

KFORCE INC  
Form 10-Q/A  
February 09, 2004

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

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**FORM 10-Q/A**  
**(Amendment No. 1 to Form 10-Q)**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2003

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 0-26058

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**KFORCE INC.**

(Exact name of registrant as specified in its charter)

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**Florida**  
(State or other jurisdiction)

**59-3264661**  
(IRS Employer

of incorporation or organization)

Identification No.)

**1001 East Palm Avenue, Tampa, Florida**  
(address of principal executive offices)

**33605**  
(Zip Code)

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) had been subject to such filing requirements for the past 90 days. YES  NO

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). YES  NO

As of November 13, 2003 the registrant had 30,730,221 shares of common stock, \$.01 par value per share, issued and outstanding.

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EXPLANATORY NOTE

Kforce Inc. hereby files this Amendment No. 1 to its Quarterly Report on Form 10-Q for the quarter ended September 30, 2003, solely to correct an inadvertent omission of the information required under Item 4 of Part I.

**PART I FINANCIAL INFORMATION**

ITEM 4: CONTROLS AND PROCEDURES

**Evaluation of Disclosure Controls and Procedures**

We carried out an evaluation required by Rules 13a-15 and 15d-15 under the Exchange Act (the Evaluation ), under the supervision and with the participation of our Chief Executive Officer ( CEO ) and Chief Financial Officer ( CFO ), of the effectiveness of our disclosure controls and procedures as defined in Rule 13a-15 and 15d-15 under the Exchange Act (the Disclosure Controls ). Based on the Evaluation, our CEO and CFO concluded that our Disclosure Controls are effective as of the end of the period covered by this report in timely alerting them to material information required to be included in our periodic SEC reports.

**Changes in Internal Controls**

There has not been any change in our internal control over financial reporting identified in connection with the Evaluation that occurred during the quarter ended September 30, 2003 that has materially affected, or is reasonably likely to materially affect, those controls.

**Limitations on the Effectiveness of Controls**

Our management, including our CEO and CFO, does not expect that our Disclosure Controls and internal controls will prevent all error and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control.

The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, a control may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

**CEO and CFO Certifications**

Exhibits 31.1 and 31.2 are the Certifications of the CEO and the CFO, respectively. The Certifications are required in accord with Section 302 of the Sarbanes-Oxley Act of 2002 (the Section 302 Certifications ). This Item of this report, which you are currently reading, is the information concerning the Evaluation referred to in the Section 302 Certifications and this information should be read in conjunction with the Section 302 Certifications for a more complete understanding of the topics presented.

**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)

By:           /s/ Derrell E. Hunter          

Derrell E. Hunter

Chief Financial Officer

By:           /s/ William L. Sanders          

William L. Sanders

Chief Operating Officer

(Former Chief Financial Officer)

By:           /s/ David M. Kelly          

David M. Kelly

Vice President

Chief Accounting Officer

Date: February 6, 2004