

RESOURCES CONNECTION INC

Form 10-Q

April 03, 2008

Table of Contents

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

FORM 10-Q

(MARK ONE)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the quarterly period ended February 29, 2008

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission File Number: 0-32113

**RESOURCES CONNECTION, INC.
(Exact Name of Registrant as Specified in Its Charter)**

**DELAWARE
(State or Other Jurisdiction
of Incorporation or Organization)**

**33-0832424
(I.R.S. Employer
Identification No.)**

**17101 Armstrong Avenue, Irvine, California 92614
(Address of Principal Executive Offices and Zip Code)
(714) 430-6400**

(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes No

As of March 27, 2008, 45,498,591 shares of the registrant's common stock, \$0.01 par value per share, were outstanding.

**RESOURCES CONNECTION, INC.
INDEX**

PART I FINANCIAL INFORMATION

<u>Item 1. Consolidated Financial Statements (Unaudited)</u>	3
<u>Consolidated Balance Sheets as of February 29, 2008 and May 31, 2007</u>	3
<u>Consolidated Statements of Income for the Three and Nine Months Ended February 29, 2008 and February 28, 2007</u>	4
<u>Consolidated Statement of Stockholders' Equity for the Nine Months Ended February 29, 2008</u>	5
<u>Consolidated Statements of Cash Flows for the Nine Months Ended February 29, 2008 and February 28, 2007</u>	6
<u>Notes to Consolidated Financial Statements</u>	7
<u>Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	15
<u>Item 3. Quantitative and Qualitative Disclosures About Market Risk</u>	23
<u>Item 4. Controls and Procedures</u>	23

PART II OTHER INFORMATION

<u>Item 1. Legal Proceedings</u>	24
<u>Item 1A. Risk Factors</u>	24
<u>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds</u>	30
<u>Item 3. Defaults upon Senior Securities</u>	31
<u>Item 4. Submission of Matters to a Vote of Security Holders</u>	31
<u>Item 5. Other Information</u>	31
<u>Item 6. Exhibits</u>	31
<u>Signatures</u>	32
<u>EXHIBIT 3.2</u>	
<u>EXHIBIT 31.1</u>	
<u>EXHIBIT 31.2</u>	
<u>EXHIBIT 32</u>	

Table of Contents

PART I. FINANCIAL INFORMATION
ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS
RESOURCES CONNECTION, INC.
CONSOLIDATED BALANCE SHEETS
(Unaudited)

(amounts in thousands, except par value per share)

	February 29, 2008	May 31, 2007
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 81,626	\$ 121,095
Short-term investments	18,000	55,000
Trade accounts receivable, net of allowance for doubtful accounts of \$3,904 and \$4,588 as of February 29, 2008 and May 31, 2007, respectively	120,140	105,146
Prepaid expenses and other current assets	4,068	5,966
Prepaid income taxes	5,213	
Deferred income taxes	8,123	8,123
Total current assets	237,170	295,330
U.S. Government agency securities		47,000
Goodwill	107,291	83,263
Intangible assets, net	884	654
Property and equipment, net	39,719	35,347
Deferred income taxes	3,383	2,068
Other assets	1,451	799
Total assets	\$ 389,898	\$ 464,461
LIABILITIES AND STOCKHOLDERS EQUITY		
Current liabilities:		
Accounts payable and accrued expenses	\$ 19,566	\$ 16,850
Accrued salaries and related obligations	52,095	60,407
Income taxes payable and other liabilities	7,300	10,426
Total current liabilities	78,961	87,683
Other long-term liabilities	6,479	6,301
Deferred income taxes	4,402	7,178
Total liabilities	89,842	101,162
Commitments and contingencies		
Stockholders equity:		
Preferred stock, \$0.01 par value, 5,000 shares authorized; zero shares issued and outstanding		
Common stock, \$0.01 par value, 70,000 shares authorized; 52,123 and 50,731 shares issued; and 45,587 and 47,777 outstanding as of February 29, 2008 and May 31, 2007, respectively	521	507

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Additional paid-in capital	241,107	199,741
Accumulated other comprehensive income	5,546	2,629
Retained earnings	214,603	242,628
Treasury stock at cost, 6,536 and 2,954 shares at February 29, 2008 and May 31, 2007, respectively	(161,721)	(82,206)
Total stockholders' equity	300,056	363,299
Total liabilities and stockholders' equity	\$ 389,898	\$ 464,461

The accompanying notes are an integral part of these financial statements.

3

Table of Contents

RESOURCES CONNECTION, INC.
CONSOLIDATED STATEMENTS OF INCOME
(Unaudited)
(in thousands, except per share amounts)

	Three Months		Nine Months	
	Ended		Ended	
	February	February	February	February
	29,	28,	29,	28,
	2008	2007	2008	2007
Revenue	\$ 202,803	\$ 187,464	\$ 603,561	\$ 535,375
Direct cost of services, primarily payroll and related taxes for professional services employees	127,252	115,938	374,908	326,009
Gross profit	75,551	71,526	228,653	209,366
Selling, general and administrative expenses	57,518	48,577	166,061	140,033
Amortization of intangible assets	211	318	549	1,080
Depreciation expense	2,200	1,563	6,082	4,363
Income from operations	15,622	21,068	55,961	63,890
Interest income	952	2,401	5,123	6,323
Income before provision for income taxes	16,574	23,469	61,084	70,213
Provision for income taxes	7,909	10,370	27,801	31,506
Net income	\$ 8,665	\$ 13,099	\$ 33,283	\$ 38,707
Net income per common share:				
Basic	\$ 0.19	\$ 0.27	\$ 0.69	\$ 0.80
Diluted	\$ 0.19	\$ 0.26	\$ 0.67	\$ 0.77
Weighted average common shares outstanding:				
Basic	45,616	48,658	48,399	48,312
Diluted	46,547	51,087	49,952	50,565
Cash dividends declared per share	\$	\$	\$ 1.25	\$

The accompanying notes are an integral part of these financial statements.

Table of Contents

RESOURCES CONNECTION, INC.
CONSOLIDATED STATEMENT OF STOCKHOLDERS EQUITY
(Unaudited)
(amounts in thousands)

	Nine Months Ended February 29, 2008
COMMON STOCK SHARES:	
Balance at beginning of period	50,731
Exercise of stock options	997
Issuance of common stock under Employee Stock Purchase Plan	405
Cancellation of shares held in treasury	(10)
Balance at end of period	52,123
COMMON STOCK PAR VALUE:	
Balance at beginning of period	\$ 507
Exercise of stock options	10
Issuance of common stock under Employee Stock Purchase Plan	4
Cancellation of shares held in treasury	
Balance at end of period	\$ 521
ADDITIONAL PAID-IN CAPITAL:	
Balance at beginning of period	\$ 199,741
Exercise of stock options	12,386
Stock-based compensation expense related to employee stock options and employee stock purchases	17,314
Tax benefit from employee stock option plans	3,167
Issuance of common stock under Employee Stock Purchase Plan	7,911
Issuance of treasury stock for Compliance Solutions (UK) Ltd. transaction	777
Cancellation of shares held in treasury	(189)
Balance at end of period	\$ 241,107
ACCUMULATED OTHER COMPREHENSIVE INCOME:	
Balance at beginning of period	\$ 2,629
Translation adjustments	2,917
Balance at end of period	\$ 5,546
RETAINED EARNINGS:	
Balance at beginning of period	\$ 242,628
Cash dividends-\$1.25 per share	(60,652)
Cumulative impact from adoption of FASB Interpretation No. 48	(656)
Net income	33,283
Balance at end of period	\$ 214,603

TREASURY STOCK SHARES:

Balance at beginning of period		2,954
Repurchase of shares		3,659
Issuance of treasury stock for Compliance Solutions (UK) Ltd. transaction		(67)
Cancellation of shares held in treasury		(10)
Balance at end of period		6,536

TREASURY STOCK COST:

Balance at beginning of period	\$	(82,206)
Repurchase of shares		(81,079)
Issuance of treasury stock for Compliance Solutions (UK) Ltd. transaction		1,375
Cancellation of shares held in treasury		189
Balance at end of period	\$	(161,721)

COMPREHENSIVE INCOME:

Net income	\$	33,283
Translation adjustments		2,917
Total comprehensive income	\$	36,200

The accompanying notes are an integral part of these financial statements.

Table of Contents

RESOURCES CONNECTION, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(amounts in thousands)

	Nine Months Ended	
	February 29, 2008	February 28, 2007
Cash flows from operating activities:		
Net income	\$ 33,283	\$ 38,707
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	6,631	5,443
Stock-based compensation expense related to employee stock options and employee stock purchases	17,314	14,381
Excess tax benefits from stock-based compensation	(2,221)	(3,084)
Bad debt expense		318
Deferred income tax benefit	(4,293)	(2,299)
Changes in operating assets and liabilities, net of effect of acquisitions:		
Trade accounts receivable	(7,343)	(18,322)
Prepaid expenses and other current assets	2,586	124
Income taxes payable	(8,046)	6,252
Other assets	(688)	(162)
Accounts payable and accrued expenses	(1,441)	3,582
Accrued salaries and related obligations	(10,480)	(7,010)
Other liabilities	1,845	4,054
Net cash provided by operating activities	27,147	41,984
Cash flows from investing activities:		
Redemption of long-term investments	55,000	18,000
Purchase of long-term investments	(14,000)	(59,000)
Redemption of short-term investments	61,000	27,000
Purchase of short-term investments	(18,000)	
Cash used to purchase Domenica, B.V. net of cash acquired	(17,334)	
Cash used to complete Compliance Solutions (UK) Ltd. acquisition	(6,028)	
Cash used to complete Nordic Spring acquisition		(1,511)
Purchases of property and equipment	(9,179)	(9,854)
Net cash provided by (used in) investing activities	51,459	(25,365)
Cash flows from financing activities:		
Proceeds from exercise of stock options	12,396	11,421
Proceeds from issuance of common stock under Employee Stock Purchase Plan	7,915	5,750
Repurchase of common stock	(81,079)	(14,130)
Excess tax benefits from stock-based compensation	2,221	3,084
Cash dividends paid	(60,652)	
Net cash (used in) provided by financing activities	(119,199)	6,125

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Effect of exchange rate changes on cash	1,124	460
Net (decrease) increase in cash and cash equivalents	(39,469)	23,204
Cash and cash equivalents at beginning of period	121,095	88,439
Cash and cash equivalents at end of period	\$ 81,626	\$ 111,643

The accompanying notes are an integral part of these financial statements.

6

Table of Contents

**RESOURCES CONNECTION, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)**

Nine months ended February 29, 2008 and February 28, 2007

1. Description of the Company and its Business

Resources Connection, Inc. (Resources Connection) was incorporated on November 16, 1998. Resources Connection is a multinational professional services firm; its operating entities provide services under the name Resources Global Professionals (Resources Global or the Company). The Company provides clients with experienced professionals who specialize in accounting and finance, information management, human capital, supply chain management, legal services and internal audit and risk management on a project basis. The Company has offices in the United States (U.S.), Asia, Australia, Canada, Europe and Mexico. Resources Connection is a Delaware corporation.

The Company s fiscal year consists of 52 or 53 weeks, ending on the last Saturday in May. The actual quarter end dates for the third quarter of fiscal 2008 and 2007, each consisting of 13 weeks, were February 23, 2008 and February 24, 2007, respectively. For convenience, all references herein to years or periods are to years or periods ended May 31, February 29 or February 28, respectively. Our fourth quarter ending May 31, 2008 will consist of 14 weeks.

2. Summary of Significant Accounting Policies

Interim Financial Information

The financial information as of and for the three and nine months ended February 29, 2008 and February 28, 2007 is unaudited but includes all adjustments (consisting only of normal recurring adjustments) that the Company considers necessary for a fair statement of its financial position at such dates and the operating results and cash flows for those periods. The year-end balance sheet data was derived from audited financial statements, and certain information and note disclosures normally included in annual financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to SEC rules or regulations; however, the Company believes the disclosures made are adequate to make the information presented not misleading.

The results of operations for the interim periods presented are not necessarily indicative of the results of operations to be expected for the fiscal year. These condensed interim financial statements should be read in conjunction with the audited financial statements for the year ended May 31, 2007, which are included in the Company s Annual Report on Form 10-K for the year then ended (File No. 0-32113).

Short and Long-Term Investments

The Company accounts for its marketable securities in accordance with Statement of Financial Accounting Standards (SFAS) No. 115, Accounting for Certain Investments in Debt and Equity Securities. Accordingly, securities that the Company has the ability and positive intent to hold to maturity are carried at amortized cost. Cost approximates market for these securities.

The Company had no long-term investments as of February 29, 2008.

Table of Contents**Stock-Based Compensation**

The Company calculates stock-based compensation expense in accordance with SFAS No. 123 revised, Share-Based Payment (SFAS 123 (R)). This pronouncement requires the measurement and recognition of compensation expense for all share-based payment awards made to employees and directors, including employee stock options and employee stock purchases made via the Resources Connection Inc. Employee Stock Purchase Plan (the ESPP), to be based on estimated values. The Company adopted SFAS 123 (R) using the modified prospective method, which required the application of the accounting standard as of June 1, 2006, the beginning of the Company's 2007 fiscal year. In March 2005, the SEC issued Staff Accounting Bulletin No. 107 (SAB 107) related to SFAS 123 (R). The Company applied the provisions of SAB 107 in adopting SFAS 123 (R).

SFAS 123 (R) requires companies to estimate the fair value of share-based payment awards on the date of grant using an option-pricing model. The value of the portion of the award that is ultimately expected to vest is recognized as an expense over the requisite service periods (four years under the Company's 2004 Performance Incentive Plan). Under SFAS 123 (R), the Company determines the estimated value of stock options using the Black-Scholes valuation model. SFAS 123 (R) requires the Company to recognize expense over the service period for options that are expected to vest and record adjustments to compensation expense at the end of the service period if actual forfeitures differ from original estimates. The Company recognizes stock-based compensation expense on a straight-line basis.

See Note 8 *Stock-Based Compensation Plans* for further information on stock-based compensation expense and the resulting impact on the provision for income taxes.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Although management believes these estimates and assumptions are adequate, actual results could differ from the estimates and assumptions used.

3. Stockholders' Equity

In July 2007, the Board of Directors approved a stock repurchase program, authorizing the repurchase, at the discretion of our Company's senior executives, of our common stock for an aggregate dollar limit not to exceed \$150 million. Pursuant to this stock repurchase program, during the first nine months of fiscal 2008, the Company purchased approximately 3.7 million shares of our common stock at an average price of \$22.17 per share for approximately \$81.1 million.

4. Net Income Per Share

The Company presents both basic and diluted earnings per share (EPS) amounts in accordance with SFAS No. 128, Earnings Per Share. This pronouncement establishes standards for the computation, presentation and disclosure requirements for EPS for entities with publicly held common shares and potential common shares. Basic EPS is calculated by dividing net income by the weighted average number of common shares outstanding during the period. Diluted EPS is based upon the weighted average number of common and common equivalent shares outstanding during the period, calculated using the treasury stock method for stock options. Under the treasury stock method, exercise proceeds include the amount the employee must pay for exercising stock options, the amount of compensation cost for future services that the Company has not yet recognized and the amount of tax benefits that would be recorded in additional paid-in capital when the award becomes deductible. Common equivalent shares are excluded from the computation in periods in which they have an anti-dilutive effect. Stock options for which the exercise price exceeds the average market price over the period are anti-dilutive and are excluded from the calculation.

Table of Contents

The following table summarizes the calculation of net income per share for the three and nine months ended February 29, 2008 and February 28, 2007 (in thousands, except per share amounts):

	Three months ended		Nine months ended	
	February 29, 2008	February 28, 2007	February 29, 2008	February 28, 2007
Net income	\$ 8,665	\$ 13,099	\$ 33,283	\$ 38,707
Basic:				
Weighted average shares	45,616	48,658	48,399	48,312
Diluted:				
Weighted average shares	45,616	48,658	48,399	48,312
Potentially dilutive shares	931	2,429	1,553	2,253
Total dilutive shares	46,547	51,087	49,952	50,565
Net income per share:				
Basic	\$ 0.19	\$ 0.27	\$ 0.69	\$ 0.80
Diluted	\$ 0.19	\$ 0.26	\$ 0.67	\$ 0.77

The potentially dilutive shares presented above do not include the anti-dilutive effect of approximately 4,990,000 and 3,908,000 potential common shares for the three months ended February 29, 2008 and February 28, 2007, respectively, and approximately 4,269,000 and 3,559,000 potential common shares for the nine months ended February 29, 2008 and February 28, 2007, respectively.

5. Acquisitions

On December 18, 2007, the Company acquired Domenica B.V. (Domenica), a Netherlands based provider of actuarial services to pension and life insurance companies. The Company paid cash of approximately \$19.4 million for the acquisition.

In accordance with SFAS No. 141, Business Combinations, the Company will allocate the purchase price of Domenica based on the fair value of the assets acquired and liabilities assumed. As of February 29, 2008, the \$19.4 million purchase price has been allocated based on the fair value of the assets acquired and liabilities assumed with the residual recorded as goodwill, pending completion of the Company's valuation study. The Company is considering a number of factors in performing this valuation, including the valuation of the identifiable intangible assets. The goodwill and other identified intangibles recognized in this transaction are not deductible for tax purposes. Assuming Domenica was acquired on June 1, 2006, the pro forma impact to the Company's revenue and net income was insignificant for the nine months ended February 28, 2007 and February 29, 2008.

The purchase agreement of Domenica also requires additional earn-out payments as follows: 1) for calendar year 2007, if Domenica's earnings before interest, income taxes, depreciation and amortization (EBITDA) exceed 2.5 million Euros, then an amount equal to EBITDA less 400,000 Euros; 2) for calendar year 2008, if Domenica's EBITDA exceed 2.5 million Euros, then an amount equal to EBITDA less 600,000 Euros. The first earn-out calculation is expected to be completed in the fourth quarter of fiscal 2008.

On June 1, 2007, the Company completed the acquisition of Compliance Solutions (UK) Ltd. (Compliance Solutions), a United Kingdom-based provider of regulatory compliance services to investment advisors, hedge funds, private equity and venture capital firms, insurance companies and other financial institutions. The Company paid approximately \$8.2 million for the acquisition, consisting of \$6.0 million in cash and \$2.2 million in the Company's stock.

The acquisition was accounted for as a purchase in accordance with SFAS No. 141, Business Combinations. Under SFAS No. 141, the Company allocated the purchase price of Compliance Solutions based on the fair value of the

assets acquired and liabilities assumed with the residual recorded as goodwill. During the quarter ended February 29, 2008, the Company completed its valuation study after considering a number of factors, including the valuation of the identifiable intangible assets. The total intangible assets acquired included approximately \$7.1 million of goodwill, \$16,000 for a non-compete agreement and \$763,000 for customer relationships. The goodwill and other intangibles recognized in this transaction are not deductible for tax purposes. The non-compete agreement will be amortized over one year and the customer relationships over five years.

Table of Contents

Assuming Compliance Solutions was acquired on June 1, 2006, the pro forma impact to the Company's revenue and net income was insignificant for the nine months ended February 28, 2007.

6. Intangible Assets and Goodwill

The following table presents details of our intangible assets, estimated lives and related accumulated amortization (amounts in thousands):

	As of February 29, 2008			As of May 31, 2007		
	Gross	Accumulated Amortization	Net	Gross	Accumulated Amortization	Net
Customer relationships (2 - 5 years)	\$ 6,011	\$ (5,304)	\$ 707	\$ 5,248	\$ (4,942)	\$ 306
Associate and customer database (1 - 5 years)	1,766	(1,675)	91	1,766	(1,513)	253
Non-compete agreements (1 - 4 years)	818	(814)	4	802	(789)	13
Developed technology (3 years)	520	(520)		520	(520)	
Trade name and trademark (indefinite life)	82		82	82		82
Total	\$ 9,197	\$ (8,313)	\$ 884	\$ 8,418	\$ (7,764)	\$ 654

Table of Contents

In accordance with SFAS No. 142, *Goodwill and Other Intangible Assets*, goodwill and other intangible assets with indeterminate lives are not subject to amortization but are tested for impairment annually or whenever events or changes in circumstances indicate that the asset might be impaired. Intangible assets with finite lives continue to be subject to amortization, and any impairment is determined in accordance with SFAS No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets*. There were no indicators of impairment as of February 29, 2008.

The Company recorded amortization expense of \$211,000 and \$318,000 for the three months ended February 29, 2008 and February 28, 2007, respectively, and \$549,000 and \$1.1 million for the nine months ended February 29, 2008 and February 28, 2007, respectively. See Note 5-*Acquisitions* regarding additions to intangible assets in the third quarter of fiscal 2008 related to the acquisition of Compliance Solutions. Estimated intangible asset amortization expense (based on existing intangible assets and excluding any intangible assets and related amortization that may be identified from the pending review of the acquisition of Domenica) for the years ending May 31, 2008, 2009, 2010, 2011 and 2012 is \$673,000, \$221,000, \$153,000, \$153,000 and \$153,000, respectively.

7. Segment Reporting

In accordance with the requirements of SFAS No. 131, *Disclosures about Segments of an Enterprise and Related Information*, the Company discloses information regarding operations outside of the United States. The Company operates in one segment. The accounting policies for the domestic and international operations are the same as those described in Note 2-*Summary of Significant Accounting Policies* in the Notes to Consolidated Financial Statements included in the Company's 2007 Annual Report on Form 10-K for the fiscal year ended May 31, 2007. Summarized financial information regarding the Company's domestic and international operations is shown in the following table (amounts in thousands):

	Revenue for the three months ended		Revenue for the nine months ended		Long-Lived Assets as of	
	February 29, 2008	February 28, 2007	February 29, 2008	February 28, 2007	February 29, 2008(1)	May 31, 2007(1)
United States	\$ 146,999	\$ 142,060	\$ 443,868	\$ 409,223	\$ 32,217	\$ 29,720
The Netherlands	22,612	17,458	58,505	51,512	3,470	3,020
Other	33,192	27,946	101,188	74,640	4,032	2,607
Total	\$ 202,803	\$ 187,464	\$ 603,561	\$ 535,375	\$ 39,719	\$ 35,347

(1) Long-lived assets are comprised of building and land, computers and equipment, furniture and leasehold improvements and construction in progress.

8. Stock-Based Compensation Plans*Stock Options and Restricted Stock*

As of February 29, 2008, the Company had outstanding grants under the following share-based compensation plans:

2004 Performance Incentive Plan (2004 Plan) The 2004 Plan serves as the successor to the 1999 Long Term Incentive Plan (1999 Plan). A total of 5,500,000 new shares of common stock were made available for awards to employees and non-employee directors and may include, but are not limited to, stock options and restricted stock grants. Stock options vest in equal annual installments over four years and terminate ten years from the dates of grant. Restricted stock award vesting is determined on an individual grant basis. As of February 29, 2008, 1,704,000 shares were available for award grant purposes under the 2004 Plan.

The 1999 Plan was terminated in 2004, except as to the outstanding options. Such options vest in equal annual installments over four years and terminate ten years from the dates of grant. There is a rollover provision to the 2004 Plan if a then-outstanding award expires or terminates without having become vested or exercised.

Table of Contents

The following table summarizes the stock option activity for the nine months ended February 29, 2008 (number of options and intrinsic value in thousands):

	Number of Shares Subject to Options	Weighted- Average Exercise Price	Weighted- Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value
Outstanding at May 31, 2007	9,186	\$ 20.88	7.39	\$ 100,706
Granted, at fair market value	396	\$ 24.95		
Exercised	(997)	\$ 12.43		\$ 17,187
Forfeited	(591)	\$ 26.19		
Outstanding at February 29, 2008	7,994	\$ 21.74	6.93	\$ 11,169
Exercisable at February 29, 2008	5,121	\$ 18.09	6.07	\$ 11,160

Stock-Based Compensation Expense

The Company's income before income taxes included compensation expense for the three months ended February 29, 2008 and February 28, 2007 of \$6.1 million and \$5.0 million, respectively, and for the nine months ended February 29, 2008 and February 28, 2007 of \$17.3 million and \$14.4 million, respectively, related to stock-based compensation arrangements (including employee stock options, restricted stock grants and employee stock purchases made via the ESPP). There were no capitalized share-based compensation costs for the three and nine months ended February 29, 2008 and February 28, 2007.

Tax benefits and excess tax benefits resulting from the exercise of stock options are reflected as financing cash flows in the Company's statements of cash flows. For the nine months ended February 29, 2008 and February 28, 2007, excess tax benefits totaled \$2.2 million and \$3.1 million, respectively.

The aggregate intrinsic value in the table above represents the total pretax intrinsic value, which is the difference between the Company's closing stock price on the last trading day of the third quarter of fiscal 2008 and the exercise price times the number of shares that would have been received by the option holders if they had exercised their in-the-money options on February 29, 2008. This amount will change based on the fair market value of the Company's stock. The aggregate intrinsic value of stock options exercised for the nine months ended February 29, 2008 and February 28, 2007 was \$17.2 million and \$9.2 million, respectively. As of February 29, 2008, there was \$37.8 million of total unrecognized compensation cost related to stock-based compensation arrangements. That cost is expected to be recognized over a weighted-average period of 30 months.

Net cash proceeds from stock option exercises for the nine months ended February 29, 2008 and February 28, 2007 was \$12.4 million and \$11.4 million, respectively. The Company's policy is to issue shares from its authorized shares upon the exercise of stock options.

Employee Stock Purchase Plan

The Company's stockholders approved the ESPP in October 2000. Under the terms of the ESPP, a total of 2,400,000 shares of common stock may be issued. The ESPP allows for qualified employees (as defined in the ESPP) to participate in the purchase of designated shares of the Company's common stock at a price equal to 85% of the lesser of the fair market value of common stock at the beginning or end of each semi-annual stock purchase period. The Company issued 405,000 and 273,000 shares of common stock pursuant to this plan for the nine months ended February 29, 2008 and the year ended May 31, 2007, respectively. There are 907,000 shares of common stock available for issuance under the ESPP as of February 29, 2008.

Table of Contents*Provision for Income Taxes under SFAS 123 (R)*

The provision for income taxes decreased from \$10.4 million for the three months ended February 28, 2007 to \$7.9 million for the three months ended February 29, 2008. The effective tax rate was 47.7% for the third quarter of fiscal 2008 and 44.2% for the third quarter of fiscal 2007. The effective tax rate increased as a result of the Company's inability to recognize a larger tax benefit relative to the amount of stock-based compensation expense in the third quarter of fiscal 2008. Under SFAS 123 (R), the Company cannot recognize a potential tax benefit for certain incentive stock option (ISO) grants unless and until the holder exercises his or her options and then sells the shares within a certain period of time. In addition, the Company can only recognize a potential tax benefit for employees acquisition and subsequent sale of shares purchased through the ESPP if the sale occurs within a certain defined period.

As a result, the Company's provision for income taxes is likely to fluctuate from historical rates for the foreseeable future. Further, under SFAS 123 (R), the potential tax benefits associated with ISO grants fully vested at the date of adoption of SFAS 123 (R) will be recognized as additions to paid-in capital when and if those options are exercised and not as a reduction to the Company's tax provision. The Company recognized a benefit of approximately \$1.2 million related to stock-based compensation for nonqualified stock options expensed and for eligible disqualifying ISO exercises during the third quarter of fiscal 2008 compared with \$1.0 million in the same quarter of the prior fiscal year. The timing and amount of eligible disqualifying ISO exercises cannot be predicted. Beginning with grants in fiscal 2007, the Company began and intends to continue to primarily grant nonqualified stock options to employees in the United States.

9. Income Taxes

The Company adopted the provisions of FASB Interpretation No. 48 (FIN 48), Accounting for Uncertainty in Income Taxes an interpretation of FASB Statement No. 109 effective with the first quarter of fiscal 2008. FIN 48 prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in an income tax return. The interpretation also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. As a result of the implementation of FIN 48, the Company increased its liability for unrecognized tax benefits by \$656,000 with a corresponding decrease to retained earnings on June 1, 2007.

As of February 29, 2008 and June 1, 2007, the Company's total liability for unrecognized gross tax benefits was \$678,000 and \$656,000 respectively, which, if ultimately recognized would impact the effective tax rate in future periods. All of the unrecognized tax benefit at June 1, 2007 was classified as long-term liability. As of February 29, 2008, the unrecognized tax benefit included \$470,000 classified as long-term liability and \$208,000 classified as short-term liability. The \$208,000 classified as short term liability at February 29, 2008 results from US federal and state positions that are in their last year of the statute of limitations. An estimate of the range of reasonably possible change cannot be made at this time.

The Company's major income tax jurisdiction is the U.S, with federal income taxes, subject to examination for fiscal 2005 and thereafter. For states within the U.S. in which the Company does significant business, the Company remains subject to examination for fiscal 2004 and thereafter. Major foreign jurisdictions in Europe remain open for fiscal years ended 2002 and thereafter.

The Company continues to recognize interest expense and penalties related to income tax as a part of its provision for income taxes. As of February 29, 2008, the Company has provided \$86,000 of accrued interest and penalties as a component of the liability for unrecognized tax benefits.

10. Recent Accounting Pronouncements

In December 2007, the Financial Accounting Standards Board (FASB) issued SFAS 160, Noncontrolling Interests in Consolidated Financial Statements, an amendment of Accounting Research Bulletin No. 51 (SFAS 160). SFAS 160 requires (a) that noncontrolling (minority) interest be reported as a component of shareholders' equity; (b) that net income attributable to the parent and to the noncontrolling interest be separately identified in the consolidated statement of operations; (c) that changes in a parent's ownership interest while the parent retains its

Table of Contents

controlling interest be accounted for as equity transactions; (d) that any retained noncontrolling equity investment upon the deconsolidation of the subsidiary be initially measured at fair value; and (e) that sufficient disclosures are provided that clearly identify and distinguish between the interest of the parent and the interests of the noncontrolling owners. SFAS 160 is effective for fiscal years beginning after December 15, 2008. The Company currently has no noncontrolling interests that would require application of the pronouncement at the date of required implementation.

In December 2007, the FASB issued SFAS 141(revised 2007), *Business Combinations* (SFAS 141(R)). SFAS 141(R) will significantly change how business combinations are accounted for and will be effective for business combinations the Company consummates on June 1, 2009 and thereafter.

In June 2007, the FASB ratified Emerging Issues Task Force (EITF) Issue No. 06-11 (EITF Issue No. 06-11), *Accounting for Income Tax Benefits of Dividends on Shared-Based Payment Awards* . EITF Issue No 06-11 requires that tax benefits generated by dividends paid during the vesting period on certain equity-classified share-based compensation awards be treated as additional paid-in capital and included in a pool of excess tax benefits available to absorb tax deficiencies from share-based payment awards. EITF Issue No. 06-11 is effective beginning with the 2009 fiscal year. The Company is analyzing the impact of EITF Issue No. 06-11 on its consolidated financial position.

In February 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities-Including an Amendment of FAS 115* (SFAS 159), which permits companies to measure certain financial assets and financial liabilities at fair value. Under SFAS 159, companies that elect the fair value option will report unrealized gains and losses in earnings at each subsequent reporting date. The fair value option may be elected on an instrument-by-instrument basis. SFAS 159 establishes presentation and disclosure requirements to clarify the effect of a company's election on its earnings but does not eliminate disclosure requirements of other accounting standards. Assets and liabilities that are measured at fair value must be displayed on the face of the balance sheet. SFAS 159 is effective as of the beginning of our 2009 fiscal year. The Company does not expect the adoption of SFAS 159 to have a material impact on its consolidated financial position or results of operations.

In September 2006, the FASB issued SFAS No. 157, *Fair Value Measurements* (SFAS 157), which provides guidance for using fair value to measure assets and liabilities. The pronouncement clarifies (1) the extent to which companies measure assets and liabilities at fair value; (2) the information used to measure fair value; and (3) the effect that fair value measurements have on earnings. SFAS 157 will apply whenever another standard requires (or permits) assets or liabilities to be measured at fair value. SFAS 157 is effective as of the beginning of our 2009 fiscal year. The Company does not expect the adoption of SFAS 157 to have a material impact on its consolidated financial position or results of operations.

11. Supplemental Cash Flow Information

The Statement of Cash Flows for the nine months ended February 29, 2008 does not include under the caption *cash flows from investing activities* the non-cash issuance of 66,715 shares of the Company's common stock held in treasury, representing \$2.2 million of the \$8.2 million purchase price for Compliance Solutions. The Statement of Cash Flows for the nine months ended February 28, 2007 does not include under the caption *cash flows from investing activities* the non-cash issuance of 65,170 shares of the Company's common stock, representing 50% of the \$3.0 million purchase price for the remaining 20% of the outstanding shares of Nordic Spring.

The Statement of Cash Flows for the nine months ended February 29, 2008 and February 28, 2007 does not include under the caption *cash flows from financing activities* the non-cash cancellation of 10,000 and 289,538 shares, respectively, of the Company's common stock that had been classified as treasury stock. In accordance with the amendment to the Company's 2004 Performance Incentive Plan that was approved by shareholders during the second quarter of fiscal 2007, the Company was no longer able to reissue these shares at a future date.

Table of Contents**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our financial statements and related notes. This discussion and analysis contains forward-looking statements, within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These statements relate to expectations concerning matters that are not historical facts. Such forward-looking statements may be identified by words such as anticipates, believes, can, continue, could, estimates, expects, intends, may, plans, potential, predicts, should, or will or terms or other comparable terminology. These statements, and all phases of our operations, are subject to known and unknown risks, uncertainties and other factors, some of which are identified in Item 1A Risk Factors below and in our report on Form 10-K for the year ended May 31, 2007 (File No. 0-32113). Readers are cautioned not to place undue reliance on these forward-looking statements. Our actual results, levels of activity, performance or achievements and those of our industry may be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. We undertake no obligation to update the forward-looking statements in this filing. References in this filing to Resources Connection, Resources Global Professionals, Resources Global, the Company, we, us, and our refer to Resources Connection, Inc. and its subsidiaries.

Overview

Resources Global is a multi-national professional services firm that provides experienced finance and accounting, risk management and internal audit, information management, human capital, supply chain management and legal services professionals to clients on a project basis. We assist our clients with discrete projects requiring specialized expertise in:

finance and accounting services, such as mergers and acquisitions due diligence, financial analyses (e.g., product costing and margin analyses), corporate reorganizations, budgeting and forecasting, audit preparation, public entity reporting and tax-related projects;

information management services, such as financial system/enterprise resource planning implementation and post implementation optimization;

human capital services, such as change management and compensation program design and implementation;

risk management and internal audit services (provided via our subsidiary Resources Audit Solutions or RAS), including compliance reviews, internal audit co-sourcing and assisting clients with their compliance efforts under the Sarbanes-Oxley Act of 2002 (Sarbanes);

supply chain management (SCM) services, such as leading strategic sourcing efforts, contract negotiations and purchasing strategy; and

legal services such as providing attorneys, paralegals and contract managers to assist clients (including law firms) with project-based or peak period needs.

We were founded in June 1996 as a division of Deloitte & Touche and operated as Resources Connection, LLC, a wholly owned subsidiary of Deloitte & Touche, from January 1997 until April 1999. In November 1998, our management formed RC Transaction Corp., renamed Resources Connection, Inc., to raise capital for an intended management-led buyout. In April 1999, we completed the management-led buyout in partnership with several investors. In December 2000, we completed our initial public offering of common stock and began trading on the NASDAQ. We currently trade on the NASDAQ Global Select Market. In January 2005, we announced the change of our operating entity name to Resources Global Professionals to better reflect the Company's global capabilities.

The following table summarizes for each fiscal year the number of offices opened, international expansion and the creation of additional service lines.

Fiscal Year	Number of United States Offices Opened	Number of International Offices Opened	Service Line Established
1997	Nine		Finance and accounting services
1998	Nine		
1999	Ten		Information management services
2000	Four	Three	Human capital services
2001	Nine	One	
2002	Two		
2003	Six	One	RAS; SCM (via acquisition)

Table of Contents

Fiscal Year	Number of United States Offices Opened	Number of International Offices Opened	Service Line Established
2004	Two opened; two consolidation closures	Seven opened via acquisition; one organic	
2005	Two opened; two consolidation closures	One opened via acquisition; two organic	Legal services
2006	Three	Two opened via acquisition; eight organic	
2007	One	Eight organic opened; three consolidation closures	
2008	Three (including corporate headquarters)	Three opened via acquisition; one organic; two consolidation closures	

As of February 29, 2008, the Company served our clients through 56 offices in the United States and 33 offices abroad.

Critical Accounting Policies

The following discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with generally accepted accounting principles in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period.

The following represents a summary of our critical accounting policies, defined as those policies that we believe: (a) are the most important to the portrayal of our financial condition and results of operations and (b) involve inherently uncertain issues that require management's most difficult, subjective or complex judgments.

Valuation of long-lived assets We assess the potential impairment of long-lived tangible and intangible assets whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Under the current accounting standard, our goodwill and certain other intangible assets are not subject to periodic amortization over their estimated useful lives. These assets are now considered to have an indefinite life and their carrying values are required to be assessed by us for impairment at least annually. Depending on future market values, our operating performance and other factors, these assessments could potentially result in impairment reductions of these intangible assets in the future and these adjustments may materially affect the Company's future financial results.

Allowance for doubtful accounts We maintain an allowance for doubtful accounts for estimated losses resulting from our clients failing to make required payments for services rendered. We estimate this allowance based upon our knowledge of the financial condition of our clients, review of historical receivable and reserve trends and other pertinent information. If the financial condition of our clients deteriorates or we note an unfavorable trend in aggregate receivable collections, additional allowances may be required and these additional allowances may materially affect the Company's future financial results.

Income taxes In order to prepare our consolidated financial statements, we are required to make estimates of income taxes, if applicable, in each jurisdiction in which we operate. The process incorporates an assessment of any current tax exposure together with temporary differences resulting from different treatment of transactions for tax and financial statement purposes. These differences result in deferred tax assets and liabilities that are included in our

Consolidated Balance Sheets. The recovery of deferred tax assets from future taxable income must be assessed and, to the extent recovery is not likely, we will establish a valuation allowance. An increase in the valuation allowance results in recording additional tax expense. If the ultimate tax liability is different than the amount of tax expense we have reflected in the Consolidated Statements of Income, an adjustment of tax expense may need to be recorded and this adjustment may materially affect the Company's future financial results.

Table of Contents

Revenue recognition We generally charge our clients on an hourly basis for the professional services of our associates. We recognize revenue once services have been rendered and invoice the majority of our clients in the United States on a weekly basis. Some of our clients served by our international operations are billed on a monthly basis. Our clients are contractually obligated to pay us for all hours billed. To a much lesser extent, we also earn revenue if a client hires one of our associates. This type of contractually non-refundable revenue is recognized at the time our client completes the hiring process.

Stock-based Compensation Under our 2004 Performance Incentive Plan, officers, employees, and outside directors have received or may receive grants of restricted stock, stock units, options to purchase common stock or, under our Employee Stock Purchase Plan (ESPP), may make employee stock purchases. Effective June 1, 2006, the Company adopted the fair value recognition provisions of Statement of Financial Accounting Standards (SFAS) No. 123 revised, Share-Based Payment (SFAS 123 (R)). SFAS 123 (R) requires that the Company estimate the value of employee stock options on the date of grant using an option-pricing model. We have elected to use the Black-Scholes option-pricing model which takes into account assumptions regarding a number of highly complex and subjective variables. These variables include the expected stock price volatility over the term of the awards and actual and projected employee stock option exercise behaviors. Additional variables to be considered are the expected term and risk-free interest rate over the expected term of our employee stock options. In addition, because stock-based compensation expense recognized in the Statement of Income is based on awards ultimately expected to vest, it has been reduced for estimated forfeitures. SFAS 123 (R) requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. Forfeitures are estimated based on historical experience. If facts and circumstances change and we employ different assumptions in the application of SFAS 123 (R) in future periods, the compensation expense recorded under SFAS 123 (R) may differ materially from the amount recorded in the current period.

The weighted average estimated value per share of employee stock options granted during the three months ended February 29, 2008 was \$7.15 using the Black-Scholes model with the following assumptions:

	Three months ended February 29, 2008
Expected volatility	39.9%
Risk-free interest rate	3.28%
Expected dividends	0.0%
Expected life	5.23 years

The risk-free interest rate assumption is based upon observed interest rates appropriate for the term of our employee stock options. The dividend yield assumption is based on our previous history of not paying dividends and our expectation that the special dividend paid in August 2007 is an isolated event. As permitted under Staff Accounting Bulletin No. 107 (SAB No. 107), the Company used the vanilla option term for measuring the expected life of stock option grants during the first nine months of fiscal 2007; under this option, a stock option grant with a 10 year contractual life and four year vesting would have an expected life of 6.25 years. After completion of a review of the Company's historical expected life of stock option grants, the Company modified its expected life to approximately 5.23 years for the grants made subsequent to the third quarter of fiscal 2007. Also, as permitted under SAB No. 107, the Company has used its historical volatility to estimate the expected volatility of the price of its common stock. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities. Actual results may differ from these estimates under different assumptions or conditions.

Table of Contents**Three Months Ended February 29, 2008 Compared to Three Months Ended February 28, 2007**

Computations of percentage change period over period are based upon our results, as rounded and presented herein.

Revenue. Revenue increased \$15.3 million, or 8.2%, to \$202.8 million for the three months ended February 29, 2008 from \$187.5 million for the three months ended February 28, 2007. An improvement in our average bill rate per hour was the primary cause of the increase in revenue. All the service lines experienced growth in the third quarter of fiscal 2008 compared to fiscal 2007's third quarter (except for the RAS and human capital service lines). Although we believe we have improved the awareness of our service offerings with clients and prospective clients in part because of assistance we have provided during the initial years of compliance with Sarbanes, there can be no assurance that there will be continuing demand for Sarbanes or related internal accounting control services or that our provision of such services will increase demand from our existing clients for our other service lines.

Average bill rates for the three months ended February 29, 2008 improved by 8.6% from the same period in the prior year. The number of associates on assignment at the end of the third quarter of fiscal 2007 of 3,142 increased to 3,272 at the end of the third quarter of fiscal 2008; however, although the number of associates at the end of the third quarter of fiscal 2008 was higher, the total number of hours worked during the two quarters was about the same. The Company operated 89 and 82 offices during the third quarters of fiscal 2008 and fiscal 2007, respectively.

Revenue for the United States (U.S.) offices improved 3.4% or \$4.9 million from \$142.1 million for the three months ended February 28, 2007 to \$147.0 million for the three months ended February 29, 2008. Revenue for the Dutch practice improved 29.1% or \$5.1 million, from \$17.5 million for the three months ended February 28, 2007 to \$22.6 million for the three months ended February 29, 2008. The Dutch practice includes the results of Domenica, B.V. (Domenica), a Netherlands based provider of actuarial services to pension and life insurance companies from the date of acquisition, December 18, 2007. The other international offices' revenue grew 19.0% or \$5.3 million, from \$27.9 million for the three months ended February 28, 2007 to \$33.2 million for the three months ended February 29, 2008. On a constant currency basis, international revenues (including the Netherlands) would have been lower by about \$4.3 million in the third quarter of fiscal 2008 using the comparable fiscal 2007 third quarter conversion rates.

Revenue in the third quarter of fiscal 2008 of \$202.8 million was \$3.8 million less than in the second quarter of fiscal 2008. The traditional holiday season impacted hours worked by associates and we believe we lost six to seven days of billable time compared to a non-holiday period. In addition, the Company's rate of increase in weekly hours worked slowed compared to the prior quarter.

Our clients do not sign long-term contracts with us. Therefore, our future revenue or operating results cannot be reliably predicted from previous quarters or from extrapolation of past results.

Direct Cost of Services. Direct cost of services increased \$11.4 million, or 9.8%, to \$127.3 million for the three months ended February 29, 2008 from \$115.9 million for the three months ended February 28, 2007. The increase in direct cost of services was primarily attributable to the increase in our associates average pay rates; overall, the average pay rate per hour increased by 9.0% year-over-year. The direct cost of services as a percentage of revenue (the direct cost of services percentage) was 62.8% and 61.8% for the three months ended February 29, 2008 and February 28, 2007, respectively. The direct cost of services percentage changed between the two quarters primarily because of vacation accrual expenses related to the Company's grant of an extra week of vacation for U.S. associates who met eligibility requirements effective beginning in the first quarter of fiscal 2008; and an increase in direct hourly payroll expenses compared to hourly revenues.

The cost of compensation and related benefits offered to the associates of our international offices has been greater as a percentage of revenue than our domestic operations. In addition, international offices use typically more expensive independent contractors more extensively. Thus, the direct cost of services percentage of our international offices has usually exceeded our domestic operation's targeted direct cost of services percentage of 60%.

Table of Contents

Selling, General and Administrative Expenses. Selling, general and administrative expenses (S, G & A) increased as a percentage of revenue from 25.9% for the quarter ended February 28, 2007 to 28.4% for the quarter ended February 29, 2008. S, G &A increased \$8.9 million, or 18.3%, to \$57.5 million for the three months ended February 29, 2008 from \$48.6 million for the three months ended February 28, 2007. The change in S,G & A primarily stems from increased personnel and related benefit costs, in both our domestic and international markets. Management and administrative headcount grew from 790 at the end of the third quarter of fiscal 2007 to 887 at the end of the third quarter of fiscal 2008. After considering its accounts receivable aging statistics and other qualitative factors, the Company did not recognize any addition to its allowance for doubtful accounts in the third quarter of fiscal 2008 compared to a \$134,000 addition in the third quarter of fiscal 2007.

Amortization and Depreciation Expense. Amortization of intangible assets decreased to \$211,000 in the third quarter of fiscal 2008 compared to \$318,000 in the prior year's third quarter. Amortization decreased in the third quarter of fiscal 2008 compared to the prior year's third quarter as amortization was complete on certain intangible assets. This decrease was offset by the Company completing its valuation study during the third quarter of fiscal 2008 of its June 2007 purchase of Compliance Solutions (UK) Ltd. The Company considered a number of factors in performing this study, including the valuation of the identifiable intangible assets. The total intangible assets acquired included approximately \$7.1 million of goodwill, \$16,000 for a non-compete agreement and \$763,000 for customer relationships. The non-compete agreement will be amortized over one year and the customer relationships over five years. The Company has not completed an analysis of the allocation of the purchase price related to its acquisition of Domenica, B.V. on December 18, 2007. The Company will consider a number of factors in performing this valuation, including a valuation of identifiable intangible assets but does not expect such a valuation to have a material impact on its results of operations.

Depreciation expense increased from \$1.6 million for the three months ended February 28, 2007 to \$2.2 million for the three months ended February 29, 2008. The increase in depreciation was related to a higher asset base due to the investments made in offices relocated or expanded since February 2007, and investments in the Company's operating system and other information technology. As the Company continues to invest in new offices and in expanded or new space for existing offices, the Company expects that depreciation expense will increase.

Interest Income. During the third quarter of fiscal 2008, interest income was \$952,000 compared to interest income of \$2.4 million in the third quarter of fiscal 2007. The decrease in interest income is the result of a lower average cash balance available for investment in the third quarter of fiscal 2008 and declining interest rates compared to the prior year's third quarter. The Company's average cash balance declined during the third quarter of fiscal 2008 compared to the third quarter of fiscal 2007 as the Company used approximately \$81.1 million to purchase its common stock; paid a special dividend of approximately \$60.7 million in the first quarter of fiscal 2008; and used approximately \$19.4 million to acquire Domenica in December 2007. As a result of these uses of cash, the Company anticipates that its interest income will decline in the fourth quarter of fiscal 2008 if rates are constant.

The Company has invested available cash in money market and commercial paper investments that have been classified as cash equivalents due to the short maturities of these investments. As of February 29, 2008, the Company also has \$18.0 million of investments in commercial paper with remaining maturity dates between three months and one year from the purchase date, which are classified as short-term investments and considered held-to-maturity securities.

Income Taxes. The provision for income taxes decreased from \$10.4 million for the three months ended February 28, 2007 to \$7.9 million for the three months ended February 29, 2008. The provision declined primarily because of a reduction in the Company's pretax income in the third quarter of 2008 as compared to the third quarter of fiscal 2007 offset by an increase in the Company's effective tax rate between the two quarters. The effective tax rate was 47.7% for the third quarter of fiscal 2008 and 44.2% for the third quarter of fiscal 2007. The effective tax rate increased as a result of the Company's inability to recognize a larger tax benefit relative to the amount of stock-based compensation expense in the third quarter of fiscal 2008. Under SFAS 123 (R), the Company cannot recognize a potential tax benefit for certain incentive stock option (ISO) grants unless and until the holder exercises his or her options and then sells the shares within a certain period of time. In the third quarter of fiscal 2008, holders of ISOs exercised a smaller amount of options than in the comparable period of the prior year. In addition, the Company can

only recognize a potential tax benefit for employees' acquisition and subsequent sale of shares purchased through the ESPP if the sale occurs within a certain defined period.

Table of Contents

As a result, the Company's provision for income taxes is likely to fluctuate from historical rates for the foreseeable future. Further, under SFAS 123 (R), the potential tax benefits associated with ISO grants fully vested at the date of adoption of SFAS 123 (R) will be recognized as additions to paid-in capital when and if those options are exercised and not as a reduction to the Company's tax provision. The Company recognized a benefit of approximately \$1.2 million related to stock-based compensation for nonqualified stock options expensed and for eligible disqualifying ISO exercises during the third quarter of fiscal 2008 compared with \$1.0 million in the same quarter of the prior fiscal year. The timing and amount of eligible disqualifying ISO exercises cannot be predicted. Beginning with grants in fiscal 2007, the Company began and intends to continue to primarily grant nonqualified stock options to employees in the United States.

Periodically, the Company reviews the components of both book and taxable income to analyze the adequacy of the tax provision. There can be no assurance that the Company's effective tax rate will not increase in the future.

Nine Months Ended February 29, 2008 Compared to Nine Months Ended February 28, 2007

Computations of percentage change period over period are based upon our results, as rounded and presented herein.

Revenue. Revenue increased \$68.2 million, or 12.7%, to \$603.6 million for the nine months ended February 29, 2008 from \$535.4 million for the nine months ended February 28, 2007. The continued expansion of our scope of services and improved overall demand for our services in fiscal 2008 resulted in more billable hours for our associates and an improvement in our average bill rate per hour, which triggered the increase in revenue.

Average bill rates improved by 7.2% for the nine months ended February 29, 2008 compared to the average bill rate for the same period in the prior year. The increase in revenue was also driven by the increase in the number of associates on assignment from 3,142 at the end of the third quarter of fiscal 2007 to 3,272 at the end of the third quarter of fiscal 2008. At the end of the first nine months of fiscal 2008 and fiscal 2007, we operated 89 and 82 offices, respectively.

Revenue for U.S. offices improved 8.5% or \$34.7 million from \$409.2 million for the nine months ended February 28, 2007 to \$443.9 million for the nine months ended February 29, 2008. Revenue for the Dutch practice improved 13.6% or \$7.0 million, from \$51.5 million for the nine months ended February 28, 2007 to \$58.5 million for the nine months ended February 29, 2008. The Dutch practice includes the revenue of Domenica, a Netherlands based provider of actuarial services to pension and life insurance companies from the date of acquisition, December 18, 2007. The other international offices' revenue grew 35.7% or \$26.6 million, from \$74.6 million for the nine months ended February 28, 2007 to \$101.2 million for the nine months ended February 29, 2008. On a constant currency basis, international revenues (including the Netherlands) would have been lower by about \$11.5 million in the first nine months of fiscal 2008 using the comparable period of fiscal 2007 conversion rates.

Direct Cost of Services. Direct cost of services increased \$48.9 million, or 15.0%, to \$374.9 million for the nine months ended February 29, 2008 from \$326.0 million for the nine months ended February 28, 2007. The increase in direct cost of services was attributable to the previously described expansion of the scope of services resulting in more chargeable hours for our associates at higher average pay rates; overall, the average pay rate per hour increased by 7.6% year-over-year. The direct cost of services percentage was 62.1% and 60.9% for the nine months ended February 29, 2008 and February 28, 2007, respectively. The direct cost of services percentage changed between the two periods primarily because of vacation accrual expenses related to the Company's grant of an extra week of vacation for U.S. associates who met eligibility requirements' effective beginning the first quarter of fiscal 2008; and an increase in direct payroll expenses compared to hourly revenues.

Selling, General and Administrative Expenses. S, G & A increased as a percentage of revenue from 26.1% for the nine months ended February 28, 2007 to 27.5% for the nine months ended February 29, 2008. S, G & A increased \$26.1 million, or 18.6%, to \$166.1 million for the nine months ended February 29, 2008 from \$140.0 million for the nine months ended February 28, 2007. The change in S, G & A primarily stems from increased personnel and related benefit costs, in both our domestic and international markets. Management and administrative headcount grew from 790 at the end of the third quarter of fiscal 2007 to 887 at the end of the third quarter of fiscal 2008. Other factors that contributed to the increase in S, G & A in the first nine months of fiscal 2008 compared to the first nine months of fiscal 2007 were an increase in the amount of stock-based compensation expense and an increase in bonus expense as

a result of the Company's improved revenue results.

Table of Contents

Amortization and Depreciation Expense. Amortization of intangible assets decreased to \$549,000 in the first nine months of fiscal 2008 compared to \$1.1 million in the prior year's first nine months as certain intangibles are now fully amortized.

Depreciation expense increased from \$4.4 million for the nine months ended February 28, 2007 to \$6.1 million for the nine months ended February 29, 2008. The increase in depreciation was related to a higher asset base due to the investments made in offices relocated or expanded since May 2006, and investments in the Company's operating system and other information technology.

Interest Income. During the first nine months of fiscal 2008, interest income was \$5.1 million compared to interest income of \$6.3 million for the first nine months of fiscal 2007. The decrease is the result of a lower average balance available for investment in the first nine months of fiscal 2008 as compared to the first nine months of fiscal 2007, coupled with lower rates in the fiscal 2008 period. The Company's average cash balance declined during the first nine months of fiscal 2008 compared to the first nine months of fiscal 2007 because the Company used approximately \$127.0 million to purchase its common stock since February 2007; paid a special dividend of approximately \$60.7 million in the first quarter of fiscal 2008; and used approximately \$19.4 million to acquire Domenica in December 2007.

Income Taxes. The provision for income taxes decreased from \$31.5 million for the nine months ended February 28, 2007 to \$27.8 million for the nine months ended February 29, 2008. The provision declined primarily because of a reduction in the Company's pretax income in the first nine months of fiscal 2008 compared to the first nine months of fiscal 2007 offset by an increase in the Company's effective tax rate between the two periods. The effective tax rate was 45.5% for the first nine months of fiscal 2008 and 44.9% for the first nine months of fiscal 2007. The effective tax rate increased because the Company's pre-tax income declined from \$70.2 million for the nine months ended February 28, 2007 to \$61.1 million for the nine months ended February 29, 2008; as a result, the percentage impact of the Company's inability to recognize a potential tax benefit for certain ISO grants under SFAS 123 (R) is greater than in the previous year. Under SFAS 123 (R), the Company cannot recognize a potential tax benefit for certain ISOs unless and until the holder exercises his or her options and then sells the shares within a certain period of time. In addition, the Company can only recognize a potential tax benefit for employees' acquisition and subsequent sale of shares purchased through the ESPP if the sale occurs within a certain defined period.

As a result, the Company's provision for income taxes is likely to fluctuate from historical rates for the foreseeable future. Further, under SFAS 123 (R), the potential tax benefits associated with ISO grants that were fully vested at the date of adoption of SFAS 123 (R) will be recognized as additions to paid-in capital when and if those options are exercised and not as a reduction to the Company's tax provision. The Company recognized a benefit of approximately \$3.6 million related to stock-based compensation for nonqualified stock options expensed and for eligible disqualifying ISO exercises during the first nine months of fiscal 2008 compared with \$2.3 million in the first nine months of fiscal 2007. The timing and amount of eligible disqualifying ISO exercises cannot be predicted.

Comparability of Quarterly Results. Our quarterly results have fluctuated in the past and we believe they will continue to do so in the future. Certain factors that could affect our quarterly operating results are described in Part II, Item 1A-Risk Factors. Due to these and other factors, we believe that quarter-to-quarter comparisons of our results of operations are not meaningful indicators of future performance.

Liquidity and Capital Resources

Our primary source of liquidity is cash provided by our operations. On an annual basis, we have generated positive cash flows from operations since inception.

The Company has a \$3.0 million unsecured revolving credit facility with Bank of America (the "Credit Agreement"). The Credit Agreement allows the Company to choose the interest rate applicable to advances. The interest rate options are Bank of America's prime rate, a London Inter-Bank Offered ("LIBOR") rate plus 1.5% or Bank of America's Grand Cayman Banking Center ("IBOR") rate plus 1.5%. Interest, if any, is payable monthly. There is an annual facility fee of 0.25% payable on the unutilized portion of the Credit Agreement. The Credit Agreement expires December 1, 2009. As of February 29, 2008, the Company had \$2.4 million available under the terms of the Credit Agreement as Bank of America has issued \$600,000 of outstanding letters of credit in favor of third parties related to operating leases. The Company is in compliance with all covenants included in the Credit Agreement.

Table of Contents

Net cash provided by operating activities was \$27.1 million for the nine months ended February 29, 2008 compared to \$42.0 million for the nine months ended February 28, 2007. Cash provided by operations in the first nine months of fiscal 2008 resulted from net income of \$33.3 million, adjusted for non-cash items of \$17.4 million, and offset by net cash used for changes in operating assets and liabilities of \$23.6 million. In the first nine months of fiscal 2007, cash provided by operations resulted from net income of the Company of \$38.7 million, adjusted for non-cash items of \$14.8 million, and offset by net cash used for changes in operating assets and liabilities of \$11.5 million. Non-cash items include expense for stock-based compensation; these charges do not reflect an actual cash outflow from the Company but are an estimate of the fair value of the services provided by employees and directors in exchange for stock option grants and purchase of stock through the ESPP. As of February 29, 2008, the Company had \$81.6 million of cash and cash equivalents and \$18.0 million of investments in A1 or A1+ rated commercial paper.

Net cash provided by investing activities was \$51.5 million for the first nine months of fiscal 2008 compared to a net use of cash of \$25.4 million in the first nine months of fiscal 2007. Cash used to invest in short-term and long-term marketable securities (commercial paper and government agency bonds) net of cash received from the redemption of short-term and long-term investments, resulted in a net source of \$84.0 million in the first nine months of fiscal 2008 compared to a net use of \$14.0 million in the first nine months of fiscal 2007. The Company utilized some of its portfolio of investments in the first nine months of fiscal 2008 to provide funding for the dividend and stock purchases discussed in the financing activities paragraph below. During fiscal 2008, the Company purchased Compliance Solutions (UK) Ltd., a United Kingdom-based provider of regulatory compliance services, for approximately \$8.2 million, including cash of approximately \$6.0 million, and Domenica, a Netherlands-based provider of actuarial services to pension and life insurance companies for approximately \$19.4 million (excluding cash acquired of \$2.1 million). In addition, the Company spent approximately \$9.2 million on property and equipment in the first nine months of fiscal 2008, compared to \$9.9 million in the first nine months of fiscal 2007.

Net cash used in financing activities totaled \$119.2 million for the nine months ended February 29, 2008, compared to a source of cash of \$6.1 million for the nine months ended February 28, 2007. The primary cause of the change between the two periods was the payment by the Company in August 2007 of a special cash dividend of \$1.25 per share of common stock for an aggregate amount of approximately \$60.7 million. No dividend was paid in the first nine months of fiscal 2007. In addition, the Company also used cash during the nine months ended February 29, 2008 and February 28, 2007 to repurchase approximately 3.7 million and 600,000 shares of the Company's common stock, respectively, for approximately \$81.1 million and \$14.1 million, respectively. In the first nine months of fiscal 2008, the Company received cash from stock option exercises and purchases of common stock through the ESPP of \$20.3 million compared to \$17.2 million in the corresponding period of fiscal 2007.

Our ongoing operations and anticipated growth in the geographic markets we currently serve will require us to continue making investments in capital equipment, primarily technology hardware and software. In addition, we may consider making additional strategic acquisitions. We anticipate that our current cash and the ongoing cash flows from our operations will be adequate to meet our working capital and capital expenditure needs for at least the next 12 months. If we require additional capital resources to grow our business, either internally or through acquisition, we may seek to sell equity securities or secure debt financing. The sale of equity securities or the addition of new debt financing could result in dilution to our stockholders. We may not be able to obtain financing arrangements in amounts or on terms acceptable to us in the future. In the event we are unable to obtain additional financing when needed, we may be compelled to delay or curtail our plans to develop our business, which could have a material adverse effect on our operations, market position and competitiveness.

Recent Accounting Pronouncements

Information regarding recent accounting pronouncements is contained in Note 10 to the Consolidated Financial Statements for the nine months ended February 29, 2008 and February 28, 2007.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Table of Contents

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Interest Rate Risk. At the end of the third quarter of fiscal 2008, we had approximately \$99.6 million of cash and highly liquid short-term investments. Securities that the Company has the ability and positive intent to hold to maturity are carried at amortized cost. These securities consist of commercial paper and government-agency bonds. Cost approximates market for these securities. All income generated from these current investments is recorded as interest income.

The earnings on these investments are subject to changes in interest rates, and to the extent interest rates were to decline, it would reduce our interest income.

Foreign Currency Exchange Rate Risk. Prior to fiscal 2004, our foreign operations were not significant to our overall operations, and our exposure to foreign currency exchange rate risk was low. However, as our strategy to continue expanding foreign operations progresses, more of our revenues will be derived from foreign operations denominated in the currency of the applicable markets.

For the quarter ended February 29, 2008, approximately 27.5% of the Company's revenues were generated outside of the United States. As a result, our operating results are subject to fluctuations in the exchange rates of foreign currencies in relation to the U.S. dollar. Revenues and expenses denominated in foreign currencies are translated into U.S. dollars at the monthly average exchange rates prevailing during the period. Thus, as the value of the U.S. dollar fluctuates relative to the currencies in our non-U.S. based operations, our reported results may vary.

Assets and liabilities of our non-U.S. based operations are translated into U.S. dollars at the exchange rate effective at the end of each monthly reporting period. Approximately 72% of our balances of cash and short-term investments as of February 29, 2008 were denominated in U.S. dollars. The remainder of our cash was comprised primarily of cash balances translated from Euros, Japanese Yen, Hong Kong Dollars, British Pound Sterling or Swedish Krona. The difference resulting from the translation each period of assets and liabilities of our non-U.S. based operations are recorded in stockholders' equity as a component of Accumulated Other Comprehensive Income.

Although we intend to monitor our exposure to foreign currency fluctuations, including the use of financial hedging techniques if and when we may deem it appropriate, we cannot assure you that exchange rate fluctuations will not adversely affect our financial results in the future.

ITEM 4. CONTROLS AND PROCEDURES

As of the end of the third quarter of fiscal 2008, the Company's management, including its Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Company's disclosure controls and procedures, as such term is defined in Rule 13a-15(e) promulgated under the Securities and Exchange Act of 1934, as amended (the Exchange Act). Based on that evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective as of February 29, 2008 to ensure that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. There was no change in the Company's internal control over financial reporting, as such term is defined in Rule 13a-15(f) promulgated under the Exchange Act, during the Company's quarter ended February 29, 2008 that materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

Table of Contents

**PART II
OTHER INFORMATION**

Item 1. Legal Proceedings

We are not a party to any material legal proceedings.

Item 1A. Risk Factors

There have been no material changes in our risk factors from those disclosed in Item 1A of our Annual Report on Form 10-K for the fiscal year ended May 31, 2007, which was filed with the Securities and Exchange Commission on July 25, 2007. For convenience, our updated risk factors are included below in this Item 1A. The order in which the risks appear is not intended as an indication of their relative weight or importance. *We must provide our clients with highly qualified and experienced associates, and the loss of a significant number of our associates, or an inability to attract and retain new associates, could adversely affect our business and operating results.*

Our business involves the delivery of professional services, and our success depends on our ability to provide our clients with highly qualified and experienced associates who possess the skills and experience necessary to satisfy their needs. Such professionals are in great demand, particularly in certain geographic areas, and are likely to remain a limited resource for the foreseeable future. Our ability to attract and retain associates with the requisite experience and skills depends on several factors including, but not limited to, our ability to:

provide our associates with full-time employment;

obtain the type of challenging and high-quality projects that our associates seek;

pay competitive compensation and provide competitive benefits; and

provide our associates with flexibility as to hours worked and assignment of client engagements.

We cannot assure you that we will be successful in accomplishing any of these factors and, even if we are, that we will be successful in attracting and retaining the number of highly qualified and experienced associates necessary to maintain and grow our business.

Decreased effectiveness of equity compensation could adversely affect our ability to attract and retain employees.

We have historically used stock options as a key component of our employee compensation program in order to align employees' interests with the interests of our stockholders, encourage employee retention and provide competitive compensation packages. Recent activity, such as the decline in our stock price and the non-passage of the amendment to approve an increase to the number of shares available for option grants, may make it more difficult for us to effectively use equity compensation as a key component of our employee compensation program. In addition, as a result of our adoption of SFAS 123(R) in the first quarter of fiscal 2007, the use of stock options and other stock-based awards to attract and retain employees could become more limited due to the possible impact on our results of operations. These developments could make it more difficult to attract, retain and motivate employees.

The market for professional services is highly competitive, and if we are unable to compete effectively against our competitors, our business and operating results could be adversely affected.

We operate in a competitive, fragmented market, and we compete for clients and associates with a variety of organizations that offer similar services. The competition is likely to increase in the future due to the expected growth of the market and the relatively few barriers to entry. Our principal competitors include:

consulting firms;

local, regional and national accounting firms;

independent contractors;

traditional and Internet-based staffing firms; and

the in-house resources of our clients.

Table of Contents

We cannot assure you that we will be able to compete effectively against existing or future competitors. Many of our competitors have significantly greater financial resources, greater revenues and greater name recognition, which may afford them an advantage in attracting and retaining clients and associates. In addition, our competitors may be able to respond more quickly to changes in companies' needs and developments in the professional services industry. ***An economic downturn or change in the use of outsourced professional services associates could adversely affect our business.***

During the downturn in the economy of the United States during fiscal 2002 and 2003, our business was adversely affected. As the general level of economic activity slowed, our clients delayed or cancelled plans that involved professional services, particularly outsourced professional services. Consequently, we experienced fluctuations in the demand for our services. In addition, the use of professional services associates on a project-by-project basis could decline for non-economic reasons. In the event of a reduction in the demand for our associates, our financial results could suffer.

Our business depends upon our ability to secure new projects from clients and, therefore, we could be adversely affected if we fail to do so.

We do not have long-term agreements with our clients for the provision of services. The success of our business is dependent on our ability to secure new projects from clients. For example, if we are unable to secure new client projects because of improvements in our competitors' service offerings, or because of a change in government regulatory requirements, or because of an economic downturn decreasing the demand for outsourced professional services, our business is likely to be materially adversely affected. New impediments to our ability to secure projects from clients may develop over time, such as the increasing use by large clients of in-house procurement groups that manage their relationship with service providers.

We may be legally liable for damages resulting from the performance of projects by our associates or for our clients' mistreatment of our associates.

Many of our engagements with our clients involve projects that are critical to our clients' businesses. If we fail to meet our contractual obligations, we could be subject to legal liability or damage to our reputation, which could adversely affect our business, operating results and financial condition. It is likely, because of the nature of our business, that we will be sued in the future. Claims brought against us could have a serious negative effect on our reputation and on our business, financial condition and results of operations.

Because we are in the business of placing our associates in the workplaces of other companies, we are subject to possible claims by our associates alleging discrimination, sexual harassment, negligence and other similar activities by our clients. We may also be subject to similar claims from our clients based on activities by our associates. The cost of defending such claims, even if groundless, could be substantial and the associated negative publicity could adversely affect our ability to attract and retain associates and clients.

We may not be able to grow our business, manage our growth or sustain our current business.

We grew rapidly from our inception in 1996 until 2001 by opening new offices and by increasing the volume of services we provided through existing offices. We experienced a decline in revenue in fiscal 2002, but revenue has increased in each subsequent fiscal year. However, there can be no assurance that we will be able to maintain or expand our market presence in our current locations or to successfully enter other markets or locations. Our ability to continue to grow our business will depend upon a number of factors, including our ability to:

grow our client base;

expand profitably into new cities;

provide additional professional services offerings;

hire qualified and experienced associates;

maintain margins in the face of pricing pressures;

manage costs; and

maintain or grow revenues for both Sarbanes-related and internal audit related services as well as other service offerings from clients who have initially engaged us for Sarbanes compliance.

Table of Contents

Even if we are able to continue our growth, the growth will result in new and increased responsibilities for our management as well as increased demands on our internal systems, procedures and controls, and our administrative, financial, marketing and other resources. Failure to adequately respond to these new responsibilities and demands may adversely affect our business, financial condition and results of operation.

The increase in our international activities will expose us to additional operational challenges that we might not otherwise face.

As we increase our international activities, we will have to confront and manage a number of risks and expenses that we would not face if we conducted our operations solely in the United States. Any of these risks or expenses could cause a material negative effect on our operating results. These risks and expenses include:

difficulties in staffing and managing foreign offices as a result of, among other things, distance, language and cultural differences;

less flexible labor laws and regulations;

expenses associated with customizing our professional services for clients in foreign countries;

foreign currency exchange rate fluctuations, when we sell our professional services in denominations other than United States dollars;

protectionist laws and business practices that favor local companies;

political and economic instability in some international markets;

multiple, conflicting and changing government laws and regulations;

trade barriers;

reduced protection for intellectual property rights in some countries; and

potentially adverse tax consequences.

We have acquired, and may continue to acquire, companies, and these acquisitions could disrupt our business.

We have acquired several companies and may continue to acquire companies in the future. Entering into an acquisition entails many risks, any of which could harm our business, including:

diversion of management's attention from other business concerns;

failure to integrate the acquired company with our existing business;

failure to motivate, or loss of, key employees from either our existing business or the acquired business;

potential impairment of relationships with our employees and clients;

additional operating expenses not offset by additional revenue;

incurrence of significant non-recurring charges;

incurrence of additional debt with restrictive covenants or other limitations;

dilution of our stock as a result of issuing equity securities; and

assumption of liabilities of the acquired company.

Table of Contents

Our business could suffer if we lose the services of one or more key members of our management.

Our future success depends upon the continued employment of Donald B. Murray, our chief executive officer. The departure of Mr. Murray or other members of our management team could significantly disrupt our operations. Key members of our senior management team, among others, include Karen M. Ferguson, an executive vice president and president of North American operations; Anthony Cherbak, executive vice president and chief operating officer; Kate W. Duchene, chief legal officer and executive vice president of human relations; Nathan W. Franke, executive vice president and chief financial officer; and John D. Bower, senior vice president, finance. We do not have employment agreements with Mr. Cherbak, Ms. Duchene, Mr. Franke or Mr. Bower.

Our quarterly financial results may be subject to significant fluctuations that may increase the volatility of our stock price.

Our results of operations could vary significantly from quarter to quarter. Factors that could affect our quarterly operating results include:

our ability to attract new clients and retain current clients;

the mix of client projects;

the announcement or introduction of new services by us or any of our competitors;

the expansion of the professional services offered by us or any of our competitors into new locations both nationally and internationally;

changes in the demand for our services by our clients;

the entry of new competitors into any of our markets;

the number of associates eligible for our offered benefits as the average length of employment with the Company increases;

the number of holidays in a quarter, particularly the day of the week on which they occur;

changes in the pricing of our professional services or those of our competitors;

the amount and timing of operating costs and capital expenditures relating to management and expansion of our business;

the timing of acquisitions and related costs, such as compensation charges that fluctuate based on the market price of our common stock; and

the periodic fourth quarter consisting of 14 weeks.

Due to these factors, we believe that quarter-to-quarter comparisons of our results of operations are not meaningful indicators of future performance. It is possible that in some future periods, our results of operations may be below the expectations of investors. If this occurs, the price of our common stock could decline.

Table of Contents

If our internal control over financial reporting does not comply with the requirements of Sarbanes, our business and stock price could be adversely affected.

Section 404 of Sarbanes requires us to evaluate periodically the effectiveness of our internal control over financial reporting, and to include a management report assessing the effectiveness of our internal control over financial reporting as of the end of each fiscal year. Section 404 also requires our independent registered public accountant to attest to, and report on, our internal control over financial reporting.

Our management does not expect that our internal control over financial reporting will prevent all errors or acts of fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, involving us have been, or will be, detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple errors or mistakes. Controls can also be circumvented by individual acts of a person, or by collusion among two or more people, or by management override of controls. The design of any system of controls is based in part on certain assumptions about the likelihood of future events, and we cannot assure you that any design will succeed in achieving its stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with policies and procedures. Because of the inherent limitations in a cost-effective control system, misstatements due to errors or fraudulent acts may occur and not be detected.

Although our management has determined, and our independent registered public accountant has attested, that internal control over financial reporting was effective as of May 31, 2007, we cannot assure you that we or our independent registered public accountant will not identify a material weakness in our internal control over financial reporting in the future. A material weakness in our internal control over financial reporting would require management and our independent registered public accountant to evaluate our internal control over financial reporting as ineffective. If our internal control over financial reporting is not considered adequate, we may experience a loss of public confidence, which could have an adverse effect on our business and our stock price. Additionally, if our internal control over financial reporting otherwise fails to comply with the requirements of Sarbanes, our business and stock price could be adversely affected.

We may be subject to laws and regulations that impose difficult and costly compliance requirements and subject us to potential liability and the loss of clients.

In connection with providing services to clients in certain regulated industries, such as the gaming and energy industries, we are subject to industry-specific regulations, including licensing and reporting requirements. Complying with these requirements is costly and, if we fail to comply, we could be prevented from rendering services to clients in those industries in the future. Additionally, changes in these requirements, or in other laws applicable to us, in the future could increase our costs of compliance.

It may be difficult for a third party to acquire our Company, and this could depress our stock price.

Delaware corporate law and our amended and restated certificate of incorporation and bylaws contain provisions that could delay, defer or prevent a change of control of our Company or our management. These provisions could also discourage proxy contests and make it difficult for you and other stockholders to elect directors and take other corporate actions. As a result, these provisions could limit the price that future investors are willing to pay for your shares. These provisions:

authorize our board of directors to establish one or more series of undesignated preferred stock, the terms of which can be determined by the board of directors at the time of issuance;

divide our board of directors into three classes of directors, with each class serving a staggered three-year term. Because the classification of the board of directors generally increases the difficulty of replacing a majority of the directors, it may tend to discourage a third party from making a tender offer or otherwise attempting to obtain control of us and may make it difficult to change the composition of the board of directors;

Table of Contents

prohibit cumulative voting in the election of directors which, if not prohibited, could allow a minority stockholder holding a sufficient percentage of a class of shares to ensure the election of one or more directors;

require that any action required or permitted to be taken by our stockholders must be effected at a duly called annual or special meeting of stockholders and may not be effected by any consent in writing;

state that special meetings of our stockholders may be called only by the chairman of the board of directors, by our chief executive officer, by the board of directors after a resolution is adopted by a majority of the total number of authorized directors, or by the holders of not less than 10% of our outstanding voting stock;

establish advance notice requirements for submitting nominations for election to the board of directors and for proposing matters that can be acted upon by stockholders at a meeting;

provide that certain provisions of our certificate of incorporation can be amended only by supermajority vote of the outstanding shares and that our bylaws can be amended only by supermajority vote of the outstanding shares of our board of directors;

allow our directors, not our stockholders, to fill vacancies on our board of directors; and

provide that the authorized number of directors may be changed only by resolution of the board of directors.

The Company's board of directors has adopted a stockholder rights plan, which is described further in Note 10 *Stockholders' Equity* of the Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K for the fiscal year ended May 31, 2007. The existence of this rights plan may also have the effect of delaying, deferring or preventing a change of control of our Company or our management by deterring acquisitions of our stock not approved by our board of directors.

Beginning with the first quarter of fiscal 2007, we were required to recognize compensation expense related to employee stock options and our employee stock purchase plan. There is no assurance that the expense that we are required to recognize measures accurately the value of our share-based payment awards, and the recognition of this expense could cause the trading price of our common stock to decline.

Effective as of the beginning of the first quarter of fiscal 2007, we were required to adopt SFAS 123 (R), which requires the measurement and recognition of compensation expense for all stock-based compensation based on estimated values. Thus, operating results beginning with fiscal 2007 contain a non-cash charge for stock-based compensation expense related to employee stock options and our employee stock purchase plan. The application of SFAS 123 (R) generally requires the use of an option-pricing model to determine the value of share-based payment awards. This determination of value is affected by our stock price as well as assumptions regarding a number of highly complex and subjective variables. These variables include, but are not limited to, our expected stock price volatility over the term of the awards, and actual and projected employee stock option exercise behaviors. Option-pricing models were developed for use in estimating the value of traded options that have no vesting restrictions and are fully transferable. Because our employee stock options have certain characteristics that are significantly different from traded options, and because changes in the subjective assumptions can materially affect the estimated value, in management's opinion the existing valuation models may not provide an accurate measure of the value of our employee stock options. Although the value of employee stock options is determined in accordance with SFAS 123(R) and Staff Accounting Bulletin No. 107 using an option-pricing model, that value may not be indicative of the fair value observed in a willing buyer/willing seller market transaction.

Table of Contents

As a result of the adoption of SFAS 123 (R), our earnings are lower than they would have been had we not been required to adopt SFAS 123 (R). There also is variability in our net income due to the timing of the exercise of options that trigger disqualifying dispositions which impact our tax provision. This will continue to be the case for future periods. We cannot predict the effect that this adverse impact on our reported operating results will have on the trading price of our common stock.

We may be unable to adequately protect our intellectual property rights, including our brand name. If we fail to adequately protect our intellectual property rights, the value of such rights may diminish and our results of operations and financial condition may be adversely affected.

We believe that establishing, maintaining and enhancing the Resources Global Professionals brand name is essential to our business. We have applied for United States and foreign registrations on this service mark. We have previously obtained United States registrations on our Resources Connection service mark and puzzle piece logo, Registration No. 2,516,522 registered December 11, 2001; No. 2,524,226 registered January 1, 2002; and No. 2,613,873, registered September 3, 2002 as well as certain foreign registrations. We had been aware from time to time of other companies using the name Resources Connection or some variation thereof and this contributed to our decision to adopt the operating company name of Resources Global Professionals. We obtained United States registration on our Resources Global Professionals service mark, Registration No. 3,298,841 registered September 25, 2007. However, our rights to this service mark are not currently protected in some of our foreign registrations, and there is no guarantee that any of our pending applications for such registration (or any appeals thereof or future applications) will be successful. Although we are not aware of other companies using the name Resources Global Professionals at this time, there could be potential trade name or service mark infringement claims brought against us by the users of these similar names and marks and those users may have service mark rights that are senior to ours. If these claims were successful, we could be forced to cease using the service mark Resources Global Professionals even if an infringement claim is not brought against us. It is also possible that our competitors or others will adopt service names similar to ours or that our clients will be confused by another company using a name, service mark or trademark similar to ours, thereby impeding our ability to build brand identity. We cannot assure you that our business would not be adversely affected if confusion did occur or if we were required to change our name.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

In July 2007, our board of directors approved a new stock repurchase program, authorizing the repurchase, at the discretion of our Company's senior executives, of our common stock for an aggregate dollar limit not to exceed \$150 million. The table below provides information regarding our stock purchases made during the third quarter of fiscal 2008 under our stock repurchase program.

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Program	Approximate Dollar Value of Shares that May Yet be Purchased Under the Program
November 25, 2007 – December 22, 2007	450,000	\$ 18.32	450,000	\$ 74,354,899
December 23, 2007 – January 19, 2008	293,868	\$ 18.49	293,868	\$ 68,920,838
January 20, 2008 – February 23, 2008		\$		\$ 68,920,838
Total November 25, 2007 – February 23, 2008	743,868	\$ 18.39	743,868	\$ 68,920,838

Table of Contents

Item 3. Defaults upon Senior Securities

None.

Item 4. Submission of Matters to a Vote of Security Holders

None.

Item 5. Other Information

None.

Item 6. Exhibits

a) Exhibits

- 3.1 Amended and Restated Certificate of Incorporation of Resources Connection, Inc. (incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended November 30, 2004).
- 3.2 Amended and Restated Bylaws of Resources Connection, Inc.*
- 31.1 Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*
- 31.2 Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*
- 32 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*

* Filed herewith

Table of Contents

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.

Resources Connection, Inc.

Date: April 3, 2008

/s/ Donald B. Murray

Donald B. Murray
President and Chief Executive Officer

Date: April 3, 2008

/s/ Nathan W. Franke

Nathan W. Franke
Chief Financial Officer and
Executive Vice President
(Principal Financial Officer)

32

Table of Contents

EXHIBIT INDEX

Exhibit No.	Description
3.1	Amended and Restated Certificate of Incorporation of Resources Connection, Inc. (incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended November 30, 2004).
3.2	Amended and Restated Bylaws of Resources Connection, Inc.*
31.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*
31.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*
32	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*

* Filed herewith