KFORCE INC
Form 10-Q/A
November 03, 2011

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q/A

(Amendment No. 1)

(Mark One)

x   **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the quarterly period ended September 30, 2011

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 000-26058

Kforce Inc.

(Exact name of registrant as specified in its charter)

FLORIDA	**59-3264661**
(State or other jurisdiction of	**(I.R.S. Employer**
incorporation or organization)	**Identification No.)**

1001 East Palm Avenue

TAMPA, FLORIDA	**33605**
(Address of principal executive offices)	**(Zip-Code)**

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

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

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

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

Large accelerated filer ¨	Accelerated filer x
Non-accelerated filer ¨ (Do not check if a smaller reporting company)	Smaller reporting company ¨

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 number of shares outstanding of the registrant s common stock as of October 31, 2011, was 37,869,878.

EXPLANATORY NOTE

Kforce Inc. (the Company) is filing this Amendment No. 1 (this Form 10-Q/A) to our Quarterly Report on Form 10-Q for the period ended September 30, 2011 solely to submit Exhibit 101.1 in accordance with Rule 405 of Regulation S-T, which was inadvertently not filed on November 2, 2011 due to an error by our filing agent. Exhibit 101.1 consists of the Interactive Data Files relating to this Amendment No. 1 to the Registrant s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2011. This Form 10-Q/A does not otherwise update or amend any financial information or any other exhibits as originally filed. Accordingly, this Form 10-Q/A should be read in conjunction with the original filing of our Quarterly Report for the period ended September 30, 2011, which was filed on November 2, 2011.

Item 6. *Exhibits.*

Exhibit Number	Description
3.1	Amended and Restated Articles of Incorporation. (1)
3.1a	Articles of Amendment to Articles of Incorporation. (2)
3.1b	Articles of Amendment to Articles of Incorporation. (2)
3.1c	Articles of Amendment to Articles of Incorporation. (2)
3.1d	Articles of Amendment to Articles of Incorporation. (3)
3.1e	Articles of Amendment to Articles of Incorporation. (4)
3.2	Amended & Restated Bylaws. (5)
10.1	Third Amended and Restated Credit Agreement, dated September 20, 2011, between Kforce Inc. and its subsidiaries and Bank of America, N.A. and the other lenders thereto. (6)
31.1	Certification by the Chief Executive Officer of Kforce Inc. pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. (7)
31.2	Certification by the Chief Financial Officer of Kforce Inc. pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. (7)
32.1	Certification by the Chief Executive Officer of Kforce Inc. pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. (7)
32.2	Certification by the Chief Financial Officer of Kforce Inc. pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. (7)
101.1	Part I, Item 1 of the Form 10-Q formatted in XBRL. (8)

(1) Incorporated by reference to the Registrant s Registration Statement on Form S-1 (File 33-91738) filed April 28, 1995.
(2) Incorporated by reference to the Registrant s Form S-4/A (File No. 333-111566) filed February 9, 2004, as amended.
(3) Incorporated by reference to the Registrant s Form 8-K (File No. 000-26058) filed May 17, 2000.
(4) Incorporated by reference to the Registrant s Annual Report on Form 10-K (File No. 000-26058) filed March 29, 2002.
(5) Incorporated by reference to the Registrant s Current Report on Form 8-K (File No. 000-26058) filed February 7, 2007.
(6) Incorporated by reference to the Registrant s Current Report on Form 8-K (File No. 000-26058) filed September 23, 2011.
(7) Incorporated by reference to the Registrant s Quarterly Report on Form 10-Q (File No. 000-26058) for the quarter ended September 30, 2011.
(8) The interactive data files shall not be deemed filed for purposes of Section 11 or 12 of the Securities Act of 1933, as amended, or Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liability under those sections.

3

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)

Date: November 2, 2011	By:	/s/ JOSEPH J. LIBERATORE
		Joseph J. Liberatore
		Executive Vice President and Chief Financial Officer
		(Principal Financial Officer)
Date: November 2, 2011	By:	/s/ JEFFREY B. HACKMAN
		Jeffrey B. Hackman
		Vice President and Chief Accounting Officer
		(Principal Accounting Officer)

4