## Edgar Filing: Mitchell Kye L. - Form 4

| Form 4   |   |                 |  |   |   |                                 |          |  |  |           |  |
|--|---|-----------------|--|---|---|---------------------------------|----------|--|--|-----------|--|
| <b>FORM</b><br>Check this b<br>if no longer<br>subject to<br>Section 16.<br>Form 4 or<br>Form 5<br>obligations<br>may continue | subject to<br>Section 16.<br>Form 4 or<br>Form 5<br>obligations<br>may continue.<br>See InstructionSTATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF<br>SECURITIESSection 16.<br>Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,<br>Section 17(a) of the Public Utility Holding Company Act of 1935 or Section<br>30(h) of the Investment Company Act of 1940 |                 |  |   |   |                                 |          | OMB APPROVAL<br>OMB 3235-0287<br>Number: January 31,<br>Expires: 2005<br>Estimated average<br>burden hours per<br>response 0.5   |  |           |  |
| (Print or Type Resp  | ponses)   |                 |  |   |   |                                 |          |  |  |           |  |
|  |   |                 | 2. Issuer Name <b>and</b> Ticker or Trading<br>Symbol<br>KFORCE INC [KFRC] |   |   |                                 |          | 5. Relationship of Reporting Person(s) to<br>Issuer  |  |           |  |
| (Last) (First) (Middle) 3.   |   |                 | 3. Date of Earliest Transaction<br>(Month/Day/Year)<br>12/07/2018          |   |   |                                 |          | (Check all applicable)<br><u></u> Director <u></u> 10% Owner<br><u>X</u> Officer (give title <u></u> Other (specify<br>below) <u>below</u> )<br>Chief Operations Officer |  |           |  |
|  |   |                 |  | ff Amendment, Date Original<br>ed(Month/Day/Year) |   |                                 |          | <ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ul>                                  |  |           |  |
| TAMPA, FL 3  | 3605  |                 |  |   |   |                                 |          |  | More than One Re   |           |  |
| (City)   | (State)   | (Zip)           | Table  | I - Non-D   | erivative S   | Securi                          | ties Aco | quired, Disposed o   | f, or Beneficial   | lly Owned |  |
|  | 2. Transaction Dat<br>Month/Day/Year  | ) Execution any | emed<br>on Date, if<br>Day/Year)   | Code<br>(Instr. 8)                                | 4. Securi<br>onAcquired<br>Disposed<br>(Instr. 3,<br>Amount | (A) of (D<br>4 and<br>(A)<br>or | )        | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4)   | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) |           |  |
| Common 1<br>Stock 1  | 2/07/2018   |                 |  | J <u>(1)</u>                                      | 598 <u>(2)</u>  |                                 | \$0      | 98,481 <u>(3)</u>  | 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.

 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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transacti<br>Code<br>(Instr. 8) | 5.<br>ofNumber<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) |                     | ate                | Secur | unt of<br>rlying                       | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secu<br>Bene<br>Owne<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|---|---|---|---------------------------------------|---|---------------------|--------------------|-------|--|---|--|
|   |   |   |   | Code V                                | (A) (D)   | Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |   |  |

## **Reporting Owners**

| Reporting Owner Name / Address                              | Relationships |           |                          |       |  |  |  |  |
|---|---------------|-----------|--------------------------|-------|--|--|--|--|
|   | Director      | 10% Owner | Officer                  | Other |  |  |  |  |
| Mitchell Kye L.<br>1001 EAST PALM AVENUE<br>TAMPA, FL 33605 |               |           | Chief Operations Officer |       |  |  |  |  |
| Signatures  |               |           |                          |       |  |  |  |  |
| Susan A. Gager, Attorney-in-Fact for Kye L.<br>Mitchell     |               |           | 12/11/2018               |       |  |  |  |  |
| <u>**</u> Signature of Reporting I                          | Person        |           | Date                     |       |  |  |  |  |
| Evalence of De  | ~ ~ ~ ~       |           |                          |       |  |  |  |  |

## **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 October 26, 2018, the issuer declared a cash dividend of \$0.18 per share of common stock, payable December 21, 2018 to all shareholders of record on December 7, 2018 (the "Dividend"). The 598 additional shares of restricted stock were received by the

- (2) shareholders of record on December 7, 2018 (the Dividend ). The 556 additional shares of restricted stock were received by the reporting person in connection with the Dividend and will vest in accordance with the terms of the reporting person's outstanding restricted stock agreement(s).
- (3) Includes 98,472 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.