

BARRETT BUSINESS SERVICES INC

Form 8-K

April 25, 2012

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):

April 24, 2012

BARRETT BUSINESS SERVICES, INC.

(Exact name of registrant as specified in charter)

Maryland

(State or other jurisdiction of incorporation)

0-21886

(SEC File Number)

52-0812977

(IRS Employer Identification No.)

8100 N.E. Parkway Drive, Suite 200

Vancouver, Washington

98662

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code:

(360) 828-0700

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 2.02. Results of Operations and Financial Condition.

On April 24, 2012, Barrett Business Services, Inc. (the "Company"), issued a news release announcing its financial results for the first quarter ended March 31, 2012, and limited financial guidance for the second quarter ending June 30, 2012. A copy of the news release is furnished as Exhibit 99.1 to this report and incorporated by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits: The following exhibit is furnished with this Form 8-K:

99.1 News Release dated April 24, 2012.

SIGNATURES

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

BARRETT BUSINESS SERVICES, INC.

Dated: April 24, 2012

By: /s/ James D. Miller

James D. Miller
Vice President-Finance, Treasurer and Secretary

lign="center" style="border: solid black; border-top-width: 1; border-left-width: 1; border-right-width: 1; border-bottom-width: 1">Reporting Owner Name / AddressRelationships Director 10% Owner Officer Other
CONGDON
JEFFREY W
300 ARBORETUM PLACE
SUITE 600
NORTH CHESTERFIELD, VA 23236 X Member of Section 13(d) group
TERRY SUSAN C
300 ARBORETUM PLACE
SUITE 600

NORTH CHESTERFIELD, VA 23236 X Member of Section 13(d) group

Signatures

/s/ John R. Congdon, Jr., by Power of Attorney 02/10/2015

**Signature of Reporting Person Date

/s/ John R. Congdon, Jr., by Power of Attorney 02/10/2015

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) These securities are beneficially owned by Jeffrey W. Congdon, who may be deemed a member of a "group" for purposes of Section 13(d) of the Exchange Act. The other members of the Section 13(d) group are identified in a Schedule 13D filed with the Securities and Exchange Commission on September 10, 2012.

(2) These securities are beneficially owned by Susan C. Terry, who may be deemed a member of a "group" for purposes of Section 13(d) of the Exchange Act. The other members of the Section 13(d) group are identified in a Schedule 13D filed with the Securities and Exchange Commission on September 10, 2012.

(3) Susan C. Terry disclaims beneficial ownership of the reported securities. The Susan C. Terry Revocable Trust, which Susan C. Terry serves as the trustee of, is a member of Congdon Family, LLC. The John R. Congdon Irrevocable Trust, which Susan C. Terry serves as a co-trustee of, also is a member of Congdon Family, LLC.

(4) Jeffrey W. Congdon serves as a manager of Congdon Family, LLC. The Jeffrey W. Congdon Revocable Trust, which Jeffrey W. Congdon serves as the trustee of, is a member of Congdon Family, LLC. The John R. Congdon Irrevocable Trust, which Jeffrey W. Congdon serves as a co-trustee of, also is a member of Congdon Family, LLC.

(5) Reflects a transfer of 3,468 shares from the Jeffrey W. Congdon 2010 GRAT #2 to the Jeffrey W. Congdon Revocable Trust on July 8, 2014.

(6) Reflects a transfer of 28,344 shares from the Jeffrey W. Congdon 2012 GRAT #1 to the Jeffrey W. Congdon Revocable Trust on August 21, 2014.

(7) Reflects a transfer of 8,531 shares from the Jeffrey W. Congdon 2012 GRAT #2 to the Jeffrey W. Congdon Revocable Trust on August 21, 2014.

(8) Reflects a transfer of 100,000 shares from the Jeffrey W. Congdon Revocable Trust to the Jeffrey W. Congdon 2014 GRAT on August 25, 2014.

(9) Reflects a transfer of 15,039 shares from the Jeffrey W. Congdon 2013 GRAT #1 to the Jeffrey W. Congdon Revocable Trust on November 21, 2014.

(10) Reflects a transfer of 7,178 shares from the Jeffrey W. Congdon 2013 GRAT #2 to the Jeffrey W. Congdon Revocable Trust on November 21, 2014.

(11) Reflects a transfer of 5,364 shares from the Jeffrey W. Congdon 2009 GRAT to the Jeffrey W. Congdon Revocable Trust on November 25, 2014.

(12) The 858,078 shares previously reported by this trust were disposed of in a series of transactions exempt from reporting under Rule 16a-2(d)(1).

(13) The shares reported by the estate previously were exempt from reporting under Rule 16a-2(d)(1). Because 12 months have passed since the reporting persons were appointed as co-executors of the estate, these shares are no longer exempt from the provisions of Section 16 of the Exchange Act.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.