

KFORCE INC
Form 8-K/A
January 23, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

(AMENDMENT NO. 1)

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 17, 2006

Kforce Inc.

(Exact name of registrant as specified in its charter)

Florida
(State or other jurisdiction

of incorporation)

000-26058
(Commission File Number)

59-3264661
(IRS Employer

Identification No.)

1001 East Palm Avenue, Tampa, Florida 33605

(Address of principal executive offices) (Zip Code)

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Registrant's telephone number, including area code: (813) 552-5000

N/A

(Former name or former address, if changed since last report)

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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Explanatory Note

On January 18, 2006, Kforce Inc. (Kforce) filed a Current Report on Form 8-K in connection with Kforce entering into an Agreement and Plan of Merger (the Merger Agreement) by and among Kforce, Trevose Acquisition Corporation, a Delaware corporation and a wholly-owned subsidiary of Kforce (Merger Sub), PCCI Holdings, Inc., a Delaware corporation (PCCI), H.I.G. Pinkerton, Inc., a Cayman company, in its capacity as Representative, William D. Pinkerton and Richard J. Quigley.

This amendment to the Current Report on Form 8-K originally dated January 18, 2006, is being filed to restate Item 9.01 to include the Agreement and Plan of Merger as Exhibit 2.1. Kforce has not otherwise modified or updated the disclosures in the Current Report on Form 8-K dated January 18, 2006.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit

Number

Description

| | |
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| 2.1 | Agreement and Plan of Merger by and among Kforce Inc., PCCI Holdings, Inc., Trevose Acquisition Corporation, H.I.G. Pinkerton, Inc., William D. Pinkerton and Richard J. Quigley dated as of January 17, 2006. |
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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 hereunto duly authorized.

KFORCE INC.
(Registrant)

January 20, 2006

By: /s/ Joseph J. Liberatore

Joseph J. Liberatore

Chief Financial Officer