



Edgar Filing: KFORCE INC - Form 8-K

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 31, 2019, Howard W. Sutter informed Kforce Inc. (the "Firm") that due to his long tenure as a member of the Board of Directors and consistent with the Firm's efforts to refresh its Board of Directors, he would not stand for re-election as a Class I Director at the Firm's 2019 annual shareholders' meeting (the "2019 Annual Meeting"). Mr. Sutter will continue to serve as a Class I Director until the 2019 Annual Meeting. Mr. Sutter's decision to not stand for re-election was not the result of any disagreements with the Board of Directors, management or the Firm.

Because of Mr. Sutter's decision not to stand for re-election, the Firm would have an unbalanced Board of Directors (two Class I directors, four Class II directors and four Class III directors), which is not permitted under Florida law. Accordingly, to rectify this potential issue, Randall A. Mehl has resigned as a Class III director effective immediately prior to the 2019 Annual Meeting. He will stand for election as a Class I Director at the 2019 Annual Meeting.

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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.

KFORCE INC.  
(Registrant)

February 6, 2019 By: /s/ DAVID M. KELLY  
David M. Kelly,  
Senior Vice President, Chief Financial Officer  
(Principal Financial Officer)

KFORCE INC.  
(Registrant)

February 6, 2019 By: /s/ JEFFREY B. HACKMAN  
Jeffrey B. Hackman,  
Senior Vice President, Finance & Accounting  
(Principal Accounting Officer)