ON ASSIGNMENT INC

Form 4/A January 20, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

January 31, 2005

0.5

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b). (Print or Type Responses)

1. Name and Address of Reporting Person * DAMERIS PETER T	2. Issuer Name and Ticker or Trading Symbol ON ASSIGNMENT INC [ASGN]	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)	3. Date of Earliest Transaction	(Check all applicable)			
26745 MALIBU HILLS ROAD	(Month/Day/Year) 01/13/2017	X Director 10% OwnerX Officer (give title Other (specify below) CEO			
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year) 01/18/2017	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
CALABASAS, CA 91301		Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tab	le I - Non-	Derivative Sec	urities Acqui	red, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities A or Disposed o (Instr. 3, 4 and (A) or Amount (D)	f (D) 15)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/13/2017		S	400 (1) D	\$ 45.0175 (2)	222,554	D	
Common Stock	01/18/2017		S	300 <u>(1)</u> D	\$ 45.0083	222,254	D	

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

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								Δ	mount		
						Date	Expiration	Title N	ı Iumber		
						Exercisable	Date	01			
				Code V	(A) (D)				hares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
<u>.</u>	Director	10% Owner	Officer	Other			
DAMERIS PETER T 26745 MALIBU HILLS ROAD CALABASAS, CA 91301	X		CEO				

Signatures

By: /s/ Jennifer Painter, CLO For: Peter T. 01/20/2017 **Dameris**

> **Signature of Reporting Person Date

Explanation of Responses:

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 14, (1) 2016.
- The \$45.0175 share price is a weighted average of numerous open market trades made at prices ranging from \$45.00 to \$45.03. **(2)**
- The \$45.0083 share price is a weighted average of numerous open market trades made at prices ranging from \$45.00 to \$45.025.

Remarks:

This Form 4/A amends and restates the original Form 4 filed on January 18, 2017 to correct the number of shares sold by the Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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