

ON ASSIGNMENT INC  
Form 8-K  
September 27, 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): September 27, 2016 (September 21, 2016)

On Assignment, Inc.  
(Exact name of registrant as specified in its charter)

Delaware                      000-20540    95-4023433  
(State or other jurisdiction (Commission (IRS Employer  
of incorporation)              File Number) Identification No.)

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

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

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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On September 21, 2016, the Board of Directors of On Assignment, Inc. (the “Company”) approved the Company’s Second Amended and Restated Bylaws (the “Bylaws”), which amends the Company’s Amended and Restated Bylaws. The amendments included in the Bylaws, among other things, (i) decrease the threshold for stockholders to call a special meeting from 50 percent to 25 percent; (ii) allow for stockholders to attend a meeting of stockholders remotely; (iii) authorize the Chairman of the Board to adjourn a meeting of stockholders; (iv) clarify who presides over meetings of both stockholders and directors; and (v) add formalities related to holding meetings of stockholders.

The foregoing description of the amendments contained in the Bylaws is qualified in its entirety by reference to the full text of the Bylaws, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

Exhibit Number Description

3.1 Second Amended and Restated Bylaws of On Assignment, Inc., effective September 21, 2016



SIGNATURE

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

On Assignment, Inc.

Date: September 27, 2016 /s/ Jennifer Hanks Painter  
Jennifer Hanks Painter  
SVP, Chief Legal Officer and Secretary