

ON ASSIGNMENT INC

Form 4

February 13, 2017

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(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
____X____ Officer (give title ____ Other (specify
below) below)

President, ASGN

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)
Common Stock	02/09/2017		A	Amount 1,128 (1)	(A) or (D) 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 (1)	A \$ 0	282,015	D
Common Stock	02/09/2017		A	3,507 (1)	A \$ 0	285,522	D
Common Stock	02/09/2017		F	1,136 (2)	D \$ 46.64	284,386	D

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Common Stock	02/09/2017	A	7,012 (3)	A	\$ 0	291,398	D
Common Stock	02/09/2017	A	1,672 (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.

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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 Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

Signatures

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