

KFORCE INC  
Form 8-K  
January 27, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): January 21, 2009**

**Kforce Inc.**

(Exact name of registrant as specified in its charter)

**Florida**  
(State or other jurisdiction

of incorporation)

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

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

(Address of principal executive offices) (Zip Code)

**59-3264661**  
(IRS Employer

Identification No.)

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

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(e) As disclosed in the Current Report on Form 8-K filed on January 9, 2009, Stephen McMahan declined to accept a modified role within Kforce Inc. ( Kforce ) and was terminated, effective February 15, 2009. In conjunction with such termination, Mr. McMahan and Kforce executed a Separation and Release Agreement (the Agreement ), effective January 21, 2009. Pursuant to the Agreement, in exchange for certain releases, Mr. McMahan will receive a severance payment of \$623,750.

The foregoing summary contained in this Current Report on Form 8-K is qualified in its entirety by reference to the complete copy of the Agreement attached hereto as Exhibit 10.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
10.1	Separation and Release Agreement, effective January 21, 2009.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

KFORCE INC.  
(Registrant)

January 27, 2009

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

KFORCE INC.  
(Registrant)

January 27, 2009

By: /s/ SARA R. NICHOLS  
Sara R. Nichols,  
Vice President, Chief Accounting Officer  
  
(Principal Accounting Officer)