KFORCE INC Form 4 December 13, 2016

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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January 31, Expires:

OMB APPROVAL

2005

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obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Mitchell Kye L.

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

KFORCE INC [KFRC] 3. Date of Earliest Transaction

Director 10% Owner

1001 EAST PALM AVENUE

(Month/Day/Year) 12/09/2016

X_ Officer (give title Other (specify below) below)

(Check all applicable)

Chief Operations Officer

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

TAMPA, FL 33605

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities 5. Amount of

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

V Amount

6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Indirect (I) Ownership Owned Following (Instr. 4) (Instr. 4) Reported

D

(A)

Transaction(s) (Instr. 3 and 4) (D) Price

Common 12/09/2016 Stock

V 495 (2) \$0 $106,250 \frac{(3)}{}$

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

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative		e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
									Amount		
						Date Expiration Exercisable Date	Expiration		or		
							Title Number				
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Mitchell Kye L. 1001 EAST PALM AVENUE **TAMPA, FL 33605**

Chief Operations Officer

Signatures

Jeffrey B. Hackman, Attorney-in-Fact for Kye L. Mitchell

12/13/2016

**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 transaction is disclosing a dividend that is exempt from reporting under Rule 16a.
 - On October 28, 2016, the issuer declared a cash dividend of \$0.12 per share of common stock, payable December 23, 2016 to all shareholders of record on December 9, 2016 (the "Dividend"). In accordance with the terms of the Restricted Stock Agreements dated January 2, 2013, January 2, 2014, August 25, 2014, January 2, 2015 and January 4, 2016, 41, 45, 111, 133 and 165 additional shares of
- (2) restricted stock were received by the reporting person in connection with the Dividend, respectively. The additional shares of restricted stock will vest as follows: 41 shares in even increments over 2 years beginning January 2, 2017, 45 shares in even increments over 3 years beginning January 2, 2017, 111 shares in even increments over 3 years beginning August 25, 2017, 133 shares in even increments over 4 years beginning January 2, 2017 and 165 shares in even increments over 5 years beginning January 4, 2017.
- (3) Includes 98,805 shares of restricted stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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