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

FORM 10-K

[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended January 2, 2016
OR
[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from .... to ....

Commission file number 1-10245

RCM TECHNOLOGIES, INC.

(Exact Name of Registrant as Specified in its Charter)

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

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

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

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

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

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

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 [ ] (Do not check if a smaller reporting company)	Smaller Reporting Company [X]

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

The aggregate market value of the voting stock held by non-affiliates of the registrant was approximately $39.3 million based upon the closing price of $5.69 per share of the registrant's common stock on July 3, 2015 on The NASDAQ Global Market. For purposes of making this calculation only, the registrant included all directors, executive officers and beneficial owners of more than 5% of the Common Stock of the Company as affiliates.

The number of shares of registrant's common stock (par value $0.05 per share) outstanding as of March 2, 2016: 12,474,200.

Documents Incorporated by Reference

Portions of the definitive proxy statement for the registrant's 2016 Annual Meeting of Stockholders (the "2016 Proxy Statement") are incorporated by reference into Items 10, 11, 12, 13 and 14 in Part III of this Annual Report on Form 10-K. If the 2016 Proxy Statement is not filed by May 2, 2016 (the first business day following the day that is 120 days after the last day of the registrant's 2015 fiscal year), an amendment to this annual report on Form 10-K setting forth this information will be duly filed with the Securities and Exchange Commission.

RCM TECHNOLOGIES, INC.

FORM 10-K

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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 predictions and 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 1. BUSINESS

General

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

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

The Company services some of the largest national and international companies in North America as well as a lengthy roster of Fortune 1000 and mid-sized businesses in such industries as Aerospace/Defense, Energy, Financial Services, Life Sciences, Manufacturing & Distribution, the Public Sector and Technology. RCM believes it offers a range of solutions that fosters long-term client relationships, affords cross-selling opportunities, and minimizes the Company's dependence on any single technology or industry sector. RCM sells and delivers its services through a network of 29 offices in selected regions throughout North America.

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

During the fiscal year ended January 2, 2016, approximately 43.4% of RCM's total revenues were derived from Engineering services, 31.7% from IT services, and the remaining 24.9% from Specialty Health Care services.

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

Industry Overview

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

Industry Overview (Continued)

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

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

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

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

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

Business Strategy

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

Growth Strategy

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

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

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

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

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

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

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

Pursue Selective Strategic Acquisitions
The industry in which the Company operates continues to be highly fragmented, and the Company plans to continue to selectively assess opportunities to make strategic acquisitions as such opportunities are presented to the Company. The Company's acquisition strategy is designed to broaden the scope of services and technical competencies and grow its full life cycle solution capabilities. In considering acquisition opportunities, the Company focuses principally on companies with (i) technologies or market segments RCM has targeted for strategic value enhancement, (ii) margins that are accretive to existing margins, (iii) experienced management personnel, (iv) substantial growth prospects and (v) sellers who desire to join the Company's management team. To retain and provide incentives for management of its acquired companies, the Company has generally structured a significant portion of the acquisition price in the form of multi-tiered consideration based on growth of operating profitability of the acquired company over a two to four year period.

Operating Strategy

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

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

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

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

To accomplish this, the Company's financial reporting and accounting systems are centralized in the Company's operational headquarters in Parsippany, NJ. The systems have been configured to perform all back office functions, including payroll, project management, project cost accounting, billing, human resource administration and financial reporting and consolidation. The Company anticipates a comprehensive review of its financial reporting and accounting system platform in fiscal 2016. The Company utilizes third-party 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 third-party financial reporting and accounting system. The Company has not determined when this contemplated replacement may be necessary but it could be as early as late fiscal 2016. The Company estimates this upgrade or replacement of the third-party system will cost somewhere between $1.0 million and $2.0 million. These estimates are subject to change.

Engineering

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

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

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

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

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

As of January 2, 2016, the Company assigned approximately 610 engineering and technical personnel to its customers.

Information Technology

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

- Enterprise Infrastructure Management
- Enterprise Integration
- Enterprise Supply Chain
- Enterprise Project Management
- Enterprise HR
- Life Sciences
- Assessment and Remediation of Federally Regulated Life Science Equipment and Processes

Information Technology (Continued)

The RCM Enterprise Business Solutions Group's core business mission is to continue its strategic transformation designed to focus the Company on developing proprietary customized solutions and methodologies by bundling software, systems, tools and services into integrated business and technology solutions. Invoices on projects whereby the Company sold its own proprietary software were not material for the fiscal year ended January 2, 2016.

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

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

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

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

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

As of January 2, 2016, the Company assigned approximately 420 information technology personnel to its customers.

Specialty Health Care

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

As of January 2, 2016, the Company assigned approximately 1,130 specialty health care services personnel to its customers.

Branch Offices

The Company's organization consists of 29 branch offices located in the United States, Canada and Puerto Rico. The locations and services of each of the branch offices are set forth in the table below.

LOCATION	NUMBER OF OFFICES	SERVICES PROVIDED(1)
U.S.		
California	2	HC
Connecticut	2	E
Florida	1	HC
Hawaii	1	HC
Illinois	1	HC
Maryland	1	IT
Massachusetts	1	IT
Michigan	2	IT
Minnesota	1	IT
New Jersey	3	IT, E
New York	3	IT, E, HC
Oregon	1	IT
Pennsylvania	2	E, HC
Rhode Island	1	E
Wisconsin	1	E
	23	
CANADA	5	IT, E
PUERTO RICO	1	IT

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

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

Branch Offices (Continued)

The Company is domiciled in the United States and its segments operate in the United States, Canada and Puerto Rico. Revenues for the fiscal year ended January 2, 2016 and total assets by geographic area as of January 2, 2016 are as follows ($ in thousands):

	Revenues	Total Assets
United States	$150,024	$63,886
Canada	29,519	15,640
Puerto Rico	6,193	1,810
	$185,736	$81,336

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

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

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

Sales and Marketing

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

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

Sales and Marketing (Continued)

The Company's larger recognizable customers include 3M, ADP, Amgen, Atrium Medical, Bimbo Bakeries, Black and McDonald, Bruce Power Limited Partnership ("Bruce Power"), Bruckner Supply Company, Chicago Public Schools, Chrysler Corporation, Con Edison, Covanta, CR Bard, Entergy, Exelon Nuclear, FlightSafety International, Hamilton Sundstrand, Hawaii Department of Education, Hawaii State Hospital, Johnson and Johnson, Lilly del Caribe, McNeil Consumer Healthcare, New York City Board of Education, New York Power Authority, Novartis, Ontario Power Generation, Pfizer, Pragmatics, Pratt and Whitney, PSE&G, Regeneron Pharmaceuticals, Ryder, Sikorsky Aircraft, United Health Group, United Technologies Corporation, Verizon, Vermont Yankee Nuclear Power and Zimmer Holdings, Inc. The Company serves Fortune 1000 companies and many middle market clients. The Company's relationships with these customers are typically formed at the customers' local or regional level and from time to time, when appropriate, at the corporate level for national accounts.

During the fiscal year ended January 2, 2016, no client accounted for 10% or more of the Company's revenues. The Company's five, ten and twenty largest customers accounted for approximately 33.7%, 48.3% and 60.5%, respectively, of the Company's revenues for the fiscal year ended January 2, 2016.

Recruiting and Training

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

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

Information Systems

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

RCM has partnered with several internationally recognized vendors to deploy their business solutions internally, with systems designed to provide centralized management and a supported network.

RCM has upgraded its perimeter network and WAN architecture throughout the U.S. and Canada to a secure centralized model. The hub datacenter at its operational headquarters has been outfitted with redundant fiber circuits, and redundant firewalls, routers and switching architecture protects against hardware failure. Access to the network is restricted for security reasons.

Information Systems (Continued)

The Company has enhanced its ERP hardware, Application and Operating system to accommodate its growing needs. The branch offices of the Company are networked to the corporate offices via private circuits, which enable the ERP application to be accessed securely at all operational locations. The ERP system supports Company-wide operations such as payroll, billing, human resources, project systems, accounts receivable, accounts payable, all general ledger accounting, budgeting and consolidation reporting functionality. The Company believes that it will become necessary to upgrade or replace its financial reporting and accounting system. The Company has not determined when this contemplated replacement may be necessary but it could be as early as late fiscal 2016. The Company estimates this upgrade or replacement of its ERP system will cost somewhere between $1.0 million and $2.0 million. These estimates are subject to change.

The Company's internet presence is an integral part of its strategic initiative to improve visibility and contextualize its business offerings. The company's website has been revised, making the site more interactive, with improved web analytics.

The Company uses an application service provider (ASP) solution for sourcing candidates and fulfilling client requirements. The integrated solution allows RCM to track all client requirements on an enterprise level. RCM recruiters are able to search multiple sources (e.g. job boards) to identify and match suitable candidates for an opportunity or need, and to build and maintain a proprietary database of prequalified candidates, thereby enhancing our ability to respond quickly to client demands. Customized reporting and query capabilities allow RCM management to monitor personnel performance and client responsiveness. All data and information is accessible via a web portal.

In the interest of consolidation and being green, RCM is currently deploying sophisticated virtualization technology. The server footprint at the primary datacenter in Parsippany, NJ has been reduced by 90% without compromising systems integrity or redundancy. Implementation of V-motion, fault tolerance, high availability and centralized management are an integral part of this solution. Green initiatives include partnerships with vendors for the recycling of used printers, toners, servers, desktops and mobile devices.

Other Information

Safeguards - Business, Disaster and Contingency Planning

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

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

Additionally, RCM has contracted and brokered strategic relationships with third-party vendors to meet its recovery objectives in the event of a system disruption. For example, comprehensive service level agreements for RCM's data circuits and network devices guarantee minimal outages as well as network redundancy and scalability.

Other Information (Continued)

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

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

The Parsippany Datacenter moved in the first quarter of fiscal 2015 to a third-party Internet Data Center ("IDC"). The IDC provides RCM with a robust data center environment with redundant HVAC, commercial power feeds, ten 2000kW diesel generator sets with five 10,000 gallon above ground fuel oil storage tanks to provide standby power and dry pipe fire suppression. In addition the IDC provides 24x7 security staffing, closed-circuit monitors, secure-card key access, biometrics scanners, man traps, and alarmed doors.

Competition

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

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

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

Seasonality

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

Government Regulations

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

Intellectual Property

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

Employees

As of January 2, 2016, the Company employed an administrative, sales, recruiting and management staff of approximately 200 people, including licensed engineers and certified IT specialists who, from time to time, participate in engineering design and IT projects undertaken by the Company. As of January 2, 2016, there were approximately 610 engineering and technical and 420 information technology personnel assigned by the Company to work on client projects for various periods and there were approximately 1,130 specialty health care services personnel assigned to clients. None of the Company's employees are party to a collective bargaining agreement. The Company considers its relationship with its employees to be good.

Access to Company Information

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

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

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

ITEM 1A. RISK FACTORS

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

Economic Trends

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

Government Regulations

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

Highly Competitive Business

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

Seasonality of Business

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

Events Affecting Significant Customers

As disclosed in "Item 1. Business," the Company's five, ten and twenty largest customers accounted for approximately 33.7%, 48.3% and 60.5%, respectively, of revenues for the fiscal year ended January 2, 2016. During the fiscal year ended January 2, 2016, no single customer accounted for more than 10% of total revenues. The Company's customers may be affected by the current state of the economy or developments in the credit markets or may engage in mergers or similar transactions. In addition, customers may choose to reduce the business they do with RCM for other reasons or no reason. The Company could also be materially impacted by actions of prime contractors whereby the Company derives revenues through a subcontractor relationship. Should any significant customers experience a downturn in their business that weakens their financial condition or merge with another company or otherwise cease independent operation, or limit their relationship with us, it is possible that the business that the customer does with the Company would be reduced or eliminated, which could adversely affect the Company's business, financial condition and results of operations.

Safety Concerns Regarding Nuclear Power Plants; Limitations on Insurance

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

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

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

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

Dependence Upon Personnel

The Company's operations depend on the continued efforts of its officers and other executive management. The loss of key officers and members of executive management may cause a significant disruption to the Company's business.

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

Revolving Credit Facility and Liquidity

If the Company were unable to borrow under its Revolving Credit Facility (see "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Liquidity and Capital Resources – Financing Activities"), it may adversely affect liquidity, results of operations and financial condition. The Company's liquidity depends on its ability to generate sufficient cash flows from operations and, from time to time, borrowings under the Revolving Credit Facility with the Company's agent lender Citizens Bank of Pennsylvania. The Company believes that Citizens Bank is liquid and is not aware of any current risk that they will become illiquid. At January 2, 2016, the Company had $21.0 million in borrowings under the Revolving Credit Facility outstanding and $0.8 million outstanding under letters of credit. At January 2, 2016, the Company had availability for additional borrowings under the Revolving Credit Facility of $13.2 million.

The Revolving Credit Facility contains various financial and non-financial covenants. At January 2, 2016, the Company was in compliance with the covenants and other provisions of the Credit Facility. Any failure to be in compliance could have a material adverse effect on liquidity, results of operations and financial condition.

Foreign Currency Fluctuations and Changes in Exchange Rates

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

Workers' Compensation and Employee Medical Insurance

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

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

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

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

Acquisitions May Not Succeed

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

International Operations

The Company operates its business in Canada and, to a less significant extent, in Puerto Rico. For the fiscal year ended January 2, 2016, approximately 19.2% of the Company's revenues were generated outside the United States. There are certain risks inherent in conducting business internationally including: the imposition of trade barriers, foreign exchange restrictions, longer payment cycles, greater difficulties in accounts receivables collection, difficulties in complying with a variety of foreign laws, changes in legal or regulatory requirements, difficulties in staffing and managing foreign operations, complex and uncertain employment environments, political instability and potentially adverse tax consequences. To the extent the Company experiences these risks, the business and results of operations could be adversely affected.

Trademarks

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

Data Center Capacity and Telecommunication Links

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

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

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

Cyber Security

We are highly dependent on information technology systems to operate our business. A breakdown, invasion, corruption, destruction or interruption of critical information technology systems by employees, others with authorized access to our systems or unauthorized persons could negatively impact operations. In the ordinary course of business, we collect, store and transmit confidential information and it is critical that we do so in a secure manner to maintain the confidentiality and integrity of such information. Additionally, we outsource certain elements of our information technology systems to third parties. As a result of this outsourcing, our third party vendors may or could have access to our confidential information making such systems vulnerable. Data breaches of our information technology systems, or those of our third party vendors, may pose a risk that sensitive data may be exposed to unauthorized persons or to the public. While we believe that we have taken appropriate security measures to protect our data and information technology systems, and have been informed by our third party vendors that they have as well, there can be no assurance that our efforts will prevent breakdowns or breaches in our systems, or those of our third party vendors, that could adversely affect our business.

Litigation

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

ITEM 1B. UNRESOLVED STAFF COMMENTS

Not applicable.

ITEM 2. PROPERTIES

The Company provides specialty professional consulting services, principally performed at various client locations, through 29 administrative and sales offices located in the United States, Puerto Rico and Canada. The majority of the Company's offices typically consist of 1,000 to 15,000 square feet and are typically leased by the Company for terms of one to three years. Offices in larger or smaller markets may vary in size from the typical office. The Company does not expect that it will be difficult to maintain or find suitable lease space at reasonable rates in its markets or in areas where the Company contemplates expansion.

The Company's executive office is located at 2500 McClellan Avenue, Suite 350, Pennsauken, New Jersey 08109-4613. These premises consist of approximately 11,200 square feet and are leased at a rate of approximately $16.00 per square foot per annum for a term ending on June 30, 2020.

The Company's operational office is located at 20 Waterview Boulevard, 4 th Floor, Parsippany, NJ 07054-1271. These premises consist of approximately 16,000 square feet and are leased at a rate of approximately $21.25 per square foot per annum for a term ending on October 31, 2018.

ITEM 3. LEGAL PROCEEDINGS

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. Asserted claims in these matters seek approximately $1.9 million in damages as of January 2, 2016. As of January 2, 2016, the Company had an accrual of $0.2 million for any such liabilities.

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 4. MINE SAFETY DISCLOSURES

Not applicable.

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

Shares of the Company's common stock are traded on The NASDAQ Global Market under the Symbol "RCMT." The following table sets forth approximate high and low sales prices for the two years in the period ended January 2, 2016 as reported by The NASDAQ Global Market:

		Common Stock	
Fiscal Year Ended January 3, 2015		**High**	**Low**
	First Quarter	$7.22	$6.02
	Second Quarter	$6.95	$6.03
	Third Quarter	$7.82	$6.02
	Fourth Quarter	$9.25	$6.38
Fiscal Year Ended January 2, 2016			
	First Quarter	$7.00	$5.56
	Second Quarter	$6.74	$5.27
	Third Quarter	$5.74	$4.16
	Fourth Quarter	$5.74	$4.24

Holders

As of February 12, 2016, the approximate number of holders of record of the Company's Common Stock was 386. Based upon the requests for proxy information in connection with the Company's 2015 Annual Meeting of Stockholders, the Company believes the number of beneficial owners of its Common Stock is approximately 2,817.

Dividends

On December 30, 2015, the Company paid to stockholders of record on December 22, 2015 a special cash dividend of $1.00 per share of common stock. The Company also accrued $1.00 per share on 208,834 unvested restricted stock units. On December 30, 2014, the Company paid to stockholders of record on December 26, 2014 a special cash dividend of $2.00 per share of common stock. The Company also accrued $2.00 per share on 500,000 unvested restricted stock units. All restricted stock units contain a dividend equivalent provision entitling holders to dividends paid between the restricted stock unit grant date and ultimate share distribution date. Total accrued dividends as of January 2, 2016 were $530,502 to be paid when the restricted stock units vest, 125,502 in fiscal 2016 and 405,000 in fiscal 2017. Dividends on any forfeited restricted stock units will be forfeited.

The entire fiscal 2015 dividend was treated as return of capital. Approximately 3.5% of the special fiscal 2014 cash dividend was treated as an ordinary taxable dividend and the approximate balance of 96.5% was treated as a return of capital.

Any future payment of dividends will depend upon, among other things, the Company's earnings, financial condition, capital requirements, level of indebtedness, contractual restrictions, and other factors that the Board of Directors deems relevant. The Revolving Credit Facility (as discussed in Item 7 hereof) prohibits the payment of any dividends or distributions on account of the Company's capital stock without the prior consent of the majority of the Company's lenders. Such consent was received prior to the fiscal 2015 and 2014 distributions.

Stock Repurchase by Issuer

On October 28, 2013, the Board of Directors authorized an additional repurchase program to purchase up to $5.0 million of outstanding shares of common stock at the prevailing market prices, from time to time over the subsequent 12-month period. On September 30, 2014, the Board extended this repurchase program through October 31, 2015. On September 11, 2015, the Board extended this repurchase program through December 31, 2016. During fiscal 2015, the Company repurchased 585,966 shares for an average price of $4.84 for a total of $2.8 million. The Company did not repurchase any common stock on the open market during fiscal 2014.

The following table provides information relating to the shares we received during the fourth quarter of the fiscal year ended January 2, 2016:

Period	Total Number of Shares Purchased	Weighted Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Program	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Program
October 4, 2015 - November 3, 2015	371,546	$4.71	371,546	$2,740,000
November 4, 2015 - December 3, 2015	45,017	5.36	45,017	2,499,000
December 4, 2015 - January 2, 2016	66,221	5.06	66,221	2,164,000
Total	482,784	$4.82	482,784	$2,164,000

ITEM 6. SELECTED FINANCIAL DATA

Not required.

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

Overview

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

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

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

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

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

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

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 consolidated 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.

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).

Revenue Recognition (Continued)

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 fifty-two week period ended January 2, 2016, total gross billings, including both transit cost billings and the Company's earned fees, was $65.9 million, for which the Company recognized $34.5 million of its net fee as revenue. During the fifty-three week period ended January 3, 2015, total gross billings, including both transit cost billings and the Company's earned fees, was $72 . 6 million, for which the Company recognized $41 .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 $7.5 million and related transit accounts payable was $9.0 million, a net payable of $1.5 million, as of January 2, 2016.

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.

Accounts Receivable

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

The Company's allowance for doubtful accounts experienced an increase of $0.4 million as its balance was $1.4 million as of January 2, 2016 and $1.0 million as of January 3, 2015. The Company attributes the increase to fluctuations in the normal course of business.

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.

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 January 2, 2016, the Company had domestic short term deferred tax assets of $0.6 million, a foreign short-term deferred tax liability of $0.2 million and domestic long term net deferred income tax liabilities of $0.3 million. The domestic short term deferred tax assets primarily represent the net tax effect of accrued expenses and prepaid assets which will be deductible for tax purposes within a twelve month period. The domestic long term deferred tax liabilities primarily represent $0.6 million in advanced fixed asset deductions for tax purposes offset by a $0.4 million long term asset from the tax effect of temporary differences for the GAAP versus tax amortization of intangibles arising from acquisitions made in prior periods, offset by other small amounts. 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 2011. The Company is no longer subject to audit in Canada prior to tax year 2010. The Company is no longer subject to audit in Puerto Rico prior to tax year 2005.

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.

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.

Results of Operations ($ in thousands)

	Fiscal Years Ended			
	January 2, 2016		January 3, 2015	
	Amount	% of Revenue	Amount	% of Revenue
Revenues	$185,736	100.0	$193,770	100.0
Cost of services	133,851	72.1	142,077	73.3
Gross profit	51,885	27.9	51,693	26.7
Selling, general and administrative	42,567	22.9	39,972	20.6
Depreciation and amortization	1,467	0.8	1,203	0.6
Operating costs and expenses	44,034	23.7	41,175	21.2
Operating income	7,851	4.2	10,518	5.5
Other (expense) income, net	(697)	0.4	83	0.0
Income before income taxes	7,154	3.8	10,601	5.5
Income tax expense	1,139	0.6	3,787	2.0
Net income	$6,015	3.2	$6,814	3.5

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

The Company follows a 52/53 week fiscal reporting calendar ending on the Saturday closest to December 31. The fiscal year ended January 2, 2016 (fiscal 2015) had fifty-two weeks and the fiscal year ended January 3, 2015 (fiscal 2014) had fifty-three weeks.

Fiscal Year Ended January 2, 2016 Compared to Fiscal Year Ended January 3, 2015

Revenues. Revenues decreased 4.1%, or $8.0 million, for the fiscal year ended January 2, 2016 as compared to the prior fiscal year (the "comparable prior year period"). Revenues decreased $19.0 million in the Engineering segment and $0.3 million in the Information Technology segment and increased $11.3 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 fiscal year ended January 2, 2016, the Company generated total revenues from its Canadian clients of $38.6 million in Canadian dollars ($37.6 million generated by work performed in Canada and $1.0 million generated by work performed in the U.S.), which translated to $30.3 million in revenues in U.S. dollars based on an effective Canadian to U.S. dollar exchange rate of 78.5%. For the fiscal year ended January 3, 2015, the Company generated total revenues from its Canadian clients of $58.6 million in Canadian dollars ($52.7 million generated by work performed in Canada and $5.9 million generated by work performed in the U.S.), which translated to $53.1 million in revenues in U.S. dollars based on an effective Canadian to U.S. dollar exchange rate of 90.5%. Had the effective Canadian exchange rate for the fiscal year ended January 2, 2016 of 78.5% been the same as the comparable prior period effective rate of 90.5%, reported revenues in U.S. dollars for the fiscal year ended January 2, 2016 would have been $4.6 million higher.

Fiscal Year Ended January 2, 2016 Compared to Fiscal Year Ended January 3, 2015 (Continued)

Cost of Services and Gross Profit. Cost of services decreased 5.8%, or $8.2 million, for the fiscal year ended January 2, 2016 as compared to the comparable prior year period. The decrease in cost of services was primarily due to the decrease in revenues, a deliberate effort to reduce cost of services as a percentage of revenues and the decrease in the Canadian exchange rate. Cost of services as a percentage of revenues decreased to 72.1% for the fiscal year ended January 2, 2016 from 73.3% for the comparable prior year period. See Segment Discussion for further information regarding changes in cost of services as a percentage of revenues.

Selling, General and Administrative. Selling, general and administrative ("SGA") expenses increased 6.5%, or $2.6 million, for the fiscal year ended January 2, 2016 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. SGA expense as a percentage of revenues increased to 22.9% for the fiscal year ended January 2, 2016 as compared to 20.6% for the comparable prior year period. SGA expense as a percentage of revenues increased due to increased investment the Company's personnel and infrastructure combined with the decrease in revenues. The major components of the increased investment in SGA expense are as follows: $1.1 million for increases to selling and recruiting compensation and related costs, $0.6 million for equity compensation, $0.5 million for internal information technology infrastructure, $0.4 million for increases to medical insurance and claims and $0.3 million for compensation and related costs for existing, new and reclassified (from cost of services) management and administrative personnel, partially offset by net reductions in other components of SGA expense totaling $0.3 million.

Other (Expense) Income, 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 fiscal year ended January 2, 2016 increased by approximately $0.4 million as compared to the comparable prior year period, primarily due to the Company borrowings under its line of credit facility. The Company borrowed $6.0 million and $20.0 million in December of 2015 and 2014, respectively, in order to finance a special cash dividend of $12.5 million and $25.3 million, respectively, each paid late in the fourth quarter of the relevant year. The Company's outstanding borrowings under its line of credit was $21.0 million as of January 2, 2016. During the Company's fiscal 2015 fourth quarter the Company recorded a loss of $0.1 million on the sale of its QAD software implementation business unit (formerly a part of the Company's Information Technology segment).

Income Tax Expense. The Company recognized $1.1 million of income tax expense for the fiscal year ended January 2, 2016 as compared to $3.8 million for the comparable prior year period. The consolidated effective income tax rate for the current period was 15.9% as compared to 35.7%. The primary differences were as follows: 1) decrease of 26.9% related to the discreet write-off of tax goodwill (GAAP book value was zero) associated with the sale of a business unit in the Company's Information Technology segment; 2) increase of 2.1% due to reduction in the ratio of Canadian pretax income versus U.S. pretax income; and 3) increase of 2.4% due to the timing of permanent differences. The relative income or loss generated in each jurisdiction can materially impact the overall effective income tax rate of the Company, particularly the ratio of Canadian pretax income versus U.S. pretax income.

Fiscal Year Ended January 2, 2016 Compared to Fiscal Year Ended January 3, 2015 (Continued)

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

Engineering

Engineering revenues of $80.7 million in the fiscal year ended January 2, 2016 decreased $19.0 million, or 19.1%, as compared to the comparable prior year period. The decrease was primarily due to a decrease in revenues of $22.7 million in the Company's Canadian clients, 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 fiscal year ended January 2, 2016 for Engineering segment revenues was 78.5% as compared to 90.5% 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 $4.4 million for the fiscal year ended January 2, 2016, as compared to what the amount would have been had the exchange rate been the same as the prior year. The Engineering segment gross profit margin increased to 25.1% for the fiscal year ended January 2, 2016, as compared to the comparable prior year period gross profit margin of 23.9%. The primary reason for the increase in gross profit margin was an improved mix of higher margin project work with the Engineering segment's Energy Services clients in the United States. The Engineering segment operating income was $3.4 million for the fiscal year ended January 2, 2016 as compared to $6.9 million for the comparable prior year period. The decrease of $3.5 million in operating income was primarily due to a decrease in gross profit of $3.6 million. The Engineering segment's gross profit decreased due to the decrease in revenues.

Information Technology

Information Technology revenues of $58.9 million in the fiscal year ended January 2, 2016 decreased $0.3 million, or 0.1%, as compared to the comparable prior year period. The decrease was primarily due to a decrease in revenues of $8.8 million from the Life Sciences Practice's two largest fiscal 2014 clients that had multiple projects either conclude or significantly decelerate in 2015, offset by increases to several other clients, particularly in the segment's Human Resources Services group. The Information Technology segment's gross profit for the fiscal year ended January 2, 2016 increased $0.2 million as compared to the comparable prior year period primarily due to an increase in gross profit margin to 30.7% for the fiscal year ended January 2, 2016, as compared to 30.3% for the comparable prior year period. The Information Technology segment operating income was $3.0 million for the fiscal year ended January 2, 2016 as compared to $3.2 million in the comparable prior year period. The decrease of $0.2 million was primarily due to an increase in SGA expense of $0.4 million. The increase in SGA expense was primarily due to increases in compensation and related costs and a higher allocation of corporate-generated SGA expense.

Specialty Health Care

Specialty Health Care revenues of $46.1 million in the fiscal year ended January 2, 2016 increased $11.3 million, or 32.4%, 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 $3.6 million from the travel nursing staffing group, $2.5 million from the recently expanded Chicago office, $2.2 million from the Honolulu office, $1.6 million from the health information management staffing group, $0.9 million from the New York City office and $0.6 million in permanent placement revenues. The Specialty Health Care segment's gross profit for the fiscal year ended January 2, 2016 increased by $3.6 million, or 36.4%, 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 29.4% for the fiscal year ended January 2, 2016 as compared to 28.5% 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 the segment's permanent placement revenues. Specialty Health Care's operating income for the fiscal year ended January 2, 2016 was $1.5 million as compared to $0.4 million for the comparable prior year period. The primary reason for the increase in operating income was the increase in gross profit, offset by an increase in SGA expense. SGA expense increased by $2.5 million, to $11.9 million in the fiscal year ended January 2, 2016 as compared to $9.4 million in the comparable prior year period. SGA expense increased primarily due to increased investment in the segment's newer service lines or clients (Chicago, travel nursing staffing and health information management), and also a higher allocation of corporate-generated SGA expense.

Liquidity and Capital Resources

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

	Fiscal Years Ended	
	January 2, 2016	January 3, 2015
Cash provided by (used in):		
Operating activities	$12,481	$4,181
Investing activities	($3,036)	($2,161)
Financing activities	($14,188)	($4,571)

Operating Activities

Operating activities provided $12.5 million of cash for the fifty-two week period ended January 2, 2016 as compared to $4.2 million in the comparable prior year period. The major components of the cash provided by or used in operating activities in the fifty-two week period ended January 2, 2016 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 and net changes to deferred taxes and liabilities.

Net income for the fifty-two week period ended January 2, 2016 was $6.0 million as compared to $6.8 million for the comparable prior year period. A decrease in accounts receivables in the fifty-two week period ended January 2, 2016 provided $4.3 million as compared to using $4.9 million in the comparable prior year period. The Company primarily attributes the decrease in accounts receivables for the fifty-two week period ended January 2, 2016 to progress in collecting certain aged accounts receivable in Canada.

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 $1.5 million as of January 2, 2016 and $2.8 million as of January 3, 2015, so the cash impact during the fifty-two week period ended January 2, 2016 used $1.3 million in cash.

Prepaid expenses and other current assets used $2.2 million of cash for the fifty-two week period ended January 2, 2016 as compared to using $0.5 million in the comparable prior year period. The primary reasons for the increase in prepaid expenses and other current assets of $1.7 million were that as of January 2, 2016 the Company reclassified $1.4 million in prepaid Canadian sales tax from accounts receivable and a $0.5 million increase to prepaid and income tax receivables, offset by a $0.2 million decrease from other charges.

A decrease in accounts payable and accrued expenses used $0.1 million for the fifty-two week period ended January 2, 2016 as compared to using $3.0 million 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 increase in accrued payroll and related costs for the fifty-two week period ended January 2, 2016 provided $0.9 million in cash as compared to using $2.3 million for the comparable prior year period. The Company primarily attributes the difference to the timing of its bi-weekly pay period.

The Company had $0.1 million in deferred tax assets, net of deferred tax liabilities as of January 2, 2016, as compared to $1.4 million in deferred tax assets, net of deferred tax liabilities as of January 3, 2015, the changes of which provided $1.3 million in cash. The primary reasons for the changes were as follows: a decrease in future tax amortization for intangible assets associated with asset acquisitions provided $0.7 million, the realization of the tax benefits on vested equity compensation provided $0.3 million, advance depreciation deducted in the current year provided $0.2 million, an increase to prepaid expense deferral provided $0.1 million and an increase in foreign short term deferred tax liability provided $0.1 million, which was offset by other net changes that used $0.1 million.

Liquidity and Capital Resources (Continued)

Investing Activities

Investing activities used cash of $3.0 million for the fifty-two week period ended January 2, 2016 as compared to using $2.1 million in the comparable prior year period. The primary reasons for the increase of $0.9 million for investing activities were the SDS acquisition which used $0.8 million in cash and an increase in acquired property and equipment of $0.7 million, which was offset by $0.6 million in cash proceeds received from the sale of a business unit. The Company continued to invest in its internal information technology infrastructure during the fifty-two week period ended January 2, 2016, including $0.8 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 first quarter in fiscal 2016 and the total cost for the first phase is expected to be as much as $1.2 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 sometime in fiscal 2016 which the Company estimates will cost an additional $0.6 million.

Financing Activities

Financing activities used $14.2 million of cash for the fifty-two week period ended January 2, 2016 as compared to $4.6 million of cash in the comparable prior year period. The Company exercised net borrowings under its line of credit of $1.0 million during the fifty-two week period ended January 2, 2016. The Company used cash in financing activities as follows: $12.5 million for a special cash dividend paid at the end of the Company's fiscal 2015, $2.8 million for repurchases of the Company's common stock in open market purchases and $0.2 million was paid as contingent consideration to acquired businesses. The Company also generated $0.4 million in cash from the sale of stock under the Company's equity compensation plans.

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 facility was increased from $15.0 million and the maturity date was extended to December 11, 2019. Borrowings under the Revolving Credit Facility bear interest at one of three alternative rates, as selected by the Company at each incremental borrowing. These alternatives are: (i) LIBOR (London Interbank Offered Rate), plus applicable margin, or (ii) Citizens Bank's prime rate. The Company also pays unused line fees based on the amount of the Revolving Credit Facility that is not drawn. Unused line fees are recorded as interest expense. The Company experienced a net effective interest rate of 2.5% in fiscal 2015.

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 special cash dividends on December 30, 2015 and December 30, 2014 which were expressly permitted under its amended Revolving Credit Facility. The Company was in full compliance with the covenants in its Revolving Credit Facility as of January 2, 2016.

The Company had borrowings of $21.0 million and $20.0 million as of January 2, 2016 and January 3, 2015, respectively. At January 2, 2016 and January 3, 2015, there were letters of credit outstanding for $0.8 million. At January 2, 2016, the Company had availability for additional borrowings under the Revolving Credit Facility of $13.2 million.

Liquidity and Capital Resources (Continued)

Financing Activities (Continued)

As of January 2, 2016, $0.1 million of the $1.0 million (on the Consolidated Balance Sheet) of cash and cash equivalents was held by foreign subsidiaries, principally held in Canadian dollars.

Dividends

On December 30, 2015, the Company paid to stockholders of record on December 22, 2015 a special cash dividend of $1.00 per share of common stock. The Company also accrued $1.00 per share on 208,834 unvested restricted stock units. On December 30, 2014, the Company paid to stockholders of record on December 26, 2014 a special cash dividend of $2.00 per share of common stock. The Company also accrued $2.00 per share on 500,000 unvested restricted stock units. All restricted stock units contain a dividend equivalent provision entitling holders to dividends paid between the restricted stock unit grant date and ultimate share distribution date. Total accrued dividends as of January 2, 2016 were $530,502 to be paid when the restricted stock units vest, $125,502 in fiscal 2016 and $405,000 in fiscal 2017. Dividends on any forfeited restricted stock units will be forfeited.

The entire fiscal 2015 dividend was treated as return of capital. Approximately 3.5% of the special fiscal 2014 cash dividend was treated as an ordinary taxable dividend and the approximate balance of 96.5% was treated as a return of capital.

Any future payment of dividends will depend upon, among other things, the Company's earnings, financial condition, capital requirements, level of indebtedness, contractual restrictions, and other factors that the Board of Directors deems relevant. The Revolving Credit Facility (as discussed in Item 7 hereof) prohibits the payment of any dividends or distributions on account of the Company's capital stock without the prior consent of the majority of the Company's lenders. Such consent was received prior to the fiscal 2015 and 2014 distributions.

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 material operations in Canada; this business is conducted business 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 its 2015 fiscal year, the Company generated total revenues from its Canadian clients of $38.6 million in Canadian dollars ($37.6 million generated by work performed in Canada and $1.0 million generated by work performed in the U.S.), which translated to $30.3 million in revenues in U.S. dollars based on an average Canadian to U.S. dollar exchange rate of 78.5%. As of January 2, 2016, the Company had accounts receivable (not including transit accounts receivable) of $13.6 million in Canadian dollars, which translated to $9.9 million in U.S. dollars based on a Canadian to U.S. dollar exchange rate at such date of 72.8%.

Liquidity and Capital Resources (Continued)

Commitments (Continued)

From January 4, 2016 through February 24, 2016 the Canadian to U.S. dollar exchange rate averaged 71.2%. Had the Company's average fiscal 2015 Canadian to U.S. dollar exchange rate of 78.5% been 10.0% lower or 70.7% than rate actually experienced, then Canadian dollar revenues of $38.6 million generated in fiscal 2015 by Canadian clients would have translated to $28.0 million in U.S. dollars as opposed to the $30.3 million in U.S. dollars actually reported, for a reduction in recorded revenues of $2.3 million in U.S. dollars.

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 first quarter in fiscal 2016 and the total cost for the first phase is expected to be as much as $1.2 million, with $0.8 million incurred during fiscal 2015. 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 sometime in fiscal 2016 which the Company estimates will cost an additional $0.6 million. The Company utilizes third-party 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 third-party financial reporting and accounting system, perhaps as early as sometime in late fiscal 2016. The Company estimates this upgrade or replacement of the third-party system will cost between $1.0 million and $2.0 million. These estimates are subject to material change.

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.

Liquidity and Capital Resources (Continued)

Commitments (Continued)

The Company leases office facilities and various equipment under non-cancelable leases expiring at various dates through September 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
2016	$3,105
2017	2,701
2018	2,180
2019	884
2020	431
Thereafter	51
Total	$9,352

As of January 2, 2016, the Company had three 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"); 2) effective August 1, 2014 the Company acquired all of the stock of Point Comm, Inc. ("PCI"); and 3) effective July 5, 2015, the Company acquired certain assets of Substation Design Services, LLC ("SDS"). The Company estimates future contingent payments at January 2, 2016 as follows:

Fiscal Year	Total
January 2, 2016	$822
December 31, 2016	665
December 30, 2017	313
Estimated future contingent consideration payments	$1,800

Estimates of future contingent payments are subject to significant judgment and actual payments may materially differ from estimates. Future contingent payments to be made to BGA, PCI and SDS are capped at cumulative maximums of $1.9 million, $1.9 million and $1.5 million, respectively. The Company estimates future contingent consideration in payments based on forecasted performance and recorded at the net present value of those expected payments as of January 2, 2016. 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.

Significant employment agreements are as follows:

<u>Executive Severance Agreements with Rocco Campanelli and Kevin Miller</u>

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

Liquidity and Capital Resources (Continued)

Commitments (Continued)

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

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

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

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

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

Separation Agreement with Leon Kopyt

On January 22, 2014, the Company and Mr. Kopyt entered into a Separation Agreement and General Release (the "Separation Agreement") in connection with his retirement as our President and Chief Executive Officer, effective as of February 28, 2014. Under the Separation Agreement, Mr. Kopyt received a cash severance payment of approximately $2.7 million in August 2014, less applicable deductions and withholdings. The Separation Agreement also contains mutual releases and other provisions customary to such agreements. Prior to entering into the Separation Agreement, Mr. Kopyt and the Company were party to an Employment Agreement, Termination Benefits Agreement and Severance Agreement, all of which terminated upon execution of the Separation Agreement.

Off-Balance Sheet Arrangements

None.

Impact of Inflation

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

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

New Accounting Standards

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. On July 9, 2015, the FASB voted to delay the effective date of this standard by one year. This deferral resulted in ASU 2014-09 being effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2017. However, early adoption is permitted so that ASU 2014-09 would become effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2016. The Company intends to adopt the standard early so that it will be effective for the Company beginning in the first quarter of fiscal 2017. 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, but does not anticipate a material impact .

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, but does not anticipate a material impact.

In April 2015, the FASB issued ASU 2015-03 S *implifying 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. Amortization of the costs is reported as interest expense. However, for debt issuance costs related to line-of-credit arrangements, such costs can be deferred and presented as an asset and subsequently amortized ratably over the term of the arrangement. The standard will be effective for the annual period beginning after December 15, 2015. The Company is evaluating the effect that ASU 2015-03 will have on its consolidated financial statements and related disclosures. The Company incurred de minimis costs associated with changes to its line of credit in fiscal 2015 and expensed those costs.

New Accounting Standards (Continued)

In April 2015, the FASB issued ASU No. 2015-05(ASU 2015-05), *Intangibles — Goodwill and Other — Internal-Use Software (Subtopic 350-40): Customer's Accounting for Fees Paid in a Cloud Computing Arrangement*. This standard clarifies the circumstances under which a cloud computing customer would account for the arrangement as a license of internal-use software under ASC 350-40. ASU 2015-05 is effective for public entities for annual and interim periods therein beginning after December 15, 2015. Early adoption is permitted. Entities may adopt the guidance either retrospectively or prospectively to arrangements entered into, or materially modified after the effective date. The Company is currently evaluating the impact the adoption of ASU 2015-05 will have on its consolidated financial statements, but does not anticipate a material impact.

In September 2015, The FASB issued ASU No. 2015-16, Business Combinations (Topic 805): *Simplifying the Accounting for Measurement-Period Adjustments*. With the issuance of ASU 2015-16, the current guidance under FASB Accounting Standards Codification (FASB ASC) 805 eliminates the requirement that an acquirer retrospectively adjust provisional amounts recognized in a business combination during the measurement period. The measurement period is one year from the date of the acquisition. The amendments in ASU 2015-16 require that an acquirer recognize adjustments to provisional amounts that are identified during the measurement period in the reporting period in which the adjustment amounts are determined. The financial statements should contain the effect on earnings of changes in depreciation, amortization or other income effects calculated as if the accounting had been completed at acquisition date. The financial statements should also separately present on the face of the income statement, or disclose in the footnotes, the amount of adjustments recorded in the current period, by line item, that would have been recorded in prior periods had the adjustment been made at the date of acquisition. For public business entities, the amendments are effective for fiscal years beginning after December 15, 2015, including interim periods within those fiscal years. For all other entities, the amendments in ASU 2015-16 are effective for fiscal years beginning after December 15, 2016 and interim periods within fiscal years beginning after December 15, 2017. Early adoption is permitted. The Company has adopted ASU 2015-16 in fiscal 2015 and it did not have any impact on its financial statements.

In November 2015, The FASB issued ASU No. 2015-17, Income Taxes (Topic 740): *Balance Sheet Classification of Deferred Taxes.* The new guidance requires that all deferred tax assets and liabilities, along with any related valuation allowance, be classified as noncurrent on the balance sheet. As a result, each jurisdiction will now only have one net noncurrent deferred tax asset or liability. Importantly, the guidance does not change the existing requirement that only permits offsetting within a jurisdiction – that is, companies are still prohibited from offsetting deferred tax liabilities from one jurisdiction against deferred tax assets of another jurisdiction. The new guidance will be effective for public business entities in fiscal years beginning after December 15, 2016, including interim periods within those years (i.e., in the first quarter of 2017 for calendar year-end companies). For entities other than public business entities, the amendments are effective for fiscal years beginning after December 15, 2017, and interim periods within fiscal years beginning after December 15, 2018. Early adoption is permitted for all entities as of the beginning of an interim or annual reporting period. The guidance may be applied either prospectively, for all deferred tax assets and liabilities, or retrospectively (i.e., by reclassifying the comparative balance sheet). If applied prospectively, entities are required to include a statement that prior periods were not retrospectively adjusted. If applied retrospectively, entities are also required to include quantitative information about the effects of the change on prior periods. The Company has adopted ASU 2015-17 for its balance sheet as presented on January 2, 2016.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company's exposure to market risk for changes in interest rates relates primarily to the Company's investment portfolio and debt instruments, which primarily consist of its Revolving Credit Facility. The Company does not have any derivative financial instruments in its portfolio. The Company places its investments in instruments that meet high credit quality standards. The Company is adverse to principal loss and ensures the safety and preservation of its invested funds by limiting default risk, market risk and reinvestment risk. As of January 2, 2016, the Company's investments consisted of cash and money market funds. The Company does not use interest rate derivative instruments to manage its exposure to interest rate changes. Presently the impact of a 10% (approximately 90 basis points) increase in interest rates on its variable debt (using an incremental borrowing rate) would have a relatively nominal impact on the Company's results of operations. The Company does not expect any material loss with respect to its investment portfolio.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

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

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

None.

ITEM 9A. CONTROLS AND PROCEDURES

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

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

Management's Report on Internal Control over Financial Reporting

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

Management performed an assessment of the effectiveness of our internal control over financial reporting as of January 2, 2016 based upon criteria in Internal Control-Integrated Framework issued and updated in fiscal 2013 by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). Based on this assessment, management determined that the company's internal control over financial reporting was effective as of January 2, 2016, based on the criteria in Internal Control-Integrated Framework issued by COSO.

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

ITEM 9B. OTHER INFORMATION

None.

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information required by Item 10 shall be included in the 2016 Proxy Statement and is incorporated herein by reference.

ITEM 11. EXECUTIVE COMPENSATION

The information required by Item 11 shall be included in the 2016 Proxy Statement and is incorporated herein by reference.

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

Except as set forth below, the information required by Item 12 shall be included in the 2016 Proxy Statement and is incorporated herein by reference.

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

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for issuance under equity compensation plans, excluding securities reflected in column (a)
	(a)	(b)	(c)
Equity compensation plans approved by security holders	44,500	$8.12	382,000
Equity compensation plans not approved by security holders	—	—	—
Total	44,500	$8.12	382,000

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

The information required by Item 13 shall be included in the 2016 Proxy Statement and is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by Item 14 shall be included in the 2016 Proxy Statement and is incorporated herein by reference.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

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

3. See Item (b) below.

(b) **Exhibits**

(3)(a)	Articles of Incorporation, as amended; incorporated by reference to Exhibit 3(a) to the Registrant’s Annual Report on Form 10-K for the fiscal year ended October 31, 1994.
(3)(b)	Certificate of Amendment of Articles of Incorporation; incorporated by reference to Exhibit A to the Registrant’s Proxy Statement, dated February 6, 1996, filed with the Securities and Exchange Commission on January 29, 1996.
(3)(c)	Certificate of Amendment of Articles of Incorporation; incorporated by reference to Exhibit B to the Registrant’s Proxy Statement, dated February 6, 1996, filed with the Securities and Exchange Commission on January 29, 1996.
(3)(d)	Amended and Restated Bylaws; incorporated by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K filed with the Securities and Exchange Commission on January 23, 2014 (the “January 2014 8-K”).
*(10)(d)	RCM Technologies, Inc. 2000 Employee Stock Incentive Plan, dated January 6, 2000; incorporated by reference to Exhibit A to the Registrant’s Proxy Statement, dated March 3, 2000, filed with the Securities and Exchange Commission on February 28, 2000.
*(10)(l)	The RCM Technologies, Inc. 2007 Omnibus Equity Compensation Plan; incorporated by reference to Annex A to the Registrant’s Proxy Statement, dated April 20, 2007, filed with the Securities and Exchange Commission on April 19, 2007.
(10)(n)	Second Amended and Restated Loan and Security Agreement dated as of February 19, 2009, between RCM Technologies, Inc. and all of its Subsidiaries, Citizens Bank of Pennsylvania as Administrative Agent and Arranger and the Financial Institutions Named therein as Lenders; incorporated by reference to Exhibit 99.1 to the Registrant’s Current Report on Form 8-K dated February 19, 2009, filed with the Securities and Exchange Commission on February 25, 2009.
(10)(o)	Amendment, dated as of July 21, 2011, to Second Amended and Restated Loan and Security Agreement dated as of February 19, 2009, between RCM Technologies, Inc. and all of its Subsidiaries, Citizens Bank of Pennsylvania as Administrative Agent and Arranger and the Financial Institutions Named therein as Lenders; incorporated by reference to Exhibit 10(o) to the Registrant’s Annual Report on Form 10-K for the fiscal year ended January 3, 2015 filed with the Securities and Exchange Commission on February 27, 2014 (the “2013 10-K”).
(10)(p)	Second Amendment, dated as of October 24, 2011, to Second Amended and Restated Loan and Security Agreement dated as of February 19, 2009, between RCM Technologies, Inc. and all of its Subsidiaries, Citizens Bank of Pennsylvania as Administrative Agent and Arranger and the Financial Institutions Named therein as Lenders; incorporated by reference to Exhibit 10(p) to the 2013 10-K.

(b) Exhibits (Continued)

(10)(q)	Third Amendment, dated as of December 13, 2011, to Second Amended and Restated Loan and Security Agreement dated as of February 19, 2009, between RCM Technologies, Inc. and all of its Subsidiaries, Citizens Bank of Pennsylvania as Administrative Agent and Arranger and the Financial Institutions Named therein as Lenders; incorporated by reference to Exhibit 99.1 to the Registrant's Current Report on Form 8-K dated December 13, 2011, filed with the Securities and Exchange Commission on January 3, 2012.
(10)(r)	Fourth Amendment to Second Amended and Restated Amendment, dated as of December 12, 2014, to Amended and Restated Loan and Security Agreement dated as of February 19, 2009, by and among the Company and all of its subsidiaries, Citizens Bank of Pennsylvania, a Pennsylvania state chartered bank, in its capacity as administrative agent and arranger, and Citizens Bank of Pennsylvania, as lender; incorporated by reference to Exhibit 99.1 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 16, 2014 (the "December 2014 8-K").
*(10)(s)	Option Grant Agreement, dated April 21, 2010, to Richard D. Machon (filed as an exhibit to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on April 23, 2010, and incorporated herein by reference).
*(10)(t)	Option Grant Agreement, dated April 21, 2010, to S. Gary Snodgrass (filed as an exhibit to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on April 23, 2010, and incorporated herein by reference).
*(10)(u)	Executive Severance Agreement between RCM Technologies, Inc. and Rocco Campanelli dated December 27, 2012; incorporated by reference to Exhibit 99.1 to the Registrant's Current Report on Form 8-K dated December 27, 2012, filed with the Securities and Exchange Commission on December 28, 2012.
*(10)(v)	Executive Severance Agreement between RCM Technologies, Inc. and Kevin Miller dated December 27, 2012; incorporated by reference to Exhibit 99.2 to the Registrant's Current Report on Form 8-K dated December 27, 2012, filed with the Securities and Exchange Commission on December 28, 2012.
*(10)(w)	Settlement Agreement, dated January 23, 2014 between RCM Technologies, Inc. and the stockholders of the Company named therein; incorporated by reference to Exhibit 99.1 to the January 2014 8-K.
*(10)(x)	Separation Agreement, dated January 23, 2014, between RCM Technologies, Inc. and Leon Kopyt; incorporated by reference to Exhibit 99.2 to the January 2014 8-K.
*(10)(y)	RCM Technologies, Inc. 2014 Omnibus Equity Compensation Plan; incorporated by reference to Exhibit A to the Registrant's Definitive Proxy Statement for the 2014 Annual Meeting filed with the Securities and Exchange Commission on October 31, 2014.
*(10)(z)	Form of Stock Unit Agreement; incorporated by reference to Exhibit 99.2 to the December 2014 8-K.

(b) Exhibits (Continued)

*10(aa)	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).
*10(bb)	Amendment 2015-3 to the RCM Technologies, Inc. 2001 Employee Stock Purchase Plan; incorporated by reference to Exhibit A to the Registrant's Definitive Proxy Statement for the 2015 Annual Meeting filed with the Securities and Exchange Commission on October 30, 2015.
*10(cc)	Fifth Amendment to Second Amended and Restated Amendment, dated as of December 14, 2015, to Amended and Restated Loan and Security Agreement dated as of February 19, 2009, by and among the Company and all of its subsidiaries, Citizens Bank of Pennsylvania, a Pennsylvania state chartered bank, in its capacity as administrative agent and arranger, and Citizens Bank of Pennsylvania, as lender. (Filed herewith.)
(21)	Subsidiaries of the Registrant. (Filed herewith)
(23.1)	Consent of EisnerAmper LLP. (Filed herewith)
(31.1)	Certifications of Chief Executive Officer Required by Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended. (Filed herewith)
(31.2)	Certifications of Chief Financial Officer Required by Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended. (Filed herewith)
(32.1)	Certifications of Chief Executive Officer Required by Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended. (This exhibit shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section. Further, this exhibit shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.) (Furnished herewith)
(32.2)	Certifications of Chief Financial Officer Required by Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended. (This exhibit shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section. Further, this exhibit shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.) (Furnished herewith)
101.INS	XBRL Instance Document (Filed herewith)
101.SCH	XBRL Taxonomy Extension Schema Document (Filed herewith)
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document (Filed herewith)
101.LAB	XBRL Taxonomy Extension Label Linkbase Document (Filed herewith)
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Documents (Filed herewith)
101.DEF	XBRL Taxonomy Definition Linkbase Document (Filed herewith)

*Constitutes a management contract or compensatory plan or arrangement.

SIGNATURES

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

RCM Technologies, Inc.

Date: March 2, 2016	By:/s/ Rocco Campanelli **Rocco Campanelli** President and Chief Executive Officer
Date: March 2, 2016	By:/s/ Kevin D. Miller **Kevin D. Miller** Chief Financial Officer, Treasurer and Secretary

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

Date: March 2, 2016	By:/s/ Rocco Campanelli **Rocco Campanelli** President and Chief Executive Officer (Principal Executive Officer)
Date: March 2, 2016	By:/s/ Kevin D. Miller **Kevin D. Miller** Chief Financial Officer, Treasurer and Secretary (Principal Financial and Accounting Officer)
Date: March 2, 2016	By:/s/ Bradley S. Vizi **Bradley S. Vizi** Chairman and Director
Date: March 2, 2016	By:/s/ Roger H. Ballou **Roger H. Ballou** Director
Date: March 2, 2016	By:/s/ Maier O. Fein **Maier O. Fein** Director
Date: March 2, 2016	By:/s/ Leon Kopyt **Leon Kopyt** Director
Date: March 2, 2016	By:/s/ Richard D. Machon **Richard D. Machon** Director
Date: March 2, 2016	By:/s/ S. Gary Snodgrass **S. Gary Snodgrass** Director

RCM TECHNOLOGIES, INC.

FORM 10-K

INDEX TO FINANCIAL STATEMENTS AND SCHEDULES

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
January 2, 2016 and January 3, 2015
(Amounts in thousands, except share and per share amounts, unless otherwise indicated)

	January 2, 2016	January 3, 2015
Current assets:		
Cash and cash equivalents	$985	$6,411
Accounts receivable, net	50,946	59,187
Transit accounts receivable	7,481	3,797
Prepaid expenses and other current assets	4,508	2,368
Deferred income tax assets, domestic	609	816
Total current assets	64,529	72,579
Property and equipment, net	4,698	3,297
Other assets:		
Deposits	227	231
Goodwill	11,630	10,223
Intangible assets, net	252	194
Deferred income tax assets, domestic	-	749
Total other assets	12,109	11,397
Total assets	$81,336	$87,273
Current liabilities:		
Accounts payable and accrued expenses	$7,863	$7,693
Transit accounts payable	8,995	6,658
Accrued payroll and related costs	8,606	7,783
Income taxes payable	343	860
Deferred income tax liability, foreign	250	160
Contingent consideration	822	479
Total current liabilities	26,879	23,633
Deferred tax liability, domestic	276	-
Contingent consideration	978	775
Borrowings under line of credit	21,000	20,000
Total liabilities	49,133	44,408
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; 14,559,381 shares issued and 12,496,635 shares outstanding at January 2, 2016 and 14,148,667 shares issued and 12,671,887 shares outstanding at January 3, 2015	728	707
Additional paid-in capital	114,331	112,529
Accumulated other comprehensive income	(2,845)	91
Accumulated deficit	(69,646)	(62,933)
Treasury stock (2,062,746 shares at January 2, 2016 and 1,476,780 shares at January 3, 2015) at cost	(10,365)	(7,529)
Stockholders' equity	32,203	42,865
Total liabilities and stockholders' equity	$81,336	$87,273

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

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
Fiscal Years Ended January 2, 2016 and January 3, 2015
(Dollars in thousands, except per share amounts, unless otherwise indicated)

	January 2, 2016	January 3, 2015
Revenues	$185,736	$193,770
Cost of services	133,851	142,077
Gross profit	51,885	51,693
Operating costs and expenses		
Selling, general and administrative	42,567	39,972
Depreciation and amortization	1,467	1,203
Operating costs and expenses	44,034	41,175
Operating income	7,851	10,518
Other (expense) income		
Interest expense and other, net	(504)	(74)
Loss on sale of business unit	(121)	-
Reduction in contingent consideration	-	129
(Loss) gain on foreign currency transactions	(72)	28
Other income	(697)	83
Income before income taxes	7,154	10,601
Income tax expense	1,139	3,787
Net income	$6,015	$6,814
Basic net income per share	$0.48	$0.54
Diluted net income per share	$0.47	$0.54

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

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
Fiscal Years Ended January 2, 2016 and January 3, 2015
(Dollars in thousands unless otherwise indicated)

	January 2, 2016	January 3, 2015
Net income	$6,015	$6,814
Foreign currency translation adjustment	(2,936)	(890)
Comprehensive income	$3,079	$5,924

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

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CHANGES IN
ACCUMULATED OTHER COMPREHENSIVE INCOME
Fifty-Two Week Period Ended January 2, 2016
(In thousands)

	Fifty-Two Weeks Ended	
	January 2, 2016	January 3, 2015
Beginning balance	$91	$815
Other comprehensive income before reclassifications	(2,936)	(890)
Amounts reclassified from accumulated other comprehensive income (a)	-	166
Net current-period comprehensive income	(2,936)	(724)
Ending balance	($2,845)	$91

(a) This amount represents residual foreign currency translation balances in our Cataract, Inc. and RCM Technologies Ireland Holding Limited subsidiaries after these subsidiaries had been effectively liquidated.

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

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
Fiscal Years Ended January 2, 2016 and January 3, 2015
(Amounts in thousands, except share amounts, unless otherwise indicated)

	Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Income	Accumulated Deficit	Treasury Stock		Total
	Issued Shares	Amount				Shares	Amount	
Balance, December 28, 2013	13,892,265	$695	$110,605	$815	($43,237)	1,473,306	($7,500)	$61,378
Issuance of stock under employee stock purchase plan	67,092	3	336	-	-	-	-	339
Translation adjustment	-	-	-	(890)	-	-	-	(890)
Reclassification of currency translation	-	-	-	166	(166)	-	-	-
Issuance of stock upon exercise of stock options	189,310	9	767	-	-	-	-	776
Effect of excess tax deduction over book expense associated with equity awards	-	-	15	-	-	-	-	15
Share based compensation expense	-	-	806	-	-	-	-	806
Common stock repurchase	-	-	-	-	-	3,474	(29)	(29)
Cash dividend paid	-	-	-	-	(25,344)	-	-	(25,344)
Dividends declared on restricted stock units	-	-	-	-	(1,000)	-	-	(1,000)
Net income	-	-	-	-	6,814	-	-	6,814
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	73,048	4	369	-	-	-	-	373
Translation adjustment	-	-	-	(2,936)	-	-	-	(2,936)
Issuance of stock upon exercise of stock options	3,500	-	19	-	-	-	-	19
Issuance of stock upon vesting of restricted stock units	334,166	17	(17)	-	-	-	-	-
Effect of reduced tax deduction over book expense associated with equity awards	-	-	(15)	-	-	-	-	(15)
Share based compensation expense	-	-	1,446	-	-	-	-	1,446
Common stock repurchase	-	-	-	-	-	585,966	(2,836)	(2,836)
Cash dividend paid	-	-	-	-	(12,529)	-	-	(12,529)
Dividends declared on restricted stock units	-	-	-	-	(209)	-	-	(209)
Dividends on restricted stock units forfeited	-	-	-	-	10	-	-	10
Net income	-	-	-	-	6,015	-	-	6,015
Balance, January 2, 2016	14,559,381	$728	$114,331	($2,845)	($69,646)	2,062,746	($10,365)	$32,203

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

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
Fiscal Years Ended January 2, 2016 and January 3, 2015
(Dollars in thousands unless otherwise indicated)

	January 2, 2016	January 3, 2015
Cash flows from operating activities:		
Net income	$6,015	$6,814
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	1,467	1,203
Loss on sale of business unit	121	-
Change in contingent consideration	-	(129)
Share-based compensation expense	1,446	806
Provision for losses on accounts receivable	1,021	938
Deferred income tax expense	1,322	1,906
Changes in assets and liabilities:		
Accounts receivable	4,261	(4,934)
Transit accounts receivable	(4,216)	156
Prepaid expenses and other current assets	(2,225)	(494)
Accounts payable and accrued expenses	(80)	(2,988)
Transit accounts payable	2,893	2,753
Accrued payroll and related costs	837	(2,321)
Income taxes payable	(381)	456
Total adjustments	6,466	(2,648)
Net cash provided by operating activities	12,481	4,166
Cash flows from investing activities:		
Property and equipment acquired	(2,790)	(2,091)
Decrease (increase) in deposits	3	(70)
Payments for business acquired	(800)	-
Cash from sale of business unit	551	-
Net cash used in investing activities	(3,036)	(2,161)
Cash flows from financing activities:		
Net borrowings under line of credit	1,000	20,000
Sale of stock for employee stock purchase plan	373	339
Exercise of stock options	19	776
Effect of (reduced) excess tax deduction on equity awards	(15)	15
Common stock repurchases	(2,836)	(29)
Dividends paid to shareholders	(12,529)	(25,344)
Contingent consideration paid	(200)	(313)
Net cash used in financing activities	(14,188)	(4,556)
Effect of exchange rate changes on cash and cash equivalents	(683)	(355)
Decrease in cash and cash equivalents	(5,426)	(2,906)
Cash and cash equivalents at beginning of period	6,411	9,317
Cash and cash equivalents at end of period	$985	$6,411
Supplemental cash flow information:		
Cash paid for:		
Interest	$488	$69
Income taxes	$821	$1,769
Non-cash investing activities:		
Contingent consideration recorded, not yet paid, as part of business acquisition	$746	$766
Fixed assets acquired in acquisition	$ -	$26
Non-cash financing activities:		
Dividend declared but unpaid on unvested restricted stock units	$209	$1,000
Dividends forfeited on unvested forfeited restricted stock units	($10)	$ -
Vesting of restricted stock units	$1,857	$ -

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

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Description of Business and Basis of Presentation

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

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

Cash and Cash Equivalents

The Company considers its holdings of highly liquid money-market instruments and certificates of deposits to be cash equivalents if the securities mature within 90 days from the date of acquisition. These investments are carried at cost, which approximates fair value. The Company's cash balances are maintained in accounts held by major banks and financial institutions. The majority of these balances exceed federally insured amounts. The Company held $0.1 million and $3.3 million of cash and cash equivalents in Canadian banks as of January 2, 2016 and January 3, 2015, respectively, which was held principally in Canadian dollars.

Fair Value of Financial Instruments

The Company's carrying value of financial instruments, consisting primarily of accounts receivable, transit accounts receivable, accounts payable, transit accounts payable and accrued expenses, 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.

Accounts Receivable and Allowance for Doubtful Accounts

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

Accrued and Unbilled Accounts Receivable and Work-in-Process

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

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Transit Receivables and Transit Payables

From time to time, the Company's Engineering segment enters into agreements to provide, among other things, construction management and engineering services. 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.

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.

Property and Equipment

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

Intangible Assets

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

Canadian Sales Tax

The Company is required to charge and collect sales tax for all Canadian clients and remits invoiced sales tax monthly to the Canadian taxing authorities whether collected or not. The Company does not collect the sales tax from its clients until they have paid their respective invoices. The Company includes uncollected Canadian sales tax invoiced to clients in its prepaid and other current assets.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Goodwill

Goodwill represents the premium paid over the fair value of the net 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. The Company determined there was no impairment during the fiscal years ended January 2, 2016 and January 3, 2015. In both years, the Company determined that it was only necessary to assess qualitative factors and therefore did not perform a two-step 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.

Software

In accordance with "Accounting for Costs of Computer Software Developed or Obtained for Internal Use," certain costs related to the development or purchase of internal-use software are capitalized and amortized over the estimated useful life of the software. During the fiscal years ended January 2, 2016 and January 3, 2015, the Company capitalized approximately $2,249 and $359, respectively, for software costs. The net balance after accumulated depreciation for all software costs capitalized as of January 2, 2016 and January 3, 2015 was $2,386 and $643, respectively.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Income Taxes

The Company makes judgments and interpretations based on enacted tax laws, published tax guidance, as well as estimates of future earnings. These judgments and interpretations affect the provision for income taxes, deferred tax assets and liabilities and the valuation allowance. The Company evaluated the deferred tax assets and determined on the basis of objective factors that the net assets will be realized through future years' taxable income. In the event that actual results differ from these estimates and assessments, additional valuation allowances may be required. The Company did not have any valuation allowance as of January 2, 2016 or January 3, 2015.

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

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

Revenue Recognition

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

<u>Project Services</u>
The Company recognizes revenues in accordance with current revenue recognition standards under Accounting Standards Codification ("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.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Revenue Recognition (Continued)

See description of revenue recognition policy for construction management and engineering services below in “transit receivables and transit payables.”

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

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

Transit Receivables and Transit Payables
From time to time, the Company’s Engineering segment enters into agreements to provide, among other things, construction management and engineering services. In certain circumstances, the Company may acquire equipment as a purchasing agent for the client for a fee. Pursuant to these agreements, the Company: 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 fifty-two week period ended January 2, 2016, total gross billings, including both transit cost billings and the Company’s earned fees, was $65.9 million, for which the Company recognized $34.5 million of its net fee as revenue. During the fifty-three week period ended January 3, 2015, total gross billings, including both transit cost billings and the Company’s earned fees, was $72.6 million, for which the Company recognized $41.0 million of its net fee as revenue. The net fee revenue from these agreements represented 18.6% of the Company’s total revenues for the fifty-two week period ended January 2, 2016 as compared to 21 . 2% for the comparable prior year period.

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 $7.5 million and related transit accounts payable was $9.0 million, a net payable of $1.5 million, as of January 2, 2016. The transit accounts receivable was $3.8 million and related transit accounts payable was $6.7 million, a net payable of $2.9 million, as of January 3, 2015.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Revenue Recognition (Continued)

Permanent Placement Services

The Company earns permanent placement fees from providing permanent placement services. Fees for placements are recognized at the time the candidate commences employment. The Company guarantees its permanent placements on a prorated basis for 90 days. In the event a candidate is not retained for the 90-day period, the Company will provide a suitable replacement candidate. In the event a replacement candidate cannot be located, the Company will provide a prorated refund to the client. An allowance for refunds, based upon the Company's historical experience, is recorded in the financial statements. Revenues are recorded on a gross basis. Permanent placement revenues were $3.4 million and $2.3 million for the fiscal years ended January 2, 2016 and January 3, 2015, respectively.

Concentration

During the fiscal year ended January 2, 2016, no client accounted for more than 10.0% of total revenues. As of January 2, 2016 the following clients represented more than 10.0% of the Company's accounts receivable, net: 1) New York Power Authority was 17.4% and 2) Ontario Power Group (the Company primarily serviced Ontario Power Generation as a subcontractor through Black and McDonald Limited) was 16.5% and 3) New York City Board of Education was 10.3%. As of January 2, 2016, New York Power Authority total accounts receivable balance (including transit accounts receivable of $1.0 million) was $9.8 million or 16.8% of the total of accounts receivable, net and transit accounts receivable. As of January 2, 2016, Ontario Power Group total accounts receivable balance (including transit accounts receivable of $1.1 million) was $9.5 million or 15.5% of the total accounts receivable, net and transit accounts receivable. No other customer accounted for 10% or more of the Company's accounts receivable, net or total accounts receivable balance (including transit accounts receivable). The Company's five, ten and twenty largest customers accounted for approximately 33.7%, 48.3% and 60.5%, respectively, of the Company's revenues for the fiscal year ended January 2, 2016.

During the fiscal year ended January 3, 2015, Ontario Power Group (the Company primarily serviced Ontario Power Generation as a subcontractor through Black and McDonald Limited) and United Technologies Corporation accounted for 21.4% and 12.9% of the Company's revenues, respectively, and as of January 3, 2015 represented 29.4% and 3.3% of the Company's accounts receivable, net. No other customer accounted for 10% or more of the Company's revenues. As of January 3, 2015, New York Power Authority total accounts receivable balance (including transit accounts receivable of $1.4 million) was $8.9 million or 14.1% of the total of accounts receivable, net and transit accounts receivable. No other customer accounted for 10% or more of the Company's accounts receivable, net. The Company's five, ten and twenty largest customers accounted for approximately 48.1%, 61.4% and 69.8%, respectively, of the Company's revenues for the fiscal year ended January 3, 2015.

Foreign Currency Translation

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

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Comprehensive Income

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

Per Share Data

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

Share - Based Compensation

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

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

Advertising Costs

Advertising costs are expensed as incurred. Total advertising expense was $635 and $680 for the fiscal years ended January 2, 2016 and January 3, 2015, respectively.

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 2, 2016 (fiscal 2015) was a 52-week reporting year and that ended January 3, 2015 (fiscal 2014) was a 53-week reporting year.

(Dollars in thousands, except share and per share amounts, unless otherwise indicated)

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, goodwill impairment, if any, equity compensation, the tax rate applied and the valuation of certain assets and liability accounts. These estimates can be significant to the operating results and financial position of the Company.

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

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

Fair Value of Financial Instruments

The Company’s carrying value of financial instruments, consisting primarily of accounts receivable, transit accounts receivable, accounts payable and accrued expenses, and transit accounts payable 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.

4. ACCOUNTS RECEIVABLE

The Company’s accounts receivable are comprised as follows:

	January 2, 2016	January 3, 2015
Billed	$40,117	$47,318
Accrued and unbilled	4,939	4,853
Work-in-progress	7,322	8,027
Allowance for sales discounts and doubtful accounts	(1,432)	(1,011)
Accounts receivable, net	$50,946	$59,187

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

(Dollars in thousands, except share and per share amounts, unless otherwise indicated)

5. PROPERTY AND EQUIPMENT

Property and equipment are comprised of the following:

	January 2, 2016	January 3, 2015
Equipment and furniture	$2,358	$2,585
Computers and systems	6,119	6,553
Leasehold improvements	752	781
	9,229	9,919
Less: accumulated depreciation and amortization	4,531	6,622
Property and equipment, net	$4,698	$3,297

The Company writes off fully depreciated and amortized assets each year. In the fiscal years ended January 2, 2016 and January 3, 2015, write-offs were $3,489 and $954, respectively. For the fiscal years ended January 2, 2016 and January 3, 2015, depreciation and amortization expense was $1,386 and $1,107, respectively.

6. ACQUISITIONS

General

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

As of January 2, 2016, the Company had three 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"); 2) effective August 1, 2014 the Company acquired all of the stock of Point Comm, Inc. ("PCI"); and 3) effective July 5, 2015, the Company acquired certain assets of Substation Design Services, LLC ("SDS"). The Company estimates future contingent payments at January 2, 2016 as follows:

Fiscal Year	Total
January 2, 2016	$822
December 31, 2016	665
December 30, 2017	313
Estimated future contingent consideration payments	$1,800

Estimates of future contingent payments are subject to significant judgment and actual payments may materially differ from estimates. Future contingent payments to be made to BGA, PCI and SDS are capped at cumulative maximums of $1.9 million, $1.9 million and $1.5 million, respectively. The Company estimates future contingent consideration in payments based on forecasted performance and recorded at the net present value of those expected payments as of January 2, 2016. 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.

(Dollars in thousands, except share and per share amounts, unless otherwise indicated)

6. ACQUISITIONS (CONTINUED)

SDS

Effective July 5, 2015, the Company acquired the business operations of Substation Design Services, LLC ("SDS"). SDS was a Pennsylvania based engineering company specializing in the in design services for substation projects. SDS has experience with substation design, including electrical design, system protection and control design, and civil structural design. The Company expects the purchase of SDS to complement and expand RCM's engineering services offerings and provide RCM's customers with a stronger depth of experienced engineering resources. The Company believes that the SDS assembled workforce consists of highly trained and experienced engineers that will greatly assist RCM in executing future growth in revenues. The SDS acquisition operates as part of the Company's Engineering segment.

PCI

Effective August 1, 2014, the Company purchased the stock of PCI. PCI was a Toronto, Canada based engineering company specializing in the design, installation, supervision and commissioning of high voltage electrical equipment in substations and power plants. PCI provides comprehensive design and engineering of substations at any voltage level, system studies, 3D implementation, site commissioning, project management, consulting and site management. RCM expects the purchase of PCI to complement and expand RCM's engineering services offerings and provide RCM's customers with a stronger depth of experienced engineering resources. The Company believes that the PCI assembled workforce consists of highly trained and experienced engineers that will greatly assist RCM in executing future growth in revenues. The PCI acquisition operates as part of the Company's Engineering segment.

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.

The changes in the carrying amount of goodwill for the fifty-two week period ended January 2, 2016 are as follows:

	Engineering	Information Technology	Specialty Health Care	Total
Balance as of December 28, 2013	$2,326	$5,516	$1,703	$9,545
Goodwill recorded, PCI acquisition	678	-	-	678
Balance as of January 3, 2015	$3,004	$5,516	$1,703	$10,223
Goodwill recorded, SDS acquisition	1,407	-	-	1,407
Balance as of January 2, 2016	$4,411	$5,516	$1,703	$11,630

(Dollars 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, as of January 2, 2016:

	Engineering	Information Technology	Total
Balance as of December 28, 2013	$179	$37	$216
Amortization of intangibles during the fifty-three week period ended January 3, 2015	58	32	90
Intangibles acquired, PCI acquisition	68	-	68
Balance as of January 3, 2015	$189	$5	$194
Amortization of intangibles during the fifty-two week period ended January 2, 2016	(77)	(5)	(82)
Intangibles acquired, SDS acquisition	140	-	140
Balance as of January 2, 2016	$252	$-	$252

The Company periodically writes off fully amortized intangible assets. The Company wrote off $291 in fully amortized intangibles for the year ended January 2, 2016. The Company did not write off any fully amortized intangibles for the year ended January 3, 2015.

Schedule of Intangible Assets by class at January 2, 2016 and January 3, 2015:

	January 2, 2016	January 3, 2015
Restricted covenants	$53	$44
Customer relationships	199	150
Total intagible assets	$252	$194

(Dollars in thousands, except share and per share amounts, unless otherwise indicated)

8. INTANGIBLE ASSETS

Expected Future Amortization Expense:

Fiscal Year	Total
2016	$83
2017	67
2018	52
2019 and thereafter	50
Total	$252

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, or (ii) the agent bank's prime rate. The Company also pays unused line fees based on the amount of the Revolving Credit Facility that is not drawn. Unused line fees are recorded as interest expense. The Company experienced a net effective interest rate of 2.5% in fiscal 2015.

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. The Company was in full compliance with the covenants in its Revolving Credit Facility as of January 2, 2016.

The Company had borrowings of $21.0 million as of January 2, 2016 and $20.0 million as of January 3, 2015. At January 2, 2016 and January 3, 2015, there were letters of credit outstanding for $0.8 million. At January 2, 2016, the Company had availability for additional borrowings under the Revolving Credit Facility of $13.2 million.

10. PER SHARE DATA

The Company uses the treasury stock method to calculate the weighted-average shares used for diluted earnings per share. The number of common shares used to calculate basic and diluted earnings per share for the fiscal years ended January 2, 2016 and January 3, 2015 was determined as follows:

	Fiscal Years Ended	
	January 2, 2016	January 3, 2015
Basic weighted average shares outstanding	12,658,466	12,516,457
Dilutive effect of outstanding restricted stock units and stock options	242,484	214,108
Weighted average dilutive shares outstanding	12,900,950	12,730,565

(Dollars in thousands, except share and per share amounts, unless otherwise indicated)

10. PER SHARE DATA (CONTINUED)

There were 42,500 and 40,000 absolute anti-dilutive shares not included in the calculation of common stock equivalents for the fiscal years ended January 2, 2016 and January 3, 2015, respectively. These were determined to be anti-dilutive because the exercise prices of these shares for the period were higher than the average price of all shares for the same period.

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

	January 2, 2016	January 3, 2015
Exercise of options outstanding	44,500	53,000
Restricted stock units outstanding	208,834	500,000
Future grants of options or shares	382,000	425,000
Shares reserved for employee stock purchase plan	349,436	122,484
Total	984,770	1,100,484

11. SHARE BASED COMPENSATION

At January 2, 2016, the Company had four 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 $1,446 and $806 was recognized for the fiscal years ended January 2, 2016 and January 3, 2015, respectively.

As of January 2, 2016, the Company had approximately $1.0 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 two-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. During fiscal 2015, the Company's Compensation Committee of the Board of Directors began planning a Long Term Incentive Plan ("LTIP") for certain executives. The LTIP is anticipated to issue restricted stock units that are contingent upon achieving certain performance metrics as defined by the Compensation Committee over a three fiscal year performance period. Since this plan had not been finalized as of January 2, 2016, no LTIP shares are reflected in the forecasted future expense associated with equity compensation as shown below.

The Company granted 48,000 restricted stock units during the fiscal year ended January 2, 2016 and 15,000 stock options and 200,000 restricted stock units during the fiscal year ended January 3, 2015.

(Dollars in thousands, except share and per share amounts, unless otherwise indicated)

11. SHARE BASED COMPENSATION (CONTINUED)

The Company estimates that it will recognize expenses for all unvested share-based awards outstanding as of January 2, 2016 as follows:

Fiscal Year	Amount
2016	$638
2017	362
	$1,000

It is important to note the above estimates are based on certain assumptions that are subject to change and that the actual expense recognized may materially differ from above.

The risk-free rate of return is based on the yield of U.S. Treasury Strips with terms equal to the expected life of the grants as of the grant date. The expected term of grant is based on historical stock option exercise experience. The Company used its historical stock price volatility to compute the expected stock price volatility. The expected dividend yield is based on the Company's fiscal 2015 dividend rate. The annual forfeiture rate is based on the Company's historical experience. The Black-Scholes option weighted average assumptions used in the valuation of share based awards for the fiscal years ended January 2, 2016 and January 3, 2015 were as follows:

	Fiscal Years Ended	
	January 2, 2016	January 3, 2015
Weighted average risk-free interest rate	1.74%	1.61%
Expected term of option	5 years	5 years
Expected stock price volatility	35%	37%
Expected dividend yield	0.00%	0.00%
Annual forfeiture rate	3.23%	2.48%
Weighted-average grant date fair value	$5.00	$2.33

2000 Employee Stock Incentive Plan (the 2000 Plan)

The 2000 Plan, approved by the Company's stockholders in April 2001, provides for the issuance of up to 1,500,000 shares of the Company's common stock to officers and key employees of the Company and its subsidiaries or to consultants and advisors utilized by the Company. The Compensation Committee of the Board of Directors could award incentive stock options or non-qualified stock options, as well as stock appreciation rights, and determined the vesting period at the time of grant. As of January 2, 2016, 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. No more than 350,000 shares of common stock in the aggregate could be issued pursuant to grants of stock awards, stock units, performance shares and other stock-based awards. No more than 300,000 shares of common stock with respect to awards could be granted to any individual during any fiscal year. The Compensation Committee of the Board of Directors determined the vesting period at the time of grant. As of January 2, 2016, options to purchase 19,500 shares of common stock, as well as 25,834 restricted stock units, were outstanding under the 2007 Plan.

11. SHARE BASED COMPENSATION (CONTINUED)

The 2000 Plan and 2007 Plan are expired and therefore no additional shares are available for awards 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 January 2, 2016, under the 2014 Plan, 183,000 restricted stock units were outstanding and 382,000 shares were available for awards thereunder.

Restricted Stock Units

During fiscal 2015, the Company issued 48,000 restricted share units, all of which were issued to the Board of Directors as part of their annual compensation program and vest at the end of fiscal 2016. During fiscal 2014, the Company granted 200,000 restricted stock units, 60,000 of which vested in fiscal 2015 with the balance scheduled to vest in fiscal 2017. All of these restricted stock units include dividend accrual equivalents, which means that any dividends paid by the Company after issuance but before vesting of the restricted stock unit become due and payable after the vesting period assuming the grantee's restricted stock unit fully vests. Dividends for these grants are accrued on the dividend payment dates and included in accounts payable and accrued expenses on the accompanying consolidated balance sheet. Dividends for restricted share units that ultimately do not vest are forfeited. As of January 2, 2016, the Company has 208,834 restricted stock units outstanding, all of which include dividend equivalent rights. Total dividends accrued and payable upon vesting on all restricted stock units as of January 2, 2016 and January 3, 2015 equals \$0.5 million and \$1.3 million, respectively.

	Number of Restricted Stock Units (in thousands)	Weighted Average Grant Date Fair Value per Share
Outstanding non-vested at December 28, 2013	300	\$5.72
Granted	200	\$7.95
Vested	-	
Forfeited or expired	-	
Outstanding non-vested at January 3, 2015	500	\$6.61
Granted	48	\$5.00
Vested	(334)	\$6.05
Forfeited or expired	(5)	\$7.95
Outstanding non-vested at January 2, 2016	209	\$7.10

Based on the closing price of the Company's common stock of \$5.50 per share on December 31, 2015, the intrinsic value of the non-vested restricted stock units at January 2, 2016 was \$1.1 million. As of January 2, 2016, there was approximately \$1.0 million of total unrecognized compensation cost related to restricted stock units.

(Dollars in thousands, except share and per share amounts, unless otherwise indicated)

11. SHARE BASED COMPENSATION (CONTINUED)

Stock Option Awards

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

	All Stock Options Outstanding	
	Shares	Weighted Average Exercise Price
Options outstanding as of December 28, 2013	276,900	$5.47
Options granted	15,000	$6.10
Options exercised, net	(185,836)	$4.84
Options forfeited in cashless exercises	(42,064)	$4.84
Options forfeited/cancelled	(11,000)	$8.81
Options outstanding as of January 3, 2015	53,000	$7.65
Options exercisable as of January 3, 2015	30,500	$8.88
Intrinsic value of outstanding stock options as of January 3, 2015	$33	
Intrinsic value of stock options exercised in fiscal year ended January 3, 2015	$640	
Weighted average grant date fair value of stock options issued during fiscal year ended January 3, 2015	$2.33	
Options outstanding as of January 3, 2015	53,000	$7.65
Options granted	0	$0.00
Options exercised, net	(3,500)	$4.30
Options forfeited/cancelled	(5,000)	$5.78
Options outstanding as of January 2, 2016	44,500	$8.12
Options exercisable as of January 2, 2016	29,500	$9.15
Intrinsic value of outstanding stock options as of January 2, 2016	$0	
Intrinsic value of stock options exercised in fiscal year ended January 2, 2016	$8	
Weighted average grant date fair value of stock options issued during fiscal year ended January 2, 2016	N/A	

(Dollars in thousands, except share and per share amounts, unless otherwise indicated)

11. SHARE BASED COMPENSATION (CONTINUED)

Stock Option Awards (Continued)

A summary of the status of our nonvested stock options outstanding as of January 2, 2016, and changes during the year then ended is presented as follows:

Nonvested Stock Options	Shares	Weighted-Average Grant-Date Fair Value
Nonvested at January 3, 2015	22,500	$2.53
Vested	(2,500)	$2.88
Forfeited	(5,000)	$2.94
Issued nonvested	0	
Nonvested at January 2, 2016	15,000	$2.33

The following table summarizes information about stock options outstanding at January 2, 2016:

Range of Exercise Prices	Number of Outstanding Options		Weighted-Average Remaining Contractual Life		Weighted-Average Exercise Price	
	Outstanding	Vested	Outstanding	Vested	Outstanding	Vested
$5.27 - $5.62	4,500	4,500	4.71	4.71	$5.46	$5.46
$6.10	15,000	0	8.37	-	$6.10	-
$9.81	25,000	25,000	1.54	1.54	$9.81	$9.81
	44,500	29,500				

Employee Stock Purchase Plan

The Company implemented the 2001 Employee Stock Purchase Plan (the “Purchase Plan”) with shareholder approval, effective January 1, 2001. Under the Purchase Plan, employees meeting certain specific employment qualifications are eligible to participate and can purchase shares of common stock semi-annually through payroll deductions at the lower of 85% of the fair market value of the stock at the commencement or end of the offering period. The purchase plan permits eligible employees to purchase shares of common stock through payroll deductions for up to 10% of qualified compensation.

In fiscal 2015, the Company amended the Purchase Plan by increasing the aggregate number of shares of stock reserved for issuance or transfer under the Plan by an additional 300,000 shares so that the total number of shares of stock reserved for issuance or transfer under the Plan shall be 1,100,000 shares and by extending the expiration date of the Plan to December 31, 2025. During the fiscal years ended January 2, 2016 and January 3, 2015, there were 73,048 and 67,092 shares issued under the Purchase Plan for net proceeds of $373 and $339, respectively. As of January 2, 2016, there were 349,436 shares available for issuance under the Purchase Plan. Compensation expense, representing the discount to the quoted market price, for the Purchase Plan for the fiscal years ended January 2, 2016 and January 3, 2015 was $111 and $114, respectively.

12. TREASURY STOCK TRANSACTIONS

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

On October 28, 2013, the Board of Directors authorized an additional repurchase program to purchase up to $5.0 million of outstanding shares of common stock at the prevailing market prices, from time to time over the subsequent 12-month period. On September 30, 2014, the Board extended this repurchase program through October 31, 2015. On September 11, 2015, the Board extended this repurchase program through December 31, 2016. For the fiscal year ended January 2, 2016, the Company repurchased 585,966 shares for an average price of $4.84 per share.

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. On July 9, 2015, the FASB voted to delay the effective date of this standard by one year. This deferral resulted in ASU 2014-09 being effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2017. However, early adoption is permitted so that ASU 2014-09 would become effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2016. The Company intends to adopt the standard early so that it will be effective for the Company beginning in the first quarter of fiscal 2017. 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, but does not anticipate a material impact .

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, but does not anticipate a material impact.

In April 2015, the FASB issued ASU 2015-03 S *implifying 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. Amortization of the costs is reported as interest expense. However, for debt issuance costs related to line-of-credit arrangements, such costs can be deferred and presented as an asset and subsequently amortized ratably over the term of the arrangement. The standard will be effective for the annual period beginning after December 15, 2015. The Company is evaluating the effect that ASU 2015-03 will have on its consolidated financial statements and related disclosures. The Company incurred de minimis costs associated with changes to its line of credit in fiscal 2015 and expensed those costs.

13. NEW ACCOUNTING STANDARDS (CONTINUED)

In April 2015, the FASB issued ASU No. 2015-05(ASU 2015-05), *Intangibles — Goodwill and Other — Internal-Use Software (Subtopic 350-40): Customer's Accounting forFees Paid in a Cloud Computing Arrangement*. This standard clarifies the circumstances under which a cloud computing customer would account for the arrangement as a license of internal-use software under ASC 350-40. ASU 2015-05 is effective for public entities for annual and interim periods therein beginning after December 15, 2015. Early adoption is permitted. Entities may adopt the guidance either retrospectively or prospectively to arrangements entered into, or materially modified after the effective date. The Company is currently evaluating the impact the adoption of ASU 2015-05 will have on its consolidated financial statements, but does not anticipate a material impact.

In September 2015, The FASB issued ASU No. 2015-16, Business Combinations (Topic 805): *Simplifying the Accounting for Measurement-Period Adjustments* . With the issuance of ASU 2015-16, the current guidance under FASB Accounting Standards Codification (FASB ASC) 805 eliminates the requirement that an acquirer retrospectively adjust provisional amounts recognized in a business combination during the measurement period. The measurement period is one year from the date of the acquisition. The amendments in ASU 2015-16 require that an acquirer recognize adjustments to provisional amounts that are identified during the measurement period in the reporting period in which the adjustment amounts are determined. The financial statements should contain the effect on earnings of changes in depreciation, amortization or other income effects calculated as if the accounting had been completed at acquisition date. The financial statements should also separately present on the face of the income statement, or disclose in the footnotes, the amount of adjustments recorded in the current period, by line item, that would have been recorded in prior periods had the adjustment been made at the date of acquisition. For public business entities, the amendments are effective for fiscal years beginning after December 15, 2015, including interim periods within those fiscal years. For all other entities, the amendments in ASU 2015-16 are effective for fiscal years beginning after December 15, 2016 and interim periods within fiscal years beginning after December 15, 2017. Early adoption is permitted. The Company has adopted ASU 2015-16 in fiscal 2015 and it did not have any impact on its financial statements.

In November 2015, The FASB issued ASU No. 2015-17, Income Taxes (Topic 740): *Balance Sheet Classification of Deferred Taxes.* The new guidance requires that all deferred tax assets and liabilities, along with any related valuation allowance, be classified as noncurrent on the balance sheet. As a result, each jurisdiction will now only have one net noncurrent deferred tax asset or liability. Importantly, the guidance does not change the existing requirement that only permits offsetting within a jurisdiction – that is, companies are still prohibited from offsetting deferred tax liabilities from one jurisdiction against deferred tax assets of another jurisdiction. The new guidance will be effective for public business entities in fiscal years beginning after December 15, 2016, including interim periods within those years (i.e., in the first quarter of 2017 for calendar year-end companies). For entities other than public business entities, the amendments are effective for fiscal years beginning after December 15, 2017, and interim periods within fiscal years beginning after December 15, 2018. Early adoption is permitted for all entities as of the beginning of an interim or annual reporting period. The guidance may be applied either prospectively, for all deferred tax assets and liabilities, or retrospectively (i.e., by reclassifying the comparative balance sheet). If applied prospectively, entities are required to include a statement that prior periods were not retrospectively adjusted. If applied retrospectively, entities are also required to include quantitative information about the effects of the change on prior periods. The Company has adopted ASU 2015-17 for its balance sheet as presented on January 2, 2016.

(Dollars 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 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 2, 2016.)

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

Fiscal Year Ended January 2, 2016	Engineering	Information Technology	Specialty Health Care	Corporate	Total
Revenue	$80,713	$58,885	$46,138	$ -	$185,736
Cost of services	60,472	40,787	32,592	-	133,851
Gross profit	20,241	18,098	13,546		51,885
Selling, general and administrative	15,829	14,854	11,884	-	42,567
Depreciation and amortization	1,044	240	183	-	1,467
Operating income	$3,368	$3,004	$1,479	$ -	$7,851
Total assets	$41,689	$14,011	$18,520	$7,116	$81,336
Capital expenditures	$1,238	$18	$73	$1,461	$2,790

Fiscal Year Ended January 3, 2015	Engineering	Information Technology	Specialty Health Care	Corporate	Total
Revenue	$99,728	$59,202	$34,840	$ -	$193,770
Cost of services	75,887	41,278	24,912	-	142,077
Gross profit	23,841	17,924	9,928	-	51,693
Selling, general and administrative	16,080	14,508	9,384	-	39,972
Depreciation and amortization	881	216	106	-	1,203
Operating income	$6,880	$3,200	$438	$ -	$10,518
Total assets	$43,396	$15,244	$17,188	$10,905	$87,273
Capital expenditures	$1,194	$ -	$112	$785	$2,091

(Dollars in thousands, except share and per share amounts, unless otherwise indicated)

14. SEGMENT INFORMATION (CONTINUED)

The Company derives a majority of its revenue from offices in the United States. Revenues reported for each operating segment are all from external customers. The Company is domiciled in the United States and its segments operate in the United States, Canada and Puerto Rico. Revenues by geographic area for the fiscal years ended January 2, 2016 and January 3, 2015 are as follows:

	Fiscal Year Ended	
	January 2, 2016	January 3, 2015
Revenues		
United States	$150,024	$139,880
Canada	29,519	47,639
Puerto Rico	6,193	6,251
	$185,736	$193,770

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

	Fiscal Year Ended	
	January 2, 2016	January 3, 2015
Total Assets		
United States	$63,886	$56,764
Canada	15,640	28,776
Puerto Rico	1,810	1,733
	$81,336	$87,273

(Dollars in thousands, except share and per share amounts, unless otherwise indicated)

15. INCOME TAXES

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

	Fiscal Years Ended	
	January 2, 2016	January 3, 2015
Current		
Federal	($570)	$309
State and local	320	253
Foreign	81	1,320
	(169)	1,882
Deferred		
Federal	944	1,455
State	274	422
Foreign	90	28
	1,308	1,905
Total	$1,139	$3,787

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

	Fiscal Years Ended	
	January 2, 2016	January 3, 2015
United States	$6,642	$5,979
Foreign Jurisdictions	512	4,622
	$7,154	$10,601

The consolidated effective income tax rate for the current year was 15.9% as compared to 35.7% for the comparable prior year period, the difference principally due to the write-off of tax basis goodwill associated with the sale of a business unit in the Company’s Information Technology segment. The income tax provisions reconciled to the tax computed at the statutory Federal rate are:

	January 2, 2016	January 3, 2015
Tax at statutory rate	34.0%	34.0%
State income taxes, net of Federal income tax benefit	5.4	4.2
Permanent differences	2.2	(0.2)
Foreign income tax rate	-	(2.1)
Tax loss on sale of business unit	(26.9)	-
Other, net	1.2	(0.2)
Total income tax expense	15.9%	35.7%

(Dollars in thousands, except share and per share amounts, unless otherwise indicated)

15. INCOME TAXES (CONTINUED)

A reconciliation of the unrecognized tax benefits for the year January 2, 2016:

Unrecognized Tax Benefits	
Balance as of January 3, 2015	$628
Charges for current year tax positions	-
Reserves for current year tax position	-
Balance as of January 2, 2016	$628

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

The Company accounts for penalties or interest related to uncertain tax positions as part of its provision for income taxes and records such amounts to interest expense. The Company recorded no expense for penalties or interest in the fiscal years ended January 2, 2016 and January 3, 2015.

At January 2, 2016 and January 3, 2015, deferred tax assets and liabilities consist of the following:

	January 2, 2016	January 3, 2015
Deferred tax assets:		
Allowance for doubtful accounts	$501	$358
Acquisition amortization, net	352	1,056
Reserves and accruals	393	301
Other	128	511
Total deferred tax assets	1,374	2,226
Deferred tax liabilities:		
Prepaid expense deferral	(491)	(343)
Bonus depreciation to be reversed	(550)	(318)
Canada deferred tax liability, net	(250)	(160)
Total deferred tax liabilities	(1,291)	(821)
Total deferred tax assets, net	$83	$1,405

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. Except for New Jersey and other limited exceptions, the Company is no longer subject to audits by state and local tax authorities for tax years prior to 2010. The Company is no longer subject to audit in Canada for the tax years prior to tax year 2010. The Company is no longer subject to audit in Puerto Rico for the tax years prior to tax year 2005.

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. Asserted claims in these matters sought approximately $1.9 million and $7.6 million in damages as of January 2, 2016 and January 3, 2015, respectively. The primary reason for the reduction is that one matter in which claims of $6.5 million were asserted as of January 3, 2015 was settled without any contribution from the Company. As of January 2, 2016, the Company had $0.2 million reserved for asserted claims.

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

17. RETIREMENT PLANS

Profit Sharing Plans

The Company maintains a 401(k) profit sharing plan for the benefit of eligible employees in the United States and other similar plans in Canada and Puerto Rico (the "Retirement Plans"). The 401(k) plan includes a cash or deferred arrangement pursuant to Section 401(k) of the Internal Revenue Code sponsored by the Company to provide eligible employees an opportunity to defer compensation and have such deferred amounts contributed to the 401(k) plan on a pre-tax basis, subject to certain limitations. The Company, at the discretion of the Board of Directors, may make contributions of cash to match deferrals of compensation by participants in the Retirement Plans. Contributions to the Retirement Plans charged to operations by the Company for the fiscal years ended January 2, 2016 and January 3, 2015 were $587 and $569, respectively.

18. COMMITMENTS

Executive Severance Agreements with Rocco Campanelli and Kevin Miller

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

18. COMMITMENTS (CONT'D)

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

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

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

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

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

18. COMMITMENTS (CONTINUED)

Operating Leases

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

Fiscal Years	Amount
2016	$3,105
2017	2,701
2018	2,180
2019	884
2020	431
Thereafter	51
Total	$9,352

Rent expense for the fiscal years ended January 2, 2016 and January 3, 2015 was $2,952 and $2,837, respectively.

The Company subleases space to other tenants at various office locations under cancelable lease agreements. During the fiscal years ended January 2, 2016 and January 3, 2015 payments of approximately $165 and $246, respectively, were received under these leasing arrangements. The Company offsets these payments against its rent expense for reporting purposes.

19. RELATED PARTY TRANSACTIONS

Richard Machon, a director of the Company, from time to time provides consulting services to the Company or for clients of the Company through Mr. Machon's company, Machon & Associates. The Company did not pay Machon and Associates during fiscal years 2015 and 2014.

(Dollars in thousands, except per share amounts, unless otherwise indicated)

20. SELECTED QUARTERLY FINANCIAL INFORMATION (UNAUDITED)

Fiscal Year Ended January 2, 2016

	Sales	Gross Profit	Operating Income	Net Income	Diluted Income Per Share
1st Quarter	$47,966	$13,303	$2,355	$1,388	$0.11
2nd Quarter	45,286	12,090	1,210	689	0.05
3rd Quarter	45,077	12,802	1,906	962	0.07
4th Quarter	47,407	13,690	2,380	2,976	0.24
Total	$185,736	$51,885	$7,851	$6,015	$0.47

Fiscal Year Ended January 3, 2015

	Sales	Gross Profit	Operating Income	Net Income	Diluted Income Per Share
1st Quarter	$48,569	$12,257	$2,038	$1,203	$0.10
2nd Quarter	49,509	12,955	3,025	2,017	0.15
3rd Quarter	46,382	13,161	2,833	1,877	0.15
4th Quarter (1)	49,310	13,320	2,622	1,717	0.14
Total	$193,770	$51,693	$10,518	$6,814	$0.54

(1) The Company’s fourth quarter in fiscal 2014 contained fourteen weeks and the fiscal year 2014 contained fifty-three weeks.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders
RCM Technologies, Inc. and Subsidiaries

We have audited the accompanying consolidated balance sheets of RCM Technologies, Inc. and Subsidiaries (a Nevada corporation) (the “Company”) as of January 2, 2016 and January 3, 2015, and the related consolidated statements of income, comprehensive income, changes in accumulated other comprehensive income, changes in stockholders’ equity, and cash flows for each of the fiscal years in the two-year period ended January 2, 2016. The consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

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

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of RCM Technologies, Inc. and Subsidiaries as of January 2, 2016 and January 3, 2015, and the consolidated results of their operations and their cash flows for each of the fiscal years in the two-year period ended January 2, 2016, in conformity with accounting principles generally accepted in the United States of America.

In connection with our audit of the consolidated financial statements referred to above, we also audited Schedule II — Valuation and Qualifying Accounts and Reserves for each of the years in the two-year period ended January 2, 2016. In our opinion, this financial schedule, when considered in relation to the consolidated financial statements taken as a whole, presents fairly, in all material respects, the information stated therein.

EisnerAmper LLP

Iselin, New Jersey
March 2, 2016

SCHEDULE II

RCM TECHNOLOGIES, INC. AND SUBSIDIARIES
VALUATION AND QUALIFYING ACCOUNTS AND RESERVES
Fiscal Years Ended January 2, 2016 and January 3, 2015
(Dollars in thousands, except share and per share amounts, unless otherwise indicated)

Column A	**Column B**	**Column C**	**Column D**	**Column E**
Description	Balance at Beginning of Period	Charged to Costs and Expenses	Deduction	Balance at End of Period
Fiscal Year Ended January 2, 2016				
Allowance for doubtful accounts on trade receivables	$1,011	629	(208)	$1,432
Provision for contingencies for legal matters	$0	214	0	$214
Fiscal Year Ended January 3, 2015				
Allowance for doubtful accounts on trade receivables	$978	905	(872)	$1,011
Provision for contingencies for legal matters	$188	100	(288)	$0

EXHIBIT INDEX

10(cc)	Fifth Amendment to Second Amended and Restated Amendment, dated as of December 14, 2015, to Amended and Restated Loan and Security Agreement dated as of February 19, 2009, by and among the Company and all of its subsidiaries, Citizens Bank of Pennsylvania, a Pennsylvania state chartered bank, in its capacity as administrative agent and arranger, and Citizens Bank of Pennsylvania, as lender.
(21)	Subsidiaries of the Registrant.
(23.1)	Consent of EisnerAmper LLP.
(31.1)	Certification of Chief Executive Officer Required by Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended.
(31.2)	Certification of Chief Financial Officer Required by Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended.
(32.1)	Certifications of Chief Executive Officer Required by Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended. (This exhibit shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section. Further, this exhibit shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.)
(32.2)	Certifications of Chief Financial Officer Required by Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended. (This exhibit shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section. Further, this exhibit shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.)
(101.INS)	XBRL Instance Document
(101.SCH)	XBRL Taxonomy Extension Schema Document
(101.CAL)	XBRL Taxonomy Extension Calculation Linkbase Document
(101.LAB)	XBRL Taxonomy Extension Label Linkbase Document
(101.PRE)	XBRL Taxonomy Extension Presentation Linkbase Documents
(101.DEF)	XBRL Taxonomy Definition Linkbase Document

EXHIBIT 21

SUBSIDIARIES OF THE REGISTRANT

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

EXHIBIT 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statements of RCM Technologies, Inc. and Subsidiaries on Form S8 (No. 333-200826, No. 333-165482, No. 333-145904, No. 333-61306, No. 333-80590, No. 333-48089, No. 333-52206 and No. 333-52480) of our report dated March 2, 2016, on our audits of the consolidated financial statements and financial statement schedule as of January 2, 2016 and January 3, 2015, and for each of the fiscal years in the two-year period ended January 2, 2016, which report is included in this Annual Report on Form 10-K.

EISNERAMPER LLP

Iselin, NJ
March 2, 2016

EXHIBIT 31.1

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

I, Rocco Campanelli, certify that:

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

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

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

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

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

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

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

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

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

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 2, 2016

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

EXHIBIT 31.2

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

I, Kevin D. Miller, certify that:

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

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

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

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

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

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

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

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

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

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 2, 2016

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

EXHIBIT 32.1

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

In connection with the Annual Report on Form 10-K of RCM Technologies, Inc. (the “Company”) for the fiscal year ended January 2, 2016, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Rocco Campanelli, President & Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, to my knowledge, that:

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

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

/s/Rocco Campanelli
Rocco Campanelli
President and Chief Executive Officer
March 2, 2016

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

EXHIBIT 32.2

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

In connection with the Annual Report on Form 10-K of RCM Technologies, Inc. (the “Company”) for the fiscal year ended January 2, 2016, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Kevin D. Miller, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, to my knowledge, that:

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

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

/s/Kevin D. Miller
Kevin D. Miller
Chief Financial Officer, Treasurer and Secretary
March 2, 2016

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

FIFTH AMENDMENT

TO

SECOND AMENDED AND RESTATED LOAN AND SECURITY AGREEMENT

Fifth Amendment (the “Amendment”) to a certain Second Amended and Restated Loan and Security Agreement, dated as of February 19, 2009, by and among RCM Technologies, Inc. and all of its subsidiaries (collectively, the “Borrower”), Citizens Bank of Pennsylvania, a Pennsylvania state chartered bank, in its capacity as administrative agent and arranger (the “Agent”), and Citizens Bank of Pennsylvania, as lender (the “Bank”).

WHEREAS, the Bank and the Borrower made, executed and delivered a Second Amended and Restated Loan and Security Agreement, dated as of February 19, 2009, as amended by a certain Amendment to Second Amended and Restated Loan and Security Agreement dated as of July 22, 2011, a certain Second Amendment to Second Amended and Restated Loan and Security Agreement dated as of October 24, 2011, a certain Third Amendment to Second Amended and Restated Loan and Security Agreement dated as of December, 2011, and a certain Fourth Amendment to Second Amended and Restated Loan and Security Agreement dated as of December 12, 2014 (collectively, the “Original Loan and Security Agreement”), and in connection therewith, the Borrower executed and delivered a Seventh Amended and Restated Revolving Credit Note payable to the order of the Bank, in the original principal amount of $35,000,000.00, dated December 12, 2014 (the “Restated Credit Note”); and

WHEREAS, as security for (a) the punctual performance in full by the Borrower of its obligations under the Loan Documents (as such term is defined in the Original Loan and Security Agreement), (b) the punctual payment in full of all amounts owing or to be owing under any

Loan Document, (c) the punctual payment of any other amounts which at any time may be due and payable from the Borrower to the Bank, in each case whether presently existing or hereafter arising (collectively, the "Secured Obligations"), the Borrower granted a security interest to the Bank in the Collateral (as such term is defined in the Original Loan and Security Agreement), pursuant to the terms and provisions of the Original Loan and Security Agreement; and

WHEREAS, the Borrower has requested the Bank amend certain terms and provisions of the Original Loan and Security Agreement, and the Bank is willing to consent to such modifications upon the terms and conditions set forth herein.

NOW, THEREFORE, in consideration of the mutual promises herein contained, and each intending to be legally bound hereby, the parties hereto hereby agree as follows:

1. Except as expressly defined herein, all terms used herein shall have the meanings ascribed to them in the Original Loan and Security Agreement. This Amendment is intended to amend the Original Loan and Security Agreement, and the Original Loan and Security Agreement shall be so amended, from and as of the date hereof.

2. The Original Loan and Security Agreement shall be amended so that all references to "Agreement" contained therein shall mean the Original Loan and Security Agreement, as amended herein, and as further amended, supplemented or modified from time to time.

3. The first sentence of the definition of "Applicable LIBOR Rate Margin" found in Section 1.1 of the Original Loan and Security Agreement is hereby amended and restated in its entirety as follows:

> Applicable LIBOR Rate Margin – The amount to be added to the applicable LIBOR Rate to determine the applicable LIBOR Based Rate for all amounts outstanding under the Loans which bear interest at the LIBOR Based Rate, which amount shall be

determined in accordance with the ratio of the Borrower's Total Funded Debt to EBITDA a set forth in the following matrix:

Tier	Total Funded Debt to EBITDA	Applicable LIBOR Rate Margin
V	≥ 2.75x	225 b.p.
IV	≥ 2.50x but <2.75x	200 b.p.
III	≥ 2.25x but <2.50x	175 b.p.
II	≥ 1.25x but < 2.25x	150 b.p.
I	< 1.25x	125 b.p.

4. The first sentence of the definition of "Applicable Prime Rate Margin" is hereby amended and restated in its entirety as follows:

Applicable Prime Rate Margin -The amount to be added to the applicable Prime Rate to determine the applicable Prime Based Rate for all amounts outstanding under the Loans which bear interest at the Prime Based Rate, which amount shall be determined in accordance with the ratio of the Borrower's Total Funded Debt to EBITDA as set forth in the following matrix:

Tier	Total Funded Debt to EBITDA	Applicable Prime Rate Margin
V	≥ 2.75x	30 b.p.
IV	≥ 2.50x but <2.75x	25 b.p.
III	≥ 2.25x but <2.50x	0 b.p.
II	≥ 1.25x but < 2.25x	0 b.p.
I	< 1.25x	0 b.p.

5. The definition of "Fixed Charge Ratio" found in Section 1.1 of the Original Loan and Security Agreement is hereby restated and confirmed in its entirety as follows:

" Fixed Charge Ratio "

(A) If there is no Total Funded Debt outstanding in the fiscal quarter in which a Distribution is paid or in the fiscal quarter immediately following such fiscal quarter:

The sum of EBITDA, plus 150% of paid Distributions, divided by the sum of (i) interest expense, plus (ii) income taxes paid, plus (iii) scheduled principal payments, plus (iv) Unfunded Capital Expenditures, plus (v) paid Distributions.

(B) If there is Total Funded Debt outstanding in the fiscal quarter in which a Distribution is paid or in the fiscal quarter immediately following such quarter:

The sum of EBITDA, divided by the sum of (i) interest expense, plus (ii) income taxes paid, plus (iii) scheduled principal payments, plus (iv) Unfunded Capital Expenditures, (v) plus paid Distributions. (In the event an amount attributable to a paid Distribution was added to the numerator of the Fixed Charge Ratio pursuant to subparagraph (A) above during the testing period in question, that amount shall continue to be included in the numerator for purposes of determining the Fixed Charge Ratio pursuant to this subparagraph (B)).

(In calculating the denominator of the Fixed Charge Ratio: (i) any deferred portion of a purchase price required to be paid by the Borrower in connection with a Permitted Acquisition shall not be considered; and (ii) solely for the relevant reporting periods, the Permitted Dividend, if made, shall not be considered in calculating the numerator and denominator of the Fixed Charge Ratio).

6. Section 1.1 of the Original Loan and Security Agreement is hereby amended by deleting the definition of "Modified Current Ratio."

7. The first sentence of the definition of "Letter of Credit Applicable Margin" found in Section 1.1 of the Original Loan and Security Agreement is hereby amended and restated in its entirety as follows:

Letter of Credit Applicable Margin : - The amount determined in accordance with the ratio of the Borrower's Total Funded Debt to EBITDA as set forth in the following matrix:

Tier	Total Funded Debt to EBITDA	Letter of Credit Applicable Margin
V	≥ 2.75x	2.25% per annum
IV	≥ 2.25x but <2.75x	2.00% per annum
III	≥ 1.75x but <2.25x	1.75% per annum
II	≥ 1.25x but <1.75x	1.50% per annum
I	< 1.25x	1.25% per annum

8. The definition of "Permitted Dividend" found in Section 1.1. of the Original Loan and Security Agreement is hereby amended and restated in its entirety as follows:

" Permitted Dividend" - A one-time dividend of up to $1.00 per share declared in 2015, and payable to the shareholders of RCM in an aggregate amount not to exceed $13,000,000, which will be substantially paid on or before December 31, 2015 and which amount includes 2015 Unvested Dividend Equivalents (as defined below). All Parties acknowledge that certain employees, directors and contractors hold dividend equivalent rights under unvested restricted share unit agreements which dividend equivalent rights shall be accrued before December 31, 2015 but paid after December 31, 2015 (the "2015 Unvested Dividend Equivalents"). In no event shall the 2015 Unvested Dividend Equivalents exceed $500,000.00.

9. Section 2.5(b) of the Original Loan and Security Agreement is hereby amended and restated in its entirety as follows:

(b) Unused Line Fee. So long as the Revolving Credit Facility is outstanding and has not been terminated pursuant to the terms hereof, the Borrower shall unconditionally pay to the Agent, for the benefit of the Lenders in accordance with their Pro Rata Percentages, a non-refundable fee (the "Unused Line Fee") based on the Borrower's financial condition, tested quarterly, as follows:

Tier	Total Funded Debt to EBITDA	Unused Line Fee
V	≥ 2.75x	22.5 b.p.
IV	≥ 2.50x but <2.75x	20.0 b.p.
III	≥ 2.25x but <2.50x	15.0 b.p.
II	≥ 1.25x but < 2.25x	12.5 b.p.
I	< 1.25x	10.0 b.p.

The Unused Line Fee shall be charged on the average daily unused portion of the Revolving Credit Facility calculated by subtracting the sum of the average daily outstanding balance of all Revolving Credit Loans and Letter of Credit Outstanding from $35,000,000. The Unused Line Fee shall be computed and paid on a quarterly basis, in arrears, on the first day of each April, July, October and January, and on the earlier of (i) the Revolving Credit Maturity Date or the date on which the Revolving Credit Facility is terminated by the Borrower pursuant to Section 2.1(d) hereof, and, in the event the Borrower requests a Line Reduction as provided in Section 2.1(d) hereof, on the effective date of such reduction.

10. Section 6.9(c) of the Original Loan and Security Agreement is hereby amended and restated in its entirety as follows:

(c) (i) On or before October 3, 2015, the Total Funded Debt to EBITDA ratio shall at no time exceed a maximum ratio of 2.75x;

(ii) After October 3, 2015, but prior to April 2, 2016, the Total Funded Debt to EBITDA ratio shall at no time exceed a maximum ratio of 3.25x.

(iii) On and after April 2, 2016, but prior to October 3, 2016, the Total Funded Debt to EBITDA ratio shall at no time exceed a maximum ratio of 3.00x.

(iv) On and after October 3, 2016, the Total Funded Debt to EBITDA ratio shall not exceed a maximum ratio of 2.75x

(v) By way of clarification, and not in limitation of the foregoing, in all events on and after October 3, 2016, the Total Funded Debt to EBITDA ratio shall not exceed a maximum ratio of 2.75x.

11. Section 7.6 of the Original Loan and Security Agreement is hereby amended and restated in its entirety as follows:

Distributions, Redemptions and Other Indebtedness : The Borrower shall not: (a) declare or pay or make any forms of Distribution to its shareholders, their successors or assigns other than (i) the Permitted Dividend, and (ii) Distributions constituting the repurchase of RCM's outstanding stock, provided that from and after December 12, 2014, the total amount of such Distributions shall not exceed $7,500,000, in the aggregate; (b) make any prepayments on any existing or future indebtedness for borrowed money to any Person without the prior written consent of the Agent which consent will not be unreasonably withheld; or (c) hereafter borrow money other than from Lenders hereunder except (i) in connection with borrowed money giving rise to a Permitted Lien under Section 7.3(d) and, (ii) in connection with Permitted Acquisitions, subordinated Sellers Notes on terms and conditions reasonably acceptable to the Agent. Solely for purposes of this Section 7.6, any deferred portion of a purchase price which may be required to be paid by the Borrower in connection with a Permitted Acquisition, based on the performance of the acquired business following the Permitted Acquisition, shall not be considered "borrowed money.

12. Exhibit 6.11 of the Original Loan and Security Agreement is hereby deleted in its entirety and replaced with the form of Compliance Certificate attached as Exhibit A to this Amendment.

13. The Bank hereby approves as a "Permitted Asset or Stock Sale" (as such term is defined under the Original Loan and Security Agreement), the sale by Business Support Group of Michigan, Inc. for a purchase price not to exceed $550,000.00 of substantially all of its operating assets relating solely to its business involving QAD enterprise applications for business solutions (but excluding all cash and cash equivalents, all prepaid amounts, all deposits and all accounts receivable.)

14. The initial Applicable LIBOR Rate Margin, Applicable Prime Rate Margin, Letter of Credit Applicable Margin, and Unused Line Fee shall be based on Tier V until such time as the "Total Funded Debt to EBITDA" ratio is next retested and the Compliance Certificate delivered pursuant to the provisions of the Original Loan and Security Agreement, at which point the provisions of the Original Loan and Security Agreement, as amended hereby, will control.

15. Pursuant to the terms of the Original Loan and Security Agreement, as amended herein, the Borrower has provided to the Bank, as security for the payment and performance of any and all of the Obligations and the performance of all other obligations and covenants of Borrower under the Original Loan and Security Agreement, as amended herein, the Restated Credit Note, and each other Loan Document, certain or contingent, now existing or hereafter arising, which are now, or may at any time or times hereafter be owing by Borrower to Bank, a first priority, perfected security interest in the Collateral. The Borrower hereby ratifies and confirms the liens and security interests granted under the Original Loan and Security Agreement; and further ratifies and confirms, without condition, that (a) such liens and security interests shall secure the payment and performance of any and all of the Obligations and the performance of all other obligations and covenants of Borrower under the Original Loan and Security Agreement, as amended herein, the Restated Credit Note, and each other Loan

Document, certain or contingent, now existing or hereafter arising, which are now, or may at any time or times hereafter be owing by Borrower to Bank, and (b) the perfected status and priority of such liens and security interests shall not be affected in any way by the amendments to the Original Loan and Security Agreement, as set forth herein. The Borrower acknowledges that the outstanding principal amounts of the Restated Credit Note are due and owing without any claim, defense or set-off.

16. All representations, warranties and covenants of the Borrower contained in the Original Loan and Security Agreement, are hereby ratified and confirmed without condition as if made anew upon the execution of this Amendment and are hereby incorporated by reference. All representations, warranties and covenants of the Borrower, whether hereunder, or contained in the Original Loan and Security Agreement, shall remain in full force and effect until all amounts due under the Original Loan and Security Agreement, as amended herein, the Restated Credit Note and each other Loan Document, are satisfied in full.

17. Except as modified by the terms hereof, all terms, provisions and conditions of the Original Loan and Security Agreement, and each other Loan Document, are in full force and effect, and are hereby incorporated by reference as if set forth herein. This Amendment and the Original Loan and Security Agreement shall be deemed as complementing and not restricting the Bank's rights hereunder or thereunder. If there is any conflict or discrepancy between the provisions of this Amendment and any provision of the Original Loan and Security Agreement, the terms and provisions of this Amendment shall control and prevail.

18. As a condition precedent to the effectiveness of this Amendment, simultaneously with the execution and delivery of this Amendment, the Borrower shall deliver to the Bank the following:

(a) Payment by the Borrower to the Bank of an amendment fee in the amount of $30,000.00;

(b) An incumbency certificate for each Borrower identifying all authorized officers, with specimen signatures;

(c) Certified copies of resolutions of the directors of each Borrower authorizing the execution, delivery and performance of this Amendment, and any other document hereunder, which resolutions shall be in form and substance satisfactory to the Bank in its sole discretion; and

(d) Uniform Commercial Code, judgment, federal and state tax lien searches against each Borrower, at the Borrower's expense, showing that the Collateral is not subject to any Liens except for Permitted Liens, together with Good Standing Certificates from each Borrower's state of creation.

19. The Borrower hereby represents, warrants and certifies to the Bank that no Event of Default or Unmatured Event of Default has occurred and is presently existing under the Loan Documents.

20. This Amendment (a) shall be construed and enforced in accordance with the laws of the Commonwealth of Pennsylvania; (b) shall inure to the benefit of, and be binding upon, the parties hereto and their respective successors and assigns; (c) may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument; and (d) may only be amended or modified pursuant to a writing signed by the parties hereto.

21. THE BORROWER HEREBY WAIVES ANY AND ALL RIGHTS WHICH IT MAY HAVE TO A JURY TRIAL IN CONNECTION WITH ANY LITIGATION COMMENCED BY OR AGAINST THE BANK WITH RESPECT TO THE RIGHTS AND OBLIGATIONS OF THE PARTIES HERETO.

22. The Borrower hereby agrees that it will pay, or cause to be paid or reimburse the Bank for, all of the Bank's costs and expenses in connection with this Amendment, including without limitation the fees of its legal counsel.

IN WITNESS WHEREOF, the undersigned have caused this Amendment to be executed and delivered by their respective officers thereunto duly authorized, as of the 14th day of December, 2015.

BORROWER:

RCM TECHNOLOGIES, INC.
By: /s/ Kevin D. Miller
Print Name: Kevin D. Miller
Title: CFO

RCM TECHNOLOGIES (USA), INC.
By: /s/ Kevin D. Miller
Print Name: Kevin D. Miller
Title: CFO

PROGRAMMING ALTERNATIVES OF MINNESOTA, INC.
By: /s/ Kevin D. Miller
Print Name: Kevin D. Miller
Title: CFO

RCMT DELAWARE, INC.
By: /s/ Kevin D. Miller
Print Name: Kevin D. Miller
Title: CFO

RCM TECHNOLOGIES CANADA CORP.
By: /s/ Kevin D. Miller
Print Name: Kevin D. Miller
Title: CFO

BUSINESS SUPPORT GROUP OF MICHIGAN, INC.
By: /s/ Kevin D. Miller
Print Name: Kevin D. Miller
Title: CFO

AGENT:

CITIZENS BANK OF PENNSYLVANA,
as Administrative Agent and Arranger

By: /s/ Derrick R. Davis
Print Name: Derrick R. Davis
Title: SVP

LENDERS:

CITIZENS BANK OF PENNSYLVANIA,
as Lender

By: /s/ Derrick R. Davis
Print Name: Derrick R. Davis
Title: SVP

EXHIBIT A
FORM OF COMPLIANCE CERTIFICATE

EXHIBIT 6.11

COMPLIANCE CERTIFICATE

____________, 20____

Derrick R. Davis, Senior Vice President
Citizens Bank of Pennsylvania
2001 Market Street
Suite 600
Philadelphia, Pennsylvania 19103

Dear Mr. Davis:

I have reviewed the Second Amended and Restated Loan and Security Agreement dated February __, 2009, between RCM Technologies, Inc. and its subsidiaries (collectively, the "Borrower") and Citizens Bank of Pennsylvania, as heretofore amended (collectively, the "Loan Agreement").

I hereby certify AS OF _________________, 20___ that (a) the Borrower has observed, performed and complied with each and every one of its respective undertakings contained in the Loan Agreement, and (b) there does not exist any Event of Default or any Unmatured Event of Default (as each such term is defined in the Loan Agreement).

Attached hereto is a copy of the calculations required by Section 6.11 of the Loan Agreement showing compliance with Section 6.9 of the Loan Agreement.

Sincerely,

____

Name: ______________________________

Title: ______________________________

RCM Technologies, Inc.
Covenant Compliance
As of ______________________________, 20 _____
($ in thousands)

*All terms utilized herein have meanings ascribed to them in the Loan Agreement

6.9(a) Fixed Charge Ratio (tested on rolling four quarter basis)

A. If there is no Total Funded Debt outstanding in the fiscal quarter in which a Distribution is paid or in the fiscal quarter immediately following such fiscal quarter: $ __________

The Sum Of :		
EBITDA,	$	
150% of paid Distributions (excluding the Permitted Dividend)	$	
Total	$	
Divided By Sum Of :		
Interest Expense	$	
Income Taxes Paid	$	
Scheduled Principal Payments	$	
Unfunded Capital Expenditures	$	
Distributions Paid (excluding the Permitted Dividend)	$	
Total	$	
Actual Fixed Charge Ratio	$	
Maximum Fixed Charge Ratio		
Compliance		Yes/No

B. If there is Total Funded Debt outstanding in the fiscal quarter in which a Distribution is paid or in the fiscal quarter immediately following such fiscal quarter:

EBITDA	$	
Divided By The Sum Of :		
(i) Interest Expense	$	
(ii) Income Taxes Paid	$	
(iii) Scheduled Principal Payments	$	
(iv) Unfunded Capital Expenditures	$	
(v) Paid Distributions (excluding the Permitted Dividend)	$	
Total	$	

(In the event an amount attributable to a paid Distribution was added to the numerator of the Fixed Charge Ratio pursuant to subparagraph A. above during the testing period in question, that amount shall continue to be included in the numerator for purposes of determining the Fixed Charge Ratio pursuant to this subparagraph B).

	Minimum Fixed Charge Ratio		
	Compliance		Yes/No
6.9(b)	**Capital Expenditures and Purchase Money Financing (tested on rolling four quarter basis)**		
	Total Capital Expenditures	$	
	Total Purchase Money Financing (excluding Acquisitions)	$	
	Total	$	
	Maximum Capital Expenditures and Purchase Money Financing	$	
	Compliance		Yes/No
6.9(c)	**Total Funded Debt to EBITDA (tested on rolling four quarter basis)**		
	Total Funded Debt	$	
	EBITDA	$	
	Actual Total Funded Debt to EBITDA	$	
	Maximum Total Funded Debt to EBITDA		
	Compliance		Yes/No

SUBSIDIARIES OF THE REGISTRANT

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

EXHIBIT 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statements of RCM Technologies, Inc. and Subsidiaries on Form S8 (No. 333-200826, No. 333-165482, No. 333-145904, No. 333-61306, No. 333-80590, No. 333-48089, No. 333-52206 and No. 333-52480) of our report dated March 2, 2016, on our audits of the consolidated financial statements and financial statement schedule as of January 2, 2016 and January 3, 2015, and for each of the fiscal years in the two-year period ended January 2, 2016, which report is included in this Annual Report on Form 10-K.

EISNERAMPER LLP

Iselin, NJ
March 2, 2016

EXHIBIT 31.1

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

I, Rocco Campanelli, certify that:

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

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

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

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

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

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

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

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

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

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: March 2, 2016

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

EXHIBIT 31.2

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

I, Kevin D. Miller, certify that:

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

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

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

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

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

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

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

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

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

    (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

    (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: March 2, 2016

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

EXHIBIT 32.1

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

In connection with the Annual Report on Form 10-K of RCM Technologies, Inc. (the “Company”) for the fiscal year ended January 2, 2016, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Rocco Campanelli, President & Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, to my knowledge, that:

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

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

/s/Rocco Campanelli
Rocco Campanelli
President and Chief Executive Officer
March 2, 2016

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

EXHIBIT 32.2

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

In connection with the Annual Report on Form 10-K of RCM Technologies, Inc. (the "Company") for the fiscal year ended January 2, 2016, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Kevin D. Miller, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, to my knowledge, that:

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

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

/s/Kevin D. Miller
Kevin D. Miller
Chief Financial Officer, Treasurer and Secretary
March 2, 2016

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