

ON ASSIGNMENT INC
Form 10-Q/A
August 29, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q/A
(Amendment No. 1)
(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934

For the quarterly period ended June 30, 2012

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934

Commission file number: 000-20540

ON ASSIGNMENT, INC.
(Exact name of registrant as specified in its charter)

Delaware 95-4023433
(State of Incorporation) (I.R.S. Employer Identification No.)

26745 Malibu Hills Road, Calabasas, CA 91301
(Address of principal executive offices) (Zip Code)

(818) 878-7900
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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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

Accelerated filer

Non-accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

At July 23, 2012, the total number of outstanding shares of the Company’s Common Stock (\$0.01 par value) was 51,955,642.

EXPLANATORY NOTE

On Assignment, Inc. is filing this Amendment No. 1 on Form 10-Q/A (this “Form 10-Q/A”) to the Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2012, initially filed with the Securities and Exchange Commission on July 30, 2012 (the “Original Filing”), solely for the purpose of including the Interactive Data File exhibits required by Rule 405 of Regulation S-T.

This Form 10-Q/A does not affect any other information contained in the Original Filing. This Form 10-Q/A does not reflect events that occurred subsequent to the original filing date, and does not modify or update in any way statements or disclosures made in the Original Filing.

Item 6 - Exhibits

INDEX TO EXHIBITS

| Number | Footnote | Description |
|-----------|----------|---|
| 2.1 | (1) | Agreement of Merger, dated as of March 20, 2012, by and among On Assignment, Inc., Apex Systems, Inc., OA Acquisition Corp. and Jeffrey E. Veatch, as the Shareholder Representative. |
| 3.1 | (2) | Certificate of Amendment of Restated Certificate of Incorporation of On Assignment, Inc. |
| 3.2 | (3) | Restated Certificate of Incorporation of On Assignment, Inc., as amended. |
| 3.3 | (4) | Amended and Restated Bylaws of On Assignment, Inc. |
| 4.1 | (5) | Specimen Common Stock Certificate. |
| 4.2 | (6) | Rights Agreement, dated June 4, 2003, between On Assignment, Inc. and U.S. Stock Transfer Corporation as Rights Agent, which includes the Certificate of Designation, Preferences and Rights of Series A Junior Participating Preferred Stock as Exhibit A, the Summary of Rights to Purchase Series A Junior Participating Preferred Stock as Exhibit B and the Form of Rights Certificate as Exhibit C. |
| 4.3 | (7) | Investor Rights Agreement, dated as of May 15, 2012, by and among On Assignment, Inc., Jeffrey E. Veatch as the Shareholder Representative, and the former shareholders and certain former option holders of Apex Systems, Inc. |
| 10.1 | (7) | Credit Agreement, dated as of May 15, 2012, among On Assignment, Inc., Wells Fargo Bank, National Association, as administrative agent, Bank of America, N.A. and Deutsche Bank Securities Inc., as co-syndication agents, Fifth Third Bank, as documentation agent and the lenders party thereto. |
| 31.1* | | Certification of Peter T. Dameris, Chief Executive Officer and President pursuant to Rule 13a-14(a) or 15d-14(a). |
| 31.2* | | Certification of James L. Brill, Senior Vice President of Finance and Chief Financial Officer pursuant to Rule 13a-14(a) or 15d-14(a). |
| 32.1* | | Certification of Peter T. Dameris, Chief Executive Officer and President, and James L. Brill, Senior Vice President of Finance and Chief Financial Officer pursuant to 18 U.S.C. Section 1350. |
| 101.INS** | | XBRL Instance Document |
| 101.SCH** | | XBRL Taxonomy Extension Schema Document |
| 101.CAL** | | XBRL Taxonomy Extension Calculation Linkbase Document |
| 101.DEF** | | XBRL Taxonomy Extension Definition Linkbase Document |
| 101.LAB** | | XBRL Taxonomy Extension Label Linkbase Document |
| 101.PRE** | | XBRL Taxonomy Extension Presentation Linkbase Document |

* Filed with the Original Filing.

** Exhibit filed herewith.

(1) Incorporated by reference from an exhibit filed with our Current Report on Form 8-K (File No. 0-20540) filed with the Securities and Exchange Commission on March 26, 2012.

(2) Incorporated by reference from an exhibit filed with our Current Report on Form 8-K (File No. 0-20540) filed with the Securities and Exchange Commission on October 5, 2000.

(3) Incorporated by reference from an exhibit filed with our Annual Report on Form 10-K (File No. 0-20540) filed with the Securities and Exchange Commission on March 30, 1993.

(4) Incorporated by reference from an exhibit filed with our Current Report on Form 8-K (File No. 0-20540) filed with the Securities and Exchange Commission on May 3, 2002.

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- (5) Incorporated by reference from an exhibit filed with our Registration Statement on Form S-1 (File No. 33-50646) declared effective by the Securities and Exchange Commission on September 21, 1992.
 - (6) Incorporated by reference from an exhibit filed with our Current Report on Form 8-K (File No. 0-20540) filed with the Securities and Exchange Commission on June 5, 2003.
 - (7) Incorporated by reference from an exhibit filed with our Current Report on Form 8-K (File No. 0-20540) filed with the Securities and Exchange Commission on May 15, 2012.
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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 thereunto duly authorized.

ON ASSIGNMENT, INC.

Date: August 29, 2012

By: /s/ Peter T. Dameris
Peter T. Dameris
Chief Executive Officer and President (Principal
Executive Officer)

Date: August 29, 2012

By: /s/ James L. Brill
James L. Brill
Senior Vice President of Finance and Chief
Financial Officer
(Principal Financial and Accounting Officer)