ON ASSIGNMENT INC

Form 4

February 13, 2017

FORM 4

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

OMB 3235-0287 Number:

response...

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average burden hours per

0.5

Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Hanson Theodore S.			2. Issuer Name and Ticker or Trading Symbol ON ASSIGNMENT INC [ASGN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)		
			(Month/Day/Year)	Director 10% Owner		
ON ASSIGNMENT, INC., 26745			02/09/2017	_X_ Officer (give title Other (specify below)		
MALIBU H	ILLS ROAD			President, ASGN		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
CALABASAS, CA 91301				Form filed by More than One Reporting Person		

(City)	(State) ((Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. 4. Securities A Transaction(A) or Dispose Code (Instr. 3, 4 and (Instr. 8)			d of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)					
Common Stock	02/09/2017		A	1,128 (1)	A	\$0	280,050	D				
Common Stock	02/09/2017		F	373 (2)	D	\$ 46.64	279,677	D				
Common Stock	02/09/2017		A	2,338 (1)	A	\$ 0	282,015	D				
Common Stock	02/09/2017		A	3,507 (1)	A	\$ 0	285,522	D				
Common Stock	02/09/2017		F	1,136 (2)	D	\$ 46.64	284,386	D				

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Common Stock	02/09/2017	A	7,012 (3)	A	\$ 0	291,398	D
Common Stock	02/09/2017	A	1,672 (4)	A	\$ 0	293,070	D
Common Stock	02/09/2017	F	773 (2)	D	\$ 46.64	292,297	D

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

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SEC 1474

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9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (Instr.		5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Under Secur	rlying	8. Price of Derivative Security (Instr. 5)
				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				
Hanson Theodore S.								
ON ASSIGNMENT, INC.			President ASGN					

26745 MALIBU HILLS ROAD CALABASAS, CA 91301

Signatures

By: /s/ Jennifer Painter, CLO For: Theodore S.
Hanson

02/13/2017

**Signature of Reporting Person Date

Reporting Owners 2

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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.
- On February 9, 2017 performance targets were achieved for an RSU grant that was previously made to the executive officer. 50% of these (3) 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.
- 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.

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.