

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 \*  
Hanson Theodore S.

(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)  Other (specify below)  
President, ASGN

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 or Price   |  |                                   |
| Common Stock                    | 02/09/2017                           |  | A                              |   | 1,128<br>(1)  | A  | \$ 0 280,050 D                    |
| Common Stock                    | 02/09/2017                           |  | F                              |   | 373 (2)   | D  | \$ 46.64 279,677 D                |
| Common Stock                    | 02/09/2017                           |  | A                              |   | 2,338<br>(1)  | A  | \$ 0 282,015 D                    |
| Common Stock                    | 02/09/2017                           |  | A                              |   | 3,507<br>(1)  | A  | \$ 0 285,522 D                    |
| Common Stock                    | 02/09/2017                           |  | F                              |   | 1,136<br>(2)  | D  | \$ 46.64 284,386 D                |

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|              |            |   |              |   |          |         |   |
|--------------|------------|---|--------------|---|----------|---------|---|
| Common Stock | 02/09/2017 | A | 7,012<br>(3) | A | \$ 0     | 291,398 | D |
| Common Stock | 02/09/2017 | A | 1,672<br>(4) | A | \$ 0     | 293,070 | D |
| Common Stock | 02/09/2017 | F | 773 (2)      | D | \$ 46.64 | 292,297 | D |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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. Nu... |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                 |       |
|---|---------------|-----------|-----------------|-------|
|   | Director      | 10% Owner | Officer         | Other |
| Hanson Theodore S.<br>ON ASSIGNMENT, INC.<br>26745 MALIBU HILLS ROAD<br>CALABASAS, CA 91301 |               |           | President, ASGN |       |

## Signatures

By: /s/ Jennifer Painter, CLO For: Theodore S. Hanson  
Date: 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.

On February 9, 2017 performance targets were achieved for an RSU grant that was previously made to the executive officer. 50% of these

(3) RSUs will vest on January 2, 2018 and the remaining RSUs will vest on January 2, 2019, subject to the executive officer's continued service to the Company.

(4) On February 9, 2017 performance targets were achieved for RSU grants that were previously made to the executive officer. They will vest in May 2017, subject to the executive officer's continued service to the Company.

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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