

KFORCE INC  
Form 8-K  
April 19, 2016

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

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FORM 8-K

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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 19, 2016

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Kforce Inc.  
(Exact name of registrant as specified in its charter)

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Florida                              000-26058      59-3264661  
(State or other jurisdiction      (Commission      (IRS Employer  
of incorporation)                  File Number)      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

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

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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 5.07 Submission of Matters to a Vote of Security Holders.

On April 19, 2016, Kforce Inc. held its Annual Meeting of Shareholders. As of the record date of February 26, 2016, 28,432,733 shares of Kforce's Common Stock were outstanding and entitled to vote. Of this amount, 25,916,014 shares, representing 91.15% of the total number of shares outstanding and entitled to vote, were represented in person or by proxy constituting a quorum. Set forth below are the voting results from the proposals presented for a shareholder vote at such meeting.

The following table sets forth the votes cast with respect to each of these matters:

| MATTER   | FOR        | WITHHOLD  | BROKER<br>NON-VOTES |                     |
|--|------------|-----------|---------------------|---------------------|
| (1) Elect three Class I Directors to hold office for a three-year term expiring in 2019  |            |           |                     |                     |
| Elaine D. Rosen  | 21,923,111 | 2,009,913 | 1,982,990           |                     |
| Howard W. Sutter   | 21,768,017 | 2,165,007 | 1,982,990           |                     |
| Ralph E. Struzziero  | 17,311,699 | 6,621,325 | 1,982,990           |                     |
|  | FOR        | AGAINST   | ABSTAIN             | BROKER<br>NON-VOTES |
| (2) Ratify the appointment of Deloitte & Touche LLP as Kforce's independent registered public accountants for the fiscal year ending December 31, 2016 | 25,622,918 | 283,616   | 9,480               | —                   |
|  | FOR        | AGAINST   | ABSTAIN             | BROKER<br>NON-VOTES |
| (3) Approve Kforce's executive compensation  | 22,631,790 | 1,234,730 | 66,504              | 1,982,990           |
|  | FOR        | AGAINST   | ABSTAIN             | BROKER<br>NON-VOTES |
| (4) Re-approve the material terms of the performance goals under the Kforce Inc. Amended and Restated Performance Incentive Plan                       | 22,064,780 | 1,802,350 | 65,894              | 1,982,990           |
|  | FOR        | AGAINST   | ABSTAIN             | BROKER<br>NON-VOTES |
| (5) Approve the Kforce Inc. 2016 Stock Incentive Plan  | 21,696,425 | 2,175,471 | 61,128              | 1,982,990           |

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: April 19, 2016    By: /s/    DAVID M. KELLY  
David M. Kelly  
Senior Vice President, Chief Financial Officer  
(Principal Financial Officer)

Date: April 19, 2016    By: /s/    JEFFREY B. HACKMAN  
Jeffrey B. Hackman  
Senior Vice President, Finance & Accounting  
(Principal Accounting Officer)