

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) March 25, 2004

RESOURCES CONNECTION, INC.

(Exact name of registrant as specified in its charter)

Delaware

0-32113

33-0832424

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

695 Town Center Drive, Suite 600, Costa Mesa, California 92626

(Address of principal executive offices)
Registrant's telephone number, including area code

(Zip Code)
(714) 430-6400

Not Applicable

(Former name or former address, if changed since last report.)

ITEM 7. EXHIBITS

Reference is made to the Exhibit Index annexed hereto and made a part hereof.

ITEM 12. RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On March 25, 2004, Resources Connection, Inc. issued a press release announcing its financial results for the quarterly period ended February 29, 2004. A copy of the press release is furnished as Exhibit 99.1 to this report.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: March 25, 2004

RESOURCES CONNECTION, INC.

By: /s/ Donald B. Murray

Donald B. Murray
Chief Executive Officer

EXHIBIT INDEX

Exhibit No. -----	Name of Item -----
99.1	Press Release issued on March 25, 2004

Resources Connection, Inc. Reports Fiscal 2004 Third Quarter Results

Company Reports 78% Year-Over-Year Revenue Growth and Profits More Than Double

COSTA MESA, Calif., March 25 /PRNewswire-FirstCall/ -- Resources Connection, Inc. (Nasdaq: RECN), an international professional services firm that provides accounting and finance, human capital, information management, supply chain management and internal audit/risk management services on a project basis, today announced financial results for its third quarter ended February 29, 2004.

Total revenue for the third quarter of fiscal 2004 increased 78% to \$87.8 million compared to \$49.2 million for the same quarter in fiscal 2003, and 19% from the previous quarter. Revenue includes a full quarter of activity for the Netherlands and Australian practices acquired in the first quarter of fiscal 2004. Excluding the impact of these acquisitions, revenue grew 49% year over year. Net income for the quarter ended February 29, 2004, was \$5.8 million, or \$0.24 per diluted share, compared to net income of \$2.7 million or \$0.12 per diluted share in the February 2003 quarter.

"We had a quarter of continued revenue growth. We have experienced demand across all of our service lines, but in particular, risk management. The environment for our services has strengthened considerably. Assisting companies in complying with Section 404 of Sarbanes-Oxley has fueled the growth in Resources Audit Solutions, our risk management subsidiary," said Chairman and CEO Donald Murray.

For the first nine months of fiscal 2004, revenue grew 55% to \$221.3 million compared to \$143.0 million for the nine-month period in the prior year. Net income for the nine months ended February 29, 2004 was \$13.6 million, or \$0.57 per diluted share versus \$8.5 million, or \$0.37 per diluted share, in the prior year period.

"During the latter part of our third quarter and continuing into the early weeks of the final quarter of the year, we have seen a broad improvement in the market for our services in assisting clients with solving their problems internally," continued Mr. Murray.

"During the past quarter our growing capabilities to serve multinational clients' needs throughout the world has made us more relevant to larger companies and has helped us win opportunities that previously might have been served by one of the Big 4 international accounting firms. I believe this is an important step in our evolution as a global service provider."

ABOUT RESOURCES CONNECTION

Resources Connection, Inc. is an international professional services firm that provides accounting and finance, human capital, information management, internal audit and supply chain services on a project basis. The Company was originated as part of Deloitte in North America. Its legacy in Europe is from Ernst & Young and in Asia Pacific from Deloitte. Resources Connection today is completely independent, autonomous and publicly traded on NASDAQ. In addition to its project professional services, Resources Connection has established itself as a leading business services provider for companies seeking independent and cost effective assistance for meeting or complying with many of the complex business and regulatory issues in today's marketplace.

Headquartered in Costa Mesa, California, the company operates from more than 60 domestic and international offices. The U.S. client portfolio boasts more than 30 of the Fortune 50 companies. The company was recently named to Forbes Best 200 Small Companies list for the second consecutive year. More information about the company is available at <http://www.resourcesconnection.com>.

Resources Connection will hold a conference call for interested analysts and investors at 5:00 pm, EST today, March 25, 2004. This conference call will be available for listening via a webcast on the Company's Internet web site, at <http://www.resourcesconnection.com/>.

Certain statements in this press release are "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Such forward-looking statements may be identified by words such as "anticipates," "believes," "can," "continue," "could," "estimates," "expects," "intends," "may," "plans," "potential," "predicts," "should," or "will" or the negative of these terms or other comparable terminology. Such statements and all phases of Resources Connection's operations are subject to known and unknown risks, uncertainties and other factors, including seasonality, overall economic conditions and other factors and uncertainties as are identified in Resources Connection's

Form 10-K for the year ended May 31, 2003 and Form 10-Qs for the quarters ended August 31, 2003 and November 30, 2003 (File No. 0-32113). Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. Resources Connection's, and its industry's, actual results, levels of activity, performance or achievements may be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. The Company undertakes no obligation to update the forward-looking statements in this press release.

Press Contact:
 Stephen Giusto
 Chief Financial Officer
 (714) 430-6500
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RESOURCES CONNECTION, INC.
 SUMMARY OF OPERATIONS
 (in thousands, except per share amounts)

	Quarter		Nine Months	
	Ended February 29, 2004 (unaudited)	2003	Ended February 29, 2004 (unaudited)	2003
Revenue	\$87,758	\$49,237	\$221,315	\$142,974
Direct costs of services	54,353	30,153	135,828	86,363
Gross profit	33,405	19,084	85,487	56,611
Selling, general and administrative expenses	22,724	14,170	60,424	41,714
Amortization of intangible assets	514	298	1,212	455
Depreciation expense	507	328	1,327	955
Interest income	(147)	(231)	(422)	(839)
Income before provision for income taxes	9,807	4,519	22,946	14,326
Provision for income taxes	4,021	1,853	9,342	5,873
Net income	\$5,786	\$2,666	\$13,604	\$8,453
Diluted net income per share	\$0.24	\$0.12	\$0.57	\$0.37
Diluted shares	24,140	22,969	23,850	22,808

RESOURCES CONNECTION, INC.
 SELECTED BALANCE SHEET INFORMATION
 (in thousands)

	February 29, 2004 (unaudited)	May 31, 2003
Cash, cash equivalents and long-term marketable securities	\$47,769	\$68,078
Accounts receivable, less allowances	\$55,705	\$26,635
Total assets	\$194,077	\$155,937
Current liabilities	\$34,169	\$20,941
Total stockholders' equity	\$158,443	\$133,531

SOURCE Resources Connection, Inc.

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03/25/2004

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 /Web site: <http://www.resourcesconnection.com/>
 (RECN)

CO: Resources Connection, Inc.
 ST: California
 IN: FIN
 SU: ERN CCA