

ON ASSIGNMENT INC  
Form 4  
February 13, 2017

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
McGowan Michael

(Last) (First) (Middle)

ON ASSIGNMENT, INC., 26745  
MALIBU HILLS ROAD

(Street)

CALABASAS, CA 91301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
ON ASSIGNMENT INC [ASGN]

3. Date of Earliest Transaction  
(Month/Day/Year)

02/09/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_X\_\_\_ Other (specify below)  
Advisor, Board of Directors

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |                                   |
| Common Stock                    | 02/09/2017                           |  | A                              | 5,143 (1) A \$ 0  | 238,601   | D  |                                   |
| Common Stock                    | 02/09/2017                           |  | F                              | 2,157 (2) D \$ 46.64  | 236,444   | D  |                                   |
| Common Stock                    | 02/09/2017                           |  | A                              | 1,938 (1) A \$ 0  | 238,382   | D  |                                   |
| Common Stock                    | 02/09/2017                           |  | F                              | 812 (2) D \$ 46.64  | 237,570   | D  |                                   |
| Common Stock                    | 02/09/2017                           |  | A                              | 2,051 (1) A \$ 0  | 239,621   | D  |                                   |

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|              |            |   |                      |   |          |         |   |          |
|--------------|------------|---|----------------------|---|----------|---------|---|----------|
| Common Stock | 02/09/2017 | F | 860 <sup>(2)</sup>   | D | \$ 46.64 | 238,761 | D |          |
| Common Stock | 02/09/2017 | A | 3,429 <sup>(1)</sup> | A | \$ 0     | 242,190 | D |          |
| Common Stock | 02/09/2017 | F | 1,438 <sup>(2)</sup> | D | \$ 46.64 | 240,752 | D |          |
| Common Stock |            |   |                      |   |          | 60,504  | I | by Trust |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                                       |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships   |
|--|---|
| McGowan Michael<br>ON ASSIGNMENT, INC.<br>26745 MALIBU HILLS ROAD<br>CALABASAS, CA 91301 | Director 10% Owner Officer Other<br><br>Advisor, Board of Directors |

## Signatures

By: /s/ Jennifer Painter, CLO For: Michael J. McGowan 02/13/2017

\_\_Signature of Reporting Person

Date

## 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 acquired shares vested upon certification of performance targets on February 9, 2017, for performance awards previously granted to the executive officer.
- (2) Executive officer elected to satisfy tax withholding obligations upon vesting of restricted stock units by having the issuer withhold a number of vested shares equal to that of the executive officer's tax liability.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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