and benefits of personnel responsible for business development, recruiting, operating activities, and training, and include corporate overhead expenses. Corporate overhead expenses relate to salaries and benefits of personnel responsible for corporate activities, including the Company's corporate marketing, administrative and financial reporting responsibilities and acquisition program. The Company records these expenses when incurred.

Critical Accounting Policies

The Company's consolidated financial statements were prepared in accordance with U.S. generally accepted accounting principles, which require management to make subjective decisions, assessments and estimates about the effect of matters that are inherently uncertain. As the number of variables and assumptions affecting the judgment increases, such judgments become even more subjective. While management believes its assumptions are reasonable and appropriate, actual results may be materially different from estimated. Management has identified certain critical accounting policies, described below, that require significant judgment to be exercised by management.

Revenue Recognition

The Company derives its revenues from several sources. The Company's Engineering Services and Information Technology Services segments perform consulting and project solutions services. All of the Company's segments perform staff augmentation services and derive revenue from permanent placement fees. The majority of the Company's revenues are invoiced on a time and materials basis.

Project Services - The Company recognizes revenues in accordance with "Revenue Recognition" which clarifies application of U.S. generally accepted accounting principles to revenue transactions. Project services are generally provided on a cost-plus, fixed-fee or time-and-material basis. Typically, a customer will outsource a discrete project or activity and the Company assumes responsibility for the performance of such project or activity. The Company recognizes revenues and associated costs on a gross basis as services are provided to the customer and costs are incurred using its employees. The Company, from time to time, enters into contracts requiring the completion of specific deliverables. The Company may recognize revenues on these deliverables at the time the client accepts and approves the deliverables. In instances where project services are provided on a fixed-price basis and the contract will extend beyond a 12-month period, revenue is recorded in accordance with the terms of each contract. In some instances, revenue is billed at the time certain milestones are reached, as defined in the contract. Revenues under these arrangements are recognized as the costs on these contracts are incurred. Amounts invoiced in excess of revenues recognized are recorded as deferred revenue, included in accounts payable and accrued expenses on the accompanying balance sheets. In other instances, revenue is billed and recorded based upon contractual rates per hour (i.e., percentage of completion). In addition, some contracts contain "Performance Fees" (bonuses) for completing a contract under budget. Performance Fees, if any, are recorded when earned. Some contracts also limit revenues and billings to specified maximum amounts. Provision for contract losses, if any, are made in the period such losses are determined. For contracts where there is a deliverable, the work is not complete on a specific deliverable and the revenue is not recognized, the costs are deferred. The associated costs are expensed when the related revenue is recognized.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

Revenue Recognition (Continued)

Consulting and Staffing Services- Revenues derived from consulting and staffing services are recorded on a gross basis as services are performed and associated costs have been incurred using employees of the Company. These services are typically billed on a time and material basis.

In certain cases, the Company may utilize other companies and their employees to fulfill customer requirements. In these cases, the Company receives an administrative fee for arranging for, billing for, and collecting the billings related to these companies. The customer is typically responsible for assessing the work of these companies who have responsibility for acceptability of their personnel to the customer. Under these circumstances, the Company's reported revenues are net of associated costs (effectively recognizing the net administrative fee only).

Transit Receivables and Transit Payables - From time to time, the Company's Engineering segment enters into agreements to provide, among other things, construction management and engineering services. In certain circumstances, the Company may acquire equipment as a purchasing agent for the client for a fee. Pursuant to these agreements, the Company may: a) engage subcontractors to provide construction or other services or contracts with manufacturers on behalf of the Company's clients to procure equipment or fixtures; b) typically earns a fixed percentage of the total project value or a negotiated mark-up on subcontractor or procurement charges as a fee and c) assumes no ownership or risks of inventory. In such situations, the Company acts as an agent under the provisions of "Overall Considerations of Reporting Revenue Gross as a Principal versus Net as an Agent" and therefore recognizing revenue on a "net-basis." The Company records revenue on a "net" basis on relevant engineering and construction management projects, which require subcontractor/procurement costs or transit costs. In those situations, the Company charges the client a negotiated fee, which is reported as net revenue when earned. Similarly, the Company's Information Technology segment acts as an agent for a major staffing client. The Company manages the staffing requirements for a division of the client and numerous staffing agencies provide staff and the Company collects a service fee. During the fifty-two week period ended December 28, 2013, total gross billings, including both transit cost billings and the Company's earned fees, was $67.3 million, for which the Company recognized $30.7 million of its net fee as revenue. During the fifty-two week period ended December 29, 2012, total gross billings, including both transit cost billings and the Company's earned fees, was $64.8 million, for which the Company recognized $15.3 million of its net fee as revenue.

Under the terms of the agreements, the Company is typically not required to pay the subcontractor under its Engineering contracts or staffing agencies under the Information Technology contract until after the corresponding payment from the Company's client is received. Upon invoicing the end client on behalf of the subcontractor or staffing agency the Company records this amount simultaneously as both a "transit account receivable" and "transit account payable" as the amount when paid to the Company is due to and generally paid to the subcontractor within a few days. The Company typically does not pay a given transit account payable until the related transit account receivable is collected. The Company's transit accounts payable usually exceeds the Company's transit accounts receivable but absolute amounts and spreads fluctuate significantly from quarter to quarter in the normal course of business. The transit accounts receivable was $4.0 million and related transit accounts payable was $3.9 million, a net receivable of $0.1 million, as of December 28, 2013.

Permanent Placement Services - The Company earns permanent placement fees from providing permanent placement services. Fees for placements are recognized at the time the candidate commences employment. The Company guarantees its permanent placements on a prorated basis for 90 days. In the event a candidate is not retained for the 90-day period, the Company will provide a suitable replacement candidate. In the event a replacement candidate cannot be located, the Company will provide a prorated refund to the client. An allowance for refunds, based upon the Company's historical experience, is recorded in the financial statements. Revenues are recorded on a gross basis.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

Accounts Receivable

The Company's accounts receivable are primarily due from trade customers. Credit is extended based on evaluation of customers' financial condition and, generally, collateral is not required. Accounts receivable payment terms vary and are stated in the financial statements at amounts due from customers net of an allowance for doubtful accounts. Accounts outstanding longer than the payment terms are considered past due. The Company determines its allowance by considering a number of factors, including the length of time trade accounts receivable are past due, the Company's previous loss history, the customer's current ability to pay its obligation to the Company and the condition of the general economy and the industry as a whole. The Company writes off accounts receivable when they become uncollectible.

The Company's allowance for doubtful accounts decreased by approximately $0.2 million to $1.0 million as of December 28, 2013 from $1.2 million as of December 29, 2012. The decrease was primarily due to the Company's decision to write off certain older accounts receivable as these amounts were deemed uncollectible.

Goodwill

Goodwill represents the premium paid over the fair value of the net tangible and intangible assets acquired in business combinations. The Company is required to assess the carrying value of its reporting units that contain goodwill at least on an annual basis in order to determine if any impairment in value has occurred. The Company has the option to first assess qualitative factors to determine whether it is necessary to perform a two-step impairment test. An assessment of those qualitative factors or the application of the goodwill impairment test requires significant judgment including but not limited to the assessment of the business, its management and general market conditions, estimation of future cash flows, which is dependent on internal forecasts, estimation of the long-term rate of growth for the businesses, the useful life over which cash flows will occur and determination of weighted average cost of capital. Changes in these estimates and assumptions could materially affect the determination of fair value and/or conclusions on goodwill impairment for each reporting unit. The Company formally assesses these qualitative factors and, if necessary, conducts its annual goodwill impairment test as of the last day of the Company's fiscal November each year, or more frequently if indicators of impairment exist. The Company periodically analyzes whether any such indicators of impairment exist. A significant amount of judgment is involved in determining if an indicator of impairment has occurred. Such indicators may include a sustained, significant decline in share price and market capitalization, a decline in expected future cash flows, a significant adverse change in legal factors or in the business climate, unanticipated competition, a material change in management or other key personnel and/or slower expected growth rates, among others. Due to the thin trading of the Company stock in the public marketplace and the impact of the control premium held by a relatively few shareholders, the Company does not consider the market capitalization of the Company the most appropriate measure of fair value of goodwill for our reporting units. The Company looks to earnings/revenue multiples of similar companies recently completing acquisitions and the ability of our reporting units to generate cash flows as better measures of the fair value of our reporting units. The Company compares the fair value of each of its reporting units to their respective carrying values, including related goodwill. There can be no assurance that future tests of goodwill impairment will not result in impairment charges.

Long-Lived and Intangible Assets

The Company evaluates long-lived assets and intangible assets with definite lives for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. When it is probable that undiscounted future cash flows will not be sufficient to recover an asset's carrying amount, the asset is written down to its fair value. Assets to be disposed of by sale, if any, are reported at the lower of the carrying amount or fair value less cost to sell.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

Accounting for Stock Options and Restricted Stock Units

The Company uses stock options and restricted stock units to attract, retain and reward employees for long-term service. The Company follows "Share-Based Payment," which requires that the compensation cost relating to stock-based payment transactions be recognized in financial statements. This compensation cost is measured based on the fair value of the equity or liability instruments issued. The Company measures stock-based compensation cost using the Black-Scholes option pricing model for stock options and the fair value of the underlying common stock at the date of grant for restricted stock units.

Insurance Liabilities

The Company has risk participation arrangements with respect to workers compensation and health care insurance. The Company establishes loss provisions based on historical experience and in the case of expected losses from workers compensation, considers input from third parties. The amounts included in the Company's costs related to this risk participation are estimated and can vary based on changes in assumptions, the Company's claims experience or the providers included in the associated insurance programs.

Accounting for Income Taxes

In establishing the provision for income taxes and deferred income tax assets and liabilities, and valuation allowances against deferred tax assets, the Company makes judgments and interpretations based on enacted tax laws, published tax guidance and estimates of future earnings. As of December 28, 2013, the Company had domestic short term deferred tax assets of $1.8 million, total domestic long term net deferred income tax assets of $1.6 million and foreign short-term deferred tax liability of $0.1 million. The domestic short term deferred tax assets primarily represent the tax effect of accrued expenses which will be deductible for tax purposes within a twelve month period. The domestic long term deferred tax assets represent the tax effect of temporary differences for the GAAP versus tax amortization of intangibles arising from acquisitions made in prior periods. Realization of deferred tax assets is dependent upon the likelihood that future taxable income will be sufficient to realize these benefits over time, and the effectiveness of tax planning strategies in the relevant tax jurisdictions. In the event that actual results differ from these estimates and assessments, valuation allowances may be required.

The Company conducts its operations in multiple tax jurisdictions in the United States, Puerto Rico and Canada. With limited exceptions, the Company is no longer subject to audits by state and local tax authorities for tax years prior to 2008. The Company's federal income tax returns have been examined through 2010.

The Company's future effective tax rates could be adversely affected by changes in the valuation of its deferred tax assets or liabilities or changes in tax laws or interpretations thereof. In addition, the Company is subject to the examination of its income tax returns by the Internal Revenue Service and other tax authorities. The Company regularly assesses the likelihood of adverse outcomes resulting from these examinations to determine the adequacy of its provision for income taxes.

During the fifty-two week period ended December 28, 2013, the Company reduced an unrecognized tax benefit of $0.5 million due to the expiration of the statute of limitations on such item and recorded an unrecognized tax reserve of $0.6 related to research and development tax credits filed under amended federal returns for tax years 2009 and

2010. There were no changes to unrecognized tax benefits during the comparable prior year period.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

Accrued Bonuses

The Company pays bonuses to certain executive management, field management and corporate employees based on, or after giving consideration to, a variety of financial performance measures. Executive management, field management and certain corporate employees' bonuses are accrued throughout the year for payment during the first quarter of the following year, based in part upon anticipated annual results compared to annual budgets. In addition, the Company pays discretionary bonuses to certain employees, which are not related to budget performance. Variances in actual results versus budgeted amounts can have a significant impact on the calculations and therefore on the estimates of the required accruals. Accordingly, the actual earned bonuses may be materially different from the estimates used to determine the quarterly accruals.

Forward-looking Information

The Company's growth prospects are influenced by broad economic trends. The pace of customer capital spending programs, new product launches and similar activities have a direct impact on the need for engineering and information technology services. When the U.S., Canadian or global economies decline, the Company's operating performance could be adversely impacted. The Company believes that its fiscal discipline, strategic focus on targeted vertical markets and diversification of service offerings provides some insulation from adverse trends. However, declines in the economy could result in the need for future cost reductions or changes in strategy.

Additionally, changes in government regulations could result in prohibition or restriction of certain types of employment services or the imposition of new or additional employee benefits, licensing or tax requirements with respect to the provision of employment services that may reduce the Company's future earnings. There can be no assurance that the Company will be able to increase the fees charged to its clients in a timely manner and in a sufficient amount to cover increased costs as a result of any of the foregoing.

The consulting and employment services market is highly competitive with limited barriers to entry. The Company competes in global, national, regional and local markets with numerous competitors in all of the Company's service lines. Price competition in the industries the Company serves is significant, and pricing pressures from competitors and customers are increasing. The Company expects that the level of competition will remain high in the future, which could limit the Company's ability to maintain or increase its market share or profitability.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

Results of Operations ($ in thousands)

	Fiscal Years Ended			
	December 28, 2013		December 29, 2012	
	Amount	% of Revenue	Amount	% of Revenue
Revenues	$170,778	100.0	$145,817	100.0
Cost of services	126,417	74.0	106,102	72.8
Gross profit	44,361	26.0	39,715	27.2
Selling, general and administrative	35,514	20.8	33,166	22.7
Severance and other charges	5,181	3.0	-	-
Depreciation and amortization	1,111	0.7	1,321	0.9
	41,806	24.5	34,487	23.6
Operating income	2,555	1.5	5,228	3.6
Other income (expense), net	32	0.0	102	0.1
Income before income taxes	2,587	1.5	5,330	3.7
Income tax expense	597	0.3	2,103	1.5
Net income	$1,990	1.2	$3,227	2.2

The above summary is not a presentation of results of operations under generally accepted accounting principles in the United States of America and should not be considered in isolation or as an alternative to results of operations as an indication of the Company's performance.

The Company follows a 52/53 week fiscal reporting calendar ending on the Saturday closest to December 31. Both of the fiscal years ended December 28, 2013 and December 29, 2012 had fifty-two weeks.

Fiscal Year Ended December 28, 2013 Compared to Fiscal Year Ended December 29, 2012

Revenues. Revenues increased 17.1%, or $25.0 million, for the fiscal year ended December 28, 2013 as compared to the prior fiscal year (the "comparable prior year period"). Revenues increased $20.1 million in the Engineering segment, $3.1 million in the Information Technology segment and $1.8 million in the Specialty Health Care segment. See Segment Discussion for further information on revenue changes.

Cost of Services. Cost of services increased 19.1%, or $20.3 million, for the fiscal year ended December 28, 2013 as compared to the comparable prior year period. Cost of services as a percentage of revenues increased to 74.0% for the fiscal year ended December 28, 2013 from 72.8% for the comparable prior year period. The increase in cost of services as a percentage of revenues was primarily due to a reduction in higher margin project work for both the Company's Engineering and Information Technology segments, higher non-billable labor expenses associated with the Engineering segment's Canadian Engineering division and Facilities Design group and an increase in the cost of services as a percentage of revenues in the Company's Specialty Health Care segment. See Segment Discussion for further information regarding changes in cost of services as a percentage of revenues.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

Fiscal Year Ended December 28, 2013 Compared to Fiscal Year Ended December 29, 2012 (Continued)

Selling, General and Administrative. Selling, general and administrative ("SGA") expenses increased 7.1%, or $2.3 million, for the fiscal year ended December 28, 2013 as compared to the comparable prior year period. SGA expense as a percentage of revenues increased to 20.8% for the fiscal year ended December 28, 2013 as compared to 22.7% for the comparable prior year period. The increase in SGA expense was primarily due increased investments in personnel and infrastructure necessary to support higher revenues and due the operations acquired in the BGA acquisition effective in July 2012 which added approximately $0.8 million in SGA expense in the current year as compared to the comparable prior year period. The decrease to SGA expense as a percentage of revenues was primarily due to an increase in revenues.

Severance and Other Charges. The Company experienced $5.2 million in severance and other charges for the fiscal year ended December 28, 2013 as compared to zero for the comparable prior year period. The Company incurred expenses of $4.5 million related to events leading to the election to our Board of Directors on December 5, 2013 of two candidates nominated by a group of our stockholders and the subsequent retirement of Leon Kopyt, the Company's President and Chief Executive Officer, which was later agreed to and will become effective on February 28, 2014. The Company incurred severance and other related expenses of $2.9 million as a result of the retirement of Mr. Kopyt. The Company incurred $1.6 million related to the proxy contest leading to the December 5, 2013 stockholder meeting, consisting of $1.0 million incurred by the Company and $0.6 million incurred by the stockholder group, which the Company agreed to reimburse. The Company also incurred $0.5 million in facilities consolidation charges and $0.2 million in professional fees related to a research and development tax credit study. The facilities consolidation charges were incurred because the Company's Canadian operations elected to consolidate its Mississauga location into its expanded Pickering location and closed its Mason, Ohio office.

Other Income, Net. Other income, net consists of interest expense, unused line fees and amortized loan costs on the Company's loan agreement, net of interest income, gains and losses on foreign currency transactions and any other non-operating items incurred from time to time. The Company reduced its contingent consideration for both the fiscal year ended December 28, 2013 and the comparable prior year period by $0.1 million.

Income Tax Expense. The Company recognized $0.6 million of income tax expense for the fifty-two week period ended December 28, 2013 as compared to $2.1 million for the comparable prior year period. Income tax expense for the fifty-two week period ended December 28, 2013 reflects a reduction by $0.5 million resulting from a reduction in a previously unrecognized tax benefit ("discrete adjustment"). The consolidated effective income tax rate for the current period prior to the impact of the discrete adjustment was 41.4% as compared to 39.5% for the comparable prior year period. The consolidated effective income tax rate increased for the fifty-two week period ended December 28, 2013 as compared to the comparable prior year period primarily because the Company experienced lower book income in the United States than the comparable prior year period and as a result its permanent tax differences had a greater impact on its consolidated effective tax rate.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

Fiscal Year Ended December 28, 2013 Compared to Fiscal Year Ended December 29, 2012 (Continued)

Segment Discussion (See Note 14 to the Consolidated Financial Statements)

Engineering

Engineering revenues of $86.7 million in the fifty-two week period ended December 28, 2013 increased $20.1 million, or 30.2%, as compared to the comparable prior year period. The increase was primarily due to an increase in revenues of $14.0 million in the Company's Canadian Engineering group and the Company's July 2012 acquisition of certain assets of BGA, LLC ("BGA") which contributed an increase in revenues of $3.6 million. The Engineering segment operating income was $4.3 million for the fifty-two week period ended December 28, 2013 as compared to $3.1 million for the comparable prior year period. Operating income increased primarily due to the substantial increase in revenues and was offset by an increase in SGA expense of $2.2 million and an increase in cost of services as a percentage of revenues. SGA expenses increased due to the BGA acquisition (effective July 2012), which contributed $0.8 million in excess over the comparable prior year period, as well as increased investment in the Company's Canadian Engineering division and the Technical Publications group as both have experienced increased demand for their services. The Engineering segment also incurred $0.3 million in non-recurring charges as a result of its Canadian operations decision to consolidate its Mississauga location into its expanded Pickering location. Additionally, the Engineering segment experienced a higher allocation of corporate SGA expense due to increased revenues. Cost of services as a percentage of revenues primarily increased due to a large fixed priced contract with costs that exceeded estimates.

Information Technology

Information Technology revenues of $55.3 million in the fifty-two week period ended December 28, 2013 increased $3.1 million, or 5.9%, as compared to the comparable prior year period. The Company believes the increase in revenue was primarily attributable to the impact of changes made to the management and sales teams in late 2011 and early 2012 and improved market conditions. The Information Technology segment operating income was $1.9 million for the fifty-two week period ended December 28, 2013 as compared to $1.1 million in the comparable prior year period. The increase in operating income was primarily due to an increase in revenues.

Specialty Health Care

Specialty Health Care revenues of $28.8 million in the fifty-two week period ended December 28, 2013 increased $1.8 million, or 6.5%, as compared to the comparable prior year period. The primary reason for the increase in the revenues for the Specialty Health Care segment related to an increase in revenues from the segment's Honolulu office of $3.6 million, offset by decreases of $1.6 million and $0.7 million from its first and second largest clients in fiscal 2013, respectively. The Specialty Health Care's operating income for the fifty-two week period ended December 28, 2013 was $1.0 million as compared to $1.1 million for the comparable prior year period. The decrease in operating income was due primarily to an increase in cost of services as a percentage of revenues. Cost of services as a percentage of revenues increased to 69.5% from 68.2% for the comparable prior year period. The increase was primarily due to a tightening of the labor supply in the Specialty Health Care's core markets and the segment's geographic expansion efforts which have garnered lower gross profit margins than the segment has typically achieved in its primary geographic region.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

Liquidity and Capital Resources

The following table summarizes the major captions from the Company's Consolidated Statements of Cash Flows ($ in thousands):

	Fiscal Years Ended	
	December 28, 2013	December 29, 2012
Cash provided by (used in):		
Operating activities	($3,792)	$3,564
Investing activities	($1,322)	($1,848)
Financing activities	$290	($15,999)

Operating Activities

Operating activities used $3.8 million of cash for the fifty-two week period ended December 28, 2013 as compared to providing $3.6 million in the comparable prior year period. The major components of the cash used in and provided by operating activities in the fifty-two week period ended December 28, 2013 and the comparable prior year period are as follows: net income and changes in accounts receivable, the net of transit accounts payable and transit accounts receivable, accounts payable and accrued expenses and accrued payroll and related costs.

Net income for the fifty-two week period ended December 28, 2013 was $2.0 million as compared to $3.2 million for the comparable prior year period. An increase in accounts receivables in the fifty-two week period ended December 28, 2013 used $12.5 million as compared to $4.7 million in the comparable prior year period. The Company primarily attributes the increase in accounts receivables for the fifty-two week period ended December 28, 2013 to an increase in revenues as compared to levels in the second half of fiscal 2012. Additionally, the Company has experienced an increase in its accounts receivable relative to revenue levels. The Company believes that the ratio of accounts receivables to revenues will improve over the next several quarters.

The Company's transit accounts payable generally exceeds the Company's transit accounts receivable, but absolute amounts and differences fluctuate significantly from quarter to quarter in the normal course of business. The net of excess transit accounts payable over transit accounts receivable decreased from $2.0 million as of December 29, 2012 to a marginal net excess of transit accounts receivable in excess of transit accounts payable as of December 28, 2013, thereby using $2.0 million in cash for the fifty-two week period ended December 28, 2013. The net of excess transit accounts payable over transit accounts receivable increased from zero as of December 31, 2011 to $2.0 million as of December 29, 2012, thereby providing $2.0 million in cash for the fifty-two week period ended December 29, 2012.

An increase in accounts payable and accrued expenses provided $3.7 million as compared to $0.4 million for the comparable prior year period. The Company generally attributes changes in accounts payable and accrued expenses to general timing of payments to vendors in the normal course of business. Additionally, the Company accrued $1.4 million of expenses associated with the proxy contest that preceded its December 5, 2013 annual meeting. An increase in accrued payroll and related costs in the fifty-two week period ended December 28, 2013 provided $4.0 million as compared to $0.4 million in the comparable prior year period. The primary reason for the increase in cash provided by accrued payroll and related costs is due to the Company accruing a cash severance payment of $2.7 million for Leon Kopyt, the Company's President and Chief Executive Officer to be made in connection with his retirement to be effective on February 28, 2014. Additionally, the Company experienced higher accrued payroll and related costs due to an increase to cost of services.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

Liquidity and Capital Resources (Continued)

Investing Activities

Investing activities used cash of $1.3 million for the fifty-two week period ended December 28, 2013 as compared to $1.8 million in the comparable prior year period. The primary reason for the decrease was that in the comparable prior year period the Company paid $1.3 million in cash for the BGA acquisition and had no such expenditure in the current year. This was offset by an increase to property and equipment acquired of $1.4 million for the fifty-two week period ended December 28, 2013 as compared to $0.5 million the comparable prior year period. The primary reasons for the increase in property and equipment acquired are due to investments in the Company's growing Engineering segment of $1.1 million and a corporate ADP payroll system implementation which cost $0.2 million. The Company's Engineering segment invested $0.3 million in software and licenses, $0.3 million in computer equipment and $0.5 million in furniture and leasehold improvements for expanded facilities. The Company anticipates enhancing its financial reporting and accounting system platform sometime in 2014 and, as a result, it may see a significant rise in expenditures for property and equipment.

Financing Activities

Financing activities provided $0.3 million of cash for the fifty-two week period ended December 28, 2013 as compared to using $16.0 million of cash in the comparable prior year period. The Company used $12.3 million in the comparable prior year period by issuing a one-time special cash dividend. The primary use of cash of $0.1 million for the fifty-two week period ended December 28, 2013 was for the Company's share repurchase program as compared to $4.7 million in the comparable prior year period. The Company generated cash of $0.4 million from the sale of stock through its employee stock purchase plan and stock option plans for the fifty-two week period ended December 28, 2013 and $0.9 million for the comparable prior year period.

The Company and its subsidiaries are party to a loan agreement with Citizens Bank of Pennsylvania, amended and restated effective February 20, 2009, which provides for a $15 million revolving credit facility and includes a sub-limit of $5 million for letters of credit (the "Revolving Credit Facility"). The Revolving Credit Facility has been amended several times, most recently on December 24, 2011 when the maturity date was extended to August 31, 2016. Borrowings under the Revolving Credit Facility bear interest at one of two alternative rates, as selected by the Company at each incremental borrowing. These alternatives are: (i) LIBOR (London Interbank Offered Rate), plus applicable margin, or (ii) Citizens Bank's prime rate. The Company also pays unused line fees based on the amount of the Revolving Credit Facility that is not drawn. Unused line fees are recorded as interest expense.

All borrowings under the Revolving Credit Facility are collateralized by all of the assets of the Company and its subsidiaries and a pledge of the stock of its subsidiaries. The Revolving Credit Facility also contains various financial and non-financial covenants, such as a covenant that restricts on the Company's ability to borrow in order to pay dividends. Since the Company did not borrow in order to fund the dividend paid on December 29, 2012, the Company did not require any waiver of any covenant under its Revolving Credit Facility.

There were no borrowings during the fifty-two week periods ended December 28, 2013 and December 29, 2012. At December 28, 2013 and December 29, 2012, there were letters of credit outstanding for $0.8 million. At December 28, 2013, the Company had availability for additional borrowings under the Revolving Credit Facility of $14.2

million.

As of December 28, 2013, $3.3 million of the $9.3 million (on the Consolidated Balance Sheet) of cash and cash equivalents was held by foreign subsidiaries, approximately $3.2 million in Canadian dollars and the balance of approximately $0.1 million held in U.S. dollars.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

Liquidity and Capital Resources (Continued)

Dividends

On December 27, 2012, the Company paid to stockholders of record on December 20, 2012 a one-time special cash dividend of $1.00 per share of common stock. Prior to fiscal 2012, the Company had never paid any dividend on the Common Stock. The Company also accrued $1.00 per share on 350,000 unvested restricted stock units. The restricted stock units contain a dividend equivalent provision entitling holders to dividends paid between the restricted stock grant date and ultimate share distribution date. The accrued dividend will be paid when the restricted stock units vest in November 2015, while dividends on forfeited restricted stock units will also be forfeited.

Approximately 14.5% of the one-time special cash dividend was treated as an ordinary taxable dividend and the approximate balance of 85.5% was treated as a return of capital to the extent of the recipient's tax basis, or a capital gain thereafter.

The Company's Board of Directors believes that retaining earnings to finance the development and expansion of the Company's business is in the best interest of RCM and its shareholders and any future payment of dividends will depend upon, among other things, the Company's earnings, financial condition, capital requirements, level of indebtedness, contractual restrictions, and other factors that the Board of Directors deems relevant. The Revolving Credit Facility (as discussed in Item 7 hereof) prohibits the payment of any dividends or distributions on account of the Company's capital stock without the prior consent of the majority of the Company's lenders. Such consent was received prior to the December 27, 2012 distribution.

Commitments

The Company anticipates that its primary uses of capital in future periods will be for working capital purposes. Funding for any long-term and short-term capital requirements as well as future acquisitions will be derived from one or more of the Revolving Credit Facility (or a replacement thereof), funds generated through operations or future financing transactions. The Company is subject to legal proceedings and claims that arise from time to time in the ordinary course of its business, which may or may not be covered by insurance. Were an unfavorable final outcome to occur, there exists the possibility of a material adverse impact on our financial position, liquidity, and the results of operations.

The Company's business strategy is to achieve growth both internally through operations and externally through strategic acquisitions. The Company from time to time engages in discussions with potential acquisition candidates. The Company has acquired numerous companies throughout its history and those acquisitions have generally included significant future contingent consideration. As the size of the Company and its financial resources increase however, acquisition opportunities requiring significant commitments of capital may arise. In order to pursue such opportunities, the Company may be required to incur debt or issue potentially dilutive securities in the future. No assurance can be given as to the Company's future acquisition and expansion opportunities or how such opportunities will be financed.

The Company does not currently have material commitments for capital expenditures. However, the Company anticipates a comprehensive review of its financial reporting and accounting system platform in the fiscal year ending January 3, 2015. The Company may make changes to its financial reporting and accounting system, ranging from a complete upgrade or switch to another platform to enhancements to its current system. The Company estimates the costs may range from $0.5 million to $2.0 million. The Company's current commitments consist primarily of lease obligations for office space. The Company believes that its capital resources are sufficient to meet its present obligations and those to be incurred in the normal course of business for at least the next 12 months.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

Liquidity and Capital Resources (Continued)

Commitments (Continued)

The Company leases office facilities and various equipment under non-cancelable leases expiring at various dates through June 2020. Certain leases are subject to escalation clauses based upon changes in various factors. The minimum future annual operating lease commitments for leases with non-cancelable terms, exclusive of unknown operating escalation charges, are as follows (in thousands):

Fiscal Years	Amount
2014	$2,904
2015	2,601
2016	1,863
2017	1,509
2018	1,302
Thereafter	508
Total	$10,687

As of December 28, 2013, the Company had one active acquisition agreement. Effective July 1, 2012 the Company acquired certain assets of BGA as more fully described in Footnote 6 in the Consolidated Financial Statements. The Company estimates future contingent payments as follows (in thousands):

Period Ending	
December 28, 2013	$313
January 3, 2015	210
January 2, 2016	222
December 31, 2016	263
Estimated Future Contingent Payments	$1,008

Actual future contingent payments may materially differ from the estimates above. Future contingent payments to be made to BGA are capped at a maximum of $3.0 million cumulatively.

The Company does not believe that future Earnouts to be paid, if any, are likely to be material.

Significant employment agreements are as follows:

Executive Severance Agreements with Kevin Miller and Rocco Campanelli

The Company is a party to Executive Severance Agreements (the "Executive Severance Agreements") with Rocco Campanelli, the Company's President and Chief Executive Officer as of February 28, 2014, and Kevin Miller, the Company's Chief Financial Officer, which set forth the terms and conditions of certain payments to be made by the

Company to each executive in the event, while employed by the Company, such executive experiences (a) a termination of employment unrelated to a “Change in Control” (as defined therein) or (b) there occurs a Change in Control and either (i) the executive’s employment is terminated for a reason related to the Change in Control or (ii) the executive remains continuously employed with the Company for a specified period of time following the Change in Control (i.e., twelve months for Mr. Campanelli and three months for Mr. Miller).

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

Liquidity and Capital Resources (Continued)

Commitments (Continued)

Under the terms of the Executive Severance Agreements, if either (a) the executive is involuntarily terminated by the Company for any reason other than "Cause" (as defined therein), "Disability" (as defined therein) or death, or (b) the executive resigns for "Good Reason" (as defined therein), and, in each case, the termination is not a "Termination Related to a Change in Control" (as defined below), the executive will receive the following severance payments: (i) an amount equal to 1.5 times the sum of (a) the executive's annual base salary as in effect immediately prior to the termination date (before taking into account any reduction that constitutes Good Reason) ("Annual Base Salary") and (b) the highest annual bonus paid to the executive in any of the three fiscal years immediately preceding the executive's termination date ("Bonus"), to be paid in installments over the twelve month period following the executive's termination date; and (ii) for a period of eighteen months following the executive's termination date, a monthly payment equal to the monthly COBRA premium that the executive is required to pay to continue medical, vision, and dental coverage, for himself and, where applicable, his spouse and eligible dependents.

Notwithstanding the above, if the executive has a termination as described above and can reasonably demonstrate that such termination would constitute a Termination Related to a Change in Control, and a Change in Control occurs within 120 days following the executive's termination date, the executive will be entitled to receive the payments set forth below for a Termination Related to a Change in Control, less any amounts already paid to the executive, upon consummation of the Change in Control.

Under the terms of the Executive Severance Agreements, if a Change in Control occurs and (a) the executive experiences a Termination Related to a Change in Control on account of (i) an involuntary termination by the Company for any reason other than Cause, death, or Disability, (ii) an involuntary termination by the Company within a specified period of time following a Change in Control (i.e., twelve months for Mr. Campanelli and three months for Mr. Miller) on account of Disability or death, or (iii) a resignation by the executive with Good Reason; or (b) a resignation by the executive, with or without Good Reason, which results in a termination date that is the last day of the specified period (i.e., twelve months for Mr. Campanelli and three months for Mr. Miller) following a Change in Control, then the executive will receive the following severance payments: (1) a lump sum payment equal to two times the sum of the executive's (a) Annual Base Salary and (b) Bonus; and (2) a lump sum payment equal to twenty-four multiplied by the monthly COBRA premium cost, as in effect immediately prior to the executive's termination date, for the executive to continue medical, dental and vision coverage, as applicable, in such Company plans for himself and, if applicable, his spouse and eligible dependents.

The Executive Severance Agreements provide that if the executive remains continuously employed for a specified period of time following a Change in Control (i.e., twelve months for Mr. Campanelli and three months for Mr. Miller) and is employed by the Company on the last day of such specified period, the executive will receive a lump sum payment equal to two times the sum of the executive's (a) Annual Base Salary and (b) Bonus (the "Change in Control Payment"). If the executive receives the Change in Control Payment, the executive will not be eligible to receive any severance payments under his Executive Severance Agreement.

As of December 28, 2013, the Company also had various employment arrangements with Mr. Kopyt. Mr. Kopyt will retire effective on February 28, 2014 and his severance arrangements will be in accordance with the Separation

Agreement and General Release between him and the Company entered into as of January 22, 2014.

Off-Balance Sheet Arrangements

None.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

Liquidity and Capital Resources (Continued)

Impact of Inflation

Consulting, staffing, and project services are generally priced based on mark-ups on prevailing rates of pay, and as a result are able to generally maintain their relationship to direct labor costs. Permanent placement services are priced as a function of salary levels of the job candidates.

The Company's business is labor intensive; therefore, the Company has a high exposure to increasing healthcare benefit costs. The Company attempts to compensate for these escalating costs in its business cost models and customer pricing by passing along some of these increased healthcare benefit costs to its customers and employees, however, the Company has not been able to pass on all increases. The Company is continuing to review its options to further control these costs, which the Company does not believe are representative of general inflationary trends. Otherwise, inflation has not been a meaningful factor in the Company's operations.

New Accounting Standards

There have been no recent accounting pronouncements or changes in accounting pronouncements during the fiscal year ended December 28, 2013, as compared to the recent accounting pronouncements described in the Company's Annual Report on Form 10-K for the fiscal year ended December 29, 2012, that are of material significance, or have potential material significance, to the Company.

Other accounting standards that have been issued or proposed by the FASB and SEC and/or other standards-setting bodies that do not require adoption until a future date are not expected to have a material impact on the consolidated financial statements upon adoption.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company's exposure to market risk for changes in interest rates relates primarily to the Company's investment portfolio and debt instruments, which primarily consist of its Revolving Credit Facility. The Company does not have any derivative financial instruments in its portfolio. The Company places its investments in instruments that meet high credit quality standards. The Company is adverse to principal loss and ensures the safety and preservation of its invested funds by limiting default risk, market risk and reinvestment risk. As of December 28, 2013, the Company's investments consisted of cash and money market funds. The Company does not use interest rate derivative instruments to manage its exposure to interest rate changes. Presently the impact of a 10% (approximately 90 basis points) increase in interest rates on its variable debt (using an incremental borrowing rate) would have a relatively nominal impact on the Company's results of operations. The Company does not expect any material loss with respect to its investment portfolio.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The financial statements, together with the report of the Company's Independent Registered Public Accounting Firm, begins on page F-1.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

The Company's management, under the supervision and with the participation of the Company's Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this report. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that those disclosure controls and procedures as of the end of the period covered by this report were effective to provide reasonable assurance that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and is accumulated and communicated to the Company's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate, to allow timely decisions regarding required disclosure.

A controls system, no matter how well designed and operated, cannot provide absolute assurance that the objectives of the controls system are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected.

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting for the company. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Our system of internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Management performed an assessment of the effectiveness of our internal control over financial reporting as of December 28, 2013 based upon criteria in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). Based on this assessment, management determined that the company's internal control over financial reporting was effective as of December 28, 2013, based on the criteria in Internal Control-Integrated Framework issued by COSO.

There have been no changes in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal quarter and that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information required by Item 10 shall be included in the 2014 Proxy Statement and is incorporated herein by reference.

ITEM 11. EXECUTIVE COMPENSATION

The information required by Item 11 shall be included in the 2014 Proxy Statement and is incorporated herein by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Except as set forth below, the information required by Item 12 shall be included in the 2014 Proxy Statement and is incorporated herein by reference.

The table below presents certain information concerning securities issuable in connection with equity compensation plans that have been approved by the Company's shareholders and that have not been approved by the Company's shareholders.

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for issuance under equity compensation plans, excluding securities reflected in column (a) (c)
Equity compensation plans approved by security holders	276,900	$5.47	34,100
Equity compensation plans not approved by security holders			
Total	276,900	$5.47	34,100

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by Item 13 shall be included in the 2014 Proxy Statement and is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by Item 14 shall be included in the 2014 Proxy Statement and is incorporated herein by reference.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) 1. and 2. Financial Statement Schedules -- See “Index to Financial Statements and Schedules” on F-1.

3. See Item (b) below.

(b) Exhibits

(3)(a)	Articles of Incorporation, as amended; incorporated by reference to Exhibit 3(a) to the Registrant’s Annual Report on Form 10-K for the fiscal year ended October 31, 1994.
(3)(b)	Certificate of Amendment of Articles of Incorporation; incorporated by reference to Exhibit A to the Registrant’s Proxy Statement, dated February 6, 1996, filed with the Securities and Exchange Commission on January 29, 1996.
(3)(c)	Certificate of Amendment of Articles of Incorporation; incorporated by reference to Exhibit B to the Registrant’s Proxy Statement, dated February 6, 1996, filed with the Securities and Exchange Commission on January 29, 1996.
(3)(d)	Amended and Restated Bylaws; incorporated by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K filed with the Securities and Exchange Commission on January 23, 2014 (the “January 2014 8-K”)
(4)(a)	Registration Rights Agreement, dated March 11, 1996, by and between RCM Technologies, Inc. and the former shareholders of The Consortium; incorporated by reference to Exhibit (c)(2) to the Registrant’s Current Report on Form 8-K dated March 19, 1996, filed with the Securities and Exchange Commission on March 20, 1996.
(10)(b)	RCM Technologies, Inc. 1994 Non-employee Director Stock Option Plan; incorporated by reference to the appendix to the Registrant’s Proxy Statement, dated March 31, 1994, filed with the Securities and Exchange Commission on March 28, 1994.
*(10)(c)	RCM Technologies, Inc. 1996 Executive Stock Option Plan, dated August 15, 1996; incorporated by reference to Exhibit 10(l) to the Registrant’s Annual Report on Form 10-K for the fiscal year ended October 31, 1996, filed with the Securities and Exchange Commission on January 21, 1997 (the “1996 10-K”).
*(10)(d)	RCM Technologies, Inc. 2000 Employee Stock Incentive Plan, dated January 6, 2000; incorporated by reference to Exhibit A to

	the Registrant's Proxy Statement, dated March 3, 2000, filed with the Securities and Exchange Commission on February 28, 2000.
*(10)(e)	Second Amended and Restated Termination Benefits Agreement, dated March 18, 1997, between the Registrant and Leon Kopyt; incorporated by reference to Exhibit 10(g) to the Registrant's Registration Statement on Form S-1 (SEC File No. 333-23753), filed with the Securities and Exchange Commission on March 21, 1997.
*(10)(f)	Amended and Restated Employment Agreement, dated November 30, 1996, between the Registrant, Intertec Design, Inc. and Leon Kopyt; incorporated by reference to Exhibit 10(g) to the 1996 10-K.
(10)(g)	Severance Agreement, dated June 10, 2002, between RCM Technologies, Inc. and Leon Kopyt; incorporated by reference to Exhibit 10a to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2002, filed with the Securities and Exchange Commission on August 5, 2002 (the "Second Quarter 2002 10-Q").

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES (CONTINUED)

(b) Exhibits (Continued)

*(10)(h)	Exhibit A to Severance Agreement General Release; incorporated by reference to Exhibit 10b to the Second Quarter 2002 10-Q.
*(10)(i)	Amendment No. 1, dated December 12, 2007, to the Amended and Restated Employment Agreement, entered into on November 30, 1996, between Leon Kopyt and RCM Technologies, Inc.; incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K dated December 12, 2007, filed with the Securities and Exchange Commission on December 12, 2007 (the "December 2007 8-K").
*(10)(j)	Amendment No. 1, dated December 12, 2007, to the Second Amended and Restated Termination Benefits Agreement, made March 18, 1997, between Leon Kopyt and RCM Technologies, Inc.; incorporated by reference to Exhibit 10.2 to the December 2007 8-K.
*(10)(k)	Amendment No. 1, dated December 12, 2007, to the Severance Agreement, entered into on June 12, 2002, between Leon Kopyt and RCM Technologies, Inc.; incorporated by reference to Exhibit 10.3 to the December 2007 8-K.
*(10)(l)	The RCM Technologies, Inc. 2007 Omnibus Equity Compensation Plan; incorporated by reference to Annex A to the Registrant's Proxy Statement, dated April 20, 2007, filed with the Securities and Exchange Commission on April 19, 2007.
(10)(n)	Second Amended and Restated Loan and Security Agreement dated as of February 19, 2009, between RCM Technologies, Inc. and all of its Subsidiaries, Citizens Bank of Pennsylvania as Administrative Agent and Arranger and the Financial Institutions Named therein as Lenders; incorporated by reference to Exhibit 99.1 to the Registrant's Current Report on Form 8-K dated February 19, 2009, filed with the Securities and Exchange Commission on February 25, 2009.
(10)(o)	Amendment, dated as of July 21, 2011, to Second Amended and Restated Loan and Security Agreement dated as of February 19, 2009, between RCM Technologies, Inc. and all of its Subsidiaries, Citizens Bank of Pennsylvania as Administrative Agent and Arranger and the Financial Institutions Named therein as Lenders. (Filed herewith)
(10)(p)	

	Second Amendment, dated as of October 24, 2011, to Second Amended and Restated Loan and Security Agreement dated as of February 19, 2009, between RCM Technologies, Inc. and all of its Subsidiaries, Citizens Bank of Pennsylvania as Administrative Agent and Arranger and the Financial Institutions Named therein as Lenders. (Filed herewith)
(10)(q)	Third Amendment, dated as of December 13, 2011, to Second Amended and Restated Loan and Security Agreement dated as of February 19, 2009, between RCM Technologies, Inc. and all of its Subsidiaries, Citizens Bank of Pennsylvania as Administrative Agent and Arranger and the Financial Institutions Named therein as Lenders; incorporated by reference to Exhibit 99.1 to the Registrant's Current Report on Form 8-K dated December 13, 2011, filed with the Securities and Exchange Commission on January 3, 2012.
*(10)(r)	Option Grant Agreement, dated April 21, 2010, to Richard D. Machon (filed as an exhibit to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on April 23, 2010, and incorporated herein by reference).
*(10)(s)	Option Grant Agreement, dated April 21, 2010, to S. Gary Snodgrass (filed as an exhibit to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on April 23, 2010, and incorporated herein by reference).

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES (CONTINUED)

(b) Exhibits (Continued)

*10(t)	Executive Severance Agreement between RCM Technologies, Inc. and Rocco Campanelli dated December 27, 2012; incorporated by reference to Exhibit 99.1 to the Registrant's Current Report on Form 8-K dated December 27, 2012, filed with the Securities and Exchange Commission on December 28, 2012.
*10(u)	Executive Severance Agreement between RCM Technologies, Inc. and Kevin Miller dated December 27, 2012; incorporated by reference to Exhibit 99.2 to the Registrant's Current Report on Form 8-K dated December 27, 2012, filed with the Securities and Exchange Commission on December 28, 2012.
*10(v)	Settlement Agreement, dated January 23, 2014 between RCM Technologies, Inc. and the stockholders of the Company named therein; incorporated by reference to Exhibit 99.1 to the January 2014 8-K.
*10(w)	Separation Agreement, dated January 23, 2014, between RCM Technologies, Inc. and Leon Kopyt; incorporated by reference to Exhibit 99.2 to the January 2014 8-K.
(21)	Subsidiaries of the Registrant. (Filed herewith)
(23.1)	Consent of EisnerAmper LLP. (Filed herewith)
(31.1)	Certifications of Chief Executive Officer Required by Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended. (Filed herewith)
(31.2)	Certifications of Chief Financial Officer Required by Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended. (Filed herewith)
(32.1)	Certifications of Chief Executive Officer Required by Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended. (This exhibit shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section. Further, this exhibit shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.) (Filed herewith)
(32.2)	Certifications of Chief Financial Officer Required by Rule 13a-14(b) of the Securities Exchange Act of 1934, as

amended. (This exhibit shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section. Further, this exhibit shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.) (Filed herewith)

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES (CONTINUED)

(b) Exhibits (Continued)

**101.INS	XBRL Instance Document (Furnished herewith)
**101.SCH	XBRL Taxonomy Extension Schema Document (Furnished herewith)
**101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document (Furnished herewith)
**101.LAB	XBRL Taxonomy Extension Label Linkbase Document (Furnished herewith)
**101.PRE	XBRL Taxonomy Extension Presentation Linkbase Documents (Furnished herewith)
**101.DEF	XBRL Taxonomy Definition Linkbase Document (Furnished herewith)

*Constitutes a management contract or compensatory plan or arrangement.

**XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of section 18 of the Securities Exchange Act of 1934, and otherwise is not subject to liability under these sections.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

RCM Technologies, Inc.

Date: February 27, 2014	By:/s/ Leon Kopyt Leon Kopyt Chairman, President, Chief Executive Officer and Director
Date: February 27, 2014	By:/s/ Kevin D. Miller Kevin D. Miller Chief Financial Officer, Treasurer and Secretary

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Date: February 27, 2014	By:/s/ Leon Kopyt Leon Kopyt Chairman, President, Chief Executive Officer (Principal Executive Officer) and Director
Date: February 27, 2014	By:/s/ Kevin D. Miller Kevin D. Miller Chief Financial Officer, Treasurer and Secretary (Principal Financial and Accounting Officer)
Date: February 27, 2014	By:/s/ Roger H. Ballou Roger H. Ballou Director
Date: February 27, 2014	By:/s/ Maier O. Fein Maier O. Fein Director
Date: February 27, 2014	By:/s/ Richard D. Machon Richard D. Machon Director

Date: February 27, 2014	By:/s/ S. Gary Snodgrass S. Gary Snodgrass Director
Date: February 27, 2014	By:/s/ Bradley S. Vizi Bradley S. Vizi Director

RCM TECHNOLOGIES, INC.

FORM 10-K

INDEX TO FINANCIAL STATEMENTS AND SCHEDULES

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
December 28, 2013 and December 29, 2012
(Dollars in thousands, except share and per share amounts, unless otherwise indicated)

	December 28, 2013	December 29, 2012
Current assets:		
Cash and cash equivalents	$9,317	$14,123
Accounts receivable, net	55,726	43,706
Transit accounts receivable	3,953	10,010
Prepaid expenses and other current assets	1,875	1,965
Deferred income tax assets, domestic	1,833	541
Total current assets	72,704	70,345
Property and equipment, net	2,291	1,880
Other assets:		
Deposits	159	244
Goodwill	9,545	9,545
Intangible assets, net	216	332
Deferred income tax assets, domestic	1,609	2,202
Total other assets	11,529	12,323
Total assets	$86,524	$84,548
Current liabilities:		
Accounts payable and accrued expenses	$9,671	$6,334
Transit accounts payable	3,905	11,987
Accrued payroll and related costs	10,104	6,241
Income taxes payable	404	119
Deferred income tax liability, foreign	132	73
Contingent consideration	523	309
Total current liabilities	24,739	25,063
Contingent consideration	407	713
Total liabilities	25,146	25,776
Stockholders' equity:		
Preferred stock, $1.00 par value; 5,000,000 shares authorized; no shares issued or outstanding	-	-
Common stock, $0.05 par value; 40,000,000 shares authorized; 13,892,265 shares issued and 12,418,959 shares outstanding at	695	688

December 28, 2013 and 13,756,589 shares issued and 12,298,733 shares outstanding at December 29, 2012		
Additional paid-in capital	110,605	109,390
Accumulated other comprehensive income	815	1,370
Accumulated deficit	(43,237)	(45,259)
Treasury stock common (1,473,306 shares at December 28, 2013 and 1,457,856 shares at December 29, 2012) at cost	(7,500)	(7,417)
Stockholders' equity	61,378	58,772
Total liabilities and stockholders' equity	$86,524	$84,548

The accompanying notes are an integral part of these financial statements.

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
Fiscal Years Ended December 28, 2013 and December 29, 2012
(Dollars in thousands, except per share amounts, unless otherwise indicated)

	December 28, 2013	December 29, 2012
Revenues	$170,778	$145,817
Cost of services	126,417	106,102
Gross profit	44,361	39,715
Operating costs and expenses		
Selling, general and administrative	35,514	33,166
Severance and other charges	5,181	-
Depreciation and amortization	1,111	1,321
Operating costs and expenses	41,806	34,487
Operating income	2,555	5,228
Other income (expense)		
Interest expense and other, net	(55)	(40)
Change in contingent consideration	92	135
Loss (gain) on foreign currency transactions	(5)	7
Other income	32	102
Income before income taxes	2,587	5,330
Income tax expense	597	2,103
Net income	$1,990	$3,227
Basic and diluted net income per share	$0.16	$0.26

The accompanying notes are an integral part of these financial statements.

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
Fiscal Years Ended December 28, 2013 and December 29, 2012
(Dollars in thousands, except share and per share amounts, unless otherwise indicated)

	December 28, 2013	December 29, 2012
Net income	$1,990	$3,227
Foreign currency translation adjustment	(555)	64
Comprehensive income	$1,435	$3,291

The accompanying notes are an integral part of these financial statements.

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
Fiscal Years Ended December 28, 2013 and December 29, 2012
(Dollars in thousands, except share amounts, unless otherwise indicated)

	Common Stock		Additional	Accumulated Other		Treasury Stock		
	Issued Shares	Amount	Paid-in Capital	Comprehensive Income	Accumulated Deficit	Shares	Amount	Total
Balance, December 31, 2011	13,335,008	$666	$108,203	$1,306	($35,801)	591,786	($2,713)	$71,661
Issuance of stock under employee stock purchase plan	29,205	2	126	-	-	-		128
Translation adjustment	-	-	-	64	-	-	-	64
Issuance of stock upon exercise of stock options	392,376	20	892	-	-	-	-	912
Stock based compensation expense	-	-	169	-	-	-	-	169
Common stock repurchase	-	-	-	-	-	866,070	(4,704)	(4,704)
Cash dividend paid	-	-	-	-	(12,335)	-	-	(12,335)
Dividends declared on unvested restricted stock units	-	-	-	-	(350)	-	-	(350)
Net income	-	-	-	-	3,227	-	-	3,227
Balance, December 29, 2012	13,756,589	$688	$109,390	$1,370	($45,259)	1,457,856	($7,417)	$58,772
Issuance of stock under employee stock purchase plan	58,176	3	256	-	-	-	-	259

Translation adjustment	-	-	-	(555)	-	-	-	(555)
Issuance of stock upon exercise of stock options	27,500	1	113	-	-	-	-	114
Issuance of stock upon vesting of restricted stock awards	50,000	3	(3)	-	-	-	-	-
Stock based compensation expense	-	-	849	-	-	-	-	849
Common stock repurchase	-	-	-	-	-	15,450	(83)	(83)
Dividends forfeited on restricted stock awards	-	-	-	-	32	-	-	32
Net income	-	-	-	-	1,990	-	-	1,990
Balance, December 28, 2013	13,892,265	$695	$110,605	$815	($43,237)	1,473,306	($7,500)	$61,378

The accompanying notes are an integral part of these financial statements.

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
Fiscal Years Ended December 28, 2013 and December 29, 2012
(Dollars in thousands unless otherwise indicated)

	December 28, 2013	December 29, 2012
Cash flows from operating activities:		
Net income	$1,990	$3,227
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	1,111	1,321
Change in contingent consideration	(92)	(135)
Stock-based compensation expense	849	169
Provision for losses on accounts receivable	(531)	117
Deferred income tax expense	(634)	781
Changes in assets and liabilities:		
Accounts receivable	(12,473)	(4,693)
Transit accounts receivable	6,073	(6,981)
Prepaid expenses and other current assets	46	160
Accounts payable and accrued expenses	3,676	370
Transit accounts payable	(8,052)	8,958
Accrued payroll and related costs	3,951	376
Income taxes payable	294	(106)
Total adjustments	(5,782)	337
Net cash (used in) provided by operating activities	(3,792)	3,564
Cash flows from investing activities:		
Property and equipment acquired	(1,406)	(511)
Decrease (increase) in deposits	84	(45)
Cash paid for acquisition	-	(1,292)
Net cash used in investing activities	(1,322)	(1,848)
Cash flows from financing activities:		
Sale of stock for employee stock purchase plan	259	128
Exercise of stock options	114	912
Common stock repurchases	(83)	(4,704)
Dividends paid to shareholders	-	(12,335)
Net cash provided by (used in) financing activities	290	(15,999)
Effect of exchange rate changes on cash and cash equivalents	18	(11)
Decrease in cash and cash equivalents	(4,806)	(14,294)
Cash and cash equivalents at beginning of period	14,123	28,417
Cash and cash equivalents at end of period	$9,317	$14,123

Supplemental cash flow information:		
Cash paid for:		
Interest	$66	$42
Income taxes	$1,702	$1,939
Non-cash investing activities:		
Contingent consideration recorded at date of acquisition	$ -	$930
Above market value lease assumed in acquisition	$ -	$469
Fixed assets acquired in acquisition	$ -	$28
Non-cash financing activities:		
Dividend declared but unpaid on unvested restricted stock units	$ -	$350
Dividends forfeited	($32)	$ -
Vesting of restricted stock units	$334	$ -

The accompanying notes are an integral part of these financial statements.

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
Fiscal Years Ended December 28, 2013 and December 29, 2012
(Dollars in thousands, except share and per share amounts, unless otherwise indicated)

1.SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Description of Business and Basis of Presentation

RCM Technologies, Inc. (the “Company” or “RCM”) is a premier provider of business and technology solutions designed to enhance and maximize the operational performance of its customers through the adaptation and deployment of advanced engineering and information technology services. Additionally, the Company provides specialty health care staffing services through its Specialty Health Care Services group. RCM’s offices are primarily located in major metropolitan centers throughout North America.

The consolidated financial statements are comprised of the accounts of the Company and its wholly owned subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation.

Cash and Cash Equivalents

The Company considers its holdings of highly liquid money-market instruments and certificates of deposits to be cash equivalents if the securities mature within 90 days from the date of acquisition. These investments are carried at cost, which approximates fair value. The Company’s cash balances are maintained in accounts held by major banks and financial institutions. The majority of these balances exceed federally insured amounts. At December 28, 2013 and December 29, 2012, $3.3 million and $3.1 million, respectively, of cash and cash equivalents were held in Canadian banks.

Fair Value of Financial Instruments

The Company’s carrying value of financial instruments, consisting primarily of accounts receivable, transit accounts receivable, accounts payable, transit accounts payable and accrued expenses, approximates fair value due to their liquidity or their short-term nature. The Company does not have derivative products in place to manage risks related to foreign currency fluctuations for its foreign operations or for interest rate changes.

Accounts Receivable and Allowance for Doubtful Accounts

The Company’s accounts receivable are primarily due from trade customers. Credit is extended based on evaluation of customers’ financial condition and, generally, collateral is not required. Accounts receivable payment terms vary and are stated in the financial statements at amounts due from customers net of an allowance for doubtful accounts. Accounts outstanding longer than the payment terms are considered past due. The Company determines its allowance by considering a number of factors, including the length of time trade accounts receivable are past due, the Company’s previous loss history, the customer’s current ability to pay its obligation to the Company, and the condition of the general economy and the industry as a whole. The Company writes off accounts receivable when they become uncollectible, and payments subsequently received on such receivables previously written off are credited to bad debt expense.

Accrued and Unbilled Accounts Receivable and Work-in-Process

Unbilled receivables primarily represent revenues earned whereby those services are ready to be billed as of the balance sheet ending date. Work-in-process primarily represents revenues earned under contracts which the Company is contractually precluded from invoicing until future dates as project milestones are realized. See Note 4 for further details.

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
Fiscal Years Ended December 28, 2013 and December 29, 2012
(Dollars in thousands, except share and per share amounts, unless otherwise indicated)

1.SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Transit Receivables and Transit Payables

From time to time, the Company's Engineering segment enters into agreements to provide, among other things, construction management and engineering services. Pursuant to these agreements, the Company: a) engages subcontractors to provide construction services; b) typically earns a fixed percentage of the total project value as a management fee and c) assumes no ownership or risks of inventory. In such situations, the Company acts as an agent under the provisions of "Overall Considerations of Reporting Revenue Gross as a Principal versus Net as an Agent" and therefore recognizes revenue on a "net basis." Under the terms of the agreements, the Company is not typically required to pay the subcontractor until after the corresponding payment from the Company's end client is received. Upon invoicing the end client on behalf of the subcontractor the Company records this amount simultaneously as both a "transit account receivable" and "transit account payable" as the amount (when paid to the Company) is due to and generally paid to the subcontractor within a few days. At any given point in time, the Company's transit accounts receivable usually equal the transit accounts payable. However, the transit accounts payable will occasionally exceed the transit accounts receivable due to timing differences.

Property and Equipment

Property and equipment are stated at cost net of accumulated depreciation and amortization and are depreciated on the straight-line method at rates calculated to provide for retirement of assets at the end of their estimated useful lives. The Company's ERP software system, installed in 1999 and upgraded in 2004, is being depreciated over fifteen years. The Company's VOIP telephone system, the installation of which was substantially complete at the end of 2008, is being depreciated over seven years. All other hardware and software as well as furniture and office equipment is depreciated over five years. Leasehold improvements are depreciated over the shorter of the estimated life of the asset or the lease term. The Company anticipates that it will enhance its current financial reporting and accounting system platform sometime in fiscal 2014.

Intangible Assets

The Company's intangible assets have been generated through acquisitions. The Company maintains responsibility for valuing and determining the useful life of intangible assets and typically engages a third party valuation firm to assist them. As a general rule, the Company amortizes restricted covenants over four years and customer relationships over six years. However, circumstances may dictate other amortization terms as determined by the Company and their third party advisors.

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES
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1.SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Goodwill

Goodwill represents the premium paid over the fair value of the net tangible and intangible assets acquired in business combinations. The Company is required to assess the carrying value of its reporting units that contain goodwill at least on an annual basis in order to determine if any impairment in value has occurred. The Company has the option to first assess qualitative factors to determine whether it is necessary to perform a two-step impairment test. An assessment of those qualitative factors or the application of the goodwill impairment test requires significant judgment including but not limited to the assessment of the business, its management and general market conditions, estimation of future cash flows, which is dependent on internal forecasts, estimation of the long-term rate of growth for the businesses, the useful life over which cash flows will occur and determination of weighted average cost of capital. Changes in these estimates and assumptions could materially affect the determination of fair value and/or conclusions on goodwill impairment for each reporting unit. The Company formally assesses these qualitative factors and, if necessary, conducts its annual goodwill impairment test as of the last day of the Company’s fiscal November each year, or more frequently if indicators of impairment exist. The Company periodically analyzes whether any such indicators of impairment exist. A significant amount of judgment is involved in determining if an indicator of impairment has occurred. Such indicators may include a sustained, significant decline in share price and market capitalization, a decline in expected future cash flows, a significant adverse change in legal factors or in the business climate, unanticipated competition, a material change in management or its key personnel and/or slower expected growth rates, among others. Due to the thin trading of the Company stock in the public marketplace and the impact of the control premium held by a relatively few shareholders, the Company does not consider the market capitalization of the Company the most appropriate measure of fair value of goodwill for our reporting units. The Company looks to earnings/revenue multiples of similar companies recently completing acquisitions and the ability of our reporting units to generate cash flows as better measures of the fair value of our reporting units. The Company determined there was no impairment during the fiscal years ended December 28, 2013 and December 29, 2012. In both years, the Company determined that is was only necessary to assess qualitative factors and therefore did not perform a two-step impairment test.

Long-Lived Assets

The Company accounts for long-lived assets in accordance with “Accounting for the Impairment or Disposal of Long-Lived Assets.” Management periodically reviews the carrying amounts of long-lived assets to determine whether current events or circumstances warrant adjustment to such carrying amounts. Any impairment is measured by the amount that the carrying value of such assets exceeds their fair value, primarily based on estimated discounted cash flows. Considerable management judgment is necessary to estimate the fair value of assets. Assets to be disposed of are carried at the lower of their financial statement carrying amount or fair value, less cost to sell.

Software

In accordance with “Accounting for Costs of Computer Software Developed or Obtained for Internal Use,” certain costs related to the development or purchase of internal-use software are capitalized and amortized over the estimated useful life of the software. During the fiscal years ended December 28, 2013 and December 29, 2012, the Company capitalized approximately $443 and $101, respectively, for software costs. At December 28, 2013 the net balance after accumulated depreciation for all software costs capitalized was $505.

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
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1.SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Income Taxes

The Company makes judgments and interpretations based on enacted tax laws, published tax guidance, as well as estimates of future earnings. These judgments and interpretations affect the provision for income taxes, deferred tax assets and liabilities and the valuation allowance. We evaluated the deferred tax assets and determined on the basis of objective factors that the net assets will be realized through future years' taxable income. In the event that actual results differ from these estimates and assessments, additional valuation allowances may be required.

The Company accounts for income taxes in accordance with "Accounting for Income Taxes" which requires an asset and liability approach of accounting for income taxes. "Accounting for Income Taxes" requires assessment of the likelihood of realizing benefits associated with deferred tax assets for purposes of determining whether a valuation allowance is needed for such deferred tax assets. The Company and its wholly owned U.S. subsidiaries file a consolidated federal income tax return. The Company also files tax returns in Canada and Ireland.

The Company also follows the provisions of "Accounting for Uncertainty in Income Taxes" which prescribes a model for the recognition and measurement of a tax position taken or expected to be taken in a tax return, and provides guidance on derecognition, classification, interest and penalties, disclosure and transition. The Company's policy is to record interest and penalty, if any, as interest expense.

Revenue Recognition

The Company derives its revenues from several sources. The Company's Engineering Services and Information Technology Services segments perform consulting and project solutions services. All of the Company's segments perform staff augmentation services and derive revenue from permanent placement fees. The majority of the Company's revenues are invoiced on a time and materials basis.

Project Services
The Company recognizes revenues in accordance with "Revenue Recognition" which clarifies application of U.S. generally accepted accounting principles to revenue transactions. Project services are generally provided on a cost-plus, fixed-fee or time-and-material basis. Typically, a customer will outsource a discrete project or activity and the Company assumes responsibility for the performance of such project or activity. The Company recognizes revenues and associated costs on a gross basis as services are provided to the customer and costs are incurred using its employees. The Company, from time to time, enters into contracts requiring the completion of specific deliverables. The Company may recognize revenues on these deliverables at the time the client accepts and approves the deliverables. In instances where project services are provided on a fixed-price basis and the contract will extend beyond a 12-month period, revenue is recorded in accordance with the terms of each contract. In some instances, revenue is billed at the time certain milestones are reached, as defined in the contract. Revenues under these arrangements are recognized as the costs on these contracts are incurred. Amounts invoiced in excess of revenues recognized are recorded as deferred revenue, included in accounts payable and accrued expenses on the accompanying balance sheets. In other instances, revenue is billed and recorded based upon contractual rates per hour (i.e., percentage of completion). In addition, some contracts contain "Performance Fees" (bonuses) for completing a contract

under budget. Performance Fees, if any, are recorded when earned. Some contracts also limit revenues and billings to specified maximum amounts. Provision for contract losses, if any, are made in the period such losses are determined. For contracts where there is a deliverable, the work is not complete on a specific deliverable and the revenue is not recognized, the costs are deferred. The associated costs are expensed when the related revenue is recognized.

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES
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1.SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Revenue Recognition (Continued)

See description of revenue recognition policy for construction management and engineering services above in "transit receivables and transit payables." Such revenues recognized were approximately 18.0% of total revenues for the year ended December 28, 2013 as compared to 10.5% for the prior year.

Consulting and Staffing Services
Revenues derived from consulting and staffing services are recorded on a gross basis as services are performed and associated costs have been incurred using employees of the Company. These services are typically billed on a time and material basis.

In certain cases, the Company may utilize other companies and their employees to fulfill customer requirements. In these cases, the Company receives an administrative fee for arranging for, billing for, and collecting the billings related to these companies. The customer is typically responsible for assessing the work of these companies who have responsibility for acceptability of their personnel to the customer. Under these circumstances, the Company's reported revenues are net of associated costs (effectively recognizing the net administrative fee only).

Transit Receivables and Transit Payables
From time to time, the Company's Engineering segment enters into agreements to provide, among other things, construction management and engineering services. In certain circumstances, the Company may acquire equipment as a purchasing agent for the client for a fee. Pursuant to these agreements, the Company may: a) engage subcontractors to provide construction or other services or contracts with manufacturers on behalf of the Company's clients to procure equipment or fixtures; b) typically earns a fixed percentage of the total project value or a negotiated mark-up on subcontractor or procurement charges as a fee and c) assumes no ownership or risks of inventory. In such situations, the Company acts as an agent under the provisions of "Overall Considerations of Reporting Revenue Gross as a Principal versus Net as an Agent" and therefore recognizing revenue on a "net-basis." The Company records revenue on a "net" basis on relevant engineering and construction management projects, which require subcontractor/procurement costs or transit costs. In those situations, the Company charges the client a negotiated fee, which is reported as net revenue when earned. Similarly, the Company's Information Technology segment acts as an agent for a major staffing client. The Company manages the staffing requirements for a division of the client and numerous staffing agencies provide staff and the Company collects a service fee. During the fifty-two week period ended December 28, 2013, total gross billings, including both transit cost billings and the Company's earned fees, was $67.3 million, for which the Company recognized $30.7 million of its net fee as revenue. During the fifty-two week period ended December 29, 2012, total gross billings, including both transit cost billings and the Company's earned fees, was $64.8 million, for which the Company recognized $15.3 million of its net fee as revenue.

Under the terms of the agreements, the Company is typically not required to pay the subcontractor under its Engineering contracts or staffing agencies under the Information Technology contract until after the corresponding payment from the Company's client is received. Upon invoicing the end client on behalf of the subcontractor or staffing agency the Company records this amount simultaneously as both a "transit account receivable" and "transit account payable" as the amount when paid to the Company is due to and generally paid to the subcontractor within a few days. The Company typically does not pay a given transit account payable until the related transit account receivable is collected. The Company’s transit accounts payable usually exceeds the Company’s transit accounts receivable but absolute amounts and spreads fluctuate significantly from quarter to quarter in the normal course of business. The transit accounts receivable was $4.0 million and related transit accounts payable was $3.9 million, a net receivable of $0.1 million, as of December 28, 2013. The transit accounts receivable was $10.0 million and related transit accounts payable was $12.0 million, a net payable of $2.0 million, as of December 29, 2012.

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1.SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Revenue Recognition (Continued)

Permanent Placement Services
The Company earns permanent placement fees from providing permanent placement services. Fees for placements are recognized at the time the candidate commences employment. The Company guarantees its permanent placements on a prorated basis for 90 days. In the event a candidate is not retained for the 90-day period, the Company will provide a suitable replacement candidate. In the event a replacement candidate cannot be located, the Company will provide a prorated refund to the client. An allowance for refunds, based upon the Company's historical experience, is recorded in the financial statements. Revenues are recorded on a gross basis. Such revenues are not significant for the years ended December 28, 2013 and December 29, 2012.

Concentration

During the fiscal year ended December 28, 2013, Ontario Power Group (the Company primarily services Ontario Power Generation as a subcontractor through Black and McDonald Limited) and United Technologies Corporation accounted for 18.6% and 12.6% of the Company's revenues, respectively, and as of December 28, 2013 represented 21.8% and 5.3% of the Company's accounts receivable, net. No other customer accounted for 10% or more of the Company's revenues. As of December 28, 2013, New York Power Authority total accounts receivable balance (including transit accounts receivable of $2.2 million) was $10.2 million or 16.6% of the total of accounts receivable, net and transit accounts receivable. No other customer accounted for 10% or more of the Company's accounts receivable, net. The Company's five, ten and twenty largest customers accounted for approximately 45.2%, 56.5% and 65.6%, respectively, of the Company's revenues for fiscal year ended December 28, 2013.

During the fiscal year ended December 29, 2012, United Technologies Corporation accounted for 11.8% of the Company's revenues and as of December 29, 2012 represented 7.5% of the Company's accounts receivable, net. No other customer accounted for 10% or more of the Company's revenues. As of December 29, 2012, New York Power Authority total accounts receivable balance (including transit accounts receivable of $6.9 million) was $12.5 million or 23.3% of the total of accounts receivable, net and transit accounts receivable. As of December 29, 2012, Ontario Power Generation's total accounts receivable balance (including transit accounts receivable of $1.9 million) was $6.3 million or 11.8% of the total of accounts receivable, net and transit accounts receivable. No other customer accounted for 10% or more of the Company's accounts receivable, net. The Company's five, ten and twenty largest customers accounted for approximately 37.4%, 46.9% and 57.5%, respectively, of the Company's revenues for fiscal year ended December 29, 2012.

Foreign Currency Translation

The functional currency of the Company's Canadian subsidiary is the local currency. Assets and liabilities are translated at period-end exchange rates. Income and expense items are translated at weighted average rates of exchange prevailing during the year. Any translation adjustments are included in the accumulated other comprehensive income account in stockholders' equity. Transactions executed in different currencies resulting in exchange adjustments are translated at spot rates and resulting foreign exchange transaction gains and losses are included in the results of operations.

Comprehensive Income

Comprehensive income consists of net income and foreign currency translation adjustments.

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
Fiscal Years Ended December 28, 2013 and December 29, 2012
(Dollars in thousands, except share and per share amounts, unless otherwise indicated)

1.SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Per Share Data

Basic net income per share is calculated using the weighted-average number of common shares outstanding during the period. Diluted net income per share is calculated using the weighted-average number of common shares plus dilutive potential common shares outstanding during the period. Potential dilutive common shares consist of stock options and other stock-based awards under the Company's stock compensation plans, when their impact is dilutive. Because of the Company's capital structure, all reported earnings pertain to common shareholders and no other adjustments are necessary.

Share - Based Compensation

The Company recognizes share-based compensation over the vesting period of an award based on fair value at the grant date determined using the Black-Scholes option pricing model. Certain assumptions are used to determine the fair value of stock-based payment awards on the date of grant and require subjective judgment. Because employee stock options have characteristics significantly different from those of traded options, and because changes in the input assumptions can materially affect the fair value estimate, the existing models may not provide a reliable single measure of the fair value of the employee stock options. Management assesses the assumptions and methodologies used to calculate estimated fair value of stock-based compensation when share-based awards are granted. Circumstances may change and additional data may become available over time, which could result in changes to these assumptions and methodologies and thereby materially impact our fair value determination. See Note 11 for additional share-based compensation information.

Restricted stock units are recognized at their fair value. The amount of compensation cost is measured on the grant date fair value of the equity instrument issued. The Compensation cost of the restricted stock units is recognized over the vesting period of the restricted stock units on a straight-line basis. Restricted stock units typically include dividend accrual equivalents, which means that any dividends paid by the Company during the vesting period become due and payable after the vesting period assuming the grantee's restricted stock unit fully vests. Dividends for these grants are accrued on the dividend payment dates and included in accounts payable and accrued expenses on the accompanying consolidated balance sheet. Dividends for restricted share units that ultimately do not vest are forfeited.

Advertising Costs

Advertising costs are expensed as incurred. Total advertising expense was $490 and $497 for the fiscal years ended December 28, 2013 and December 29, 2012, respectively.

2. FISCAL YEAR

The Company follows a 52/53 week fiscal reporting calendar ending on the Saturday closest to December 31. Both fiscal years ended December 28, 2013 (fiscal 2013) and December 29, 2012 (fiscal 2012) were a 52-week reporting years.

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
Fiscal Years Ended December 28, 2013 and December 29, 2012
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3. USE OF ESTIMATES AND UNCERTAINTIES

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, revenues and expenses and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

The Company uses estimates to calculate an allowance for doubtful accounts on its accounts receivables, adequacy of reserves, the tax rate applied and the valuation of certain assets and liability accounts. These estimates can be significant to the operating results and financial position of the Company.

The Company has risk participation arrangements with respect to workers compensation and health care insurance. The amounts included in the Company's costs related to this risk participation are estimated and can vary based on changes in assumptions, the Company's claims experience or the providers included in the associated insurance programs.

The Company can be affected by a variety of factors including uncertainty relating to the performance of the general economy, competition, demand for the Company's services, adverse litigation and claims and the hiring, training and retention of key employees.

Fair Value of Financial Instruments

The Company's carrying value of financial instruments, consisting primarily of accounts receivable, transit accounts receivable, accounts payable and accrued expenses, and transit accounts payable approximates fair value due to their liquidity or their short-term nature. The Company does not have derivative products in place to manage risks related to foreign currency fluctuations for its foreign operations or for interest rate changes.

4.ACCOUNTS RECEIVABLE

The Company's accounts receivable are comprised as follows:

	December 28, 2013	December 29, 2012
Billed	$35,415	$26,600
Accrued and unbilled	7,895	4,761
Work-in-progress	13,394	13,552
Allowance for doubtful accounts and sales discounts	(978)	(1,207)
Accounts receivable, net	$55,726	$43,706

Unbilled receivables primarily represent revenues earned whereby those services are ready to be billed as of the balance sheet date. Work-in-process primarily represents revenues earned under contracts which the Company contractually invoices at future dates.

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES
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5.PROPERTY AND EQUIPMENT

Property and equipment are comprised of the following:

	December 28, 2013	December 29, 2012
Equipment and furniture	$2,454	$2,366
Computers and systems	5,670	5,204
Leasehold improvements	633	949
	8,757	8,519
Less: accumulated depreciation and amortization	6,466	6,639
Property and equipment, net	$2,291	$1,880

The Company writes off fully depreciated assets each year. In the fiscal years ended December 28, 2013 and December 29, 2012, write-offs were $1,169 and $1,466, respectively. For the fiscal years ended December 28, 2013 and December 29, 2012, depreciation expense was $995 and $1,193, respectively.

6.ACQUISITIONS

General

The Company has acquired numerous companies throughout its history and those acquisitions have generally included significant future contingent consideration. The Company gives no assurance that it will make acquisitions in the future and if they do make acquisitions gives no assurance that such acquisitions will be successful.

Future Contingent Payments

As of December 28, 2013, the Company had one active acquisition agreement whereby additional contingent consideration may be earned. Effective July 1, 2012 the Company acquired certain assets of BGA, LLC (“BGA”) as more fully described below. The Company estimates future contingent payments at December 28, 2013 as follows:

Period Ending	
December 28, 2013	$313
January 3, 2015	210
January 2, 2016	222
December 31, 2016	263
Estimated future contingent consideration payments	$1,008

Actual future contingent payments may materially differ from the estimates above. Future contingent payments to be made to BGA are capped at a maximum of $3.0 million cumulatively. The Company estimates future contingent consideration in payments based on forecasted performance and recorded the net present value of those expected payments as of December 28, 2013. The measurement is based on significant inputs that are not observable in the market, which “Fair Value Measurements and Disclosures” (ASU Topic 820-10-35) refers to as Level 3 inputs.

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES
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6.ACQUISITIONS (CONTINUED)

Future Contingent Payments (Continued)

During the fiscal years ended December 28, 2013 and December 29, 2012, the Company reduced its liability for contingent consideration by $92 and $135, respectively, which relates to the 2009 acquisition of Project Solutions Group, Inc. and is reflected in other income. The Company paid no contingent consideration during the fiscal years ended December 28, 2013 and December 29, 2012.

	Short Term	Long Term	Total
Contingent consideration balance as of December 29, 2012	$309	$713	$1,022
Liability reduced in current year	(92)	-	(92)
Moved from long term to short term	306	(306)	-
Contingent consideration balance as of December 28, 2013	$523	$407	$930

BGA, LLC

Effective July 1, 2012, the Company purchased the operating assets of BGA. BGA provides comprehensive multidiscipline engineering solutions across numerous industry sectors including Power Generation (both Nuclear and Fossil), Energy Delivery, Energy Management, Architecture, Commercial Building and Manufacturing. The Company believes that the BGA assembled workforce consists of highly trained and experienced engineers who will greatly assist RCM in executing future growth in revenues. The business acquired in the BGA acquisition will operate as part of the Company's Engineering segment. The BGA purchase consideration consisted of the following:

Cash	$1,292
Lease in excess of market, net present value	469
Contingent consideration, net present value	930
Total consideration	$2,691

The facility lease payments in excess of market value are expected to be incurred over a four year period following the effective date of the BGA acquisition. The acquired above market lease is recorded at its fair value based on the present value, using a discount rate that reflects the risks associated with the acquired lease, equal to the difference between the contractual amounts to be paid under the lease agreement and an estimate of the fair market lease rate at the acquisition date. The shareholders of BGA are eligible to receive post-closing contingent consideration upon BGA exceeding certain base levels of operating income, potentially earned over four years and not to exceed a total of

$3.0 million cumulatively. The amount recorded for the contingent consideration represents the acquisition date fair value of expected consideration to be paid based on BGA's forecasted operating income during the four year period. Expected consideration was valued based on different possible scenarios for projected operating income. Each case was assigned a probability which was used to calculate an estimate of the forecasted future payments. Then a discount rate was applied to these forecasted future payments to determine the acquisition date fair value to be recorded. At the time of the acquisition, the book and tax basis of assets and liabilities acquired are the same, except for the above market value lease which gave rise to a deferred tax asset as shown below.

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6.ACQUISITIONS (CONTINUED)

Future Contingent Payments (Continued)

The acquisition has been accounted for under the purchase method of accounting. The total estimated purchase price has been allocated as follows:

Fixed assets	$28
Restricted covenants	70
Customer relationships	180
Deferred tax asset	187
Goodwill	2,226
Total consideration	$2,691

The primary item that generated goodwill was the acquisition of a highly skilled and trained assembled workforce of engineers that the Company anticipates will allow it to win contract awards from its current and future customer base that the Company would not otherwise win.

Pro Forma Results of Operations

The following (unaudited) results of operations have been prepared assuming the BGA acquisition had occurred as of the beginning of the fifty-two week period ended December 29, 2012. Those results are not necessarily indicative of results of future operations or of results that would have occurred had the acquisition occurred as of the beginning of the period presented.

	Proforma Results for the Fiscal Year Ended December 29, 2012
Revenues	$148,420
Operating income	$5,363
Basic and diluted earnings per share	$0.26

7.GOODWILL

Goodwill represents the premium paid over the fair value of the net tangible and intangible assets acquired in business combinations. The Company is required to assess the carrying value of its reporting units that contain goodwill at least on an annual basis. The Company has the option to first assess qualitative factors to determine whether it is necessary to perform a two-step impairment test. If the Company believes, as a result of the qualitative assessment, that it is more likely than not that the fair value of a reporting unit is less than the carrying value, the quantitative impairment test is required. The Company formally assesses these qualitative factors, and if necessary, conducts its annual goodwill impairment test as of the last day of the Company's fiscal November each year or if indicators of impairment exist. The Company has determined that the qualitative factors that exist do not suggest that an impairment of goodwill exists.

The carrying amount of goodwill at both December 28, 2013 and December 29, 2012 for the Company's Engineering, Information Technology and Specialty Health Care segments was $2,326, $5,516 and $1,703, respectively.

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8.INTANGIBLE ASSETS

The changes in the carrying amount of intangible assets for the fiscal years ended December 28, 2013 and December 29, 2012 are as follows:

	Engineering	Information Technology	Total
Balance as of December 31, 2011	$ -	$210	$210
Intangibles acquired	250	-	250
Amortization of intangibles during fiscal 2012	(24)	(104)	(128)
Balance as of December 29, 2012	$226	$106	$332
Amortization of intangibles during fiscal 2013	(47)	(69)	(116)
Balance as of December 28, 2013	$179	$37	$216

Schedule of Intangible Assets by class at December 28, 2013:

	Engineering	Information Technology	Total
Restricted covenants	$44	$ -	$44
Customer relationships	135	37	172
Balance as of December 28, 2013	$179	$37	$216

Expected Future Amortization Expense:

Fiscal Year	Engineering	Information Technology	Total
2014	$47	$32	$79
2015	48	5	53

2016	39	-	39
2017	30	-	30
2018	15	-	15
Total	$179	$37	$216

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9. LINE OF CREDIT

The Company and its subsidiaries are party to a loan agreement with Citizens Bank of Pennsylvania, amended and restated effective February 20, 2009, which provides for a $15 million revolving credit facility and includes a sub-limit of $5 million for letters of credit (the "Revolving Credit Facility"). The Revolving Credit Facility has been amended several times, most recently on December 24, 2011 when the maturity date was extended to August 31, 2016. Borrowings under the Revolving Credit Facility bear interest at one of two alternative rates, as selected by the Company at each incremental borrowing. These alternatives are: (i) LIBOR (London Interbank Offered Rate), plus applicable margin, or (ii) the agent bank's prime rate. The Company also pays unused line fees based on the amount of the Revolving Credit Facility that is not drawn. Unused line fees are recorded as interest expense.

All borrowings under the Revolving Credit Facility are collateralized by all of the assets of the Company and its subsidiaries and a pledge of the stock of its subsidiaries. The Revolving Credit Facility also contains various financial and non-financial covenants, such as restrictions on the Company's ability to borrow to pay dividends. Since the Company did not borrow in order to fund the dividend paid on December 29, 2012, the Company did not require any waiver under its Revolving Credit Facility.

There were no borrowings during the fiscal year ended December 28, 2013 and fiscal year ended December 29, 2012. At December 28, 2013 and December 29, 2012, there were letters of credit outstanding for $0.8 million. At December 28, 2013, the Company had availability for additional borrowings under the Revolving Credit Facility of $14.2 million.

10. PER SHARE DATA

The Company uses the treasury stock method to calculate the weighted-average shares used for diluted earnings per share. The number of common shares used to calculate basic and diluted earnings per share for fiscal years ended December 28, 2013 and December 29, 2012 was determined as follows:

	Fiscal Years Ended	
	December 28, 2013	December 29, 2012
Basic weighted average shares outstanding	12,343,261	12,343,426
Dilutive effect of outstanding stock options	135,111	196,709
Weighted average dilutive shares outstanding	12,478,372	12,540,135

There were 97,500 absolute anti-dilutive shares not included in the calculation of common stock equivalents for both the fiscal year ended December 28, 2013 and December 29, 2012. These were determined to be anti-dilutive because the exercise prices of these shares for the period were higher than the average price of all shares for the same period.

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10. PER SHARE DATA (CONTINUED)

Unissued shares of common stock were reserved for the following purposes:

	December 28, 2013	December 29, 2012
Exercise of options outstanding	276,900	307,400
Restricted stock awards outstanding	300,000	350,000
Future grants of options or shares	34,100	34,100
Shares reserved for employee stock purchase plan	189,576	247,752
Total	800,576	939,252

11.SHARE BASED COMPENSATION

At December 28, 2013, the Company had three share-based employee compensation plans. The Company measures the fair value of share-based awards, if and when granted, based on the Black-Scholes method and using the closing market price of the Company's common stock on the date of grant. Awards vest over periods ranging from one to three years and expire within 10 years of issuance. Share-based compensation expense related to awards is amortized in accordance with applicable vesting periods using the straight-line method. Share-based compensation expense of $849 and $169 was recognized for the fiscal year ended December 28, 2013 and December 29, 2012, respectively.

As of December 28, 2013, the Company had approximately $1.1 million of total unrecognized compensation cost related to all non-vested share-based awards granted under the Company's various share-based plans, which the Company expects to recognize over approximately a three-year period. These amounts do not include the cost of any additional share-based awards that may be granted in future periods or reflect any potential changes in the Company's forfeiture rate.

The Company granted 5,000 stock options and 40,000 restricted stock units during the fiscal year ended December 28, 2013 and 55,000 stock options and 350,000 restricted stock units during the fiscal year ended December 29, 2012.

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11.SHARE BASED COMPENSATION (CONTINUED)

The risk-free rate of return is based on the yield of U.S. Treasury Strips with terms equal to the expected life of the grants as of the grant date. The expected term of grant is based on historical stock option exercise experience. The Company used its historical stock price volatility to compute the expected stock price volatility. The expected dividend yield is based on the Company's fiscal 2013 dividend rate. The annual forfeiture rate is based on the Company's historical experience. The Black-Scholes option weighted average assumptions used in the valuation of share based awards for the fiscal years ended December 28, 2013 and December 29, 2012 were as follows:

	Fiscal Years Ended	
	December 28, 2013	December 29, 2012
Weighted average risk-free interest rate	1.74%	0.71%
Expected term of option	5 years	5 years
Expected stock price volatility	52%	61%
Expected dividend yield	0.00%	0.00%
Annual forfeiture rate	5.98%	4.68%
Weighted-average grant date fair value	$2.94	$2.85

1996 Executive Stock Option Plan (the 1996 Plan)

The 1996 Plan, approved by the Company's stockholders in August 1996 and amended in April 1999, provided for the issuance of up to 1,250,000 shares of common stock to officers and key employees of the Company and its subsidiaries through January 1, 2006, at which time the 1996 Plan expired. Options are generally granted at fair market value at the date of grant. The Compensation Committee of the Board of Directors determined the vesting period at the time of grant. As of December 28, 2013, options to purchase 132,000 shares of common stock granted under the 1996 Plan were outstanding.

2000 Employee Stock Incentive Plan (the 2000 Plan)

The 2000 Plan, approved by the Company's stockholders in April 2001, provides for the issuance of up to 1,500,000 shares of the Company's common stock to officers and key employees of the Company and its subsidiaries or to consultants and advisors utilized by the Company. The Compensation Committee of the Board of Directors could award incentive stock options or non-qualified stock options, as well as stock appreciation rights, and determined the vesting period at the time of grant. As of December 28, 2013, options to purchase 70,500 shares of common stock granted under the 2000 Plan were outstanding.

The 1996 Plan and 2000 Plan are expired and therefore no shares are available for issuance.

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11.SHARE BASED COMPENSATION (CONTINUED)

2007 Omnibus Equity Compensation Plan (the 2007 Plan)

The 2007 Plan, approved by the Company's stockholders in June 2007, provides for the issuance of up to 700,000 shares of the Company's common stock to officers, non-employee directors, employees of the Company and its subsidiaries or consultants and advisors utilized by the Company. No more than 350,000 shares of common stock in the aggregate may be issued pursuant to grants of stock awards, stock units, performance shares and other stock-based awards. No more than 300,000 shares of common stock with respect to awards may be granted to any individual during any fiscal year. The Compensation Committee of the Board of Directors determines the vesting period at the time of grant. As of December 28, 2013, under the 2007 Plan, 34,100 shares of common stock were available for future grants and options to purchase 74,400 shares of common stock, as well as 300,000 restricted stock units, were outstanding.

Restricted Stock Units

On November 16, 2012, the Company granted 350,000 restricted stock units all of which fully vest after three years of continued service. All of these restricted stock units include dividend accrual equivalents, which means that any dividends paid by the Company during the three year vesting period become due and payable after the three year vesting period assuming the grantee's restricted stock unit fully vests. Dividends for these grants are accrued on the dividend payment dates and included in accounts payable and accrued expenses on the accompanying consolidated balance sheet. Dividends for restricted share units that ultimately do not vest are forfeited.

To date, the Company has only issued restricted stock units under the 2007 Plan. The following summarizes the restricted stock units activity under the 2007 Plan during 2013:

	Number of Restricted Stock Units (in thousands)	Weighted Average Grant Date Fair Value per Share
Outstanding non-vested at December 29, 2012	350	$5.62
Granted	40	
Vested	(50)	
Forfeited or expired	(40)	
Outstanding non-vested at December 28, 2013	300	$5.72

Based on the closing price of the Company's common stock of $6.95 per share on December 27, 2013, the intrinsic value of the non-vested restricted stock units at December 28, 2013 was $2.1 million. As of December 28, 2013, there was approximately $1.0 million of total unrecognized compensation cost related to restricted stock units, which is expected to be recognized over a weighted-average period of approximately 22.5 months.

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11.SHARE BASED COMPENSATION (CONTINUED)

Stock Option Awards

Transactions related to all stock options under all plans are as follows:

	All Stock Options Outstanding	
	Shares	Weighted Average Exercise Price
Options outstanding as of December 31, 2011	916,594	$4.24
Options granted	55,000	$5.54
Options exercised, net	(392,376)	$3.85
Options forfeited in cashless exercises	(243,268)	
Options forfeited/cancelled	(28,550)	$3.88
Options outstanding as of December 29, 2012	307,400	$5.34
Options exercisable as of December 29, 2012	252,400	$5.29
Intrinsic value of outstanding stock options as of December 29, 2012	$167	
Intrinsic value of stock options exercised in fiscal year ended December 29, 2012	$1,468	
Weighted average grant date fair value of stock options issued during fiscal year ended December 29, 2012	$2.85	
Options outstanding as of December 29, 2012	307,400	$5.34
Options granted	5,000	$5.78
Options exercised, net	(27,500)	$4.15
Options forfeited/cancelled	(8,000)	$5.16
Options outstanding as of December 28, 2013	276,900	$5.47
Options exercisable as of December 28, 2013	221,900	$5.45
Intrinsic value of outstanding stock options as of December 28, 2013	$504	

Intrinsic value of stock options exercised in fiscal year ended December 28, 2013	$44
Weighted average grant date fair value of stock options issued during fiscal year ended December 28, 2013	$2.94

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11.SHARE BASED COMPENSATION (CONTINUED)

Stock Option Awards (Continued)

A summary of the status of our nonvested stock options outstanding as of December 28, 2013, and changes during the year then ended is presented as follows:

Nonvested Stock Options	Shares	Weighed-Average Grant-Date Fair Value
Nonvested at December 29, 2012	55,000	$2.85
Vested	0	
Forfeited	(5,000)	$2.88
Issued nonvested	5,000	$2.94
Nonvested at December 28, 2013	55,000	$2.86

The following table summarizes information about stock options outstanding at December 28, 2013:

Range of Exercise Prices	Number of Outstanding Options		Weighted-Average Remaining Contractual Life		Weighted-Average Exercise Price	
	Outstanding	Vested	Outstanding	Vested	Outstanding	Vested
$2.50 - $2.50	1,000	1,000	5.96	5.96	$2.50	$2.50
$4.16 - $5.78	233,400	178,400	3.41	1.80	$4.82	$4.60
$6.44 - $9.16	17,500	17,500	1.06	1.06	$8.01	$8.01
$9.81 - $9.81	25,000	25,000	3.55	3.55	$9.81	$9.81
	276,900	221,900	3.28	1.96	$5.47	$5.45

Employee Stock Purchase Plan

The Company implemented the 2001 Employee Stock Purchase Plan (the "Purchase Plan") with shareholder approval, effective January 1, 2001. Under the Purchase Plan, employees meeting certain specific employment qualifications are eligible to participate and can purchase shares of common stock semi-annually through payroll deductions at the lower of 85% of the fair market value of the stock at the commencement or end of the offering period. The purchase plan permits eligible employees to purchase shares of common stock through payroll deductions for up to 10% of qualified compensation. During the fiscal years ended December 28, 2013 and December 29, 2012, there were 58,176 and 29,205 shares issued under the Purchase Plan for net proceeds of $259 and $128, respectively. As of December 28, 2013, there were 189,576 shares available for issuance under the Purchase Plan. Compensation expense, representing the discount to the quoted market price, for the Purchase Plan for the fiscal years ended December 28, 2013 and December 29, 2012 was $106 and $65, respectively.

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12. TREASURY STOCK TRANSACTIONS

Our Board of Directors instituted a share repurchase program in February 2010, which authorized the repurchase of up to $7.5 million of the Company's outstanding shares of our common stock at prevailing market prices, from time to time over the subsequent 12 months. In February 2011, the share repurchase program was extended through February 2013. During the fiscal year ended December 28, 2013, the Company repurchased 15,450 shares for an average price of $5.35 per share. Since the inception of its share repurchase program and through December 28, 2013, the Company has purchased 1,473,306 shares at a total cost of approximately $7.5 million, or an average price of $5.09. As of January 4, 2013, the Company used 100% of the funds approved by its Board of Directors in February 2010 to repurchase the Company's common stock.

On October 28, 2013, the Board of Directors authorized an additional repurchase program to purchase up to $5.0 million of outstanding shares of common stock at the prevailing market prices, from time to time over the subsequent 12-month period. As of December 28, 2013, the Company had not purchased any shares under this additional repurchase program.

13. NEW ACCOUNTING STANDARDS

In February 2013, the FASB issued ASU 2013-02 "Reporting of Amounts Reclassified out of Accumulated Other Comprehensive Income". This update requires companies to present the effects on the line items of net income of significant reclassifications out of accumulated other comprehensive income if the amount being reclassified is required under U.S. generally accepted accounting principles ("GAAP") to be reclassified in its entirety to net income in the same reporting period. ASU 2013-02 is effective prospectively for the Company for fiscal years, and interim periods within those years, beginning after December 15, 2012. The Company's adoption of the amended guidance did not have a significant impact on its consolidated financial statements.

Other accounting standards that have been issued or proposed by the FASB and SEC and/or other standards-setting bodies that do not require adoption until a future date are not expected to have a material impact on the consolidated financial statements upon adoption.

14.SEGMENT INFORMATION

The Company follows "Disclosures about Segments of an Enterprise and Related Information," which establishes standards for companies to report information about operating segments, geographic areas and major customers. The accounting policies of each segment are the same as those described in the summary of significant accounting policies (see Note 1 to the Company's Consolidated Financial Statements included in its Annual Report on Form 10-K for the year ended December 28, 2013.)

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14.SEGMENT INFORMATION (CONTINUED)

Segment operating income includes selling, general and administrative expenses directly attributable to that segment as well as charges for allocating corporate costs to each of the operating segments. The following tables reflect the results of the segments consistent with the Company's management system:

Fiscal Year Ended December 28, 2013	Engineering	Information Technology	Specialty Health Care	Corporate	Total
Revenue	$86,742	$55,263	$28,773	$ -	$170,778
Cost of services	67,005	39,412	20,000	-	126,417
Selling, general and administrative	14,357	13,540	7,617	-	35,514
Non-recurring charges	342	142	-	4,697	5,181
Depreciation and amortization	702	300	109	-	1,111
Operating income	$4,336	$1,869	$1,047	($4,697)	$2,555
Total assets	$42,951	$14,472	$14,334	$14,767	$86,524
Capital expenditures	$1,142	$78	$35	$151	$1,406

Fiscal Year Ended December 29, 2012	Engineering	Information Technology	Specialty Health Care	Corporate	Total
Revenue	$66,631	$52,165	$27,021	$ -	$145,817
Cost of services	50,733	36,931	18,438	-	106,102
Selling, general and administrative	12,124	13,703	7,339	-	33,166
Depreciation and amortization	720	477	124	-	1,321

Operating income	$3,054	$1,054	$1,120	$ -	$5,228
Total assets	$39,441	$15,494	$10,419	$19,194	$84,548
Capital expenditures	$340	$59	$8	$104	$511

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14.SEGMENT INFORMATION (CONTINUED)

The Company derives a majority of its revenue from offices in the United States. Revenues reported for each operating segment are all from external customers. The Company is domiciled in the United States and its segments operate in the United States, Canada and Puerto Rico. Revenues by geographic area for the fiscal years ended December 28, 2013 and December 29, 2012 are as follows:

	Fiscal Year Ended	
	December 28, 2013	December 29, 2012
Revenues		
United States	$130,589	$120,327
Canada	34,989	20,641
Puerto Rico	5,200	4,849
	$170,778	$145,817

Total assets by geographic area as of the reported periods are as follows:

	Fiscal Year Ended	
	December 28, 2013	December 29, 2012
Total Assets		
United States	$62,198	$68,364
Canada	22,993	14,612
Puerto Rico	1,333	1,572
	$86,524	$84,548

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15.INCOME TAXES

The components of income tax expense (benefit) from continuing operations are as follows:

	Fiscal Years Ended	
	December 28, 2013	December 29, 2012
Current		
Federal	$450	$1,028
State and local	407	420
Foreign	416	(129)
	1,273	1,319
Deferred		
Federal	(541)	617
State	(157)	179
Foreign	22	(12)
	(676)	784
Total	$597	$2,103

The components of earnings before income taxes by United States and foreign jurisdictions were as follows:

	Fiscal Years Ended	
	December 28, 2013	December 29, 2012
United States	$1,175	$5,790
Foreign Jurisdictions	1,412	(460)
	$2,587	$5,330

The consolidated effective income tax rate for the current year was 24.1% as compared to 39.5% for the comparable prior year period, principally due to the reversal of liability for the uncertain tax position in the current year. The income tax provisions for continuing operations reconciled to the tax computed at the statutory Federal rate are:

	December 28, 2013	December 29, 2012

Tax at statutory rate (credit)	34.0%	34.0%
State income taxes, net of Federal income tax benefit	6.5	7.4
Permanent differences	2.6	(2.4)
Foreign income tax rate	(1.6)	0.30
Reverse liability for amended return	(18.3)	-
Other, net	0.9	0.2
Total income tax expense	24.1%	39.5%

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15. INCOME TAXES (CONTINUED)

A reconciliation of the unrecognized tax benefits for the year December 28, 2013:

Unrecognized Tax Benefits	
Balance as of December 29, 2012	$473
Charges for current year tax positions	(473)
Reserves for current year tax position	628
Balance as of December 28, 2013	$628

The total amount of unrecognized tax benefits relating to the Company's tax positions is subject to change based on future events including, but not limited to, the settlements of ongoing audits and/or the expiration of applicable statutes of limitations. Although the outcomes and timing of such events are highly uncertain, it is reasonably possible that the balance of gross unrecognized tax benefits will not change during the next 12 months. However, changes in the occurrence, expected outcomes and timing of those events could cause the Company's current estimate to change materially in the future.

The Company accounts for penalties or interest related to uncertain tax positions as part of its provision for income taxes and records such amounts to interest expense. The Company recorded no expense for penalties or interest in the fiscal years ended December 28, 2013 and December 29, 2012.

At December 28, 2013 and December 29, 2012, deferred tax assets and liabilities consist of the following:

	December 28, 2013	December 29, 2012
Deferred tax assets:		
Allowance for doubtful accounts	$391	$483
Acquisition amortization, net	1,642	2,214
Reserves and accruals	1,556	432
Other	338	179
Total deferred tax assets	3,927	3,308
Deferred tax liabilities:		

Prepaid expense deferral	(367)	(436)
Bonus depreciation to be reversed	(118)	(129)
Canada deferred tax liability, net	(132)	(73)
Total deferred tax liabilities	(617)	(638)
Total deferred tax assets, net	$3,310	$2,670

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15. INCOME TAXES (CONTINUED)

The Company conducts its operations in multiple tax jurisdictions in the United States, Canada and Puerto Rico. The Company and its subsidiaries file a consolidated U.S. Federal income tax return and file in various states. The Company's federal income tax returns have been examined through 2010. With limited exceptions, the Company is no longer subject to audits by state and local tax authorities for tax years prior to 2009.

16. CONTINGENCIES

From time to time, the Company is a defendant or plaintiff in various legal actions that arise in the normal course of business. As such, the Company is required to assess the likelihood of any adverse outcomes to these matters as well as potential ranges of losses and possible recoveries. The Company may not be covered by insurance as it pertains to some or all of these matters. A determination of the amount of the provision required for these commitments and contingencies, if any, which would be charged to earnings, is made after careful analysis of each matter. Once established, a provision may change in the future due to new developments or changes in circumstances, and could increase or decrease the Company's earnings in the period that the changes are made. Included in the Company's accounts payable and accrued expenses is a provision for losses from legal matters aggregating approximately $0.2 million as of December 28, 2013 and December 29, 2012. Asserted claims in these matters seek approximately $10.7 million in damages as of December 28, 2013.

The Company is also subject to other pending legal proceedings and claims that arise from time to time in the ordinary course of its business, which may not be covered by insurance.

17. RETIREMENT PLANS

Profit Sharing Plan

The Company maintains a 401(k) profit sharing plan for the benefit of eligible employees in the United States and other similar plans in Canada and Puerto Rico (the "Retirement Plans"). The 401(k) plan includes a cash or deferred arrangement pursuant to Section 401(k) of the Internal Revenue Code sponsored by the Company to provide eligible employees an opportunity to defer compensation and have such deferred amounts contributed to the 401(k) plan on a pre-tax basis, subject to certain limitations. The Company, at the discretion of the Board of Directors, may make contributions of cash to match deferrals of compensation by participants in the Retirement Plans. Contributions to the Retirement Plans charged to operations by the Company for the fiscal years ended December 28, 2013 and December 29, 2012 were $424 and $373, respectively.

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
Fiscal Years Ended December 28, 2013 and December 29, 2012
(Dollars in thousands, except share and per share amounts, unless otherwise indicated)

18.COMMITMENTS

Executive Severance Agreements with Kevin Miller and Rocco Campanelli

The Company is a party to Executive Severance Agreements (the “Executive Severance Agreements”) with Rocco Campanelli, the Company’s President and Chief Executive Officer as of February 28, 2014, and Kevin Miller, the Company’s Chief Financial Officer, which set forth the terms and conditions of certain payments to be made by the Company to each executive in the event, while employed by the Company, such executive experiences (a) a termination of employment unrelated to a “Change in Control” (as defined therein) or (b) there occurs a Change in Control and either (i) the executive’s employment is terminated for a reason related to the Change in Control or (ii) the executive remains continuously employed with the Company for a specified period of time following the Change in Control (i.e., twelve months for Mr. Campanelli and three months for Mr. Miller).

Under the terms of the Executive Severance Agreements, if either (a) the executive is involuntarily terminated by the Company for any reason other than “Cause” (as defined therein), “Disability” (as defined therein) or death, or (b) the executive resigns for “Good Reason” (as defined therein), and, in each case, the termination is not a “Termination Related to a Change in Control” (as defined below), the executive will receive the following severance payments: (i) an amount equal to 1.5 times the sum of (a) the executive’s annual base salary as in effect immediately prior to the termination date (before taking into account any reduction that constitutes Good Reason) (“Annual Base Salary”) and (b) the highest annual bonus paid to the executive in any of the three fiscal years immediately preceding the executive’s termination date (“Bonus”), to be paid in installments over the twelve month period following the executive’s termination date; and (ii) for a period of eighteen months following the executive’s termination date, a monthly payment equal to the monthly COBRA premium that the executive is required to pay to continue medical, vision, and dental coverage, for himself and, where applicable, his spouse and eligible dependents.

Notwithstanding the above, if the executive has a termination as described above and can reasonably demonstrate that such termination would constitute a Termination Related to a Change in Control, and a Change in Control occurs within 120 days following the executive’s termination date, the executive will be entitled to receive the payments set forth below for a Termination Related to a Change in Control, less any amounts already paid to the executive, upon consummation of the Change in Control.

Under the terms of the Executive Severance Agreements, if a Change in Control occurs and (a) the executive experiences a Termination Related to a Change in Control on account of (i) an involuntary termination by the Company for any reason other than Cause, death, or Disability, (ii) an involuntary termination by the Company within a specified period of time following a Change in Control (i.e., twelve months for Mr. Campanelli and three months for Mr. Miller) on account of Disability or death, or (iii) a resignation by the executive with Good Reason; or (b) a resignation by the executive, with or without Good Reason, which results in a termination date that is the last day of the specified period (i.e., twelve months for Mr. Campanelli and three months for Mr. Miller) following a Change in Control, then the executive will receive the following severance payments: (1) a lump sum payment equal to two times the sum of the executive’s (a) Annual Base Salary and (b) Bonus; and (2) a lump sum payment equal to twenty-four multiplied by the monthly COBRA premium cost, as in effect immediately prior to the executive’s termination date, for the executive to continue medical, dental and vision coverage, as applicable, in such Company plans for himself and, if applicable, his spouse and eligible dependents.

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
Fiscal Years Ended December 28, 2013 and December 29, 2012
(Dollars in thousands, except share and per share amounts, unless otherwise indicated)

18.COMMITMENTS (CONTINUED)

Executive Severance Agreements with Kevin Miller and Rocco Campanelli (Continued)

The Executive Severance Agreements provide that if the executive remains continuously employed for a specified period of time following a Change in Control (i.e., twelve months for Mr. Campanelli and three months for Mr. Miller) and is employed by the Company on the last day of such specified period, the executive will receive a lump sum payment equal to two times the sum of the executive's (a) Annual Base Salary and (b) Bonus (the "Change in Control Payment"). If the executive receives the Change in Control Payment, the executive will not be eligible to receive any severance payments under his Executive Severance Agreement.

As of December 28, 2013, the Company also had various employment arrangements with Mr. Kopyt. Mr. Kopyt will retire effective on February 28, 2014 and his severance arrangements will be in accordance with the Separation Agreement and General Release between him and the Company entered into as of January 22, 2014.

Operating Leases

The Company leases office facilities and various equipment under non-cancelable leases expiring at various dates through June 2020. Certain leases are subject to escalation clauses based upon changes in various factors. The minimum future annual operating lease commitments for leases with non-cancelable terms, exclusive of unknown operating escalation charges, are as follows ($ in thousands):

Fiscal Years	Amount
2014	$2,904
2015	2,601
2016	1,863
2017	1,509
2018	1,302
Thereafter	508
Total	$10,687

Rent expense for the fiscal years ended December 28, 2013 and December 29, 2012 was $2,896 and $2,978, respectively.

The Company subleases space to other tenants at various office locations under cancelable lease agreements. During the fiscal years ended December 28, 2013 and December 29, 2012 payments of approximately $203 and $356, respectively, were received under these leasing arrangements. The Company offsets these payments against its rent expense for reporting purposes.

19.RELATED PARTY TRANSACTIONS

Richard Machon, a director of the Company, from time to time provides consulting services to the Company or for clients of the Company through Mr. Machon’s company, Machon & Associates. The Company paid Machon & Associates $43 and $45 during the fiscal years ended December 28, 2013 and December 29, 2012, respectively.

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
Fiscal Years Ended December 28, 2013 and December 29, 2012
(Dollars in thousands, except share and per share amounts, unless otherwise indicated)

20.SELECTED QUARTERLY FINANCIAL INFORMATION (UNAUDITED)

Fiscal Year Ended December 28, 2013

	Sales	Gross Profit	Operating Income	Net Income	Diluted Income Per Share
1st Quarter	$41,230	$10,621	$1,514	$960	$0.08
2nd Quarter	42,379	11,262	1,714	1,470	0.12
3rd Quarter	41,320	10,684	1,806	1,142	0.09
4th Quarter*	45,849	11,794	(2,479)	(1,582)	(0.13)
Total	$170,778	$44,361	$2,555	$1,990	$0.16

*Includes severance and other charges of $4.8 million (see note 21).

Fiscal Year Ended December 29, 2012

	Sales	Gross Profit	Operating Income	Net Income	Diluted Income Per Share
1st Quarter	$38,206	$10,285	$1,776	$1,059	$0.08
2nd Quarter	35,753	9,656	1,015	505	0.04
3rd Quarter	34,839	9,675	1,107	634	0.05
4th Quarter	37,019	10,099	1,330	1,029	0.09
Total	$145,817	$39,715	$5,228	$3,227	$0.26

21. SEVERANCE AND OTHER CHARGES

The Company recognized $5.2 million in severance and other charges for the fiscal year ended December 28, 2013 as compared to zero for the comparable prior year period. The Company incurred expenses of $4.5 million related to events leading to the election to our Board of Directors on December 5, 2013 of two candidates nominated by a group of our stockholders and the subsequent retirement of Leon Kopyt, the Company’s President and Chief Executive Officer. The Company incurred severance and other related expenses of $2.9 million as a result of the voluntary retirement of Mr. Kopyt. In December 2013, Mr. Kopyt notified the Company of his intention to retire and offered to negotiate a lower severance amount than he would have been otherwise contractually entitled to under his severance agreement upon change of control of the Company. The negotiation with Mr. Kopyt was conducted as the central part of a global settlement agreement with Legion Partners. The Company, Legion Partners and Mr. Kopyt agreed on the reduced severance amount in fiscal 2013 contingent upon other provisions ultimately finalized in an agreement signed on January 22, 2014. Mr. Kopyt’s retirement became effective on February 28, 2014. The Company also incurred $1.6 million related to the proxy contest leading to the December 5, 2013 annual meeting, consisting of $1.0 million incurred by the Company and $0.6 million incurred by the stockholder group, which the Company agreed to reimburse.

The Company also incurred $0.5 million in facilities consolidation charges and $0.2 million in professional fees related to a research and development tax credit study. The facilities consolidation charges were incurred because the Company's Canadian operations elected to consolidate its Mississauga location into its expanded Pickering location and closed its Mason, Ohio office.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders
RCM Technologies, Inc.

We have audited the accompanying consolidated balance sheets of RCM Technologies, Inc. (a Nevada corporation) and Subsidiaries (the "Company") as of December 28, 2013 and December 29, 2012, and the related consolidated statements of income, comprehensive income, changes in stockholders' equity and cash flows for each of the fiscal years in the two-year period ended December 28, 2013. The financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of RCM Technologies, Inc. and Subsidiaries as of December 28, 2013 and December 29, 2012, and the consolidated results of their operations and their cash flows for each of the years in the two-year period ended December 28, 2013, in conformity with accounting principles generally accepted in the United States of America.

In connection with our audit of the consolidated financial statements referred to above, we also audited Schedule II — Valuation and Qualifying Accounts and Reserves for each of the fiscal years in two-year period ended December 28, 2013. In our opinion, this financial schedule, when considered in relation to the consolidated financial statements taken as a whole, presents fairly, in all material respects, the information stated therein.

EisnerAmper LLP

Iselin, New Jersey
February 27, 2014

SCHEDULE II

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES
VALUATION AND QUALIFYING ACCOUNTS AND RESERVES
Fiscal Years Ended December 28, 2013 and December 29, 2012
(Dollars in thousands, except share and per share amounts, unless otherwise indicated)

Column A	Column B	Column C	Column D	Column E
Description	Balance at Beginning of Period	Charged to Costs and Expenses	Deduction	Balance at End of Period
Fiscal Year Ended December 28, 2013				
Allowance for doubtful accounts on trade receivables	$1,207	$301	($530)	$978
Provision for contingencies for legal matters	$175	$88	($75)	$188
Fiscal Year Ended December 29, 2012				
Allowance for doubtful accounts on trade receivables	$1,455	$150	$398	$1,207
Provision for contingencies for legal matters	$340	$25	$190	$175

EXHIBIT INDEX

(21) Subsidiaries of the Registrant.

(23.1) Consent of EisnerAmper LLP.

(31.1) Certification of Chief Executive Officer Required by Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended.

(31.2) Certification of Chief Financial Officer Required by Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended.

(32.1) Certifications of Chief Executive Officer Required by Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended. (This exhibit shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section. Further, this exhibit shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.)

(32.2) Certifications of Chief Financial Officer Required by Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended. (This exhibit shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section. Further, this exhibit shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.)

**(101.INS) XBRL Instance Document

**(101.SCH) XBRL Taxonomy Extension Schema Document

**(101.CAL) XBRL Taxonomy Extension Calculation Linkbase Document

**(101.LAB) XBRL Taxonomy Extension Label Linkbase Document

**(101.PRE) XBRL Taxonomy Extension Presentation Linkbase Documents

**(101.DEF) XBRL Taxonomy Definition Linkbase Document

** XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of section 18 of the Securities Exchange Act of 1934, and otherwise is not subject to liability under these sections.

EXHIBIT 21

SUBSIDIARIES OF THE REGISTRANT

Business Support Group of Michigan, Inc.
Cataract, Inc.
Programming Alternatives of Minnesota, Inc.
RCM Technologies Canada Corp.
RCM Technologies (USA), Inc.
RCMT Delaware, Inc.

EXHIBIT 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statements of RCM Technologies, Inc. and Subsidiaries on Form S−8 (No. 333-165482, effective March 15, 2010, No. 333-145904, effective September 6, 2007, No. 333-61306, effective April 21, 1993, No. 333-80590, effective June 22, 1994, No. 333-48089, effective March 17, 1998, No. 333-52206, effective December 19, 2000 and No. 333-52480, effective December 21, 2000) of our report dated February 27, 2014, on our audits of the consolidated financial statements and financial statement schedule as of December 28, 2013 and December 29, 2012 and for each of the fiscal years in the two-year period ended December 28, 2013, which report is included in this Annual Report on Form 10-K.

EISNERAMPER LLP

Iselin, NJ
February 27, 2014

EXHIBIT 31.1

CERTIFICATION REQUIRED BY
RULE 13a-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934

I, Leon Kopyt, certify that:

1.I have reviewed this annual report on Form 10-K of RCM Technologies, Inc. (the “registrant”);

2.Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3.Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4.The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a)Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c)Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d)Disclosed in this annual report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5.The registrant’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent function):

(a)All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and (b)Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 27, 2014 /s/Leon Kopyt
Leon Kopyt
Chairman, President, Chief
Executive Officer and Director

EXHIBIT 31.2

CERTIFICATION REQUIRED BY
RULE 13a-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934

I, Kevin D. Miller, certify that:

1.I have reviewed this annual report on Form 10-K of RCM Technologies, Inc. (the “registrant”);

2.Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3.Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4.The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a)Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c)Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d)Disclosed in this annual report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5.The registrant’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent function):

(a)All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and (b)Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 27, 2014 /s/Kevin D. Miller
Kevin D. Miller
Chief Financial Officer, Treasurer
and Secretary

EXHIBIT 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report on Form 10-K of RCM Technologies, Inc. (the “Company”) for the fiscal year ended December 28, 2013, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Leon Kopyt, President & Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, to my knowledge, that:

(1)The Report fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934, as amended (15 U.S.C. section 78m (a)); and

(2)The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/Leon Kopyt
Leon Kopyt
Chairman,
President, Chief
Executive
Officer and
Director
February 27,
2014

A signed original of this written statement required by Section 906 has been provided to RCM Technologies, Inc. and will be retained by RCM Technologies, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

EXHIBIT 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report on Form 10-K of RCM Technologies, Inc. (the "Company") for the fiscal year ended December 28, 2013, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Kevin D. Miller, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, to my knowledge, that:

(1)The Report fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934, as amended (15 U.S.C. section 78m (a)); and

(2)The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/Kevin D. Miller
Kevin D. Miller
Chief Financial Officer, Treasurer and Secretary
February 27, 2014

A signed original of this written statement required by Section 906 has been provided to RCM Technologies, Inc. and will be retained by RCM Technologies, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.