

PIERCE EDWARD L  
Form 4  
February 15, 2019

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
PIERCE EDWARD L

(Last) (First) (Middle)

ASGN INCORPORATED, 26745  
MALIBU HILLS ROAD

(Street)

CALABASAS, CA 91301

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
ASGN Inc [ASGN]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/14/2019

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify  
below) below)  
Exec VP, CFO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/14/2019		A	Amount 2,181 (1)	A \$ 0 66,320	D	
Common Stock	02/14/2019		F	754 (2)	D \$ 64.79 65,566	D	
Common Stock	02/14/2019		A	2,301 (1)	A \$ 0 67,867	D	
Common Stock	02/14/2019		F	795 (2)	D \$ 64.79 67,072	D	
Common Stock	02/14/2019		A	1,789 (1)	A \$ 0 68,861	D	

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Common Stock	02/14/2019	F	618 <sup>(2)</sup>	D	\$ 64.79	68,243	D
Common Stock	02/14/2019	A	8,049 <sup>(3)</sup>	A	\$ 0	76,292	D
Common Stock	02/14/2019	A	22,527 <sup>(4)</sup>	A	\$ 0	98,819	D
Common Stock	02/14/2019	F	927 <sup>(2)</sup>	D	\$ 64.79	97,892	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PIERCE EDWARD L ASGN INCORPORATED 26745 MALIBU HILLS ROAD CALABASAS, CA 91301			Exec VP, CFO	

## Signatures

By: /s/ Jennifer Painter, CLO For: Edward L. Pierce

02/15/2019

\_\_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) The acquired shares vested upon certification of performance targets on February 14, 2019, for performance awards previously granted to the executive officer.
- (2) The executive officer elected to satisfy tax withholding obligations upon vesting of restricted stock units ("RSUs") by having the issuer withhold a number of vested shares equal to that of the executive officer's tax liability.
- (3) Performance was certified for this RSU grant on February 14, 2019, and 1/3 of the shares were released. 50% of the remaining RSUs will vest on January 2, 2020 and the remaining will vest on January 2, 2021 subject to the officer's continued service to the Company.
- (4) In October 2015, the executive officer received an RSU award that had a three-year performance target that was certified on February 14, 2019. These RSUs will vest 50% each in October 2019 and 2020.

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

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