

KFORCE INC

Form 4

December 16, 2014

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KELLY DAVID M

(Last) (First) (Middle)

1001 EAST PALM AVENUE

(Street)

TAMPA, FL 33605

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
KFORCE INC [kfr]

3. Date of Earliest Transaction
(Month/Day/Year)
12/12/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Sr VP, Chief Financial Officer

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/12/2014		J ⁽¹⁾	V 306 ⁽²⁾ A \$ 0	97,044 ⁽³⁾	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KELLY DAVID M 1001 EAST PALM AVENUE TAMPA, FL 33605	Sr VP, Chief Financial Officer

Signatures

Sara R. Nichols, Attorney-in-Fact for David M.
Kelly 12/16/2014

____Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The transaction is disclosing a dividend that is exempt from reporting under Rule 16a.

On December 3, 2014, the issuer declared a cash dividend of \$0.11 per share of common stock, payable December 26, 2014 to all shareholders of record on December 12, 2014 (the "Dividend"). In accordance with the terms of the Restricted Stock Agreements dated January 2, 2013, January 2, 2014 and August 25, 2014, 73, 67 and 166 additional shares of restricted stock were received by the reporting person in connection with the Dividend, respectively. The additional shares of restricted stock will vest as follows: 73 shares in even increments over 4 years beginning January 2, 2015, 67 shares in even increments over 5 years beginning January 2, 2015 and 166 shares in even increments over 5 years beginning August 25, 2015.

(3) Includes 65,370 shares of restricted stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. GN="right" COLSPAN="1" VALIGN="top">24.2**

Power of Attorney by William A. Owens.

* Filed herewith.

** Previously filed.

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Item 17. Undertakings

The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act each filing of the registrant's Annual Report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act that is incorporated by reference into this registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of our counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

The undersigned registrant hereby undertakes that:

(1) For purposes of determining liability under the Securities Act of 1933, the information omitted from the form of prospectus filed as part of this registration statement in reliance upon Rule 430A and contained in a form of prospectus filed by the registrant pursuant to Rule 424(b)(1) or (4) or 497(h) under the Securities Act shall be deemed to be part of the registration statement as of the time it was declared effective.

(2) For the purpose of determining any liability under the Securities Act of 1933, each post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Clemente, State of California, on the 5th day of February, 2004.

BIOLASE TECHNOLOGY, INC.

By: /s/ JEFFREY W. JONES

Jeffrey W. Jones

President, Chief Executive Officer and Director

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities indicated on January 23, 2004.

<u>Signature</u>	<u>Title(s)</u>
/s/ JEFFREY W. JONES _____ Jeffrey W. Jones	President and Chief Executive Officer and Director (principal executive officer)
/s/ EDSON J. ROOD _____ Edson J. Rood	Vice President and Chief Financial Officer (principal financial and accounting officer)
* _____ Federico Pignatelli	Director and Chairman of the Board
* _____ William A. Owens	Director
* _____ George V. d Arbeloff	Director

* By: /s/ JEFFREY W. JONES

Jeffrey W. Jones

Attorney in fact

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INDEX OF EXHIBITS

**Exhibit
Number**

1.1**	Form of Underwriting Agreement.
3.1	Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 of the registrant's Registration Statement on Form S-1 filed with the SEC on July 10, 1997).
3.2	Amended and Restated Bylaws (incorporated by reference to Exhibit 3.2 to the registrant's Registration Statement on Form S-1 filed with the SEC on July 10, 1997).
4.1	Specimen of common stock certificate (incorporated by reference to Exhibit 4.1 of registrant's Registration Statement on Form S-3 filed with the SEC on June 3, 2002).
4.2	Certificate of Designations of Series B Junior Participating Cumulative Preferred Stock of BioLase Technology, Inc. (incorporated by reference to Exhibit 1 to the registrant's Registration Statement on Form 8-A filed with the SEC on December 29, 1998).
4.4	Rights Agreement dated as of December 31, 1998 between the Registrant and U.S. Stock Transfer Corporation (incorporated by reference to Exhibit 1 to the registrant's Registration Statement on Form 8-A filed with the SEC on December 29, 1998).
4.5	1990 Stock Option Plan (incorporated by reference to the registrant's Registration Statement on Form S-1 filed with the SEC on October 9, 1992).
4.6	1992 Stock Option Plan (incorporated by reference to the registrant's Registration Statement on Form S-1 filed with the SEC on October 9, 1992).
4.7	1993 Stock Option Plan (incorporated by reference to the registrant's Annual Report on Form 10-K filed with the SEC on April 14, 1994).
4.8	2002 Stock Incentive Plan (incorporated by reference to the registrant's Definitive Proxy Statement filed with the SEC on April 22, 2002).
5.1**	Opinion of Pillsbury Winthrop LLP.
23.1*	Consent of PricewaterhouseCoopers LLP.
23.2**	Consent of Pillsbury Winthrop LLP (included in Exhibit 5.1).
23.3*	Consent of Hein + Associates LLP.
24.1**	Power of Attorney (included on signature page).
24.2**	Power of Attorney by William A. Owens.

* Filed herewith.

** Previously filed.