

KFORCE INC  
Form 4  
September 16, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BLACKMAN MICHAEL R**

(Last) (First) (Middle)  
1001 EAST PALM AVENUE  
(Street)

TAMPA, FL 33605

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/12/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Chief Corporate Dev. Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4)
Common Stock	09/12/2014		J <sup>(1)</sup>	V 119 <sup>(2)</sup> A \$ 0	43,138 <sup>(3)</sup>	D	

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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## Reporting Owners

Reporting Owner Name / Address	Relationships				Amount or Number of Shares
	Director	10% Owner	Officer	Other	
BLACKMAN MICHAEL R 1001 EAST PALM AVENUE TAMPA, FL 33605			Chief Corporate Dev. Officer		

## Signatures

Sara R. Nichols, Attorney-in-Fact for Michael Blackman 09/16/2014

\*\*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 July 25, 2014, the issuer declared a dividend, payable to all holders of record of common stock on September 12, 2014 (the "Dividend"). In accordance with the terms of the Restricted Stock Agreements dated January 2, 2013, October 14, 2013, October 14, 2013, as amended, and January 2, 2014, 47, 15, 15 and 42 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: 47 shares in even increments over 4 years beginning January 2, 2015, 15 shares in even increments over 5 years beginning October 14, 2019, 15 shares in even increments over 5 years beginning November 30, 2014, and 42 shares in even increments over 5 years beginning January 2, 2015.
- (3) Includes 22,698 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. N="BOTTOM">Exhibit No.

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**Description**

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(a)(1)(A)

Revised Offer to Exchange dated December 22, 2003.

(a)(1)(B)

Letter of Transmittal.

(a)(1)(C)

Notice of Guaranteed Delivery.

(a)(2)

None.

(a)(3)

None.

(a)(4)

None.

(a)(5)

None.

(b)

None.

(c)

None.

(d)(1)

Agreement and Plan of Merger dated as of January 18, 2001, as amended as of February 15, 2001, by and between LaBranche and ROBB PECK McCOOEY Financial Services, Inc. ("RPM"). (incorporated by reference to our Current Report on Form 8-K, filed March 22, 2001.)

(d)(2)

Escrow Agreement dated as of March 15, 2001 by and among LaBranche, RPM, George E. Robb, Jr. and Robert M. Murphy, as the representatives of the former stockholders of RPM, and the Bank of New York, as escrow agent. (incorporated by reference to our Current Report on Form 8-K, filed March 22, 2001.)

(d)(3)

RPM Stockholders Agreement dated as of March 15, 2001 by and between LaBranche and certain former stockholders of RPM. (incorporated by reference to our Current Report on Form 8-K, filed March 22, 2001.)

(d)(4)

Certificate of the Designations, Powers, Preferences and Rights of the Series B Preferred Stock, par value \$0.01 per share, of LaBranche.\*

(g)

None.

(h)

None.

\*  
Previously filed.

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QuickLinks

[Item 10. Financial Statements.](#)

[Item 12. Exhibits.](#)

Explanation of Responses:

Item 13. Information Required by Schedule 13e-3.

SIGNATURE

EXHIBIT INDEX