

KFORCE INC  
Form S-8  
July 11, 2007

As filed with the Securities and Exchange Commission on July 10, 2007

Registration No. \_\_\_\_\_

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

WASHINGTON, D.C. 20549

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**FORM S-8**  
**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

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**KFORCE INC.**

(Exact name of registrant as specified in its charter)

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**FLORIDA**  
(State or other jurisdiction of  
incorporation or organization)

**59-3264661**  
(I.R.S. Employer  
Identification No.)

**1001 EAST PALM AVENUE, TAMPA, FLORIDA**  
(Address of Principal Executive Offices)

**33605**  
(Zip Code)

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**KFORCE GOVERNMENT PRACTICE PLAN**

(Full title of the plan)

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**JOSEPH J. LIBERATORE**

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**Chief Financial Officer**

**KFORCE INC.**

**1001 East Palm Avenue, Tampa, Florida 33605**

(Name and address of agent for service)

**(813) 552-5000**

(Telephone number, including area code, of agent for service)

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*Copies of all communications to:*

**ROBERT J. GRAMMIG, ESQ.**

**HOLLAND & KNIGHT LLP**

**100 North Tampa Street, Suite 4100**

**Tampa, Florida 33602**

**(813) 227-8500**

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CALCULATION OF REGISTRATION FEE

	Amount to be	Proposed maximum	Proposed maximum	Amount of
	registered(1)	offering price per	aggregate offering	registration
Title of securities to be registered(1)	registered(1)	share(2)	price(2)	fee(2)
Common Stock	100,000	\$16.75	\$1,675,000	\$5.14
Par Value \$0.01				

- (1) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers an indeterminate amount of plan interests to be offered or sold pursuant to the employee benefit plan described herein.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h) under the Securities Act of 1933, upon the basis of the average of the high and low prices of the Common Stock of the Registrant on July 9, 2007, as reported on The NASDAQ Global Select Market.

**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS**

This Registration Statement on Form S-8 registers 100,000 shares of common stock, par value of \$0.01 per share (the Common Stock ), of Kforce Inc. ( Kforce or the Registrant ) and an indeterminate amount of interests issuable pursuant to the Kforce Government Practice Plan (the Plan ).

As permitted by the rules of the Commission, this Registration Statement omits the information specified in Part I (Items 1 and 2) of Form S-8. The documents containing the information specified in Part I will be delivered to the participants in the Plan as required by Rule 428(b) of the Securities Act. Such documents are not being filed with the Commission as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act.

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**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.**

The following documents filed with the Securities and Exchange Commission (the "SEC") by the Registrant, pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), Commission File No. 000-26058, are incorporated by reference in this Registration Statement:

- (a) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2006 (including information specifically incorporated into the Registrant's Form 10-K from the Registrant's definitive Proxy Statement);
- (b) The Registrant's Current Reports on Form 8-K filed on July 6, 2007, May 2, 2007, February 22, 2007, February 7, 2007 and January 8, 2007;
- (c) The Registrant's Quarterly Reports on Form 10-Q filed on May 8, 2007 and January 29, 2007 (10-Q/A); and
- (d) The description of the Registrant's Common Stock contained in our registration statement on Form S-3 filed with the SEC on May 24, 2002.

All documents subsequently filed by the Registrant (other than any portion of such filings that are furnished under applicable SEC rules rather than filed) pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment that indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents.

**ITEM 4. DESCRIPTION OF SECURITIES.**

Not applicable.

**ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.**

Not applicable.

**ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.**

The Registrant is a Florida corporation. The Florida Business Corporation Act, as amended (the "Florida Act"), provides that, in general, a business corporation may indemnify any person who is or was a party to any proceeding (other than an action by, or in the right of, the corporation) by reason of the fact that he is or was a director or officer of the corporation, against liability incurred in connection with such proceeding, including any appeal thereof, provided certain standards are met, including that such officer or director acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation, and provided, further that, with respect to any criminal action or proceeding, the officer or director had no reasonable cause to believe his conduct was unlawful. In the case of proceedings by or in the right of the corporation, the Florida Act provides that, in general, a corporation may indemnify any person who was or is a party to any such proceeding by reason of the fact that he is or was a director or officer of the corporation against expenses and amounts paid in settlement not exceeding, in the judgment of the board of directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof, provided that such person acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation, except that no indemnification shall be made in respect of any claim as to which such person is adjudged liable unless a court of competent jurisdiction determines upon application that such person is fairly and reasonably entitled to indemnity. To the extent that any officers or directors are successful on the merits or otherwise in the defense of any of the proceedings described above, the

Florida Act provides that the corporation is required to indemnify such officers or directors against expenses actually and reasonably incurred in connection therewith. However, the Florida Act further provides that, in general, indemnification or advancement of expenses shall not be made to or on behalf of any officer or director if a judgment or other final adjudication establishes that his actions, or omissions to act, were material to the cause of action so adjudicated and constitute: (i) a violation of the criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe it was unlawful; (ii) a transaction from which the director or officer derived an improper personal benefit; (iii) in the case of a director, a circumstance under which the director has voted for or assented to a distribution made in violation of the Florida Act or the corporation's articles of incorporation; or (iv) willful misconduct or a conscious disregard for the best interests of the corporation in a proceeding by or in the right of the corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder. Article V of the Registrant's Bylaws provides that the Registrant shall indemnify any director, officer, employee or agent or any former director, officer, employee or agent to the full extent permitted by Florida law. The Registrant has purchased insurance with respect to, among other things, any liabilities that may arise under the statutory provisions referred to above.

**ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.**

Not Applicable.

**ITEM 8. EXHIBITS.**

<b>Exhibit No.</b>	<b>Description</b>
4.1	Form of Stock Certificate, incorporated by reference to the Registrant's Registration Statement on Form S-1 (File No. 333-03393) filed May 9, 1996.
4.2	Amended and Restated Articles of Incorporation, incorporated by reference to the Registrant's Registration Statement on Form S-1 (File No. 333-03393) filed May 9, 1996.
4.3	Articles of Amendment to Articles of Incorporation, incorporated by reference to the Registrant's Registration Statement on Form S-4/A (File No. 333-111566) filed February 9, 2004, as amended.
4.4	Articles of Amendment to Articles of Incorporation, incorporated by reference to the Registrant's Registration Statement on Form S-4/A (File No. 333-111566) filed February 9, 2004, as amended.
4.5	Articles of Amendment to Articles of Incorporation, incorporated by reference to the Registrant's Registration Statement on Form S-4/A (File No. 333-111566) filed February 9, 2004, as amended.
4.6	Articles of Amendment to Articles of Incorporation, incorporated by reference to the Registrant's Current Report on Form 8-K (File No. 000-26058) filed May 17, 2000.
4.7	Articles of Amendment to Articles of Incorporation, incorporated by reference to the Registrant's Annual Report on Form 10-K (File No. 000-26058) filed March 29, 2002.
4.8	Amended & Restated Bylaws, incorporated by reference to the Registrant's Current Report on Form 8-K (File No. 000-26058) filed February 7, 2007.
4.9	Rights Agreement, dated October 28, 1998, between Romac International, Inc. and State Street Bank and Trust Company as Rights Agent, incorporated by reference to the Registrant's Current Report on Form 8-K (File No. 000-26058) filed October 29, 1998.
4.10	Amendment to Rights Agreement, dated as of October 24, 2000, incorporated by reference to the Registrant's Current Report on Form 8-K (File No. 000-26058) filed November 3, 2000.
4.11	Kforce Government Practice Plan.
5.1	Opinion of Holland & Knight LLP.
5.2	Opinion of Holland & Knight LLP regarding ERISA.
23.1	Consent of Holland & Knight LLP (included in Exhibits 5.1 and 5.2).
23.2	Consent of Deloitte & Touche LLP.
24.1	Powers of Attorney (contained on the signature page).



The Registrant hereby undertakes that it will submit or has submitted the plan and any amendments thereto to the Internal Revenue Service in a timely manner and has made or will make all changes required by the Internal Revenue Service in order to qualify the Plan.

**ITEM 9. UNDERTAKINGS.**

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Securities and Exchange Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement.

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the registration statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Securities and Exchange Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions (see Item 6) or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the

securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Tampa, State of Florida, on July 10, 2007.

Kforce Inc.

By: /s/ David L. Dunkel  
David L. Dunkel  
Chief Executive Officer

**POWER OF ATTORNEY**

KNOWN TO ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints David L. Dunkel and William L. Sanders, jointly and severally, his or her attorneys-in-fact, each with the power of substitution, for him or her in any and all capacities, to sign any and all amendments to this Registration Statement and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his or her substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<b>Signatures</b>	<b>Title</b>	<b>Date</b>
By: /s/ David L. Dunkel  David L. Dunkel	Chairman of the Board, Chief Executive Officer and Director (Principal Executive Officer)	July 10, 2007
By: /s/ Joseph J. Liberatore  Joseph J. Liberatore	Senior Vice President, Chief Financial Officer and Secretary (Principal Financial Officer and Principal Accounting Officer)	July 10, 2007
By: /s/ John N. Allred  John N. Allred	Director	July 10, 2007
By: /s/ W.R. Carey, Jr.  W.R. Carey, Jr.	Director	July 10, 2007

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By: /s/ Richard M. Cocchiario	Vice Chairman of the Board, Vice President and Director	July 10, 2007
Richard M. Cocchiario		
By: /s/ Mark F. Furlong	Director	July 10, 2007
Mark F. Furlong		
By: /s/ Elaine D. Rosen	Director	July 10, 2007
Elaine D. Rosen		
By: /s/ Ralph E. Struzziero	Director	July 10, 2007
Ralph E. Struzziero		
By: /s/ Howard W. Sutter	Vice Chairman of the Board, Vice President and Director	July 10, 2007
Howard W. Sutter		
By: /s/ Gordon Tunstall	Director	July 10, 2007
Gordon Tunstall		

Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Tampa, State of Florida, on July 10, 2007.

Kforce Government Practice Plan

By: /s/ David M. Kelly  
David M. Kelly, Vice President and Secretary of the  
Plan Administrator, Kforce Government Holdings,  
Inc.

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