

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

**FORM S-8
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

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, Including Zip Code, of Principal Executive Offices)

**Resources Connection, Inc. 2014 Performance Incentive Plan
Resources Connection, Inc. Employee Stock Purchase Plan**
(Full Title of the Plan)

**Kate W. Duchene, Esq.
Chief Legal Officer and Secretary
Resources Connection, Inc.
17101 Armstrong Avenue
Irvine, California 92614
(714) 430-6400**
(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

COPY TO:

**Mark Peterson, Esq.
O'Melveny & Myers LLP
610 Newport Center Drive, 17th Floor
Newport Beach, California 92660**

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. (Check one):

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

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount To Be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount Of Registration Fee
Common Stock, \$0.01 par value per share, issuable under the Resources Connection, Inc. 2014 Performance Incentive Plan	2,400,000 ⁽¹⁾ shares	\$15.135 ⁽²⁾	\$36,324,000 ⁽²⁾	\$4,221 ⁽²⁾
Common Stock, \$0.01 par value per share, issuable under the Resources Connection, Inc. Employee Stock Purchase Plan	1,500,000 ⁽¹⁾ shares	\$15.135 ⁽²⁾	\$22,702,500 ⁽²⁾	\$2,639 ⁽²⁾
TOTAL	3,900,000 ⁽¹⁾ shares	\$15.135 ⁽²⁾	\$59,026,500 ⁽²⁾	\$6,860 ⁽²⁾

- (1) This Registration Statement covers, in addition to the number of shares of Resources Connection, Inc., a Delaware corporation (the “Company” or the “Registrant”), common stock, par value \$0.01 per share (the “Common Stock”), stated above, options and other rights to purchase or acquire the shares of Common Stock covered by this Registration Statement and, pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the “Securities Act”), an additional indeterminate number of shares, options and rights that may be offered or issued pursuant to the Resources Connection, Inc. 2014 Performance Incentive Plan (the “2014 Plan”) and the Resources Connection, Inc. Employee Stock Purchase Plan (as amended, the “ESPP”, and together with the 2014 Plan, the “Plans”) as a result of one or more adjustments under the Plans to prevent dilution resulting from one or more stock splits, stock dividends or similar transactions.
- (2) Pursuant to Securities Act Rule 457(h), the maximum offering price, per share and in the aggregate, and the registration fee were calculated based upon the average of the high and low prices of the Common Stock on December 15, 2014, as quoted on the NASDAQ Global Select Market.

The Exhibit Index for this Registration Statement is at page 8.

PART I

INFORMATION REQUIRED IN THE
SECTION 10(a) PROSPECTUS

The document(s) containing the information specified in Part I of Form S-8 will be sent or given to participants as specified by Securities Act Rule 428(b)(1).

PART II

**INFORMATION REQUIRED IN THE
REGISTRATION STATEMENT**

Item 3. Incorporation of Certain Documents by Reference

The following documents of the Company filed with the Securities and Exchange Commission (the "Commission") are incorporated herein by reference:

- (a) The Company's Annual Report on Form 10-K for its fiscal year ended May 31, 2014, filed with the Commission on July 28, 2014 (Commission File No. 000-32113);
- (b) The Company's Quarterly Report on Form 10-Q for its fiscal quarter ended August 30, 2014, filed with the Commission on October 9, 2014 (Commission File No. 000-32113);
- (c) The Company's Current Reports on Form 8-K, filed with the Commission on August 5, 2014 and October 28, 2014 (each, Commission File No. 000-32113);
- (d) The description of the Company's Common Stock contained in its Registration Statement on Form 8-A, filed with the Commission on December 12, 2000 (Commission File No. 000-32113), which incorporates such description from the Company's Registration Statement on Form S-1, filed with the Commission on September 1, 2000 (Commission File No. 333-45000), which description is also incorporated herein by reference, and any other amendment or report filed for the purpose of updating such description; and
- (e) The Company's Registration Statements on Form S-8 relating to the ESPP, filed with the Commission on April 8, 2009 (Commission File No. 333-158499) and February 2, 2001 (Commission File No. 333-54880).

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 (as amended, the "Exchange Act") prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents; provided, however, that documents or information deemed to have been "furnished" but not "filed" in accordance with Commission rules shall not be deemed incorporated by reference into this Registration Statement. Any statement contained herein or in a document, all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or amended, to constitute a part of this Registration Statement.

Item 4. Description of Securities

Not applicable.

Item 5. Interests of Named Experts and Counsel

The validity of the issuance of Common Stock registered hereby is passed on for the Company by Kate W. Duchene, Esq. Ms. Duchene is the Chief Legal Officer, Executive Vice President of Human Relations and Secretary of the Company and is compensated by the Company as an employee. Ms. Duchene owns 74,696 shares of Common Stock and Company stock options to acquire up to an additional 220,750 shares of Common Stock. Ms. Duchene is eligible to participate in the Plans.

Item 6. Indemnification of Directors and Officers

Under Section 145 of the Delaware General Corporation Law (the "Delaware Law"), the Company has broad powers to indemnify its directors and officers against liabilities they may incur in such capacities, including liabilities under the Securities Act.

The Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws include provisions to (i) eliminate the personal liability of its directors and officers for monetary damages resulting from breaches of their fiduciary duty to the extent permitted by Section 102(b)(7) of the Delaware Law and (ii) require the Company to indemnify its directors and officers to the fullest extent permitted by Section 145 of the Delaware Law, including circumstances in which indemnification is otherwise discretionary. Pursuant to Section 145 of the Delaware Law, a corporation generally has the power to indemnify its present and former directors, officers, employees and agents against expenses incurred by them in connection with any suit to which they are or are threatened to be made, a party by reason of their serving in such positions so long as they acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of the corporation and with respect to any criminal action, they had no reasonable cause to believe their conduct was unlawful. The Company believes these provisions are necessary to attract and retain qualified persons as directors and officers. These provisions do not eliminate the directors' duty of care, and, in appropriate circumstances, equitable remedies such as injunctive or other forms of non-monetary relief will remain available under Delaware Law. In addition, each director will continue to be subject to liability for breach of the director's duty of loyalty to the Company, for acts or omissions not in good faith or involving intentional misconduct, for knowing violations of law, for acts or omissions the director believes to be contrary to the best interests of the Company or its stockholders, for any transaction from which the director derived an improper personal benefit, for acts or omissions involving a reckless disregard for the director's duty to the Company or its stockholders when the director was aware or should have been aware of a risk of serious injury to the Company or its stockholders, for acts or omissions that constitute an unexcused pattern of inattention that amounts to an abdication of the director's duty to the Company or its stockholders, for improper transactions between the director and the Company and for improper distributions to stockholders and loans to directors and officers. The provision also does not affect a director's responsibilities under any other law, such as federal securities laws or state or federal environmental laws.

The Company has obtained an insurance policy covering the officers and directors of the Company with respect to certain liabilities (including, without limitation, liabilities arising under the Securities Act).

Item 7. Exemption from Registration Claimed

Not applicable.

Item 8. Exhibits

See the attached Exhibit Index at page 8, which is incorporated herein by reference.

Item 9. Undertakings

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for purposes of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(h) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the provisions described in Item 6 above, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Irvine, State of California, on December 16, 2014.

RESOURCES CONNECTION, INC.

BY: /s/ Anthony Cherbak

Anthony Cherbak
President and Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Nathan W. Franke and Kate W. Duchene, and each of them, acting individually and without the other, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments, exhibits thereto and other documents in connection therewith) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them individually, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Anthony Cherbak</u> Anthony Cherbak	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	December 16, 2014
<u>/s/ Nathan W. Franke</u> Nathan W. Franke	Chief Financial Officer and Executive Vice President <i>(Principal Financial Officer and Principal Accounting Officer)</i>	December 16, 2014
<u>/s/ Donald B. Murray</u> Donald B. Murray	Executive Chairman and Director	December 16, 2014

/s/ Susan J. Crawford
Susan J. Crawford

Director

December 16, 2014

/s/ Neil Dimick
Neil Dimick

Director

December 16, 2014

/s/ Robert Kisting
Robert Kisting

Director

December 16, 2014

/s/ A. Robert Pisano
A. Robert Pisano

Director

December 16, 2014

/s/ Jolene Sarkis
Jolene Sarkis

Director

December 16, 2014

/s/ Anne Shih
Anne Shih

Director

December 16, 2014

/s/ Michael H. Wargotz
Michael H. Wargotz

Director

December 16, 2014

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
4.1	Resources Connection, Inc. 2014 Performance Incentive Plan. (Filed as Exhibit 10.22 of the Registrant's Current Report on Form 8-K filed with the Commission on October 28, 2014 (Commission File No. 000-32113) and incorporated herein by this reference.)
4.2	Resources Connection, Inc. Employee Stock Purchase Plan. (Filed as Annex B to the Registrant's Proxy Statement filed with the Commission pursuant to Section 14(a) of the Exchange Act on September 15, 2014 (Commission File No. 000-32113) and incorporated herein by this reference.)
5.	Opinion of Counsel (opinion re: legality).
23.1	Consent of McGladrey LLP (consent of independent registered public accounting firm).
23.2	Consent of PricewaterhouseCoopers LLP (consent of independent registered public accounting firm).
23.3	Consent of Counsel (included in Exhibit 5).
24.	Power of Attorney (included in this Registration Statement under "Signatures").

December 16, 2014

Resources Connection, Inc.
17101 Armstrong Avenue
Irvine, California 92614

Re: **Registration of Securities of Resources Connection, Inc.**

Ladies and Gentlemen:

In connection with the registration of up to 3,900,000 shares of Common Stock of Resources Connection, Inc., a Delaware corporation (the "Company"), par value \$0.01 per share (the "Shares"), under the Securities Act of 1933, as amended, pursuant to a Registration Statement on Form S-8 (the "Registration Statement"), filed with the Securities and Exchange Commission on or about the date hereof, up to 2,400,000 of such Shares to be issued or delivered pursuant to the Resources Connection, Inc. 2014 Performance Incentive Plan (the "2014 Plan") and up to 1,500,000 of such Shares to be issued or delivered pursuant to the Resources Connection, Inc. Employee Stock Purchase Plan (as amended, the "ESPP" and, together with the 2014 Plan, the "Plans"), you have requested my opinion set forth below.

In my capacity as counsel, I have examined originals or copies of those corporate and other records of the Company I considered appropriate.

On the basis of such examination and my consideration of those questions of law I considered relevant, and subject to the limitations and qualifications in this opinion, I am of the opinion that:

(1) the Shares have been duly authorized by all necessary corporate action on the part of the Company; and

(2) when issued in accordance with such authorization, the provisions of the applicable Plan and relevant agreements duly authorized by and in accordance with the terms of the applicable Plan, and upon payment for and delivery of the Shares as contemplated in accordance with the applicable Plan, and either (a) the countersigning of the certificate or certificates representing the Shares by a duly authorized signatory of the registrar for the Company's Common Stock, or (b) the book-entry of the Shares by the transfer agent for the Company's Common Stock in the name of The Depository Trust Company or its nominee, the Shares will be validly issued, fully paid and non-assessable.

I consent to your filing this opinion as an exhibit to the Registration Statement.

Respectfully submitted,

/s/ Kate W. Duchene
Chief Legal Officer, Executive Vice President of Human
Relations & Secretary

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Resources Connection, Inc. of our reports dated July 28, 2014, relating to our audits of the consolidated financial statements and internal control over financial reporting, included in the Annual Report on Form 10-K of Resources Connection, Inc. for the year ended May 31, 2014.

/s/ McGladrey LLP

McGladrey LLP
Irvine, California
December 18, 2014

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated July 24, 2012 relating to the financial statements, which appears in Resources Connection, Inc.'s Annual Report on Form 10-K for the year ended May 31, 2014.

/s/ PricewaterhouseCoopers LLP

Irvine, CA

December 18, 2014