

HALF ROBERT INTERNATIONAL INC /DE/  
Form 10-Q  
July 31, 2008

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**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 JUNE 30, 2008

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 1-10427

**ROBERT HALF INTERNATIONAL INC.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction)

of incorporation or organization)

2884 Sand Hill Road

Suite 200

Menlo Park, California  
(Address of principal executive offices)

94-1648752  
(I.R.S. Employer

Identification No.)

94025  
(zip-code)

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Registrant's telephone number, including area code: (650) 234-6000

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) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. (Check one): Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of June 30, 2008:

155,911,790 shares of \$.001 par value Common Stock

## PART I FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS

## ROBERT HALF INTERNATIONAL INC. AND SUBSIDIARIES

## CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION (UNAUDITED)

(in thousands, except share amounts)

	June 30, 2008	December 31, 2007
<b>ASSETS</b>		
Cash and cash equivalents	\$ 357,047	\$ 310,000
Accounts receivable, less allowances of \$29,996 and \$28,464	631,318	593,169
Deferred income taxes and other current assets	166,629	156,469
Total current assets	1,154,994	1,059,638
Goodwill and other intangible assets, net	193,963	195,143
Property and equipment, net	153,087	152,311
Deferred income taxes	49,505	43,206
Total assets	\$ 1,551,549	\$ 1,450,298
<b>LIABILITIES</b>		
Accounts payable and accrued expenses	\$ 127,972	\$ 108,070
Accrued payroll costs and retirement obligations	372,918	323,264
Income taxes payable	14,835	16,248
Current portion of notes payable and other indebtedness	101	370
Total current liabilities	515,826	447,952
Notes payable and other indebtedness, less current portion	3,633	3,753
Other liabilities	14,064	14,544
Total liabilities	533,523	466,249
Commitments and Contingencies (Note G)		
<b>STOCKHOLDERS EQUITY</b>		
Preferred stock, \$.001 par value authorized 5,000,000 shares; issued and outstanding zero shares		
Common stock, \$.001 par value authorized 260,000,000 shares; issued and outstanding 155,470,377 shares and 158,057,575 shares	155	158
Capital surplus	941,260	915,038
Accumulated other comprehensive income	76,611	68,853
Retained earnings		
Total stockholders equity	1,018,026	984,049
Total liabilities and stockholders equity	\$ 1,551,549	\$ 1,450,298

The accompanying Notes to Condensed Consolidated Financial Statements are

an integral part of these financial statements.



## ROBERT HALF INTERNATIONAL INC. AND SUBSIDIARIES

## CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)

(in thousands, except per share amounts)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2008	2007	2008	2007
Net service revenues	\$ 1,224,641	\$ 1,149,128	\$ 2,450,631	\$ 2,246,553
Direct costs of services, consisting of payroll, payroll taxes, insurance costs and reimbursable expenses	708,017	656,443	1,423,019	1,293,139
Gross margin	516,624	492,685	1,027,612	953,414
Selling, general and administrative expenses	393,393	374,636	787,824	723,015
Amortization of intangible assets	618	818	1,259	1,092
Interest income, net	(1,506)	(3,073)	(3,520)	(7,090)
Income before income taxes	124,119	120,304	242,049	236,397
Provision for income taxes	49,551	47,578	96,697	92,964
Net income	\$ 74,568	\$ 72,726	\$ 145,352	\$ 143,433
Basic net income per share	\$ .49	\$ .45	\$ .95	\$ .88
Diluted net income per share	\$ .48	\$ .44	\$ .93	\$ .86
Shares:				
Basic	152,877	160,781	153,722	162,302
Diluted	154,520	164,770	155,459	166,818
Cash dividends declared per share	\$ .11	\$ .10	\$ .22	\$ .20

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## ROBERT HALF INTERNATIONAL INC. AND SUBSIDIARIES

## CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS EQUITY (UNAUDITED)

(in thousands, except per share amounts)

	Six Months Ended June 30,	
	2008	2007
<b>COMMON STOCK SHARES:</b>		
Balance at beginning of period	158,058	167,848
Net issuances of restricted stock	1,858	850
Repurchases of common stock	(5,799)	(7,071)
Exercises of stock options	1,353	2,290
Balance at end of period	155,470	163,917
<b>COMMON STOCK PAR VALUE:</b>		
Balance at beginning of period	\$ 158	\$ 168
Net issuances of restricted stock	2	1
Repurchases of common stock	(6)	(7)
Exercises of stock options	1	2
Balance at end of period	\$ 155	\$ 164
<b>CAPITAL SURPLUS:</b>		
Balance at beginning of period	\$ 915,038	\$ 1,003,926
Net issuances, and other changes to, restricted stock excess over par value	(2)	(1)
Repurchases of common stock excess over par value	(34,250)	(143,580)
Stock-based compensation expense restricted stock and stock units	32,249	25,431
Stock-based compensation expense stock options	2,410	5,117
Exercises of stock options excess over par value	22,065	43,186
Tax impact of equity incentive plans	3,750	18,935
Balance at end of period	\$ 941,260	\$ 953,014
<b>ACCUMULATED OTHER COMPREHENSIVE INCOME:</b>		
Balance at beginning of period	\$ 68,853	\$ 38,577
Translation adjustments, net of tax	7,758	13,808
Balance at end of period	\$ 76,611	\$ 52,385
<b>RETAINED EARNINGS:</b>		
Balance at beginning of period	\$	\$
Cumulative impact from adoption of FASB Interpretation No. 48		(1,709)
Repurchases of common stock excess over par value	(110,469)	(108,470)
Cash dividends (\$.22 per share and \$.20 per share)	(34,883)	(33,254)
Net income	145,352	143,433
Balance at end of period	\$	\$

The accompanying Notes to Condensed Consolidated Financial Statements are

an integral part of these financial statements.



## ROBERT HALF INTERNATIONAL INC. AND SUBSIDIARIES

## CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

(in thousands)

	Six Months Ended June 30,	
	2008	2007
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net income	\$ 145,352	\$ 143,433
Adjustments to reconcile net income to net cash provided by operating activities:		
Amortization of intangible assets	1,259	1,092
Depreciation expense	35,904	33,250
Stock-based compensation expense restricted stock and stock units	32,249	25,431
Stock-based compensation expense stock options	2,410	5,117
Excess tax benefits from stock-based compensation	(136)	(13,329)
Provision for deferred income taxes	(1,441)	8,303
Provision for doubtful accounts	7,405	4,933
Changes in assets and liabilities, net of effects of acquisitions:		
Increase in accounts receivable	(38,942)	(55,653)
Increase in accounts payable, accrued expenses, accrued payroll costs and retirement obligations	55,350	65,366
Increase in income taxes payable	2,224	23,605
Change in other assets, net of change in other liabilities	(3,852)	(7,434)
Net cash flows provided by operating activities	237,782	234,114
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Purchase of goodwill and other intangible assets and other assets	(272)	(19,477)
Capital expenditures	(38,837)	(46,383)
Increase in trusts for employee benefits and retirement plans	(5,867)	(6,963)
Net cash flows used in investing activities	(44,976)	(72,823)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Repurchases of common stock	(135,285)	(252,057)
Cash dividends paid	(34,883)	(33,254)
Decrease in notes payable and other indebtedness	(321)	(312)
Excess tax benefits from stock-based compensation	136	13,329
Proceeds from exercises of stock options	22,066	43,188
Net cash flows used in financing activities	(148,287)	(229,106)
Effect of exchange rate changes on cash and cash equivalents	2,528	9,936
Net increase (decrease) in cash and cash equivalents	47,047	(57,879)
Cash and cash equivalents at beginning of period	310,000	447,479
Cash and cash equivalents at end of period	\$ 357,047	\$ 389,600
<b>SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:</b>		
Cash paid during the period for:		
Interest	\$ 243	\$ 258
Income taxes, net of refunds	\$ 94,218	\$ 56,113
Purchase of goodwill and other intangible assets and other assets:		
Assets acquired		
Goodwill and other intangible assets	\$ 272	\$ 16,870
Other assets		3,002
Liabilities incurred		
Other liabilities		(395)



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Cash paid, net of cash acquired	\$ 272	\$ 19,477
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Non-cash items:

Stock repurchases awaiting settlement	\$ 9,440	\$
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The accompanying Notes to Condensed Consolidated Financial Statements are

an integral part of these financial statements.

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ROBERT HALF INTERNATIONAL INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

June 30, 2008

**Note A Summary of Significant Accounting Policies**

*Nature of Operations.* Robert Half International Inc. (the Company) provides specialized staffing and risk consulting services through such divisions as *Accountemps*<sup>®</sup>, *Robert Half*<sup>®</sup> *Finance & Accounting*, *OfficeTeam*<sup>®</sup>, *Robert Half*<sup>®</sup> *Technology*, *Robert Half*<sup>®</sup> *Management Resources*, *Robert Half*<sup>®</sup> *Legal*, *The Creative Group*<sup>®</sup>, and *Protiviti*<sup>®</sup>. The Company, through its *Accountemps*, *Robert Half Finance & Accounting*, and *Robert Half Management Resources* divisions, is a specialized provider of temporary, full-time, and project professionals in the fields of accounting and finance. *OfficeTeam* specializes in highly skilled temporary administrative support personnel. *Robert Half Technology* provides information technology professionals. *Robert Half Legal* provides temporary, project, and full-time staffing of attorneys and specialized support personnel within law firms and corporate legal departments. *The Creative Group* provides project staffing in the advertising, marketing, and web design fields. *Protiviti* provides business and technology risk consulting and internal audit services, and is a wholly owned subsidiary of the Company. Revenues are predominantly derived from specialized staffing services. The Company operates in North America, South America, Europe, Asia and Australia. The Company is a Delaware corporation.

*Basis of Presentation.* The unaudited Condensed Consolidated Financial Statements ( Financial Statements ) of the Company are prepared in conformity with accounting principles generally accepted in the United States of America ( GAAP ) and the rules of the Securities and Exchange Commission ( SEC ). The comparative year-end condensed consolidated statement of financial position data presented was derived from audited financial statements. In the opinion of management, all adjustments (consisting of only normal recurring adjustments) necessary for a fair statement of the financial position and results of operations for the periods presented have been included. These Financial Statements should be read in conjunction with the audited Consolidated Financial Statements of the Company for the year ended December 31, 2007, included in its annual report on Form 10-K. The results of operations for any interim period are not necessarily indicative of, nor comparable to, the results of operations for a full year.

*Principles of Consolidation.* The Financial Statements include the accounts of the Company and its subsidiaries, all of which are wholly owned. All intercompany balances have been eliminated.

*Use of Estimates.* The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. As of June 30, 2008, such estimates included allowances for uncollectible accounts receivable, workers' compensation losses and income and other taxes.

*Revenue Recognition.* The Company derives its revenues from three segments: temporary and consultant staffing, permanent placement staffing, and risk consulting and internal audit services. Net service revenues as presented on the unaudited Condensed Consolidated Statements of Operations represent services rendered to customers less sales adjustments and allowances. Reimbursements, including those related to travel and out-of-pocket expenses, are also included in net service revenues, and equivalent amounts of reimbursable expenses are included in direct costs of services. The Company records revenue on a gross basis as a principal versus on a net basis as an agent in the presentation of revenues and expenses. The Company has concluded that gross reporting is appropriate because the Company (i) has the risk of identifying and hiring qualified employees, (ii) has the discretion to select the employees and establish their price and duties and (iii) bears the risk for services that are not fully paid for by customers.

## ROBERT HALF INTERNATIONAL INC. AND SUBSIDIARIES

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)

June 30, 2008

## Note A Summary of Significant Accounting Policies (Continued)

**Temporary and consultant staffing revenues** Temporary and consultant staffing revenues are recognized when the services are rendered by the Company's temporary employees. Employees placed on temporary assignment by the Company are the Company's legal employees while they are working on assignments. The Company pays all related costs of employment, including workers' compensation insurance, state and federal unemployment taxes, social security and certain fringe benefits. The Company assumes the risk of acceptability of its employees to its customers.

**Permanent placement staffing revenues** Permanent placement staffing revenues are recognized when employment candidates accept offers of permanent employment. The Company has a substantial history of estimating the effect of permanent placement candidates who do not remain with its clients through the 90-day guarantee period. Allowances are established to estimate these losses. Fees to clients are generally calculated as a percentage of the new employee's annual compensation. No fees for permanent placement services are charged to employment candidates.

**Risk consulting and internal audit revenues** Risk consulting and internal audit services are generally provided on a time-and-material basis or fixed-fee basis. Revenues earned under time-and-material arrangements are recognized as services are provided. Revenues on fixed-fee arrangements are recognized using a proportional performance method as hours are incurred relative to total estimated hours for the engagement. The Company periodically evaluates the need to provide for any losses on these projects, and losses are recognized when it is probable that a loss will be incurred.

**Costs of Services.** Direct costs of temporary and consultant staffing services consist of payroll, payroll taxes and insurance costs for the Company's temporary employees, as well as reimbursable expenses. Direct costs of permanent placement staffing services consist of reimbursable expenses. Risk consulting and internal audit costs of services include professional staff payroll, payroll taxes and insurance costs, as well as reimbursable expenses.

**Advertising Costs.** The Company expenses all advertising costs as incurred. Advertising expense totaled \$26.5 million and \$28.1 million for the six months ended June 30, 2008 and 2007, respectively.

**Comprehensive Income.** Comprehensive income includes net income and certain other items that are recorded directly to Stockholders' Equity. The Company's only source of other comprehensive income is foreign currency translation adjustments. The components of comprehensive income, net of tax, are as follows (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2008	2007	2008	2007
Net income	\$ 74,568	\$ 72,726	\$ 145,352	\$ 143,433
Translation adjustments, net of tax	1,624	10,846	7,758	13,808
<b>Total comprehensive income</b>	<b>\$ 76,192</b>	<b>\$ 83,572</b>	<b>\$ 153,110</b>	<b>\$ 157,241</b>

**Cash and Cash Equivalents.** The Company considers all highly liquid investments with a maturity at the date of purchase of three months or less as cash equivalents.

**Accounts Receivable Allowances.** The Company maintains allowances for estimated losses resulting from (i) the inability of its customers to make required payments, (ii) temporary placement sales adjustments, and (iii) permanent placement candidates not remaining with the client through the 90-day guarantee period, commonly



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ROBERT HALF INTERNATIONAL INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)

June 30, 2008

**Note A Summary of Significant Accounting Policies (Continued)**

referred to as fall offs. The Company establishes these allowances based on its review of customers' credit profiles, historical loss statistics and current trends.

*Goodwill and Intangible Assets.* Goodwill and intangible assets primarily consist of the cost of acquired companies in excess of the fair market value of their net tangible assets at the date of acquisition. Identifiable intangible assets are amortized over their lives, typically ranging from two to five years. Goodwill is not amortized, but is tested at least annually for impairment. The Company completed its annual goodwill impairment analysis during the three months ended June 30, 2008, and determined that no adjustment to the carrying value of goodwill was required.

*Income Tax Assets and Liabilities.* In establishing its deferred income tax assets and liabilities, the Company makes judgments and interpretations based on the enacted tax laws and published tax guidance that are applicable to its operations. Deferred tax assets and liabilities are measured and recorded using current enacted tax rates, which the Company expects will apply to taxable income in the years in which those temporary differences are recovered or settled. The likelihood of a material change in the Company's expected realization of these assets is dependent on future taxable income, its ability to use foreign tax credit carryforwards and carrybacks, final U.S. and foreign tax settlements, and the effectiveness of its tax planning in the various relevant jurisdictions.

*Workers' Compensation.* Except for states which require participation in state-operated insurance funds, the Company retains the economic burden for the first \$0.5 million per occurrence in workers' compensation claims. Workers' compensation includes ongoing healthcare and indemnity coverage for claims and may be paid over numerous years following the date of injury. Claims in excess of \$0.5 million are insured. Workers' compensation expense includes the insurance premiums for claims in excess of \$0.5 million, claims administration fees charged by the Company's workers' compensation administrator, premiums paid to state-operated insurance funds, and an estimate for the Company's liability for Incurred But Not Reported (IBNR) claims and for the ongoing development of existing claims.

The accrual for IBNR claims and for the ongoing development of existing claims in each reporting period includes estimates. The Company has established reserves for workers' compensation claims using loss development rates which are estimated using periodic third party actuarial valuations based upon historical loss statistics which include the Company's historical frequency and severity of workers' compensation claims, and an estimate of future cost trends. While management believes that its assumptions and estimates are appropriate, significant differences in actual experience or significant changes in assumptions may materially affect the Company's future results.

*Foreign Currency Translation.* The results of operations of the Company's foreign subsidiaries are translated at the monthly average exchange rates prevailing during the period. The financial position of the Company's foreign subsidiaries is translated at the current exchange rates at the end of the period, and the related translation adjustments are recorded as a component of accumulated other comprehensive income within Stockholders' Equity. Gains and losses resulting from foreign currency transactions are included as a component of selling, general and administrative expenses in the unaudited Condensed Consolidated Statements of Operations, and have not been material for all periods presented.

*Stock-based Compensation.* Under various stock plans, officers, employees and outside directors have received or may receive grants of restricted stock, stock units, stock appreciation rights or options to purchase common stock.

## ROBERT HALF INTERNATIONAL INC. AND SUBSIDIARIES

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)

June 30, 2008

**Note A Summary of Significant Accounting Policies (Continued)**

Compensation expense for restricted stock and stock units is generally recognized on a straight-line basis over the vesting period, based on the stock's fair market value on the grant date. The Company recognizes compensation expense for only the portion of restricted stock and stock units that is expected to vest, rather than record forfeitures when they occur. If the actual number of forfeitures differs from those estimated by management, additional adjustments to compensation expense may be required in future periods. For purposes of calculating stock-based compensation expense for retirement-eligible employees, the service period is assumed to be met on the grant date or retirement-eligible date, whichever is later.

No stock appreciation rights have been granted under the Company's existing stock plans.

The Company determines the fair value of options to purchase common stock using the Black-Scholes valuation model. The Company recognizes expense over the service period for options that are expected to vest and records adjustments to compensation expense at the end of the service period if actual forfeitures differ from original estimates. The Company has not granted any options to purchase common stock since 2006.

*Property and Equipment.* Property and equipment are recorded at cost. Depreciation expense is computed using the straight-line method over the following useful lives:

Computer hardware	2 to 3 years
Computer software	2 to 5 years
Furniture and equipment	5 years
Leasehold improvements	Term of lease, 5 years maximum

*Internal-use Software.* The Company capitalizes direct costs incurred in the development of internal-use software. Amounts capitalized are reported as a component of computer software within property and equipment. The Company capitalized \$5.3 million and \$5.8 million of internal-use software development costs for the six months ended June 30, 2008 and 2007, respectively.

**Note B New Accounting Pronouncements**

In December 2007, the Financial Accounting Standards Board (FASB) issued SFAS No. 141(R), *Business Combinations* (SFAS 141(R)). SFAS 141(R) establishes principles and requirements for how an acquirer recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, any noncontrolling interest in the acquiree, and the goodwill acquired. SFAS 141(R) also establishes disclosure requirements to enable the evaluation of the nature and financial effects of the business combination. SFAS 141(R) is effective for fiscal years beginning after December 15, 2008. The Company does not expect the adoption of SFAS 141(R) to have a material effect on its Financial Statements.

In December 2007, the FASB issued SFAS No. 160, *Noncontrolling Interests in Consolidated Financial Statements - an amendment of Accounting Research Bulletin No. 51* (SFAS 160). SFAS 160 establishes accounting and reporting standards for ownership interests in subsidiaries held by parties other than the parent, the amount of consolidated net income attributable to the parent and to the noncontrolling interest, changes in a parent's ownership interest, and the valuation of retained, noncontrolling equity investments when a subsidiary is deconsolidated. SFAS 160 also establishes disclosure requirements that clearly identify and distinguish between the interests of the parent and the interests of the noncontrolling owners. SFAS 160 is effective for fiscal years beginning after December 15, 2008. The Company does not expect the adoption of SFAS 160 to have a material effect on its Financial Statements.

## ROBERT HALF INTERNATIONAL INC. AND SUBSIDIARIES

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)

June 30, 2008

**Note B New Accounting Pronouncements (Continued)**

In September 2006, the FASB issued SFAS No. 157, *Fair Value Measurements* ( SFAS 157 ), which defines fair value, establishes guidelines for measuring fair value and expands disclosures regarding fair value measurements. Subsequently in February 2008, the FASB issue FASB Staff Position 157-2, *Effective Date of FASB Statement No. 157*, which delays the effective date of SFAS 157 for non-financial assets and liabilities, except for items that are recognized and disclosed at fair value in the financial statements on a recurring basis, until fiscal years beginning after November 15, 2008. The implementation of SFAS 157 for financial assets and liabilities, effective January 1, 2008, did not impact the Company's consolidated Financial Statements. The Company does not expect the adoption of SFAS 157 for non-financial assets and liabilities to have a material effect on its Financial Statements.

In March 2008, the FASB issued SFAS No. 161, *Disclosures About Derivative Instruments and Hedging Activities - an amendment of FASB Statement No. 133* ( SFAS 161 ). SFAS 161 expands quarterly disclosure requirements included in SFAS No. 133, *Accounting for Derivative Instruments and Hedging Activities* ( SFAS 133 ), about an entity's derivative instruments and hedging activities. SFAS No. 161 is effective for fiscal years beginning after November 15, 2008. The Company does not expect the adoption of SFAS 161 to have a material effect on its Financial Statements.

In May 2008, the FASB issued SFAS No. 162, *The Hierarchy of Generally Accepted Accounting Principles* ( SFAS 162 ). SFAS 162 identifies the sources of accounting principles and the framework for selecting the principles used in the preparation of financial statements. SFAS 162 is effective 60 days following the SEC's approval of the Public Company Accounting Oversight Board amendments to AU Section 411, *The Meaning of Present Fairly in Conformity with Generally Accepted Accounting Principles*. The Company does not expect the adoption of SFAS 162 to have a material effect on its Financial Statements.

In June 2008, the FASB issued Staff Position No. EITF 03-6-1, *Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities* ( FSP EITF 03-6-1 ). FSP EITF 03-6-1 provides that unvested share-based payment awards that contain nonforfeitable rights to dividends are participating securities and should be included in the computation of earnings per share pursuant to the two-class method. FSP EITF 03-6-1 is effective for fiscal years beginning after December 15, 2008. The Company does not expect the adoption of FSP EITF 03-6-1 to have a material effect on its Financial Statements.

**Note C Deferred Income Taxes and Other Current Assets**

Deferred income taxes and other current assets consisted of the following (in thousands):

	June 30, 2008	December 31, 2007
Deferred income taxes	\$ 50,761	\$ 55,522
Deposits in trusts for employee benefits and retirement plans	57,046	51,179
Other	58,822	49,768
	\$ 166,629	\$ 156,469

## ROBERT HALF INTERNATIONAL INC. AND SUBSIDIARIES

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)

June 30, 2008

**Note D Goodwill and Other Intangible Assets, Net**

The following table sets forth the activity in goodwill and other intangible assets from December 31, 2007 through June 30, 2008 (in thousands):

	Goodwill	Other Intangible Assets	Total
Balance as of December 31, 2007	\$ 191,068	\$ 4,075	\$ 195,143
Purchase of goodwill and other intangible assets		272	272
Translation adjustments	(193)		(193)
Amortization of intangible assets		(1,259)	(1,259)
Balance as of June 30, 2008	\$ 190,875	\$ 3,088	\$ 193,963

The estimated remaining amortization expense is \$1.2 million for 2008, \$1.5 million for 2009 and \$0.4 million for 2010.

**Note E Property and Equipment, Net**

Property and equipment consisted of the following (in thousands):

	June 30, 2008	December 31, 2007
Computer hardware	\$ 158,989	\$ 151,924
Computer software	253,993	243,216
Furniture and equipment	132,283	129,103
Leasehold improvements	123,419	113,654
Other	15,893	16,089
Property and equipment, cost	684,577	653,986
Accumulated depreciation	(531,490)	(501,675)
Property and equipment, net	\$ 153,087	\$ 152,311

**Note F Accrued Payroll Costs and Retirement Obligations**

Accrued payroll costs and retirement obligations consisted of the following (in thousands):

	June 30, 2008	December 31, 2007
Payroll and benefits	\$ 236,473	\$ 195,383
Employee retirement obligations	66,413	64,049
Workers compensation	34,200	28,996



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Payroll taxes	35,832	34,836
	\$ 372,918	\$ 323,264

Included in employee retirement obligations is \$59 million at June 30, 2008, and \$57 million at December 31, 2007, related to the Company's Chief Executive Officer for a deferred compensation plan and other benefits.

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**ROBERT HALF INTERNATIONAL INC. AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)**

**June 30, 2008**

**Note G Commitments and Contingencies**

On September 10, 2004, Plaintiff Mark Laffitte, on behalf of himself and a putative class of salaried Account Executives and Staffing Managers, filed a complaint in California Superior Court naming the Company and three of its wholly owned subsidiaries as Defendants. The complaint alleges that salaried Account Executives and Staffing Managers based in California have been misclassified under California law as exempt employees and seeks an unspecified amount for unpaid overtime pay alleged to be due to them had they been paid as non-exempt hourly employees. In addition, the Plaintiff seeks an unspecified amount for statutory penalties for alleged violations of the California Labor Code arising from the alleged misclassification of these employees as exempt employees. On June 22, 2006, the Court heard cross-motions concerning class certification. On September 18, 2006, the Court issued an order certifying a class with respect to claims for alleged unpaid overtime pay but denied certification with respect to claims relating to meal periods and rest time breaks. The Court has set a trial date of April 20, 2009. At this stage of the litigation, it is not feasible to predict the outcome of or a range of loss, should a loss occur, from this proceeding, and accordingly, no amounts have been provided in the accompanying financial statements. The Company believes it has meritorious defenses to the allegations, and the Company intends to continue to vigorously defend against the litigation.

On December 6, 2004, Plaintiffs Ian O Donnell and David Jolicoeur, on behalf of themselves and a putative class of salaried Staffing Managers, Account Executives and Account Managers, filed a complaint in Massachusetts Superior Court naming the Company and one of its wholly owned subsidiaries as Defendants. The complaint alleges that salaried Staffing Managers, Account Executives and Account Managers based in Massachusetts within the past two years have been misclassified under Massachusetts law as exempt employees and seeks an unspecified amount equal to three times their unpaid overtime compensation alleged to be due to them had they been paid as non-exempt, hourly employees, plus costs and legal fees. The complaint also makes similar allegations under the U.S. Fair Labor Standards Act on behalf of all Staffing Managers, Account Executives and Account Managers employed in any state other than Massachusetts and California within the past three years and seeks an unspecified amount for unpaid overtime pay alleged to be due to them had they been paid as non-exempt, hourly employees, plus an equal amount as liquidated damages. The case has been removed to the United States District Court for the District of Massachusetts. On March 30, 2006, the Court allowed Plaintiffs to amend their complaint to add claims that the Company failed to pay its exempt employees on a salary basis as required by Massachusetts and federal law, but denied Plaintiffs first motion seeking conditional certification of their federal claims as a collective action on behalf of a group of Staffing Managers, Account Executives and Account Managers. The Plaintiffs later filed a second motion for conditional certification, which the Court denied on May 10, 2007. On January 9, 2008, the Court denied motions brought by the Plaintiffs: (1) for reconsideration of the Court's denial of conditional certification of their federal claims as a collective action on behalf of a group of Staffing Managers, Account Executives and Account Managers and (2) for certification of that question to the First Circuit Court of Appeals. In the same January 9, 2008 decision, the Court also denied cross-motions for summary judgment on Plaintiffs salary basis claims. On March 27, 2008, the Court denied Plaintiffs motion to certify a state law class. Plaintiffs petitioned for permission to appeal the Court's March 27, 2008 decision to the U.S. Court of Appeals for the First Circuit, which petition was denied on July 14, 2008. At this stage of the litigation, it is not feasible to predict its outcome or a range of loss, should a loss occur. Accordingly, no amounts have been provided in the accompanying financial statements. The Company believes it has meritorious defenses to the allegations, and the Company intends to continue to vigorously defend against the litigation.

On August 9, 2005, Plaintiff Lizette Greene, on behalf of herself and a putative class of salaried inside sales persons, filed a complaint in United States District Court for the Northern District of California naming the Company and three of its wholly owned subsidiaries as Defendants. On December 1, 2005, the Plaintiff amended the Complaint. The Amended Complaint alleges that purported inside sales persons based in California have been misclassified under federal law as exempt employees and seeks an unspecified amount for unpaid overtime

**ROBERT HALF INTERNATIONAL INC. AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)**

**June 30, 2008**

**Note G Commitments and Contingencies (Continued)**

pay alleged to be due to them had they been paid as non-exempt, hourly employees. In addition, the Plaintiff also makes two claims under the California Private Attorney Generals Act seeking an unspecified amount for statutory penalties for alleged violations of the California Labor Code arising from the alleged misclassification of these employees as exempt employees. Plaintiff also makes a claim under California Business and Professions Code § 17200 for a putative nation wide class of purported inside sales persons. On December 22, 2006, the Plaintiff filed a motion for conditional certification of their federal claims in which they seek to represent a class of salaried employees who worked for the Company and certain of its subsidiaries in California within three years before the complaint was filed and seeking permission to mail class members a notice regarding their right to opt into the case as plaintiffs. On June 7, 2007, the Court stayed this litigation pending resolution of the Lafitte action described in the first paragraph of this Note G. At this stage of the litigation, it is not feasible to predict the outcome of or a range of loss, should a loss occur, from this proceeding, and accordingly, no amounts have been provided in the accompanying financial statements. The Company believes it has meritorious defenses to the allegations, and the Company intends to continue to vigorously defend against the litigation.

On May 4, 2006, Plaintiff Don Tran, on behalf of himself and a putative class of salaried Consultants and Senior Consultants, and a sub-class of terminated salaried Consultants and Senior Consultants, filed a complaint in California Superior Court naming Protiviti Inc., a wholly owned subsidiary of the Company ( Protiviti ), as Defendant. The complaint alleges that salaried consultants based in California have been misclassified under California law as exempt employees and seeks an unspecified amount for unpaid overtime pay alleged to be due to them had they been paid as non-exempt, hourly employees. Plaintiff also seeks an unspecified amount for statutory penalties for alleged violations of the California Labor Code arising from the alleged misclassification of these employees as exempt employees. The complaint further seeks damages and penalties for the failure to provide meal and rest periods, and for the failure to reimburse business expenses, including, without limitation, parking and cellular telephone expenses. On February 28, 2008, the Court allowed Plaintiff to amend the complaint to name as class representatives two additional former Protiviti Consultants, who had worked for Protiviti s Internal Audit business line. Plaintiff Tran had worked for Protiviti s Technology Risk business line. On April 3, 2008, Plaintiffs agreed in open court to dismiss their claim for failure to reimburse business expenses. At this stage of the litigation, it is not feasible to predict the outcome of or a range of loss, should a loss occur, from this proceeding, and accordingly, no amounts have been provided in the accompanying financial statements. Protiviti believes it has meritorious defenses to the allegations, and Protiviti intends to continue to vigorously defend against the litigation.

On September 24, 2007, Plaintiff Van Williamson, on behalf of himself and a putative class of salaried Account Executives and Staffing Managers, filed a complaint in California Superior Court naming the Company and three of its wholly owned subsidiaries as Defendants. The complaint alleges that salaried Account Executives and Staffing Managers based in California were not provided meal periods, paid rest periods, and accurate itemized wage statements. It seeks one hour of wages for each employee for each meal and rest period missed during the statutory liability period. It also seeks an unspecified amount for statutory penalties for alleged violations of the California Labor Code arising from the alleged failure to provide the meal and rest periods and accurate itemized wage statements. The allegations in the complaint are substantially similar to the allegations included in the complaint filed by Mark Lafitte against the Company and three of its wholly owned subsidiaries on September 10, 2004, and described above. At this stage of the litigation, it is not feasible to predict the outcome of or a range of loss, should a loss occur, from this proceeding, and accordingly, no amounts have been provided in the accompanying financial statements. The Company believes it has meritorious defenses to the allegations, and the Company intends to vigorously defend against the litigation.

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**ROBERT HALF INTERNATIONAL INC. AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)**

**June 30, 2008**

**Note G Commitments and Contingencies (Continued)**

The Company is involved in a number of other lawsuits arising in the ordinary course of business. While management does not expect any of these other matters to have a material adverse effect on the Company's results of operations, financial position or cash flows, litigation is subject to certain inherent uncertainties.

Legal costs associated with the resolution of claims, lawsuits and other contingencies are expensed as incurred.

**Note H Stockholders' Equity**

*Stock Repurchase Program.* As of June 30, 2008, the Company is authorized to repurchase, from time to time, up to 4.7 million additional shares of the Company's common stock on the open market or in privately negotiated transactions, depending on market conditions. During the six months ended June 30, 2008 and 2007, the Company repurchased 4.5 million shares and 5.7 million shares of common stock on the open market for a total cost of \$110 million and \$202 million, respectively. Additional stock repurchases were made in connection with employee stock plans, whereby Company shares were tendered by employees for the payment of exercise price and applicable statutory withholding taxes. During the six months ended June 30, 2008 and 2007, such repurchases totaled 1.3 million shares and 1.4 million shares at a cost of \$35 million and \$50 million, respectively. Repurchases of securities have been funded with cash generated from operations.

Repurchases of shares are applied first to the extent of retained earnings and any remaining amounts are applied to capital surplus. As a result, the Company had no retained earnings as of June 30, 2008, or December 31, 2007.

The repurchased shares are held in treasury and are presented as if constructively retired. Treasury stock is accounted for using the cost method. Treasury stock activity for the six months ended June 30, 2008 and 2007 (consisting of stock option exercises and the purchase of shares for the treasury) is presented in the unaudited Condensed Consolidated Statements of Stockholders' Equity.

**Note I Stock Plans**

Under various stock plans, officers, employees and outside directors have received or may receive grants of restricted stock, stock units, stock appreciation rights or options to purchase common stock. Grants have been made at the discretion of the Committees of the Board of Directors. Grants generally vest over four years. Shares offered under the plan are authorized but unissued shares or treasury shares.

Recipients of restricted stock do not pay any cash consideration to the Company for the shares, have the right to vote all shares subject to such grant, and receive all dividends with respect to such shares, whether or not the shares have vested. Recipients of stock units do not pay any cash consideration for the units, do not have the right to vote and do not receive dividends with respect to such units.

Options currently outstanding under the plans have an exercise price equal to the fair market value of the Company's common stock at the date of grant and consist of non-statutory stock options under the Internal Revenue Code, and generally have a term of 10 years.

## ROBERT HALF INTERNATIONAL INC. AND SUBSIDIARIES

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)

June 30, 2008

**Note J Net Income Per Share**

The calculation of net income per share for the three and six months ended June 30, 2008 and 2007, is reflected in the following table (in thousands, except per share amounts):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2008	2007	2008	2007
Net income	\$ 74,568	\$ 72,726	\$ 145,352	\$ 143,433
Basic:				
Weighted average shares	152,877	160,781	153,722	162,302
Diluted:				
Weighted average shares	152,877	160,781	153,722	162,302
Potentially dilutive shares	1,643	3,989	1,737	4,516
Diluted shares	154,520	164,770	155,459	166,818
Net Income Per Share:				
Basic	\$ .49	\$ .45	\$ .95	\$ .88
Diluted	\$ .48	\$ .44	\$ .93	\$ .86

The weighted average diluted common shares outstanding for the three months ended June 30, 2008 and 2007, excludes the effect of 3.6 million and 1.4 million anti-dilutive options, restricted stock and stock units, respectively. The weighted average diluted common shares outstanding for the six months ended June 30, 2008 and 2007, excludes the effect of 4.3 million and 0.5 million anti-dilutive options, restricted stock and stock units, respectively. Employee stock options will have a dilutive effect under the treasury method only when the respective period's average market value of the Company's common stock exceeds the exercise proceeds. Under the treasury method, exercise proceeds include the amount the employee must pay for exercising stock options, the amount of compensation cost for future service that the Company has not yet recognized, and the amount of tax benefits that would be recorded in capital surplus, if the options were exercised and the restricted stock and stock units had vested. The computation of potentially dilutive shares also included unvested restricted stock and stock units.

**Note K Business Segments**

The Company, which aggregates its operating segments based on the nature of services, has three reportable segments: temporary and consultant staffing, permanent placement staffing, and risk consulting and internal audit services. The temporary and consultant segment provides specialized staffing in the accounting and finance, administrative and office, information technology, legal, advertising, marketing and web design fields. The permanent placement segment provides full-time personnel in the accounting, finance, administrative and office, and information technology fields. The risk consulting segment provides business and technology risk consulting and internal audit services.

The accounting policies of the segments are set forth in Note A Summary of Significant Accounting Policies. The Company evaluates performance based on income or loss from operations before interest income, intangible amortization expense, and income taxes.

## ROBERT HALF INTERNATIONAL INC. AND SUBSIDIARIES

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)

June 30, 2008

## Note K Business Segments (Continued)

The following table provides a reconciliation of revenue and operating income by reportable segment to consolidated results (in thousands):

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2008	2007	2008	2007
Net service revenues				
Temporary and consultant staffing	\$ 955,695	\$ 903,841	\$ 1,923,940	\$ 1,772,198
Permanent placement staffing	127,850	115,023	243,464	213,709
Risk consulting and internal audit services	141,096	130,264	283,227	260,646
	\$ 1,224,641	\$ 1,149,128	\$ 2,450,631	\$ 2,246,553
Operating income				
Temporary and consultant staffing	\$ 96,499	\$ 90,659	\$ 195,394	\$ 178,456
Permanent placement staffing	25,439	23,829	42,576	43,941
Risk consulting and internal audit services	1,293	3,561	1,818	8,002
	123,231	118,049	239,788	230,399
Amortization of intangible assets	618	818	1,259	1,092
Interest income, net	(1,506)	(3,073)	(3,520)	(7,090)
Income before income taxes	\$ 124,119	\$ 120,304	\$ 242,049	\$ 236,397

## Note L Subsequent Events

On July 29, 2008, the Company announced a quarterly dividend of \$.11 per share to be paid to all shareholders of record on August 25, 2008. The dividend will be paid on September 15, 2008.

On July 29, 2008, the Company authorized the repurchase, from time to time, of up to 10 million shares of the Company's common stock on the open market or in privately negotiated transactions, depending on market conditions. The authorization is in addition to the 4.7 million shares remaining under the existing repurchase program.

**ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

Certain information contained in Management's Discussion and Analysis and in other parts of this report may be deemed forward-looking statements regarding events and financial trends that may affect the Company's future operating results or financial positions. These statements may be identified by words such as estimate, forecast, project, plan, intend, believe, expect, anticipate, or variations or negatives thereof, or similar or comparable words or phrases. Forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from those expressed in the statements. These risks and uncertainties include, but are not limited to, the following: changes in levels of unemployment and other economic conditions in the United States or foreign countries where the Company does business, or in particular regions or industries; reduction in the supply of candidates for temporary employment or the Company's ability to attract candidates; the entry of new competitors into the marketplace or expansion by existing competitors; the ability of the Company to maintain existing client relationships and attract new clients in the context of changing economic or competitive conditions; the impact of competitive pressures, including any change in the demand for the Company's services, on the Company's ability to maintain its margins; the possibility of the Company incurring liability for its activities, including the activities of its temporary employees, or for events impacting its temporary employees on clients' premises; the possibility that adverse publicity could impact the Company's ability to attract and retain clients and candidates; the success of the Company in attracting, training, and retaining qualified management personnel and other staff employees; whether governments will impose additional regulations or licensing requirements on personnel services businesses in particular or on employer/employee relationships in general; whether there will be ongoing demand for Sarbanes-Oxley or other regulatory compliance services; and litigation relating to prior or current transactions or activities, including litigation that may be disclosed from time to time in the Company's SEC filings. Additionally, with respect to Protiviti, other risks and uncertainties include the fact that future success will depend on its ability to retain employees and attract clients; there can be no assurance that there will be ongoing demand for Sarbanes-Oxley or other regulatory compliance services; failure to produce projected revenues could adversely affect financial results; and there is the possibility of involvement in litigation relating to prior or current transactions or activities. Because long-term contracts are not a significant part of the Company's business, future results cannot be reliably predicted by considering past trends or extrapolating past results.

*Critical Accounting Policies and Estimates*

As described below, the Company's most critical accounting policies and estimates are those that involve subjective decisions or assessments.

*Accounts Receivable Allowances.* The Company maintains allowances for estimated losses resulting from (i) the inability of its customers to make required payments, (ii) temporary placement sales adjustments, and (iii) permanent placement candidates not remaining with the client through the 90-day guarantee period, commonly referred to as "fall offs". The Company establishes these allowances based on its review of customers' credit profiles, historical loss statistics and current trends. The adequacy of these allowances is reviewed each reporting period. Historically, the Company's actual losses and credits have been consistent with these allowances. As a percentage of gross accounts receivable, the Company's accounts receivable allowances totaled 4.5% and 4.6% as of June 30, 2008, and December 31, 2007, respectively. As of June 30, 2008, a five-percentage point deviation in the Company's accounts receivable allowances balance would have resulted in an increase or decrease in the allowance of \$1.5 million. Although future results cannot always be predicted by extrapolating past results, management believes that it is reasonably likely that future results will be consistent with historical trends and experience. However, if the financial condition of the Company's customers were to deteriorate, resulting in an impairment of their ability to make payments, or if unexpected events or significant future changes in trends were to occur, additional allowances may be required.

*Income Tax Assets and Liabilities.* In establishing its deferred income tax assets and liabilities, the Company makes judgments and interpretations based on the enacted tax laws and published tax guidance that are

applicable to its operations. Deferred tax assets and liabilities are measured and recorded using current enacted tax rates, which the Company expects will apply to taxable income in the years in which those temporary differences are recovered or settled. The likelihood of a material change in the Company's expected realization of these assets is dependent on future taxable income, its ability to use foreign tax credit carryforwards and carrybacks, final U.S. and foreign tax settlements, and the effectiveness of its tax planning in the various relevant jurisdictions.

The Company also evaluates the need for valuation allowances to reduce the deferred tax assets to realizable amounts. Management evaluates all positive and negative evidence and uses judgment regarding past and future events, including operating results, to help determine when it is more likely than not that all or some portion of our deferred tax assets may not be realized. When appropriate, a valuation allowance is recorded against deferred tax assets to offset future tax benefits that may not be realized. In relation to actual net operating losses in certain foreign operations, valuation allowances of \$14.9 million were recorded as of June 30, 2008. If such losses are ultimately utilized to offset future operating income, the Company will benefit its deferred tax assets up to the full amount of the valuation reserve.

While management believes that its judgments and interpretations regarding income taxes are appropriate, significant differences in actual experience may materially affect the future financial results of the Company.

*Goodwill Impairment.* The Company assesses the impairment of goodwill annually, or more often if events or changes in circumstances indicate that the carrying value may not be recoverable. Impairment assessments for goodwill are done at a reporting unit level. For purposes of this assessment, the Company's reporting units are its lines of business. In performing periodic impairment tests, the fair value of the reporting unit is compared to the carrying value, including goodwill and intangible assets. If the fair value exceeds the carrying value, there is no impairment. If the carrying value exceeds the fair value, however, an impairment condition exists.

The goodwill impairment assessment is based upon a discounted cash flow analysis. The estimate of future cash flows is based upon, among other things, a discount rate and certain assumptions about expected future operating performance. The discount rate used by management has been calculated on a consistent basis and has not fluctuated significantly. The primary assumptions related to future operating performance include revenue growth rates and expense levels. These assumptions are updated annually and are primarily based upon historical trends. Although management does not anticipate that these assumptions will change materially in the future, the Company's estimates of discounted cash flow may differ from actual cash flow due to, among other things, economic conditions, changes to its business model or changes in its operating performance. The Company completed its annual goodwill impairment analysis during the three months ended June 30, 2008, and determined that no adjustment to the carrying value of goodwill was required. Based upon the Company's most recent goodwill impairment analysis, management believes that unless a reporting unit were to be abandoned, the possibility of goodwill impairment as a result of a change in assumptions is unlikely.

*Workers' Compensation.* Except for states which require participation in state-operated insurance funds, the Company retains the economic burden for the first \$0.5 million per occurrence in workers' compensation claims. Workers' compensation includes ongoing healthcare and indemnity coverage for claims and may be paid over numerous years following the date of injury. Claims in excess of \$0.5 million are insured. Workers' compensation expense includes the insurance premiums for claims in excess of \$0.5 million, claims administration fees charged by the Company's workers' compensation administrator, premiums paid to state-operated insurance funds, and an estimate for the Company's liability for Incurred But Not Reported (IBNR) claims and for the ongoing development of existing claims. Total workers' compensation expense was \$9.7 million and \$6.9 million, representing 0.55% and 0.40% of applicable U.S. revenue for the six months ended June 30, 2008 and 2007, respectively.

The accrual for IBNR claims and for the ongoing development of existing claims in each reporting period includes estimates. The Company has established reserves for workers' compensation claims using loss



development rates which are estimated using periodic third party actuarial valuations based upon historical loss statistics which include the Company's historical frequency and severity of workers' compensation claims, and an estimate of future cost trends. While management believes that its assumptions and estimates are appropriate, significant differences in actual experience or significant changes in assumptions may materially affect the Company's future results. Based on the Company's results for the six months ended June 30, 2008, a five-percentage point deviation in the Company's estimated loss development rates would have resulted in an increase or decrease in the allowance of \$0.4 million.

*Stock-based Compensation.* Under various stock plans, officers, employees and outside directors have received or may receive grants of restricted stock, stock units, stock appreciation rights or options to purchase common stock.

Compensation expense for restricted stock and stock units is generally recognized on a straight-line basis over the vesting period, based on the stock's fair market value on the grant date. The Company recognizes compensation expense for only the portion of restricted stock and stock units that is expected to vest, rather than record forfeitures when they occur. If the actual number of forfeitures differs from those estimated by management, additional adjustments to compensation expense may be required in future periods. For purposes of calculating stock-based compensation expense for retirement-eligible employees, the service period is assumed to be met on the grant date or retirement-eligible date, whichever is later.

No stock appreciation rights have been granted under the Company's existing stock plans.

The Company determines the fair value of options to purchase common stock using the Black-Scholes valuation model. The Company recognizes expense over the service period for options that are expected to vest and records adjustments to compensation expense at the end of the service period if actual forfeitures differ from original estimates. The Company has not granted any options to purchase common stock since 2006.

For the three and six months ended June 30, 2008, compensation expense related to restricted stock and stock units was \$16.6 million and \$32.2 million, respectively, of which \$4.2 million and \$7.3 million, respectively, was related to grants made in 2008. A one-percentage point deviation in the estimated forfeiture rates would have resulted in a \$0.2 million and \$0.3 million increase or decrease in compensation expense related to restricted stock and stock units for the three and six months ended June 30, 2008, respectively.

#### *Recent Accounting Pronouncements*

In December 2007, the Financial Accounting Standards Board (FASB) issued SFAS No. 141(R), *Business Combinations* (SFAS 141(R)). SFAS 141(R) establishes principles and requirements for how an acquirer recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, any noncontrolling interest in the acquiree, and the goodwill acquired. SFAS 141(R) also establishes disclosure requirements to enable the evaluation of the nature and financial effects of the business combination. SFAS 141(R) is effective for fiscal years beginning after December 15, 2008. The Company does not expect the adoption of SFAS 141(R) to have a material effect on its Financial Statements.

In December 2007, the FASB issued SFAS No. 160, *Noncontrolling Interests in Consolidated Financial Statements - an amendment of Accounting Research Bulletin No. 51* (SFAS 160). SFAS 160 establishes accounting and reporting standards for ownership interests in subsidiaries held by parties other than the parent, the amount of consolidated net income attributable to the parent and to the noncontrolling interest, changes in a parent's ownership interest, and the valuation of retained, noncontrolling equity investments when a subsidiary is deconsolidated. SFAS 160 also establishes disclosure requirements that clearly identify and distinguish between the interests of the parent and the interests of the noncontrolling owners. SFAS 160 is effective for fiscal years beginning after December 15, 2008. The Company does not expect the adoption of SFAS 160 to have a material effect on its Financial Statements.

In September 2006, the FASB issued SFAS No. 157, *Fair Value Measurements* (SFAS 157), which defines fair value, establishes guidelines for measuring fair value and expands disclosures regarding fair value.

measurements. Subsequently in February 2008, the FASB issue FASB Staff Position 157-2, *Effective Date of FASB Statement No. 157*, which delays the effective date of SFAS 157 for non-financial assets and liabilities, except for items that are recognized and disclosed at fair value in the financial statements on a recurring basis, until fiscal years beginning after November 15, 2008. The implementation of SFAS 157 for financial assets and liabilities, effective January 1, 2008, did not impact the Company's consolidated Financial Statements. The Company does not expect the adoption of SFAS 157 for non-financial assets and liabilities to have a material effect on its Financial Statements.

In March 2008, the FASB issued SFAS No. 161, *Disclosures About Derivative Instruments and Hedging Activities - an amendment of FASB Statement No. 133* ( SFAS 161 ). SFAS 161 expands quarterly disclosure requirements included in SFAS No. 133, *Accounting for Derivative Instruments and Hedging Activities* ( SFAS 133 ), about an entity's derivative instruments and hedging activities. SFAS No. 161 is effective for fiscal years beginning after November 15, 2008. The Company does not expect the adoption of SFAS 161 to have a material effect on its Financial Statements.

In May 2008, the FASB issued SFAS No. 162, *The Hierarchy of Generally Accepted Accounting Principles* ( SFAS 162 ). SFAS 162 identifies the sources of accounting principles and the framework for selecting the principles used in the preparation of financial statements. SFAS 162 is effective 60 days following the SEC's approval of the Public Company Accounting Oversight Board amendments to AU Section 411, *The Meaning of Present Fairly in Conformity with Generally Accepted Accounting Principles*. The Company does not expect the adoption of SFAS 162 to have a material effect on its Financial Statements.

In June 2008, the FASB issued Staff Position No. EITF 03-6-1, *Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities* ( FSP EITF 03-6-1 ). FSP EITF 03-6-1 provides that unvested share-based payment awards that contain nonforfeitable rights to dividends are participating securities and should be included in the computation of earnings per share pursuant to the two-class method. FSP EITF 03-6-1 is effective for fiscal years beginning after December 15, 2008. The Company does not expect the adoption of FSP EITF 03-6-1 to have a material effect on its Financial Statements.

#### *Results of Operations for the Three and Six Months Ended June 30, 2008 and 2007*

Temporary and consultant staffing services revenues were \$956 million and \$904 million for the three months ended June 30, 2008 and 2007, respectively, increasing by 6% during the three months ended June 30, 2008, compared to the same period in 2007. On a constant-currency basis, temporary and consultant staffing services revenues increased 3% during the three months ended June 30, 2008, compared to the same period in 2007. Temporary and consultant staffing services revenues were \$1.9 billion and \$1.8 billion for the six months ended June 30, 2008 and 2007, respectively, increasing by 9% during the six months ended June 30, 2008, compared to the same period in 2007. On a constant-currency basis, temporary and consultant staffing services revenues increased 6% during the six months ended June 30, 2008, compared to the same period in 2007. The 2008 increase in temporary and consultant staffing services revenues is primarily due to higher international revenues, particularly in Continental Europe.

Permanent placement revenues were \$128 million and \$115 million for the three months ended June 30, 2008 and 2007, respectively, increasing by 11% during the three months ended June 30, 2008, compared to the same period in 2007. On a constant-currency basis, permanent placement revenues increased 7% during the three months ended June 30, 2008, compared to the same period in 2007. Permanent placement revenues were \$243 million and \$214 million for the six months ended June 30, 2008 and 2007, respectively, increasing by 14% during the six months ended June 30, 2008, compared to the same period in 2007. On a constant-currency basis, permanent placement revenues increased 9% during the six months ended June 30, 2008, compared to the same period in 2007. The 2008 increase in permanent placement revenues is primarily due to higher international revenues, particularly in Continental Europe.

Risk consulting and internal audit services revenues were \$141 million and \$130 million for the three months ended June 30, 2008 and 2007, respectively, increasing by 8% during the three months ended June 30,

2008, compared to the same period in 2007. On a constant-currency basis, risk consulting and internal audit services revenues increased 5% during the three months ended June 30, 2008, compared to the same period in 2007. Risk consulting and internal audit services revenues were \$283 million and \$261 million for the six months ended June 30, 2008 and 2007, respectively, increasing by 9% during the six months ended June 30, 2008, compared to the same period in 2007. On a constant-currency basis, risk consulting and internal audit services revenues increased 5% during the six months ended June 30, 2008, compared to the same period in 2007. The 2008 increase in risk consulting and internal audit services revenues is primarily due to higher international revenues, particularly in Asia.

There can be no assurances that there will be ongoing demand for Sarbanes-Oxley or other regulatory compliance services, or that future results can be reliably predicted by considering past trends or extrapolating past results. We expect total Company revenues to continue to be impacted by general macroeconomic conditions in 2008.

The Company's temporary and permanent staffing services business has more than 370 offices in 42 states, the District of Columbia and 18 foreign countries, while Protiviti has more than 60 offices in 23 states and 15 foreign countries. Revenues from foreign operations represented 29% and 23% of revenues for the six months ended June 30, 2008 and 2007, respectively.

Gross margin dollars from the Company's temporary and consultant staffing services represent revenues less direct costs of services, which consist of payroll, payroll taxes and insurance costs for temporary employees, and reimbursable expenses. Gross margin dollars for the Company's temporary and consultant staffing services were \$349 million and \$336 million for the three months ended June 30, 2008 and 2007, respectively, increasing by 4% during the three months ended June 30, 2008, compared to the same period in 2007. On a constant-currency basis, temporary and consultant staffing services gross margin dollars increased 2% for the three months ended June 30, 2008, compared to the same period in 2007. Gross margin amounts equaled 37% of revenues for temporary and consultant staffing services for both the three months ended June 30, 2008 and 2007. Gross margin dollars for the Company's temporary and consultant staffing services were \$705 million and \$656 million for the six months ended June 30, 2008 and 2007, respectively, increasing by 7% during the six months ended June 30, 2008, compared to the same period in 2007. On a constant-currency basis, temporary and consultant staffing services gross margin dollars increased 5% for the six months ended June 30, 2008, compared to the same period in 2007. Gross margin amounts equaled 37% of revenues for temporary and consultant staffing services for both the six months ended June 30, 2008 and 2007.

Gross margin dollars from permanent placement staffing services represent revenues less reimbursable expenses. Gross margin dollars for the Company's permanent placement staffing division were \$128 million and \$115 million for the three months ended June 30, 2008 and 2007, respectively, increasing by 11% during the three months ended June 30, 2008, compared to the same period in 2007. On a constant currency basis, permanent placement staffing services gross margin dollars increased 7% for the three months ended June 30, 2008, compared to the same period in 2007. Gross margin dollars for the Company's permanent placement staffing division were \$243 million and \$214 million for the six months ended June 30, 2008 and 2007, respectively, increasing by 14% during the six months ended June 30, 2008, compared to the same period in 2007. On a constant currency basis, permanent placement staffing services gross margin dollars increased 9% for the six months ended June 30, 2008, compared to the same period in 2007.

Gross margin dollars for risk consulting and internal audit services represent revenues less direct costs of services, which consist primarily of professional staff payroll, payroll taxes, insurance costs and reimbursable expenses. Gross margin dollars for the Company's risk consulting and internal audit division were \$40 million and \$42 million for the three months ended June 30, 2008 and 2007, respectively, decreasing by 6% in 2008. On a constant currency basis, risk consulting and internal audit services gross margin dollars decreased 8% for the three months ended June 30, 2008, compared to the same period in 2007. Gross margin amounts equaled 28% and 32% of revenues for risk consulting and internal audit services for the three months ended June 30, 2008 and 2007, respectively. Gross margin dollars for the Company's risk consulting and internal audit division were \$80

million and \$84 million for the six months ended June 30, 2008 and 2007, respectively, decreasing by 5% in 2008. On a constant currency basis, risk consulting and internal audit services gross margin dollars decreased 7% for the six months ended June 30, 2008, compared to the same period in 2007. Gross margin amounts equaled 28% and 32% of revenues for risk consulting and internal audit services for the six months ended June 30, 2008 and 2007, respectively. The year-over-year margin decline is due to the higher mix of non-U.S. revenues and investments in staff during the past year to drive the expansion of the division's solutions practices.

Selling, general and administrative expenses were \$393 million and \$788 million in the three and six months ended June 30, 2008, compared to \$375 million and \$723 million in the three and six months ended June 30, 2007. Selling, general and administrative expenses as a percentage of revenues were 32% for both the three and six months ended June 30, 2008, compared to 33% and 32% for the three and six months ended June 30, 2007, respectively. Selling, general and administrative expenses consist primarily of staff compensation, advertising, depreciation and occupancy costs.

For acquisitions, the Company allocates the excess of cost over the fair market value of the net tangible assets first to identifiable intangible assets, if any, and then to goodwill. Identifiable intangible assets are amortized over their lives, typically ranging from two to five years. Goodwill is not amortized, but is tested at least annually for impairment. The Company completed its annual goodwill impairment analysis during the three months ended June 30, 2008, and determined that no adjustment to the carrying value of goodwill was required. Net intangible assets, consisting primarily of goodwill, represented 13% of total assets and 19% of total stockholders' equity at June 30, 2008.

Interest income for the three months ended June 30, 2008 and 2007, was \$3.0 million and \$4.2 million, respectively. Interest income for the six months ended June 30, 2008 and 2007, was \$6.1 million and \$9.2 million, respectively. The lower 2008 interest income was primarily due to lower average cash balances and lower interest rates. Interest expense for the three months ended June 30, 2008 and 2007, was \$1.5 million and \$1.1 million, respectively. Interest expense for the six months ended June 30, 2008 and 2007, was \$2.6 million and \$2.1 million, respectively.

The provision for income taxes was 40% of income before taxes for both the three and six months ended June 30, 2008, and 40% and 39% for the three and six months ended June 30, 2007, respectively.

#### *Liquidity and Capital Resources*

The change in the Company's liquidity during the six months ended June 30, 2008 and 2007, is primarily the net effect of funds generated by operations and the funds used for capital expenditures, repurchases of common stock and payment of dividends.

Cash, and cash equivalents were \$357 million and \$390 million at June 30, 2008 and 2007, respectively. Operating activities provided \$238 million during the six months ended June 30, 2008, partially offset by \$45 million and \$148 million of net cash used in investing activities and financing activities, respectively. Operating activities provided \$234 million during the six months ended June 30, 2007, offset by \$73 million and \$229 million of net cash used in investing activities and financing activities, respectively.

**Operating activities** Net cash provided by operating activities for the six months ended June 30, 2008, was composed of net income of \$145 million, adjusted for non-cash items of \$78 million, and net cash provided by changes in working capital of \$15 million. Net cash provided by operating activities for the six months ended June 30, 2007, was composed of net income of \$143 million, adjusted for non-cash items of \$65 million, and net cash provided by changes in working capital of \$26 million.

**Investing activities** Cash used in investing activities for the six months ended June 30, 2008, was \$45 million. This was primarily composed of capital expenditures of \$39 million and deposits to trusts for employee benefits and retirement plans of \$6 million. Cash used in investing activities for the six months ended

June 30, 2007 was \$73 million. This was primarily composed of capital expenditures of \$46 million, purchases of goodwill and other intangible assets of \$20 million and deposits to trusts for employee benefits and retirement plans of \$7 million.

**Financing activities** Cash used in financing activities for the six months ended June 30, 2008, was \$148 million. This included repurchases of \$135 million in common stock and \$35 million in cash dividends to stockholders, offset by proceeds of \$22 million from exercises of stock options. Cash used in financing activities for the six months ended June 30, 2007 was \$229 million. This included repurchases of \$252 million in common stock and \$33 million in cash dividends to stockholders, partially offset by proceeds of \$43 million from exercises of stock options and the excess tax benefits from stock-based compensation of \$13 million.

On July 29, 2008, the Company authorized the repurchase, from time to time, of up to 10 million shares of the Company's common stock on the open market or in privately negotiated transactions, depending on market conditions. The authorization is in addition to the 4.7 million shares remaining under the existing repurchase program. During the six months ended June 30, 2008 and 2007, the Company repurchased 4.5 million shares and 5.7 million shares of common stock on the open market for a total cost of \$110 million and \$202 million, respectively. Additional stock repurchases were made in connection with employee stock plans, whereby Company shares were tendered by employees for the payment of exercise price and applicable statutory withholding taxes. During the six months ended June 30, 2008 and 2007, such repurchases totaled 1.3 million shares and 1.4 million shares at a cost of \$35 million and \$50 million, respectively. Repurchases of securities have been funded with cash generated from operations.

The Company's working capital at June 30, 2008, included \$357 million in cash and cash equivalents. The Company's working capital requirements relate primarily to accounts receivable. While there can be no assurances in this regard, the Company expects that internally generated cash will be sufficient to support the working capital needs of the Company, the Company's fixed payments, dividends, and other obligations on both a short- and long-term basis.

On July 29, 2008, the Company announced a quarterly dividend of \$.11 per share to be paid to all shareholders of record on August 25, 2008. The dividend will be paid on September 15, 2008.

### **ITEM 3. Quantitative and Qualitative Disclosures About Market Risk**

The Company is exposed to the impact of foreign currency fluctuations. The Company's exposure to foreign currency exchange rates relates primarily to the Company's foreign subsidiaries. Exchange rates impact the U.S. dollar value of the Company's reported earnings, investments in its foreign subsidiaries, and the intercompany transactions with its foreign subsidiaries.

For the six months ended June 30, 2008, approximately 29% of the Company's revenues were generated outside of the United States. These operations transact business in their functional currency. As a result, fluctuations in the value of foreign currencies against the U.S. dollar, particularly the Canadian dollar, British pound, and Euro, have an impact on the Company's reported results. Revenues and expenses denominated in foreign currencies are translated into U.S. dollars at the monthly average exchange rates prevailing during the period. Consequently, as the value of the U.S. dollar changes relative to the currencies of the Company's non-U.S. markets, the Company's reported results vary.

Fluctuations in currency exchange rates impact the U.S. dollar amount of the Company's stockholders' equity. The assets and liabilities of the Company's non-U.S. subsidiaries are translated into U.S. dollars at the exchange rates in effect at period end. The resulting translation adjustments are recorded in stockholders' equity as a component of accumulated other comprehensive income.

### **ITEM 4. Controls and Procedures**

Management, including the Company's Chairman and Chief Executive Officer and the Vice Chairman and Chief Financial Officer, evaluated the effectiveness of the design and operation of the Company's disclosure

controls and procedures as of the end of the period covered by this report. Based upon that evaluation, the Chairman and Chief Executive Officer and the Vice Chairman and Chief Financial Officer concluded that the disclosure controls and procedures were effective to ensure that information required to be disclosed in the reports the Company files and submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission and that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the Company's management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure.

There have been no changes in the Company's internal controls over financial reporting identified in connection with the evaluation required by Rule 13a-15 of the Securities Exchange Act of 1934 that occurred during the Company's last fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

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**PART II OTHER INFORMATION**
**Item 1. Legal Proceedings**

The Company's Form 10-Q for the quarter ended March 31, 2008, and the Company's Form 10-K for the year ended December 31, 2007, contained disclosure regarding Plaintiffs Ian O'Donnell and David Jolicoeur. As disclosed in the Company's Form 10-Q for the quarter ended March 31, 2008, Plaintiffs petitioned the Court for permission to appeal to the U.S. Court of Appeals for the First Circuit the Court's March 27, 2008 decision denying their motion for conditional certification. On July 14, 2008, the Court denied the petition.

There have been no material developments with regard to the other legal proceedings previously disclosed in the Company's annual report on Form 10-K for the fiscal year ended December 31, 2007 and its quarterly report on Form 10-Q for the fiscal quarter ended March 31, 2008.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds***Issuer Purchases of Equity Securities*

	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans	Maximum Number of Shares that May Yet Be Purchased Under Publicly Announced Plans (d)
April 1, 2008 to April 30, 2008	533,787(a)	\$ 23.91	533,204	7,612,253
May 1, 2008 to May 31, 2008	1,499,947(b)	\$ 24.29	1,499,900	6,112,353
June 1, 2008 to June 30, 2008	1,508,794(c)	\$ 24.64	1,436,234	4,676,119
Total April 1, 2008 to June 30, 2008	3,542,528		3,469,338	

- (a) Includes 583 shares repurchased in connection with employee stock plans, whereby Company shares were tendered by employees for the payment of applicable withholding taxes and/or exercise price.
- (b) Includes 47 shares repurchased in connection with employee stock plans, whereby Company shares were tendered by employees for the payment of applicable withholding taxes and/or exercise price.
- (c) Includes 72,560 shares repurchased in connection with employee stock plans, whereby Company shares were tendered by employees for the payment of applicable withholding taxes and/or exercise price.
- (d) Commencing in October 1997, the Company's Board of Directors has, at various times, authorized the repurchase, from time to time, of the Company's common stock on the open market or in privately negotiated transactions depending on market conditions. As of June 30, 2008, a total of 68,000,000 shares had been authorized for repurchase since plan inception, of which, 63,323,881 shares had been repurchased. On July 29, 2008, the Company's Board of Directors authorized the repurchase, from time to time, of up to 10,000,000 additional shares of the Company's common stock on the open market or in privately negotiated transactions, depending on market conditions, bringing the total authorization since plan inception to 78,000,000 shares and the remaining authorization to 14,676,119 shares.

**Item 3. Defaults Upon Senior Securities**

None.

**Item 4. Submission of Matters to a Vote of Security Holders**

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On May 6, 2008, the registrant held its annual meeting of stockholders. The three matters presented to the stockholders at the annual meeting were (a) the election of seven directors, (b) the ratification of the appointment of PricewaterhouseCoopers, LLP as auditors for 2008, and (c) the approval of the continuation of the Company's Stock Incentive Plan for an additional three year-year period, including making an additional 10,000,000 shares of the Company's common stock available for grant under the plan.



The vote for directors was as follows:

Nominee	Shares For	Shares Withheld
Andrew S. Berwick, Jr.	125,179,607	21,635,794
Frederick P. Furth	125,186,011	21,629,390
Edward W. Gibbons	144,079,184	2,736,217
Harold M. Messmer, Jr.	144,217,325	2,598,076
Thomas J. Ryan	125,171,749	21,643,652
J. Stephen Schaub	144,142,201	2,673,200
M. Keith Waddell	139,459,533	7,355,868

The proposal regarding the ratification of the appointment of PricewaterhouseCoopers, LLP as auditors for 2008 was approved by the following vote:

For	145,653,315
Against	127,471
Abstain	1,034,615

The proposal regarding the Stock Incentive Plan was approved by the following vote:

For	81,667,573
Against	49,508,216
Abstain	2,014,952
Broker Non-Vote	13,624,660

## Item 5. Other Information

### *Election of New Director*

On July 29, 2008, Frederick A. Richman was elected a director of the Company by the Board of Directors. Mr. Richman was also appointed to the Nominating and Governance Committee. Since January 1, 2007, there have been no transactions between the Company and Mr. Richman of the type that are required to be disclosed pursuant to Item 404(a) of Regulation S-K adopted by the Securities and Exchange Commission.

Mr. Richman previously served as a director of the Company from March 1994 through April 2001. From April 2001 through his retirement in May 2008, Mr. Richman was a Principal with Deloitte Tax, LLP. Prior to April 2001, Mr. Richman was a partner with O Melveny & Myers LLP.

**Item 6. Exhibits**

- 3.1 Restated Certificate of Incorporation, incorporated by reference to Exhibit 3.1 to Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2001.
- 3.2 By-Laws, incorporated by reference to Exhibit 3.2 to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2003.
- 10.1 Senior Executive Retirement Plan, as amended and restated.
- 10.2 Form of Part-Time Employment Agreement, as amended and restated.
- 10.3 Annual Performance Bonus Plan, as amended and restated.
- 10.4 Amended and Restated Deferred Compensation Plan
- 10.5 Amendment to Employment Agreement between the registrant and Harold M. Messmer, Jr. The original Employment Agreement and the previous amendments thereto are incorporated by reference to Exhibit 10.2 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2007.
- 10.6 Excise Tax Restoration Agreement, as amended and restated.
- 10.7 Form of Amended and Restated Severance Agreement.
- 10.8 Amended and Restated Severance Agreement dated as of July 29, 2008, between Registrant and Paul F. Gentzkow.
- 31.1 Rule 13a-14(a) Certification of Chief Executive Officer.
- 31.2 Rule 13a-14(a) Certification of Chief Financial Officer.
- 32.1 Section 1350 Certification of Chief Executive Officer.
- 32.2 Section 1350 Certification of Chief Financial Officer.

**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 thereunto duly authorized.

ROBERT HALF INTERNATIONAL INC.

(Registrant)

/s/ M. KEITH WADDELL  
**M. Keith Waddell**

*Vice Chairman, President and Chief Financial Officer*

*(Principal Financial Officer and*

*duly authorized signatory)*

Date: July 31, 2008