

KFORCE INC  
Form S-8 POS  
December 04, 2009

As filed with the Securities and Exchange Commission on December 4, 2009

Registration No. 333-68212

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

**POST-EFFECTIVE AMENDMENT NO. 2**  
**TO**  
**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**KFORCE INC.**

(Exact name of registrant as specified in its charter)

**FLORIDA**  
(State or other jurisdiction of  
incorporation or organization)

**59-3264661**  
(I.R.S. Employer  
Identification No.)

**1001 EAST PALM AVENUE, TAMPA, FLORIDA**  
(Address of Principal Executive Offices)

**33605**  
(Zip Code)

**KFORCE INC. 1999 EMPLOYEE STOCK PURCHASE PLAN**

(Full title of the plan)

**JOSEPH J. LIBERATORE**

Executive Vice President, Chief Financial Officer

**KFORCE INC.**

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

(Name and address of agent for service)

**(813) 552-5000**

(Telephone number, including area code, of agent for service)

*Copies of all communications to:*

**ROBERT J. GRAMMIG, ESQ.**

**HOLLAND & KNIGHT LLP**

**100 North Tampa Street, Suite 4100**

**Tampa, Florida 33602**

**(813) 227-8500**

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>

**DEREGISTRATION OF SECURITIES**

On August 23, 2001, Kforce Inc. ( Kforce ) filed with the Securities and Exchange Commission a registration statement on Form S-8 (Registration No. 333-68212) (the Registration Statement ) registering the sale of up to 3,000,000 shares of Common Stock, par value \$0.01 per share, pursuant to the Kforce Inc. 1999 Employee Stock Purchase Plan (the 1999 ESPP ). On October 30, 2009, the Board of Directors of Kforce Inc. ( Kforce ) approved the 2009 Employee Stock Purchase Plan (the 2009 ESPP ), which will replace the 1999 ESPP, which had a ten-year termination provision.

Kforce is filing this Post-Effective Amendment No. 2 to the Registration Statement to deregister any and all previously registered shares that remained available as of the date hereof for future grant under the 1999 ESPP.

## 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-8 and has duly caused this Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Tampa, State of Florida, on this 4<sup>th</sup> day of December, 2009.

Kforce Inc.

By: */s/* DAVID L. DUNKEL  
**David L. Dunkel**  
**Chief Executive Officer**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the date indicated.

	Signatures	Title	Date
By:	<i>/s/</i> DAVID L. DUNKEL  <b>David L. Dunkel</b>	Chairman of the Board, Chief Executive Officer and Director (Principal Executive Officer)	December 4, 2009
By:	<i>/s/</i> JOSEPH J. LIBERATORE  <b>Joseph J. Liberatore</b>	Executive Vice President, Chief Financial Officer and Secretary (Principal Financial Officer)	December 4, 2009
By:	<i>/s/</i> JEFFREY B. HACKMAN <b>Jeffrey B. Hackman</b>	Vice President and Chief Accounting Officer (Principal Accounting Officer)	December 4, 2009
By:	<i>/s/</i> JOHN N. ALLRED <b>John N. Allred</b>	Director	December 4, 2009
By:	<i>/s/</i> W.R. CAREY, JR. <b>W.R. Carey, Jr.</b>	Director	December 4, 2009
By:	<i>/s/</i> RICHARD M. COCCHIARO <b>Richard M. Cocchiaro</b>	Vice Chairman of the Board, Director	December 4, 2009
By:	<i>/s/</i> MARK F. FURLONG <b>Mark F. Furlong</b>	Director	December 4, 2009
By:	<i>/s/</i> PATRICK D. MONEYMAKER <b>Patrick D. Moneymaker</b>	Director	December 4, 2009
By:	<i>/s/</i> ELAINE D. ROSEN <b>Elaine D. Rosen</b>	Director	December 4, 2009
By:	<i>/s/</i> RALPH E. STRUZZIERO <b>Ralph E. Struzziero</b>	Director	December 4, 2009
By:	<i>/s/</i> HOWARD W. SUTTER <b>Howard W. Sutter</b>	Vice Chairman of the Board, Vice President and Director	December 4, 2009
By:	<i>/s/</i> A. GORDON TUNSTALL <b>A. Gordon Tunstall</b>	Director	December 4, 2009