

HALF ROBERT INTERNATIONAL INC /DE/
Form 8-K
March 24, 2016

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) March 23, 2016

Robert Half International Inc.
(Exact name of registrant as specified in its charter)

| | | |
|---|-----------------------------|--------------------------------------|
| Delaware | 01-10427 | 94-1648752 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |
| 2884 Sand Hill Road, Menlo Park, CA | 94025 | |
| (Address of principal executive offices) | (Zip Code) | |
| Registrant's telephone number, including area code (650) 234-6000 | | |
| NO CHANGE | | |
| (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 (see General Instruction A.2. below):

- .. 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))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers;
Compensatory Arrangements of Certain Officers.

On March 23, 2016, Marc H. Morial was elected a director of the Company by the Board of Directors. Mr. Morial was also appointed to the Nominating and Governance Committee.

Mr. Morial is President and CEO of the National Urban League, the largest historic civil rights organization in the United States, and has served in that position since 2003. From 1994 to 2002, he served as Mayor of the City of New Orleans. Mr. Morial also served on the independent advisory board of the Company's Protiviti Inc. subsidiary from 2009 until his election to the Board of Directors on March 23, 2016.

Mr. Morial has entered into the Company's customary indemnification agreement for its directors. It is expected that the Company will pay Mr. Morial (1) an annual fee of \$40,000 for service on the Board, (2) a fee of \$1,500 for each Board meeting attended, and (3) a \$3,000 annual fee for service on the Nominating and Governance Committee, and that he will receive equity compensation annually commensurate with the Company's other outside directors.

Since January 1, 2015, there have been no transactions between the Company and Mr. Morial 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.

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.

Robert Half International Inc.

Date: March 23, 2016

By: /s/ EVELYN CRANE-OLIVER
Name: Evelyn Crane-Oliver
Title: Senior Vice President, Secretary & General Counsel