

Painter Jennifer Hanks
 Form 4
 January 03, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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 *
 Painter Jennifer Hanks

(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)
 12/31/2017

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)
 SVP, Chief Legal Officer

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	12/31/2017		A		1,457 ⁽¹⁾	A	\$ 0 11,560 D
Common Stock	12/31/2017		F		547 ⁽²⁾	D	\$ 64.27 11,013 D
Common Stock	12/31/2017		A		779 ⁽¹⁾	A	\$ 0 11,792 D
Common Stock	12/31/2017		F		292 ⁽²⁾	D	\$ 64.27 11,500 D
Common Stock	12/31/2017		A		972 ⁽¹⁾	A	\$ 0 12,472 D

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- (1) The acquired shares vested upon certification of a performance target on December 31, 2017 for a performance award previously granted to the executive officer.
- (2) Executive Officer elected to satisfy her tax withholding obligations upon vesting by having the issuer withhold a number of vested shares equal to that of the officer's tax liability.
On December 31, 2017, performance targets were achieved for an RSU grant that was previously made to the executive officer. 50% of
- (3) these RSUs will vest on January 3, 2019 and the remaining RSUs will vest on January 3, 2020, 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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