

KFORCE INC  
Form 8-K  
April 08, 2013

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

Washington, D.C. 20549

**FORM 8-K**

**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 5, 2013**

**Kforce Inc.**

(Exact name of registrant as specified in its charter)

**Florida**  
(State or other jurisdiction

of incorporation)

**000-26058**  
(Commission File Number)

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

(Address of principal executive offices) (Zip Code)

**59-3264661**  
(IRS Employer

Identification No.)

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

N/A

**(Former name or former address, if changed since last report)**

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 5, 2013, Kforce Inc. held its Annual Meeting of Shareholders. As of the record date of February 22, 2013, 34,961,660 shares of Kforce's Common Stock were outstanding and entitled to vote. Of this amount, 33,098,521 shares, representing approximately 94.67% 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 NON-VOTES	
<b>(1) Elect three Class I Directors to hold office for a three-year term expiring in 2016</b>				
Elaine D. Rosen	29,856,921	1,556,906	1,684,694	
Ralph E. Struzziero	26,866,408	4,547,419	1,684,694	
Howard W. Sutter	28,706,634	2,707,193	1,684,694	
	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTES</b>
<b>(2) Ratify the appointment of Deloitte &amp; Touche LLP as Kforce's independent registered public accountants for the fiscal year ending December 31, 2013</b>	31,489,887	1,603,744	4,890	
	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTES</b>
<b>(3) Approve Kforce's executive compensation</b>	30,512,174	894,309	7,344	1,684,694
	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTES</b>
<b>(4) Approve the Kforce Inc. 2013 Stock Incentive Plan</b>	24,812,606	5,788,789	812,432	1,684,694

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)

April 8, 2013

By: /s/ DAVID M. KELLY

David M. Kelly,  
Senior Vice President, Chief Financial Officer

(Principal Financial Officer)

KFORCE INC.  
(Registrant)

April 8, 2013

By: /s/ JEFFREY B. HACKMAN

Jeffrey B. Hackman,  
Vice President, Chief Accounting Officer

(Principal Accounting Officer)