Edgar Filing: ON ASSIGNMENT INC - Form 4

ON ASSIGN Form 4	NMENT INC											
February 13	, 2017											
FORM								OMB A	PPROVAL			
	OMB Number:	3235-0287 January 31,										
Check th if no lon	ger	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF										
subject to Section	16.	UF CHAN	SECUR		ICIA		NEKSHIP OF	Estimated average burden hours per				
Form 4 o Form 5		Section 1	5(a) of th	e Securit	ies F	xchang	e Act of 1934	response	0.5			
Form 5 obligations may continue Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section												
<i>See</i> Instruction 30(h) of the Investment Company Act of 1940 1(b).												
(Print or Type Responses)												
	Address of Reporting Person <u>*</u> ANDOLPH C	Name and	Ticker or	Tradi	ng	5. Relationship of Reporting Person(s) to Issuer						
		ON ASS	SIGNME	NT INC	[ASC	GN]	(Check all applicable)					
(Last) (First) (Middle) 3. Date of				ansaction								
ON ASSIG MALIBU H	ay/Year))17				Director 10% Owner X Officer (give title Other (specify below) below) Pres, Apex-a sub of the Issuer							
(Street) 4. If Amen				te Origina	1		6. Individual or Joint/Group Filing(Check					
Filed(Month/Day/Year)) Applicable Line) _X_ Form filed by One Reporting Person						
								lore than One Re				
(City)	(State) (Zip)	Table	e I - Non-D) erivative	Secur	ities Acq	uired, 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)				4. Securi on(A) or Di (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial			
					(A)		Reported Transaction(s)					
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)					
Common Stock	02/09/2017		А	1,794 (1)	A	\$0	65,018	D				
Common Stock	02/09/2017		F	625 <u>(2)</u>	D	\$ 46.64	64,393	D				
Common Stock	02/09/2017		А	3,429 (1)	А	\$0	67,822	D				
Common Stock	02/09/2017		F	1,195 (2)	D	\$ 46.64	66,627	D				
Common Stock	02/09/2017		А	5,143 (1)	А	\$0	71,770	D				

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Common Stock	02/09/2017	F	1,751 (2)	D	\$ 46.64	70,019	D
Common Stock	02/09/2017	А	1,672 (3)	А	\$0	71,691	D
Common Stock	02/09/2017	А	975 <u>(3)</u>	А	\$0	72,666	D
Common Stock	02/09/2017	А	6,856 (4)	А	\$0	79,522	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
BLAZER RANDOLPH C ON ASSIGNMENT, INC. 26745 MALIBU HILLS ROAD CALABASAS, CA 91301			Pres, Apex-a sub of the Issuer					
Signatures								
By: /s/ Jennifer Painter, CLO For: Randolph C. Blazer			02/13/2017					
<u>**</u> Signature of Reporting Per	rson		Date					

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The acquired shares vested upon certification of performance targets on February 9, 2017, for performance awards previously granted to the executive officer.
- (2) Executive officer elected to satisfy tax withholding obligations upon vesting of restricted stock units by having the issuer withhold a number of vested shares equal to that of the executive officer's tax liability.
- (3) On February 9, 2017 performance targets were achieved for RSU grants that were previously made to the executive officer. They will vest in May 2017, subject to the executive officer's continued service to the Company.

On February 9, 2017 performance targets were achieved for an RSU grant that was previously made to the executive officer. 50% of these
(4) RSUs will vest on January 2, 2018 and the remaining RSUs will vest on January 2, 2019, subject to the executive officer's continued service to the Company.

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.