

KFORCE INC  
Form 8-K  
October 30, 2009

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

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 28, 2009

**Kforce Inc.**

(Exact name of registrant as specified in its charter)

**Florida**  
(State or other jurisdiction  
of incorporation)

**000-26058**  
(Commission  
File Number)

**59-3264661**  
(IRS Employer  
Identification No.)

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1001 East Palm Avenue, Tampa, Florida 33605

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (813) 552-5000

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 7.01 Regulation FD Disclosure**

*Expiration of Rights Agreement*

As previously reported in Item 5 of our Quarterly Report on Form 10-Q for the quarter ended September 30, 2008, Kforce Inc. ( Kforce ) entered into a Rights Agreement ( Agreement ) with Computershare Trust Company, N.A., as Rights Agent, which was effective October 29, 2008. The Agreement was intended to be a new rights agreement that effectively extended protections similar (but with certain modifications) to those provided by Kforce s previous rights agreement dated as of October 29, 1998, as amended on October 24, 2000.

On October 28, 2009, the Agreement automatically terminated due to it not being put to a vote, and thus not being ratified by a vote of the majority of the outstanding capital stock of Kforce represented in person or by proxy at a meeting for which a quorum existed.

*Excise Tax Gross-Up Provisions - Employment Agreements*

On October 30, 2009, the Compensation Committee of the Board of Directors of Kforce resolved to not enter into any new employment agreements, or materially amend any existing employment agreements, with its executives that contain excise tax gross-up provisions going forward.

The information furnished herewith pursuant to Item 7.01 of this Current Report shall not be deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ), or otherwise subject to the liabilities of that section. The information in this Current Report shall not be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date of this Current Report, regardless of any general incorporation language in the filing.

**SIGNATURES**

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

KFORCE INC.  
(Registrant)

October 30, 2009

By: */s/* JOSEPH J. LIBERATORE  
**Joseph J. Liberatore,**  
**Executive Vice President, Chief Financial Officer**  
  
**(Principal Financial Officer)**

KFORCE INC.  
(Registrant)

October 30, 2009

By: */s/* JEFFREY B. HACKMAN  
**Jeffrey B. Hackman,**  
**Vice President, Chief Accounting Officer**  
  
**(Principal Accounting Officer)**