

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

RESOURCES CONNECTION, INC.

(Exact name of registrant as specified in its charter)

Delaware

33-0832424

(State of incorporation or organization) (I.R.S. Employer Identification No.)

695 Town Center Drive, Suite 600, Costa Mesa, California 92626 (714) 430-6400  
(Address and Phone of principal executive offices)

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If this Form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. []

If this Form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box. []

Securities Act registration statement file number to which this form relates: 333-45000

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be so registered	Name of each exchange on which each class is to be registered
NONE	N/A

Securities to be registered pursuant to Section 12(g) of the Act:

Common Stock, par value \$0.01 per share  
(Title of class)

## INFORMATION REQUIRED IN REGISTRATION STATEMENT

### Item 1. Description of Registrant's Securities to be Registered.

This Registration Statement relates to the Common Stock, par value \$0.01 per share, of Resources Connection, Inc. (the "Registrant"). A description of such Common Stock is contained under the heading of "Description of Capital Stock" in the Registrant's Registration Statement on Form S-1, filed with the Securities and Exchange Commission on September 1, 2000 (Registration No. 333-45000), as amended, which description is incorporated herein by reference.

### Item 2. Exhibits.

The following exhibits are filed as a part of this registration statement:

- (1) Registrant's Specimen Common Stock Certificate (filed with the Commission as Exhibit 4.3 to the Registrant's Registration Statement on Form S-1, No. 333-45000, as amended, and incorporated herein by reference).
- (2) Registrants Restated Certificate of Incorporation (filed with the Commission as Exhibit 3.1 to the Registrant's Registration Statement on Form S-1, No. 333-45000, as amended, and incorporated herein by reference).
- (3) Registrants Amendment to Restated Certificate of Incorporation (filed with the Commission as Exhibit 3.2 to the Registrant's Registration Statement on Form S-1, No. 333-45000, as amended, and incorporated herein by reference).
- (4) Registrant's Form of Second Restated Certificate of Incorporation, to be filed and become effective upon closing of this offering (filed with the Commission as Exhibit 3.2 to the Registrant's Registration Statement on Form S-1, No. 333-45000, as amended, and incorporated herein by reference).
- (5) Registrant's Bylaws (filed with the Commission as Exhibit 3.3 to the Registrant's Registration Statement on Form S-1, No. 333-45000, as amended, and incorporated herein by reference).
- (2) Registrant's Form of Amended and Restated Bylaws, to become effective upon closing of this offering (filed with the Commission as Exhibit 3.4 to the Registrant's Registration Statement on Form S-1, No. 333-45000, as amended, and incorporated herein by reference).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Resources Connection, Inc.

Date: December 12, 2000  
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By: /s/ STEPHEN J. GIUSTO  
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Stephen J. Giusto  
Chief Financial Officer