RCM TECHNOLOGIES INC
Form 10-Q
May 14, 2015

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

FORM 10-Q

(Mark One)

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 or 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended April 4, 2015

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	95-–1480559
(State or other Jurisdiction of Incorporation)	(I.R.S. Employer Identification No.)

2500 McClellan Avenue, Suite 350, Pennsauken, New Jersey 08109-4613
(Address of Principal Executive Offices) (Zip Code)

(856) 356-4500
(Registrant's Telephone Number, Including Area Code)

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 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]

Indicate the number of shares outstanding of the Registrant's class of common stock, as of the latest practicable date.

Common Stock, $0.05 par value, 12,711,660 shares outstanding as of May 14, 2015.

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES

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ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
April 4, 2015 and January 3, 2015
(In thousands, except share and per share amounts)

	April 4, 2015 (Unaudited)	January 3, 2015
Current assets:		
Cash and cash equivalents	$528	$6,411
Accounts receivable, net	62,277	59,187
Transit accounts receivable	4,585	3,797
Prepaid expenses and other current assets	2,390	2,368
Deferred income tax assets, domestic	809	816
Total current assets	70,589	72,579
Property and equipment, net	3,620	3,297
Other assets:		
Deposits	232	231
Goodwill	10,223	10,223
Intangible assets, net	172	194
Deferred income tax assets, domestic	631	749
Total other assets	11,258	11,397
Total assets	$85,467	$87,273
Current liabilities:		
Accounts payable and accrued expenses	$8,980	$7,693
Transit accounts payable	5,412	6,658
Accrued payroll and related costs	6,055	7,783
Income taxes payable	632	860
Deferred income tax liability, foreign	148	160
Contingent consideration	389	479
Total current liabilities	21,616	23,633
Contingent consideration	775	775
Borrowings under line of credit	20,000	20,000
Total liabilities	42,391	44,408
Commitments and contingencies	-	-
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; 14,188,440 shares issued and 12,711,660 shares outstanding at	709	707

April 4, 2015 and 14,148,667 shares issued and 12,671,887 shares outstanding at January 3, 2015		
Additional paid-in capital	113,029	112,529
Accumulated other comprehensive (loss) income	(1,588)	91
Accumulated deficit	(61,545)	(62,933)
Treasury stock (1,476,780 shares at April 4, 2015 and January 3, 2015, at cost)	(7,529)	(7,529)
Stockholders' equity	43,076	42,865
Total liabilities and stockholders' equity	$85,467	$87,273

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

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
Thirteen Week Periods Ended April 4, 2015 and March 29, 2014
(Unaudited)
(In thousands, except per share amounts)

	April 4, 2015	March 29, 2014
Revenues	$47,966	$48,569
Cost of services	34,663	36,312
Gross profit	13,303	12,257
Operating costs and expenses		
Selling, general and administrative	10,632	9,948
Depreciation and amortization	316	271
	10,948	10,219
Operating income	2,355	2,038
Other expense		
Interest expense and other, net	(124)	(14)
Loss on foreign currency transactions	(11)	(48)
	(135)	(62)
Income before income taxes	2,220	1,976
Income tax expense	832	773
Net income	$1,388	$1,203
Basic and diluted net earnings per share	$0.11	$0.10

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

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE (LOSS) INCOME
Thirteen Week Periods Ended April 4, 2015 and March 29, 2014
(Unaudited)
(In thousands)

	April 4, 2015	March 29, 2014
Net income	$1,388	$1,203
Foreign currency translation adjustment	(1,679)	(331)
Comprehensive (loss) income	($291)	$872

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

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY
Thirteen Week Period Ended April 4, 2015
(Unaudited)
(In thousands, except share amounts)

	Common Stock		Additional	Accumulated Other		Treasury Stock		
	Issued Shares	Amount	Paid-in Capital	Comprehensive Income	Accumulated Deficit	Shares	Amount	Total
Balance, January 3, 2015	14,148,667	$707	$112,529	$91	($62,933)	1,476,780	($7,529)	$42,865
Issuance of stock under employee stock purchase plan	32,940	2	177	-	-	-	-	179
Translation adjustment	-	-	-	(1,679)	-	-	-	(1,679)
Issuance of stock upon exercise of stock options	3,500	-	19	-	-	-	-	19
Share-based compensation expense	-	-	304	-	-	-	-	304
Issuance of stock upon vesting of restricted stock awards	3,333	-	-	-	-	-	-	-
Net income					1,388			1,388
Balance, April 4, 2015	14,188,440	$709	$113,029	($1,588)	($61,545)	1,476,780	($7,529)	$43,076

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

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
Thirteen Week Periods Ended April 4, 2015 and March 29, 2014
(Unaudited)
(In thousands)

	April 4, 2015	March 29, 2014
Cash flows from operating activities:		
Net income	$1,388	$1,203
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Depreciation and amortization	316	271
Stock-based compensation expense	304	174
Provision for allowance for doubtful accounts	390	18
Deferred income tax expense	125	159
Changes in assets and liabilities:		
Accounts receivable	(4,991)	(4,247)
Prepaid expenses and other current assets	(68)	(1,227)
Net of transit accounts receivable and payable	(2,106)	65
Accounts payable and accrued expenses	1,519	36
Accrued payroll and related costs	(1,631)	1,050
Income taxes payable	(155)	(309)
Total adjustments	(6,297)	(4,010)
Net cash used in operating activities	(4,909)	(2,807)
Cash flows from investing activities:		
Property and equipment acquired	(615)	(442)
Decrease in deposits	(2)	(42)
Net cash used in investing activities	(617)	(484)
Cash flows from financing activities:		
Sale of stock for employee stock purchase plan	179	155
Exercise of stock options	19	64
Contingent consideration paid	(90)	(313)
Net cash provided by (used in) financing activities	108	(94)
Effect of exchange rate changes on cash and cash equivalents	(465)	(337)
Decrease in cash and cash equivalents	(5,883)	(3,722)
Cash and cash equivalents at beginning of period	6,411	9,317
Cash and cash equivalents at end of period	$528	$5,595
Supplemental cash flow information:		
Cash paid for:		
Interest	$128	$23

Income taxes	$455	$677

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

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
(In thousands, except share and per share amounts, unless otherwise indicated)

1. Basis of Presentation

The accompanying consolidated interim financial statements of RCM Technologies, Inc. and subsidiaries ("RCM" or the "Company") are unaudited. The year-end consolidated balance sheet was derived from audited statements but does not include all disclosures required by accounting principles generally accepted in the United States. These statements have been prepared in accordance with the rules and regulations of the Securities and Exchange Commission pertaining to reports on Form 10-Q and should be read in conjunction with the Company's consolidated financial statements and the notes thereto for the year ended January 3, 2015 included in the Company's Annual Report Form 10-K for such period. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations.

The consolidated financial statements for the unaudited interim periods presented include all adjustments (consisting only of normal, recurring adjustments) necessary for a fair presentation of financial position, results of operations and cash flows for such interim periods.

Results for the thirteen week period ended April 4, 2015 are not necessarily indicative of results that may be expected for the full year.

2. Fiscal Year

The Company follows a 52/53 week fiscal reporting calendar ending on the Saturday closest to December 31. The fiscal year ended January 3, 2015 was a 53-week reporting year. The first fiscal quarters of 2015 and 2014 ended on the following dates, respectively:

Period Ended	Weeks in Quarter	Weeks in Year to Date
April 4, 2015	Thirteen	Thirteen
March 29, 2014	Thirteen	Thirteen

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.

Fair Value of Financial Instruments

The Company's carrying value of financial instruments, consisting primarily of accounts receivable, accounts payable and accrued expenses and borrowings under line of credit, 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.

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
(In thousands, except share and per share amounts, unless otherwise indicated)

4. Accounts Receivable, Transit Accounts Receivable and Transit Accounts Payable

The Company's accounts receivable are comprised as follows:

	April 4, 2015	January 3, 2015
Billed	$48,231	$47,318
Accrued and unbilled	7,065	4,853
Work-in-progress	8,146	8,027
Allowance for doubtful accounts	(1,165)	(1,011)
Accounts receivable, net	$62,277	$59,187

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 contractually invoices at future dates.

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) may engage subcontractors to provide construction or other services; b) typically earns a fixed percentage of the total project value; and c) assumes no ownership or risks of inventory. Under the terms of the agreements, the Company is typically not 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 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 generally 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 $4.6 million and related transit accounts payable was $5.4 million, for a net liability of $0.8 million, as of April 4, 2015. The transit accounts receivable was $3.8 million and related transit accounts payable was $6.7 million, for a net liability of $2.9 million, as of January 3, 2015.

The Company has a subcontract agreement with Black & McDonald Limited ("B&M") to provide engineering and procurement services under B&M's master services agreement with Ontario Power Generation ("OPG"). The Company understands that in October 2014, OPG provided to B&M notice of default and termination of a large purchase order from OPG to B&M with respect to which B&M had engaged several subcontractors, including the Company. B&M notified the Company that it is disputing OPG's default claim on this purchase order. As of April 4, 2015 the Company had outstanding accounts receivable to B&M of $4.5 million under the disputed purchase order and, including such amount, a total of $10.9 million of outstanding accounts receivable to B&M. OPG has indicated to the Company that it will not make any further payments to B&M on the project in dispute. The Company has received notice from B&M that while B&M disputes OPG's assertion it is in default, B&M believes that in the event that it is in default under its agreement with OPG, then the Company may also be in default under its agreement with B&M. The Company does not agree with this assertion.

The Company does not believe that any of its account receivables with B&M have been materially impaired and believes that its accounts receivable with B&M remain collectible, subject to existing reserves. However, it is possible that a protracted dispute between OPG and B&M may impact the Company's ability to collect its outstanding accounts receivable in a timely manner.

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
(In thousands, except share and per share amounts, unless otherwise indicated)

5. Property and Equipment

Property and equipment are stated at cost 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 annual rates are 20% for computer hardware and software as well as furniture and office equipment. Leasehold improvements are amortized over the shorter of the estimated life of the asset or the lease term.

Property and equipment are comprised of the following:

	April 4, 2015	January 3, 2015
Equipment and furniture	$2,243	$2,585
Computers and systems	4,176	6,553
Leasehold improvements	674	781
	7,093	9,919
Less: accumulated depreciation and amortization	3,473	6,622
Property and equipment, net	$3,620	$3,297

The Company periodically writes off fully depreciated and amortized assets. The Company wrote off fully depreciated and amortized assets of $3,441 and $902 for the thirteen week periods ended April 4, 2015 and March 29, 2014, respectively.

6. Acquisitions

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 April 4, 2015, the Company had two active acquisition agreements whereby additional contingent consideration may be earned by the former shareholders: 1) effective July 1, 2012 the Company acquired certain assets of BGA, LLC (“BGA”); and 2) effective August 1, 2014 the Company acquired all of the stock of Point Comm, Inc. (“PCI”), as more fully described below. The Company cannot estimate future contingent payments with any certainty. However, the Company estimates future contingent payments at April 4, 2015 as follows:

Fiscal Year	BGA	PCI	Total
2015	$127	$262	$389
2016	271	197	468
2017	-	307	307
Estimated future contingent consideration payments	$398	$766	$1,164

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RCM TECHNOLOGIES, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
(In thousands, except share and per share amounts, unless otherwise indicated)

6. Acquisitions (Continued)

Actual future contingent payments may materially differ from the estimates above. Future contingent payments to be made to BGA and PCI are capped at cumulative maximums of $2.6 million and $2.0 million, respectively. The Company estimates future contingent consideration in payments based on forecasted performance and recorded the net present value of those expected payments as of April 4, 2015. 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.

The Company paid $0.1 million and $0.3 million in contingent consideration during the thirteen week periods ended April 4, 2015 and March 29, 2014, respectively. There were no other changes to the fair value of the contingent consideration during the thirteen week period ended April 4, 2015.

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. During all periods presented, the Company determined that the existing qualitative factors did not suggest that an impairment of goodwill exists. Since there have been no indicators of impairment, the Company has not performed a quantitative impairment test.

There were no changes in the carrying amount of goodwill for the thirteen week period ended April 4, 2015 and the balances are as follows:

	Engineering	Information Technology	Specialty Health Care	Total
Balance as of April 4, 2015	$3,004	$5,516	$1,703	$10,223

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
(In thousands, except share and per share amounts, unless otherwise indicated)

8. 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 the Company determines that 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. The Company's intangible assets consist of customer relationships and non-compete agreements.

The following table reflects the components of net intangible assets, excluding goodwill:

	Engineering	Information Technology	Total
Balance as of January 3, 2015	$189	$5	$194
Amortization of intangibles during the thirteen week period ended April 4, 2015	17	5	22
Balance as of April 4, 2015	$172	$ -	$172

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 $35 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 12, 2014 when the maturity date was extended to December 11, 2019. 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, typically borrowed in fixed 30-day increments or (ii) the agent bank's prime rate generally borrowed over shorter durations. 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. The effective interest rate, including unused line fees, for the thirteen week period ended April 4, 2015 was 2.5%.

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. The Company paid a special cash dividend on December 30, 2014 which was expressly permitted under its amended Revolving Credit Facility. As of April 4, 2015, the Company was in compliance with all covenants contained in its Revolving Credit Facility.

At both April 4, 2015 and January 3, 2015, borrowings under the line of credit were $20.0 and there were letters of credit outstanding for $0.8 million. At April 4, 2015, the Company had availability for additional borrowings under the Revolving Credit Facility of $14.2 million.

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RCM TECHNOLOGIES, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
(In thousands, except share and per share amounts, unless otherwise indicated)

10. Per Share Data

Both basic and diluted earnings per share for all periods are calculated based on the reported earnings in the Company's consolidated statements of income.

The number of shares of common stock used to calculate basic and diluted earnings per share for the thirteen week periods ended April 4, 2015 and March 29, 2014 was determined as follows:

	Thirteen Week Periods Ended	
	April 4, 2015	March 29, 2014
Basic weighted average shares outstanding	12,456,220	12,455,004
Dilutive effect of outstanding stock options	210,261	184,634
Weighted average dilutive shares outstanding	12,666,481	12,639,638

There were 240,000 and 30,000 absolute anti-dilutive shares not included in the calculation of common stock equivalents for the thirteen week periods ended April 4, 2015 and March 29, 2014, respectively. These were determined to be anti-dilutive because the exercise prices of these shares for the period were higher than the average market price of the Company's common stock for the same period.

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

	April 4, 2015	January 3, 2015
Exercise of options outstanding	49,500	53,000
Restricted stock awards outstanding	496,667	500,000
Future grants of options or shares	425,000	425,000
Shares reserved for employee stock purchase plan	89,544	122,484
Total	1,060,711	1,100,484

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
(In thousands, except share and per share amounts, unless otherwise indicated)

11. Share-Based Compensation

At April 4, 2015, 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 $304 and $174 was recognized for the thirteen week periods ended April 4, 2015 and March 29, 2014, respectively.

As of April 4, 2015, the Company had approximately $1.9 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.

Incentive Share-Based Plans

2000 Employee Stock Incentive Plan (the 2000 Plan)

The 2000 Plan, approved by the Company's stockholders in April 2001, provided 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 consultants and advisors utilized by the Company. As of April 4, 2015, options to purchase 25,000 shares of common stock granted under the 2000 Plan were outstanding.

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. As of April 4, 2015, under the 2007 Plan, no shares of common stock were available for future grants and options to purchase 24,500 shares of common stock, as well as 296,667 restricted stock units, were outstanding.

The 2000 and 2007 Plans are expired and therefore no shares are available for grant thereunder.

2014 Omnibus Equity Compensation Plan (the 2014 Plan)

The 2014 Plan, approved by the Company's stockholders in December 2014, provides for the issuance of up to 625,000 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. The Compensation Committee of the Board of Directors determines the vesting period at the time of grant. As of April 4, 2015, under the 2014 Plan, 200,000 restricted stock units were outstanding and 425,000 shares were available for awards thereunder.

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
(In thousands, except share and per share amounts, unless otherwise indicated)

11. Share-Based Compensation (Continued)

Stock Options

There were no options granted during either of the thirteen week periods ended April 4, 2015 and March 29, 2014. Activity regarding outstanding options for the thirteen week period ended April 4, 2015 is as follows:

	All Stock Options Outstanding	
	Shares	Weighted Average Exercise Price
Options outstanding as of January 3, 2015	53,000	$7.65
Options granted	-	
Options exercised	(3,500)	$4.30
Options forfeited/cancelled	-	
Options outstanding as of April 4, 2015	49,500	$7.88
Options outstanding price range at April 4, 2015	$5.27 - $9.81	
Options exercisable as of April 4, 2015	27,000	$9.47
Intrinsic value of outstanding stock options as of April 4, 2015	$15	
Intrinsic value of stock options exercised for the thirteen week period ended April 4, 2015	$8	

As of April 4, 2015, the Company had approximately $31 of total unrecognized compensation cost related to non-vested stock option 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 options that may be granted in future periods or reflect any potential changes in the Company's forfeiture rate.

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
(In thousands, except share and per share amounts, unless otherwise indicated)

11. Share-Based Compensation (Continued)

Restricted Stock Units

From time-to-time the Company issues restricted stock units. These restricted stock units typically 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 stock units that ultimately do not vest are forfeited.

To date, the Company has only issued restricted stock units under the 2007 and 2014 Plans. The following summarizes activity in the restricted stock units under the 2007 and 2014 Plans during 2015:

	Number of Restricted Stock Units (in thousands)	Weighted Average Grant Date Fair Value per Share
Outstanding non-vested at January 3, 2015	500	$6.61
Granted	-	-
Vested	3	$6.61
Forfeited or expired	-	-
Outstanding non-vested at April 4, 2015	497	$6.61

Based on the closing price of the Company's common stock of $6.54 per share on April 2, 2015 (the last trading day prior to April 4, 2015), the intrinsic value of the non-vested restricted stock units at April 4, 2015 was approximately $3.2 million. As of April 4, 2015, there was approximately $1.9 million of total unrecognized compensation cost related to restricted stock units.

Employee Stock Purchase Plan

The Company implemented the 2001 Employee Stock Purchase Plan with stockholder approval, effective January 1, 2001. Such Plan was subsequently amended, pursuant to stockholder approval where required, effective June 18, 2009 and September 16, 2009 (the 2001 Employee Stock Purchase Plan, as so amended, the "Purchase Plan"). 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. The Company has two offering periods in the Purchase Plan coinciding with the Company's first two fiscal quarters and the last two fiscal quarters. Actual shares are issued on the first day of the subsequent offering period for the prior offering period payroll deductions. The number of shares issued at the beginning of the current period (as of January 5, 2015) was 32,940. As of April 4, 2015, there were 89,544 shares available for issuance under the Purchase Plan.

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RCM TECHNOLOGIES, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
(In thousands, except share and per share amounts, unless otherwise indicated)

12. Treasury Stock Transactions

On October 28, 2013, the Board of Directors authorized a 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. On September 30, 2014, the Board extended this repurchase program through October 31, 2015. During the thirteen week period ended April 4, 2015 and the comparable prior year period, the Company did not repurchase any shares.

13. New Accounting Standards

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2014-09, Revenue from Contracts with Customers, which requires companies to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration it expects to be entitled in exchange for those goods or services. The standard will be effective for the Company beginning in the first quarter of 2017 and early adoption is not permitted. The new standard permits the use of either the retrospective or cumulative effect transition method on adoption. The Company is evaluating the effect that ASU 2014-09 will have on its consolidated financial statements and related disclosures, including which transition method it will adopt.

In August 2014, the FASB issued ASU No. 2014-15, Presentation of Financial Statements – Going Concern, which states management should evaluate whether there are conditions or events, considered in the aggregate, that raise a substantial doubt about the entity's ability to continue as a going concern within one year after the date that the financial statements are issued. Management's evaluation should be based on relevant conditions and events that are known and likely to occur at the date that the financial statements are issued. The standard update will be effective for the annual period ending after December 15, 2016, and for annual periods and interim periods thereafter, however, early application is permitted. The Company is evaluating the effect that ASU 2014-15 will have on its consolidated financial statements and related disclosures.

In April, 2015, The FASB issued ASU 2015-03 Simplifying the Presentation of Debt Issuance Costs, which changes the presentation of debt issuance costs in financial statements. Under the standard, an entity presents such costs in the balance sheet as a direct deduction from the related debt liability rather than as an asset. Amortization of the costs is reported as interest expense. The standard will be effective for the annual period ending after December 15, 2015. The Company is evaluating the effect that ASU 2015-03 will have on its consolidated financial statements and related disclosures.

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
(In thousands, except share and per share amounts, unless otherwise indicated)

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 reportable 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 January 3, 2015).

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 reportable segments consistent with the Company's management system:

Thirteen Week Period Ended April 4, 2015	Engineering	Information Technology	Specialty Health Care	Corporate	Total
Revenue	$22,791	$14,655	$10,520	$ -	$47,966
Cost of services	17,164	10,097	7,402	-	34,663
Gross profit	5,627	4,558	3,118	-	13,303
Selling, general and administrative	4,273	3,703	2,656	-	10,632
Depreciation and amortization	235	50	31	-	316
Operating income	$1,119	$805	$431	$ -	$2,355
Total assets	$47,003	$15,495	$18,057	$4,912	$85,467
Capital expenditures	$398	$ -	$ -	$217	$615

Thirteen Week Period Ended March 29, 2014	Engineering	Information Technology	Specialty Health Care	Corporate	Total
Revenue	$24,724	$15,019	$8,826	$ -	$48,569
Cost of services	19,488	10,480	6,344	-	36,312
Gross profit	5,236	4,539	2,482	-	12,257

Selling, general and administrative	3,960	3,686	2,302	-	9,948
Depreciation and amortization	193	56	22	-	271
Operating income	$1,083	$797	$158	-	$2,038
Total assets	$46,547	$15,332	$14,562	$12,183	$88,624
Capital expenditures	$350	$ -	$83	$9	$442

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
(In thousands, except share and per share amounts, unless otherwise indicated)

14. Segment Infomation (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 thirteen week periods ended April 4, 2015 and March 29, 2014 are as follows:

	Thirteen Week Periods Ended	
	April 4, 2015	March 29, 2014
Revenues		
U. S.	$36,695	$35,809
Canada	9,612	11,485
Puerto Rico	1,659	1,275
	$47,966	$48,569

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

	April 4, 2015	January 3, 2015
Total assets		
U. S.	$55,603	$56,764
Canada	27,968	28,776
Puerto Rico	1,896	1,733
	$85,467	$87,273

15. Income Taxes

The projected fiscal 2015 effective income tax rate as of April 4, 2015 is approximately 41.8% and 31.0% in the United States and Canada, respectively, and has yielded a consolidated effective income tax rate of approximately 37.5% for the thirteen week period ended April 4, 2015. For the comparable prior year period estimated income tax rates were 41.7% and 34.4% in the United States and Canada, respectively, and yielded a consolidated effective income tax rate of approximately 39.1% for the thirteen week period ended March 29, 2014. The relative income or loss generated in each jurisdiction can materially impact the overall effective income tax rate of the Company.

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
(In thousands, except share and per share amounts, unless otherwise indicated)

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. As of April 4, 2015, the Company did not accrue for any such liabilities. Included in the Company's accounts payable and accrued expenses is a provision for losses from legal matters aggregating $0.1 million as of March 29, 2014. Asserted claims in these matters sought approximately $1.4 million and $7.6 million in damages as of April 4, 2015 and January 3, 2015, respectively.

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.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

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 information technology and engineering 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) the Company's relationships with and reliance upon significant customers; (v) risks associated with foreign currency fluctuations and changes in exchange rates, particularly with respect to the Canadian dollar; (vi) uncertainties regarding amounts of deferred consideration and earnout payments to become payable to former shareholders of acquired businesses; (vii) 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; (viii) the Company's ability to obtain financing on satisfactory terms; (ix) the reliance of the Company upon the continued service of its executive officers; (x) the Company's ability to remain competitive in the markets that it serves; (xi) the Company's ability to maintain its unemployment insurance premiums and workers compensation premiums; (xii) the risk of claims being made against the Company associated with providing temporary staffing services; (xiii) the Company's ability to manage significant amounts of information and periodically expand and upgrade its information processing capabilities; (xiv) the Company's ability to remain in compliance with federal and state wage and hour laws and regulations; (xv) uncertainties in predictions as to the future need for the Company's services; (xvi) uncertainties relating to the allocation of costs and expenses to each of the Company's operating segments; (xvii) the costs of conducting and the outcome of litigation involving the Company, and the applicability of insurance coverage with respect to any such litigation; (xviii) the results of, and costs relating to, any interactions with shareholders of the Company who may pursue specific initiatives with respect to the Company's governance and strategic direction, including without limitation a contested proxy solicitation initiated by such shareholders, or any similar such interactions; and (ixx) 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 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

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.

Despite a modest decrease in revenues, the Company experienced an increase in gross profit of 8.5% and an increase in operating income of 15.6%, as well as a modest increase in net income, during the thirteen week period ended April 4, 2015 as compared to the thirteen week period ended March 29, 2014.

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 information technology and engineering 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.

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ITEM 2. 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 current revenue recognition standards under ASC 605, 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.

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ITEM 2. 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 Accounts Receivable and Transit Accounts Payable
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: a) may 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. During the thirteen week period ended April 4, 2015, total gross billings, including both transit cost billings and the Company's earned fees, was $18.1 million, for which the Company recognized $10.7 million of its net fee as revenue. During the thirteen week period ended March 29, 2014, total gross billings, including both transit cost billings and the Company's earned fees, was $14.6 million, for which the Company recognized $11.0 million of its net fee as revenue.

Under the terms of the agreements, the Company is typically not 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 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 generally 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 $4.6 million and related transit accounts payable was $5.4 million, for a net liability of $0.8 million, as of April 4, 2015.

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.

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ITEM 2. 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.

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. During all periods presented, the Company determined that the existing qualitative factors did not suggest that an impairment of goodwill exists. Since there have been no indicators of impairment, the Company has not performed a quantitative impairment test.

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.

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ITEM 2. 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 the 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 April 4, 2015, the Company had domestic short term deferred tax assets of $0.8 million, total domestic long term net deferred income tax assets of $0.6 million and a 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 primarily 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, 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. The Internal Revenue Service is currently examining fiscal tax years 2011 and 2012. The State of New Jersey is currently examining fiscal tax years 2009 through 2012. With limited exceptions, the Company is no longer subject to audits by federal, state and local tax authorities in the United States for tax years prior to 2010. The Company is no longer subject to audit in Canada prior to tax year 2009. The Company is no longer subject to audit in Puerto Rico prior to tax year 2004.

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.

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

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ITEM 2. 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 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

Thirteen Week Period Ended April 4, 2015 Compared to Thirteen Week Period Ended March 29, 2014

A summary of operating results for the thirteen week periods ended April 4, 2015 and March 29, 2014 is as follows (in thousands):

	April 4, 2015		March 29, 2014	
	Amount	% of Revenue	Amount	% of Revenue
Revenues	$47,966	100.0	$48,569	100.0
Cost of services	34,663	72.3	36,312	74.8
Gross profit	13,303	27.7	12,257	25.2
Selling, general and administrative	10,632	22.2	9,948	20.4
Depreciation and amortization	316	0.6	271	0.6
	10,948	22.8	10,219	21.0
Operating income	2,355	4.9	2,038	4.2
Other expense, net	(135)	0.3	(62)	(0.1)
Income before income taxes	2,220	4.6	1,976	4.1
Income tax expense	832	1.7	773	1.6
Net income	$1,388	2.9	$1,203	2.5

The Company follows a 52/53 week fiscal reporting calendar ending on the Saturday closest to December 31. The fiscal quarters ended April 4, 2015 and March 29, 2014 consisted of thirteen weeks each.

Revenues. Revenues decreased 1.2%, or $0.6 million, for the thirteen week period ended April 4, 2015 as compared to the thirteen week period ended March 29, 2014 (the "comparable prior year period"). Revenues decreased $1.9 million in the Engineering segment and $0.4 million in the Information Technology segment and increased $1.7 million in the Specialty Health Care segment. See Segment Discussion for further information on revenue changes.

The Company has material operations in Canada; this business is conducted primarily in Canadian dollars. Since the Company reports its consolidated results in U.S. dollars the consolidated results are subject to potentially material fluctuations as a result of changes in the Canadian dollar to U.S. dollar exchange rate. For the thirteen week period ended April 4, 2015, the Company generated total revenues from its Canadian clients of $12.6 million in Canadian dollars ($11.9 million generated by work performed in Canada and $0.7 million generated by work performed in the U.S.), which translated to $10.2 million in revenues in U.S. dollars based on an effective Canadian to U.S. dollar exchange rate of 80.6%. For the thirteen week period ended March 29, 2014, the Company generated total revenues from its Canadian clients of $14.6 million in Canadian dollars ($12.8 million generated by work performed in Canada and $1.8 million generated by work performed in the U.S.), which translated to $13.2 million in revenues in U.S. dollars based on an effective Canadian to U.S. dollar exchange rate of 90.3%. Had the effective Canadian exchange rate for the thirteen week period ended April 4, 2015 of 80.6% been the same as the comparable prior period effective rate of 90.3%, reported revenues in U.S. dollars for the thirteen weeks ended April 4, 2015 would have been $1.2 million higher.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

Thirteen Week Period Ended April 4, 2015 Compared to Thirteen Week Period Ended March 29, 2014 (Continued)

Cost of Services and Gross Profit. Cost of services decreased 4.5%, or $1.6 million, for the thirteen week period ended April 4, 2015 as compared to the comparable prior year period. The decrease in cost of services was primarily due to the decrease in revenues and a deliberate effort to reduce cost of services as a percentage of revenues across all three of the Company's segments. Cost of services as a percentage of revenues decreased to 72.3% for the thirteen week period ended April 4, 2015 from 74.8% for the comparable prior year period. See Segment Discussion for further information regarding changes in cost of services as a percentage of revenues and consequently, gross profit.

Selling, General and Administrative. Selling, general and administrative ("SGA") expenses increased 6.9%, or $0.7 million, for the thirteen week period ended April 4, 2015 as compared to the comparable prior year period. The increase in SGA expense was primarily due to investment in personnel and infrastructure necessary to support current and prospective revenues and new service offerings. As a percentage of revenues, SGA expenses were 22.2% for the thirteen week period ended April 4, 2015 as compared to 20.4% for the comparable prior year period. SGA expense as a percentage of revenues increased primarily due to the decrease in revenues. However, SGA expenses as a percentage of gross profit decreased to 79.9% for the thirteen week period ended April 4, 2015 as compared to 81.2% for the comparable prior year period.

Other Expense, Net. Other expense, 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 that may occur from time to time. The Company's interest expense, net of interest income for the thirteen week period ended April 4, 2015 increased by approximately $0.1 million as compared to the comparable prior year period, primarily due to the Company borrowing $20.0 million under its line of credit facility. The Company borrowed the $20.0 million in order to finance a special cash dividend of $25.3 million paid in the fourth quarter of fiscal 2014.

Income Tax Expense. The Company recognized $0.8 million of income tax expense for the thirteen week period ended April 4, 2015 as compared to $0.8 million for the comparable prior year period. The consolidated effective income tax rate for the current period was 37.5% as compared to 39.1% for the comparable prior year period. The projected fiscal 2015 effective income tax rate as of April 4, 2015 was approximately 41.8% and 31.0% in the United States and Canada, respectively. The relative income or loss generated in each jurisdiction can materially impact the overall effective income tax rate of the Company. The consolidated effective income tax rate decreased for the thirteen week period ended April 4, 2015 as compared to the comparable prior year period because the Company's Canadian income before taxes increased as a percentage of total income before taxes.

Segment Discussion

Engineering

Engineering revenues of $22.8 million in the thirteen week period ended April 4, 2015 decreased $1.9 million, or 7.8%, as compared to the comparable prior year period. The decrease was primarily due to a decrease in revenues of $2.4 million in the Company's Canadian Engineering group, resulting from a reduced level of project activity with the Company's Canadian engineering clients and a significant decrease in the Canadian dollar exchange rate. The effective Canadian dollar exchange rate for the thirteen weeks ended April 4, 2015 for Engineering segment revenues was 80.6% as compared to 90.2% for the comparable prior year period. The change in the effective exchange rate resulted in a reduction of revenues converted from Canadian dollars to U.S. dollars of $1.2 million for the thirteen week period ended April 4, 2015. The Engineering segment's gross profit increased by $0.4 million or 7.5% for the

thirteen weeks ended April 4, 2015 as compared to the comparable prior year period. The Engineering segment's gross profit margin increased to 24.7% for the thirteen weeks ended April 4, 2015 as compared to 21.2% for the comparable prior year period. The primary reason for the increase in both gross profit and gross profit margin was due to improved utilization in the Company's Canadian Engineering Group as that unit increased gross profit by $0.4 million. The Engineering segment operating income was $1.1 million for both the thirteen week period ended April 4, 2015 and the comparable prior year period.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

Thirteen Week Period Ended April 4, 2015 Compared to Thirteen Week Period Ended March 29, 2014 (Continued)

Segment Discussion (Continued)

Information Technology

Information Technology revenues of $14.7 million in the thirteen week period ended April 4, 2015 decreased $0.4 million, or 2.4%, as compared to the comparable prior year period. The decrease was primarily due to a decrease in revenues of $2.1 million from the Life Sciences Practice's two largest fiscal 2014 clients that had multiple projects either conclude or decelerate. The Information Technology segment's gross profit for the thirteen week period ended April 4, 2015 increased marginally as compared to the comparable prior year period due to an increase in gross profit margin to 31.1% for the thirteen week period ended April 4, 2015 as compared to 30.2% for comparable prior year period. The increase in gross profit margin was due to an overall focus by the Information Technology segment on providing higher value higher margin services to its clients, improved utilization as well as natural quarter-to-quarter fluctuations. The Information Technology segment operating income was $0.8 million for both the thirteen week period ended April 4, 2015 and comparable prior year period.

Specialty Health Care

Specialty Health Care revenues of $10.5 million in the thirteen week period ended April 4, 2015 increased $1.7 million, or 19.2%, as compared to the comparable prior year period. The primary drivers for the increase in the revenues for the Specialty Health Care segment were increases of $0.6 million from travel nursing staffing, $0.5 million from the Honolulu office and $0.2 million in permanent placement revenues. The Specialty Health Care segment's gross profit for the thirteen week period ended April 4, 2015 increased by $0.6 million, or 25.6%, as compared to the prior year period. The increase in gross profit was primarily driven by the increase in revenues and an increase in gross profit margin to 29.6% for the thirteen week period ended April 4, 2015 as compared to 28.1% for the comparable prior year period. The increase in gross profit margin was primarily driven by an increased focus on delivering higher margin staffing services and increases to its permanent placement revenues. Specialty Healthcare experienced operating income of $0.4 million for the thirteen week period ended April 4, 2015 as compared to $0.2 milling for comparable prior year period. The primary reasons for the increase in operating income were the increase in gross profit and the decrease of SGA as a percentage of revenues. SGA expense increased to $2.7 million in the thirteen week period ended April 4, 2015 as compared to $2.3 million in the comparable prior year period while the SGA expense as a percentage of revenue decreased to 25.2% as compared to 26.1% in the comparable prior year period. SGA expense increased primarily due to increased investment in the Specialty Healthcare's newer service lines (travel nursing staffing and health information management), and also a higher allocation of corporate infrastructure costs. SGA expenses as a percentage of revenues decreased due to the higher revenues and the spreading of fixed costs over a higher revenue base.

ITEM 2. 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):

	Thirteen Week Periods Ended	
	April 4, 2015	March 29, 2014
Cash provided by (used in):		
Operating activities	($4,909)	($2,807)
Investing activities	($617)	($484)
Financing activities	$108	($94)

Operating Activities

Operating activities used $4.9 million of cash for the thirteen week period ended April 4, 2015 as compared to $2.8 million in the comparable prior year period. The major components of cash provided by or used in operating activities in the thirteen week period ended April 4, 2015 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, prepaid expenses and other current assets, accounts payable and accrued expenses and accrued payroll and related costs.

Net income for the thirteen week period ended April 4, 2015 was $1.4 million as compared to $1.2 million for the comparable prior year period. An increase in accounts receivables in the thirteen week period ended April 4, 2015 used $5.0 million of cash as compared to $4.2 million in the comparable prior year period. The Company primarily attributes the increase in accounts receivables for the thirteen week period ended April 4, 2015 to normal fluctuations in collection cycles and sequential revenue growth from the Company's Specialty Healthcare segment. The Company anticipates that those balances will decrease from the April 4, 2015 balances during the remaining three quarters in the Company's fiscal 2015.

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 transit accounts payable and transit accounts receivable was a net liability of $0.8 million as of April 4, 2015 and $2.8 million as of January 3, 2015, so the cash impact during the thirteen week period ended April 4, 2015 used $2.1 million in cash. The net of transit accounts payable and transit accounts receivable was negligible at both March 29, 2014 and December 28, 2013 so the cash impact during the thirteen week period ended March 29, 2014 was also negligible. Prepaid expenses and other current assets used a negligible amount of cash for the thirteen week period ended April 4, 2015 as compared to using $1.2 million in the comparable prior year period.

An increase in accounts payable and accrued expenses provided $1.5 million for the thirteen week period ended April 4, 2015 as compared to providing a negligible amount of cash for the comparable prior year period. The Company attributes these changes to general timing of payments to vendors in the normal course of business. The decrease in accrued payroll and related costs for the thirteen week period ended April 4, 2015 used $1.6 million in cash as

compared to providing $1.1 million for the comparable prior year period. The primary reasons for the decrease in accrued payroll and related costs during the thirteen week period ended April 4, 2015 were the payment of fiscal 2014 bonuses subsequent to year end and the timing of biweekly payrolls.

ITEM 2. 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 $0.6 million for the thirteen week period ended April 4, 2015 as compared to $0.5 million in the comparable prior year period. The Company continued to invest in its internal information technology infrastructure during the thirteen week period ended April 4, 2015, including $0.2 in a new project management software platform, initially for its Canadian Engineering division. The initial implementation is anticipated to be substantially complete and operational by the end of the Company's second quarter and the total cost for the first phase is expected to be as much as $1.0 million, inclusive of amounts already spent. The Company anticipates that it will extend this new project management software platform to its United States Engineering divisions and possibly its Information Technology segment, starting as early as the Company's second quarter and costing as much as an additional $0.5 million. The Company utilizes SAP software for its financial reporting and accounting system which was implemented in 1999 and has not undergone significant upgrades since its initial implementation. The Company believes that it will become necessary to upgrade or replace its SAP financial reporting and accounting system, perhaps as early as the second half of fiscal 2015 but more likely some time in fiscal 2016. The Company estimates this upgrade or replacement of SAP will cost somewhere between $1.0 million and $2.0 million. These estimates are subject to change.

Financing Activities

Financing activities provided $0.1 million of cash for the thirteen week period ended April 4, 2015 as compared to using $0.1 million for the comparable prior year period. The Company generated $0.2 million in both the current and comparable prior year periods from sales of shares from its equity plans. The Company paid contingent payments of $0.1 million and $0.3 million to the former principles of BGA during the current year and comparable prior year periods, respectively.

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 $35 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 12, 2014 when the maturity date was extended to December 11, 2019. 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, typically borrowed in fixed 30-day increments or (ii) the agent bank's prime rate generally borrowed over shorter durations. 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. The effective interest rate, including unused line fees, for the thirteen week period ended April 4, 2015 was 2.5%.

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. The Company paid a special cash dividend on December 30, 2014 which was expressly permitted under its amended Revolving Credit Facility. As of April 4, 2015, the Company was in compliance with all covenants contained in its Revolving Credit Facility.

At both April 4, 2015 and January 3, 2015, borrowings under the line of credit were $20.0 and there were letters of credit outstanding for $0.8 million. At April 4, 2015, the Company had availability for additional borrowings under the Revolving Credit Facility of $14.2 million.

As of April 4, 2015, $0.2 million of the $0.5 million (on the Consolidated Balance Sheet) of cash and cash equivalents was held by foreign subsidiaries, with a negligible amount of this portion held in U.S. dollars and the balance held in Canadian dollars.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

Liquidity and Capital Resources (Continued)

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 has a subcontract agreement with Black & McDonald Limited ("B&M") to provide engineering and procurement services under B&M's master services agreement with Ontario Power Generation ("OPG"). The Company understands that in October 2014, OPG provided to B&M notice of default and termination of a large purchase order from OPG to B&M with respect to which B&M had engaged several subcontractors, including the Company. B&M notified the Company that it is disputing OPG's default claim on this purchase order. As of April 4, 2015 the Company had outstanding accounts receivable to B&M of $4.5 million under the disputed purchase order and, including such amount, a total of $10.9 million of outstanding accounts receivable to B&M. OPG has indicated to the Company that it will not make any further payments to B&M on the project in dispute. The Company has received notice from B&M that while B&M disputes OPG's assertion it is in default, B&M believes that in the event that it is in default under its agreement with OPG, then the Company may also be in default under its agreement with B&M. The Company does not agree with this assertion.

The Company does not believe that any of its account receivables with B&M have been materially impaired and believes that its accounts receivable with B&M remain collectible, subject to existing reserves. However, it is possible that a protracted dispute between OPG and B&M may impact the Company's ability to collect its outstanding accounts receivable in a timely manner.

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 purchased and began implementing a new project management software platform in early 2015, initially for its Canadian Engineering division. The initial implementation is anticipated to be substantially complete and operational by the end of the Company's second quarter and the total cost for the first phase is expected to be as much as $1.0 million. The Company anticipates that it will extend this new project management software platform to its United States Engineering divisions and possibly its Information Technology segment starting as early as the Company's second quarter and costing as much as an additional $0.5 million. The Company utilizes SAP software for its financial reporting and accounting system which was implemented in 1999 and has not undergone significant upgrades since its initial implementation. The Company believes that it will become necessary to upgrade or replace its SAP financial reporting and accounting system, perhaps as early as the second half of fiscal 2015 but more likely some time in fiscal 2016. The Company estimates this upgrade or replacement of SAP will cost somewhere between

$1.0 million and $2.0 million. These estimates are subject to change.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

Liquidity and Capital Resources (Continued)

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.

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
2015 (After April 4, 2015)	$2,463
2016	2,475
2017	2,048
2018	1,579
2019	670
Thereafter	265
Total	$9,500

Future Contingent Payments

As of April 4, 2015, the Company had two active acquisition agreements whereby additional contingent consideration may be earned by the acquired entities: 1) effective July 1, 2012 the Company acquired certain assets of BGA, LLC ("BGA"); and 2) effective August 1, 2014 the Company acquired all of the stock of Point Comm, Inc. ("PCI"). The Company cannot estimate future contingent payments with any certainty. However, the Company estimates future contingent payments at April 4, 2015 as follows:

Period Ending	BGA	PCI	Total
January 2, 2016	$127	$262	$389
December 31, 2016	271	197	468
December 30, 2017	-	307	307
Estimated future contingent consideration payments	$398	$766	$1,164

Actual future contingent payments may materially differ from the estimates above. Future contingent payments to be made to BGA and PCI are capped at cumulative maximums of $2.6 million and $2.0 million, respectively. The Company estimates future contingent consideration in payments based on forecasted performance and recorded the net present value of those expected payments as of April 4, 2015.

ITEM 3. 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 April 4, 2015, 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. Based on the Company's variable-rate line of credit balances during the thirteen week period ended April 4, 2015, if the interest rate on the Company's variable-rate line of credit (using an incremental borrowing rate) during the period had been 1.0% higher, the Company's interest rate for the period would have increased by $0.2 million. The Company does not expect any material loss with respect to its investment portfolio.

ITEM 4. 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.

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.

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES
PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

See discussion of Contingencies in Note 16 to the Consolidated Financial Statements included in Item 1 of this report.

ITEM 1A. RISK FACTORS

There have been no material changes from the risk factors disclosed in the “Risk Factors” section (Item 1A) of the Company’s Annual Report on Form 10-K for the year ended January 3, 2015.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

10.1	RCM Technologies, Inc. Change in Control Plan for Selected Executive Management (filed as an exhibit to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on March 12, 2015, and incorporated herein by reference).
31.1*	Certification of President and Chief Executive Officer Required by Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended.
31.2*	Certification of Chief Financial Officer Required by Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended.
32.1**	Certification of President and 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**	Certification 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

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* Filed herewith
** Furnished herewith

RCM TECHNOLOGIES, INC.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

RCM Technologies, Inc.

Date: May 14, 2015 By: /s/ Rocco Campanelli

Rocco Campanelli
President and Chief Executive Officer
(Principal Executive Officer and
Duly Authorized Officer of the Registrant)

Date: May 14, 2015 By: /s/ Kevin D. Miller

Kevin D. Miller
Chief Financial Officer
(Principal Financial Officer and
Duly Authorized Officer of the Registrant)

Exhibit 31.1

RCM TECHNOLOGIES, INC.
CERTIFICATIONS REQUIRED BY
RULE 13a-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934

CERTIFICATION

I, Rocco Campanelli, certify that:

1. I have reviewed this quarterly report on Form 10-Q of RCM Technologies, Inc.;

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 functions):

(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: May 14, 2015

/s/ Rocco Campanelli
Rocco Campanelli
President and Chief Executive Officer

Exhibit 31.2

RCM TECHNOLOGIES, INC.
CERTIFICATIONS REQUIRED BY
RULE 13a-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934

CERTIFICATION

I, Kevin D. Miller, certify that:

1. I have reviewed this quarterly report on Form 10-Q of RCM Technologies, Inc.;

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 functions):

(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: May 14, 2015 /s/ Kevin D. Miller
Kevin D. Miller
Chief Financial Officer

Exhibit 32.1

RCM TECHNOLOGIES, INC.

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

I, Rocco Campanelli, President and Chief Executive Officer of RCM Technologies, Inc., a Nevada corporation (the "Company"), hereby certify that, to my knowledge:

(1) The Company's periodic report on Form 10-Q for the quarter ended April 4, 2015 (the "Form 10-Q") fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

* * *

/s/ Rocco Campanelli
Rocco Campanelli
President and Chief Executive Officer

Date: May 14, 2015

Exhibit 32.2

RCM TECHNOLOGIES, INC.

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

I, Kevin D. Miller, Chief Financial Officer of RCM Technologies, Inc., a Nevada corporation (the "Company"), hereby certify that, to my knowledge:

(1) The Company's periodic report on Form 10-Q for the quarter ended April 4, 2015 (the "Form 10-Q") fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Form 10-Q 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

Date: May 14, 2015