

Sheridan Edwin A.
Form 4
March 02, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Sheridan Edwin A.

2. Issuer Name and Ticker or Trading Symbol
ON ASSIGNMENT INC [ASGN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

ON ASSIGNMENT, INC., 26745
MALIBU HILLS ROAD

3. Date of Earliest Transaction
(Month/Day/Year)
02/28/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

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

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

CALABASAS, CA 91301

(City) (State) (Zip)

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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|---------------|
| | | | | (A) or (D) | Price | | | | |
| Common Stock | 02/28/2018 | | S | 9,100 | D | \$ 78.3788 (1) | 1,056,239 | I | by LLC (2) |
| Common Stock | 03/01/2018 | | S | 9,779 | D | \$ 77.5586 (3) | 1,046,460 | I | by LLC |
| Common Stock | 03/02/2018 | | S | 58,717 | D | \$ 77.7365 (4) | 987,743 | I | by LLC |
| Common Stock | | | | | | | 1,686 | D | |

Common Stock 15,623 I by Trust

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

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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 (Instr. 3, 4, and 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

Sheridan Edwin A.
 ON ASSIGNMENT, INC. X
 26745 MALIBU HILLS ROAD
 CALABASAS, CA 91301

Signatures

By: /s/ Jennifer Painter, CLO For: Edwin A. Sheridan IV 03/02/2018

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 \$78.3788 share price is a weighted average of numerous open market trades made at prices ranging from \$78.00 to \$78.625. These shares were previously reported as beneficially owned directly, and this filing corrects the ownership status as Mr. Sheridan holds (2) the shares through a limited liability company to which he has sole voting and investing authority. Further, 15,623 of Mr. Sheridan's shares are held in a trust for which he has the sole voting and investing authority.

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(3) The \$77.5586 share price is a weighted average of numerous open market trades made at prices ranging from \$77.50 to \$77.755.

(4) The \$77.7365 share price is a weighted average of numerous open market trades made at prices ranging from \$77.50 to \$77.90.

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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