

HALL KINION & ASSOCIATES INC
Form SC 13D/A
June 07, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 1)

Hall, Kinion & Associates, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value per share

(Title of Class of Securities)

406069104

(CUSIP Number)

Robert J. Grammig, Esq.

Holland & Knight, LLP

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100 North Tampa Street, Suite 4100

Tampa, Florida 33602

(813) 227-8500

(Name, Address and Telephone Number of Person Authorized

to Receive Notices and Communications)

June 7, 2004

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240. 13d-1(e), 240. 13d-1(f) or 240. 13d-1(g), check the following box `.

CUSIP No. 406069104

Schedule 13D/A

Page 2 of 4

1 Names of Reporting Persons: I.R.S. Identification No. of Above Persons

Kforce Inc. 59-3264661

2 Check the Appropriate Box if a Member of a Group (see Instructions)

(a) ..
(b) "(1)

3 SEC use only

4 Source of Funds (see Instructions)

Not applicable

5 Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

Florida

7 Sole voting power

8 See item 5.
Shared voting power

Number of shares
beneficially
owned by each
Reporting person
with

9 See item 5.
Sole dispositive power

10 See item 5.
Shared dispositive power

See item 5.

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11 Aggregate Amount Beneficially Owned by Each Reporting Person

See item 5.

12 Check box if the Aggregate Amount in Row (11) Excludes Certain Shares

(see Instructions)

..

13 Percent of Class Represented by Amount in Row (11)

See item 5.

..

14 Type of Reporting Person (see Instructions)

CO

Pursuant to Rule 13d-2(a) and Rule 13d-2(e) of Regulation 13D of the General Rules and Regulations under the Securities Exchange Act of 1934, as amended, the undersigned hereby amend their Schedule 13D statement dated December 10, 2003 relating to the shares of common stock of Hall, Kinion & Associates, Inc. (the Issuer).

Item 4. Purpose of Transaction.

On June 7, 2004, the previously announced merger of the Issuer with Novato Acquisition Corporation, a Delaware corporation and wholly-owned subsidiary of Kforce Inc., was completed. As a result of the merger, each outstanding share of common stock of the Issuer was converted into the right to receive .45 shares of common stock of Kforce Inc.

Item 5. Interest in Securities of the Issuer.

As a result of the merger, Kforce Inc. owns all of the outstanding shares of the Issuer.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: June 7, 2004

KFORCE INC.,
a Florida corporation

/s/ David L. Dunkel

David L. Dunkel, Chief Executive
Officer and President