

KFORCE INC  
Form 8-K  
June 25, 2010

**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): June 25, 2010

**Kforce Inc.**

(Exact name of registrant as specified in its charter)

**Florida**  
(State or other jurisdiction  
of incorporation)

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

**59-3264661**  
(IRS Employer  
Identification No.)

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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)

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 June 25, 2010, Kforce Inc. held its Annual Meeting of Shareholders. As of the record date of April 22, 2010, 39,560,841 shares of Kforce's Common Stock were outstanding and entitled to vote. Of this amount, 37,661,532 shares, representing approximately 95.20% 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 2013</b>				
Elaine D. Rosen	29,760,870	6,681,758	1,218,904	
Ralph E. Struzziero	29,768,142	6,674,486	1,218,904	
Howard W. Sutter	31,322,641	5,119,987	1,218,904	
<b>(2) Ratify the appointment of Deloitte &amp; Touche LLP as Kforce's independent registered public accountants for the fiscal year ending December 31, 2010</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTES</b>
	36,130,663	1,526,389	4,480	
<b>(3) Approve an amendment to increase the number of shares authorized to be issued under the Kforce Inc. 2006 Stock Incentive Plan by 2,750,000 shares</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTES</b>
	22,560,913	13,164,961	716,754	1,218,904
<b>(4) Approve the Kforce Inc. 2009 Employee Stock Purchase Plan</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTES</b>
	35,319,120	410,097	713,411	1,218,904

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)

June 25, 2010

By: /s/ JOSEPH J. LIBERATORE  
Joseph J. Liberatore,  
Executive Vice President, Chief Financial Officer  
  
(Principal Financial Officer)

KFORCE INC.  
(Registrant)

June 25, 2010

By: /s/ JEFFREY B. HACKMAN  
Jeffrey B. Hackman,  
Vice President, Chief Accounting Officer  
  
(Principal Accounting Officer)