
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE TO

(Amendment No. 2)

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

RESOURCES CONNECTION, INC.

(Name of Subject Company (Issuer) and Filing Person (Offeror))

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

76122Q105
(CUSIP Number of Class of Securities)

Herb Mueller
Executive Vice President and Chief Financial Officer
17101 Armstrong Avenue
Irvine, California 92614
Telephone: (714) 430-6400

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

Copy to:

Mark D. Peterson, Esq.
Shelly Heyduk, Esq.
O'Melveny & Myers LLP
610 Newport Center Drive, 17th Floor
Newport Beach, CA 92660
Telephone: (949) 823-6900

Calculation of Filing Fee

Transaction Valuation*	Amount of Filing Fee**
\$107,568,448	\$12,467.18

* The transaction value is estimated only for purposes of calculating the filing fee. This amount is based on the assumed purchase of 6,723,028 shares of common stock, par value \$0.01 per share, at the maximum tender offer price of \$16.00 per share.

** The amount of the filing fee, calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory No. 1 for Fiscal Year 2017 equals \$115.90 per \$1,000,000 of the value of the transaction.

- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$11,126.40
Form or Registration No.: Schedule TO-I

Filing Party: Resources Connection, Inc.
Date Filed: October 18, 2016

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer.

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
 - Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
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INTRODUCTORY STATEMENT

This Amendment No. 2 (this “Amendment No. 2”) amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission (the “SEC”) on October 18, 2016, as amended and supplemented by Amendment No. 1 to the Tender Offer Statement on Schedule TO filed with the SEC on October 27, 2016 (as it may be further amended or supplemented from time to time, the “Schedule TO”), by Resources Connection, Inc., a Delaware corporation (“Resources” or the “Company”), in connection with the Company’s offer to purchase up to 6,000,000 shares of its common stock, par value \$0.01 per share (the “Shares”), at a price not greater than \$16.00 nor less than \$13.50 per Share, net to the seller in cash, less any applicable withholding taxes and without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase dated October 18, 2016 (the “Offer to Purchase”) and in the related Letter of Transmittal (the “Letter of Transmittal,” which, together with the Offer to Purchase, as they may be amended or supplemented from time to time, constitute the “Offer”), copies of which were previously filed as Exhibits (a)(1)(A) and (a)(1)(B), respectively, to the Schedule TO.

The purpose of this Amendment No. 2 is to amend and supplement the Schedule TO. Only those items amended are reported in this Amendment No. 2. Except as specifically provided herein, the information contained in the Schedule TO, the Offer to Purchase and the Letter of Transmittal remains unchanged. This Amendment No. 2 should be read in conjunction with the Schedule TO, the Offer to Purchase and the Letter of Transmittal.

Item 11. Additional Information.

Item 11 of the Schedule TO is hereby amended and supplemented by adding the following:

“On November 16, 2016, the Company issued a press release announcing the preliminary results of the Offer, which expired at 12:00 midnight, New York City time, on Tuesday, November 15, 2016. A copy of the press release is filed as Exhibit (a)(5)(C) hereto and is incorporated by reference herein.”

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit:

(a)(5)(C) Press release announcing the preliminary results of the Offer, dated November 16, 2016.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

RESOURCES CONNECTION, INC.

/s/ Herbert M. Mueller

Name: Herbert M. Mueller

Title: Executive Vice President and Chief Financial Officer

Date: November 16, 2016

Index to Exhibits

Exhibit Number	Description
(a)(1)(A)**	Offer to Purchase, dated October 18, 2016.
(a)(1)(B)**	Letter of Transmittal (including IRS Form W-9 and Guidelines for Certification of Taxpayer Identification Number on IRS Form W-9).
(a)(1)(C)**	Notice of Guaranteed Delivery.
(a)(1)(D)**	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and other Nominees.
(a)(1)(E)**	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and other Nominees.
(a)(1)(F)**	Summary Advertisement, dated October 18, 2016.
(a)(2)	Not Applicable.
(a)(3)	Not Applicable.
(a)(4)	Not Applicable.
(a)(5)(A)**	Press release announcing commencement of the Offer, dated October 18, 2016.
(a)(5)(B)**	E-mail to employees in connection with the Offer, sent October 18, 2016.
(a)(5)(C)*	Press release announcing the preliminary results of the Offer, dated November 16, 2016.
(b)	Credit Agreement, dated as of October 17, 2016, among Resources Connection, Inc. and Resources Connection LLC, as Borrowers, certain domestic subsidiaries of Resources Connection, Inc. party thereto, as Guarantors, and Bank of America, N.A., as Lender (incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filing of October 17, 2016).
(d)(1)	Stockholders Agreement, dated December 11, 2000, between Resources Connection, Inc. and certain stockholders of Resources Connection, Inc. (incorporated by reference to Exhibit 4.2 to the Company's Amendment No. 7 to the Company's Registration Statement on Form S-1 filed on December 12, 2000 (File No. 333-45000)).
(d)(2)	Resources Connection, Inc. 1999 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.2 to the Company's Registration Statement on Form S-1 filed on September 1, 2000 (File No. 333-45000)).
(d)(3)	Resources Connection, Inc. Employee Stock Purchase Plan (incorporated by reference to Annex B to the Company's Proxy Statement filed with the SEC pursuant to Section 14(a) of the Exchange Act on September 11, 2008).
(d)(4)	Resources Connection, Inc. 2004 Performance Incentive Plan (incorporated by reference to Annex A to the Company's Proxy Statement filed with the SEC pursuant to Section 14(a) of the Exchange Act on September 11, 2008).
(d)(5)	Resources Connection, Inc. 2004 Performance Incentive Plan Nonqualified Stock Option Agreement (incorporated by reference to Exhibit 10.22 to the Company's Quarterly Report on Form 10-Q for the quarter ended February 28, 2005).

* Filed herewith.

** Previously filed.

- (d)(6) Resources Connection, Inc. 2004 Performance Incentive Plan Nonqualified Stock Option Agreement (Netherlands) (incorporated by reference to Exhibit 10.23 to the Company's Quarterly Report on Form 10-Q for the quarter ended February 28, 2005).
- (d)(7) Resources Connection, Inc. 2004 Performance Incentive Plan Incentive Stock Option Agreement (incorporated by reference to Exhibit 10.24 to the Company's Quarterly Report on Form 10-Q for the quarter ended February 28, 2005).
- (d)(8) Sample Restricted Stock Award Agreement (incorporated by reference to Exhibit 99.3 to the Company's Form 8-K filing of July 15, 2005).
- (d)(9) Employment Agreement, dated July 17, 2008, between Resources Connection, Inc. and Kate W. Duchene (incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filing of July 21, 2008).
- (d)(10) Employment Agreement, dated July 30, 2013, between Resources Connection, Inc. and Tracy Stephens (incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filing of August 1, 2013).
- (d)(11) Consulting Agreement, effective August 29, 2016, between Nathan Franke and Resources Connection, Inc. (incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filing of August 17, 2016).
- (d)(12) Employment Agreement, effective August 29, 2016, between Herb Mueller and Resources Connection, Inc. (incorporated by reference to Exhibit 10.2 to the Company's Form 8-K filing of August 17, 2016).
- (d)(13) Employment Letter, effective August 29, 2016, between John Bower and Resources Connection, Inc. (incorporated by reference to Exhibit 10.3 to the Company's Form 8-K filing of August 17, 2016).
- (d)(14) Form of Indemnification Agreement between the Registrant and each of its directors and executive officers (incorporated by reference to Exhibit 10.26 to the Company's Form 10-K for the year ended May 31, 2008).
- (d)(15) Resources Connection, Inc. Directors' Compensation Policy (incorporated by reference to Exhibit 10.21 to the Company's Quarterly Report on Form 10-Q for the quarter ended February 26, 2011).
- (d)(16) Resources Connection, Inc. 2014 Performance Incentive Plan (incorporated by reference to Exhibit 10.22 to the Company's Form 8-K filing of October 28, 2014).
- (d)(17) Resources Connection, Inc. Employee Stock Purchase Plan (incorporated by reference to Annex B to the Company's Proxy Statement filed with the SEC pursuant to Section 14(a) of the Exchange Act on September 15, 2014).
- (g) None.
- (h) None.



Immediate Release

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Resources Connection, Inc. Announces Preliminary Results of Modified Dutch Auction Tender Offer

IRVINE, Calif., November 16, 2016 – Resources Connection, Inc. (NASDAQ: RECN), a multinational business consulting firm, operating as Resources Global Professionals (the “Company” or “RGP”) today announced the preliminary results of its modified “Dutch auction” tender offer to purchase up to 6,000,000 shares of its common stock (“Common Stock”) at a price per share not greater than \$16.00 nor less than \$13.50, which expired at 12:00 midnight, New York City time, on Tuesday, November 15, 2016.

Based on the preliminary count by the depositary for the tender offer, a total of approximately 6,740,489 shares of the Company’s Common Stock were validly tendered and not validly withdrawn at or below the price of \$16.00 per share, including approximately 1,117,854 shares that were tendered through notice of guaranteed delivery.

In accordance with the terms and conditions of the tender offer and based on a preliminary count by the depositary, the Company expects to accept for payment a total of approximately 6,723,028 shares of the Company’s Common Stock at a price of \$16.00 per share, for a total cost of approximately \$107,568,448, excluding fees and expenses relating to the tender offer. These shares represent approximately 18.6% of the Company’s total outstanding Common Stock as of November 15, 2016. The shares of Common Stock expected to be purchased include the 6,000,000 shares the Company initially offered to purchase and 723,028 additional shares that the Company has elected to purchase pursuant to its right to purchase up to an additional 2% of its outstanding shares.

Because the offer is oversubscribed, the Company expects to purchase only a prorated portion of the shares properly tendered by each tendering stockholder (other than “odd lot” holders whose shares will be purchased on a priority basis) at or below the final per share purchase price. Based on the preliminary count, and accounting for the effect of odd lot priority on the proration factor, the depositary has informed the Company that the preliminary proration factor for the tender offer is expected to be approximately 99.7% of the shares of Common Stock validly tendered and not validly withdrawn.

The number of shares expected to be purchased in the tender offer, the purchase price per share, the aggregate purchase price and the proration factor are preliminary and subject to change. The preliminary information contained in this press release is subject to confirmation by the depositary and is based on the assumption that all shares tendered through notice of guaranteed delivery will be delivered within the three trading day settlement period. The final number of shares to be purchased in the tender offer, the final purchase price per share, the final aggregate purchase price and the final proration factor will be announced following the expiration of the guaranteed delivery period and the completion by the depositary of the confirmation process. Payment for the shares accepted for purchase pursuant to the tender offer, and the return of all other shares tendered and not purchased, will occur promptly thereafter.

The Company expects to fund the share purchases in the tender offer with \$50,000,000 of cash and cash equivalents on hand and through funds borrowed under its existing revolving credit facility.

The tender offer was made pursuant to an Offer to Purchase and Letter of Transmittal, each filed with the Securities and Exchange Commission on October 18, 2016, as amended on October 27, 2016.

Lazard Frères & Co. LLC is acting as dealer manager for the tender offer, Georgeson LLC is acting as information agent for the tender offer and American Stock Transfer & Trust Company, LLC is acting as the depositary for the tender offer.

ABOUT RGP

RGP, the operating subsidiary of Resources Connection, Inc. (NASDAQ: RECN), is a multinational business consulting firm that helps leaders execute internal initiatives. Partnering with business leaders, we drive internal change across all parts of a global enterprise – accounting; finance; governance, risk and compliance management; corporate advisory, strategic communications and restructuring; information management; human capital; supply chain management; and legal and regulatory.

RGP was founded in 1996 within a Big Four accounting firm. Today, we are a publicly traded company with over 3,300 professionals, annually serving over 1,800 clients around the world from 68 practice offices.

Headquartered in Irvine, California, RGP has served 86 of the Fortune 100 companies.

The Company is listed on the NASDAQ Global Select Market, the exchange's highest tier by listing standards. More information about RGP is available at <http://www.rgp.com>. (RECN-F)

Certain statements in this press release are “forward-looking statements.” Such forward-looking statements may be identified by words such as “anticipates,” “believes,” “can,” “continue,” “could,” “estimates,” “expects,” “intends,” “may,” “plans,” “potential,” “predicts,” “remain,” “should” or “will” or the negative of these terms or other comparable terminology. In this press release, such statements include, without limitation, statements related to the tender offer for shares of the Company's Common Stock. Such statements and all phases of the Company's operations are subject to known and unknown risks, uncertainties and other factors that could cause our actual results, including with respect to the tender offer, to differ materially from those expressed or implied by these forward-looking statements. Risks and uncertainties include overall market and economic conditions and other factors and uncertainties as are identified in our most recent Quarterly Report on Form 10-Q and our other public filings made with the SEC (File No. 0-32113). Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also affect our business or operating results. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. The Company does not intend, and undertakes no obligation, to update the forward-looking statements in this press release to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events, unless required by law to do so.

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