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UNITED STATES  
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 28, 2007

RESOURCES CONNECTION, INC.

Delaware (State or other jurisdiction of incorporation)	0-32113 (Commission File Number)	33-0832424 (IRS Employer Identification No.)
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695 Town Center Drive, Suite 600, Costa Mesa, California (Address of principal executive offices)	92626 (Zip Code)
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Registrant's telephone number, including area code (714) 430-6400

Not applicable  
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

On March 28, 2007, Resources Connection, Inc. (the "Company") issued a press release announcing its results of operations for the quarter and nine months ended February 28, 2007 (the third quarter of the Company's fiscal 2007). A copy of the press release issued by the Company is attached as Exhibit 99.1 to this report and is incorporated by reference into this item.

Within the attached press release, the Company makes reference to certain non-generally accepted accounting principles ("non-GAAP") financial measures, including "non-GAAP operating income", "non-GAAP net income" and "non-GAAP net income per diluted share" which have directly comparable generally accepted accounting principles ("GAAP") financial measures. The Company believes that these non-GAAP measures represent important internal measures of performance. Accordingly, where these non-GAAP measures are provided, it is done so that investors have the same financial data that management uses with the belief that such information will assist the investment community in assessing the underlying performance of the Company on a year over year and sequential basis. Whenever such information is presented, the Company has complied with the provisions of the rules under Regulation G and Item 2.02 of Form 8-K. In addition to the reasons described above, specific reasons the Company's management believes that the presentation of certain non-GAAP financial measures provides useful information to investors regarding the Company's financial condition, results of operations and cash flows are as follows:

The non-GAAP measures presented in the attached press release are not in accordance with, or an alternative for, GAAP and may be different from non-GAAP measures used by other companies. In addition, these non-GAAP measures and the Non-GAAP Income Statement are not based on any comprehensive set of accounting rules or principles. The Company believes that non-GAAP measures have limitations in that they do not reflect all of the amounts associated with the

Company's results of operations as determined in accordance with GAAP and that these measures should only be used to evaluate the Company's results of operations in conjunction with the corresponding GAAP measures.

The Company believes that the presentation of non-GAAP operating income, non-GAAP net income, non-GAAP diluted net income per share and non-GAAP shares used in net income per share calculation, when shown in conjunction with the corresponding GAAP measures, provides useful information to investors and management regarding financial and business trends relating to its financial condition and results of operations.

For its internal budgeting process, the Company's management uses financial statements that do not include stock-based compensation expense relating to employee stock option grants and employee stock purchases, and the income tax effects thereof. The Company's management also uses the foregoing non-GAAP measures, in addition to the corresponding GAAP measures, in reviewing the financial results of the Company.

As described above, the Company excludes the following items from one or more of its non-GAAP measures:

Stock-based compensation. These expenses (which comprise a portion of the selling, general, and administrative expenses line item in the Income Statement) consist of expenses for employee stock options and employee stock purchases under SFAS 123(R). The Company excludes stock-based compensation expenses from its non-GAAP measures primarily because they are non-cash expenses that the Company does not believe are reflective of ongoing operating results. Further, as the Company applies SFAS 123(R), it believes that it is useful to investors to understand the impact of the application of SFAS 123(R) to its results of operations. The Company will incur stock-based compensation expense related to employee stock options and employee stock purchases in future periods.

Provision for income taxes. Excluding the income tax effect of the non-GAAP pre-tax adjustments from provision for income taxes assists investors in understanding the tax provision associated with those adjustments. Further, because the Company has historically issued incentive stock options, the impact of implementing SFAS 123(R) can result in a tax provision considerably different than the tax provision calculated before stock based compensation, and the Company believes it is useful for investors to understand this impact.

Selling, general and administrative expenses before stock-based compensation, operating income before amortization and depreciation and stock-based compensation, operating income before stock-based compensation, income before provision for income taxes and stock-based compensation, provision for incomes taxes before stock-based compensation and net income before stock-based compensation and diluted earnings per share (before stock-based compensation) are presented as supplemental disclosures in order to provide comparable information versus prior year and prior quarter measures of operating performance. These measures are also the primary measures of performance used by management to evaluate the Company's financial performance and the Compensation Committee of the Board of Directors to assess portions of management's performance.

The information in this current report on Form 8-K, including Exhibit 99.1 hereto, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) EXHIBITS

EXHIBIT NO.	DESCRIPTION
Exhibit 99.1	Press Release issued March 28, 2007

SIGNATURES

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

RESOURCES CONNECTION, INC.

Date: March 28, 2007

By: /s/ Donald B. Murray  
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Donald B. Murray  
Chief Executive Officer

EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
Exhibit 99.1	Press Release issued March 28, 2007

FOR IMMEDIATE RELEASE

## RESOURCES CONNECTION, INC. REPORTS THIRD QUARTER RESULTS

## REVENUE OF \$187.5 MILLION UP 17% OVER PRIOR YEAR FISCAL THIRD QUARTER

Costa Mesa, Calif., March 28, 2007 -- Resources Connection, Inc. (NASDAQ: RECN), a multinational professional services firm that provides to clients--through its operating subsidiary, Resources Global Professionals--accomplished professionals in accounting and finance, risk management and internal audit, information management, human capital, supply chain management and legal services, today announced financial results for its third quarter ended February 28, 2007.

Total revenue for the third quarter of fiscal 2007 improved 17.0% to \$187.5 million from \$160.3 million for the same quarter in fiscal 2006. For the nine months ended February 28, 2007, revenue grew 14.4% to a record \$535.4 million from \$468.0 million for the comparable nine months of the prior fiscal year.

"Resources experienced good momentum in our business through the end of calendar 2006 as a result of strategic investments and successful hiring and that momentum has carried into 2007," said Chairman and CEO of Resources Global Professionals, Donald Murray. "Our international expansion is broadening our reach and this improves client service around the globe and enables us to obtain assignments not available to primarily local competitors."

Effective June 1, 2006, the beginning of the Company's current fiscal 2007, Resources adopted SFAS 123(R), which requires companies to estimate the fair value of share-based awards to employees on the date of the grant using an option-pricing model. Because SFAS 123(R) has been adopted prospectively, net income for the three months and nine months ended February 28, 2007 is not comparable to net income for the three months and nine months ended February 28, 2006.

Net income on a generally accepted accounting principles (GAAP) basis for the quarter ended February 28, 2007, was \$13.1 million, or \$0.26 per diluted share, reflecting the inclusion of non-cash stock-based compensation expense of \$5.0 million on a pre-tax basis, and \$1.0 million of tax benefits related to stock-based compensation. Non-GAAP net income for the third quarter of fiscal 2007, excluding stock-based compensation expense and the related income tax effect, was \$17.1 million, or \$0.33 per diluted share. Net income (on a GAAP basis) for the quarter ended February 28, 2006, prior to the adoption of SFAS 123(R), was \$13.8 million, or \$0.27 per diluted share.

For the nine months ended February 28, 2007, net income on a GAAP basis was \$38.7 million, or \$0.77 per diluted share, including non-cash stock-based compensation expense of \$14.4 million on a pre-tax basis and \$2.3 million of tax benefits related to stock-based compensation. Non-GAAP net income for the first nine months of fiscal 2007, excluding stock-based compensation expense and the related income tax effect, was \$50.8 million, or \$0.99 per diluted share. Net income (on a GAAP basis) for the nine months ended February 28, 2006, prior to the adoption of SFAS 123(R), was \$44.9 million, or \$0.87 per diluted share.

## ABOUT RESOURCES GLOBAL PROFESSIONALS

Resources Global Professionals, the operating subsidiary of Resources Connection, Inc. (NASDAQ: RECN), is a multinational professional services firm that helps business leaders execute internal initiatives. Working as members of client teams, Resources' professionals solve problems, execute client initiatives and transfer knowledge. Partnering with business leaders, Resources drives internal change across all parts of a global enterprise--finance and accounting, information management, internal audit, human capital, legal services and supply chain management.

Resources Global was founded in 1996 within a Big Four accounting firm. Today, it is a publicly traded company with a market cap exceeding \$1.5 billion. The Company's 3,900 professionals from more than 80 practice offices (including an additional 15 offices over the last year and a half), serve over 2,100 clients in more than 50 countries. Headquartered in Costa Mesa, California, Resources Global serves more than half of the Fortune Global 100.

The Company is listed on the NASDAQ Global Select Market. More information about Resources is available at <http://www.resourcesglobal.com>.

Resources Global was recently honored as one of America's 200 Best Small Companies by Forbes magazine. Selected for the fifth consecutive year, Resources placed #66 on the Forbes list. In September 2006, Resources was named #61 on

Fortune magazine's list of 100 Fastest-Growing Companies and in June, Resources placed #21 on BusinessWeek's list of 100 Hot Growth Companies to watch.

Resources will hold a conference call for interested analysts and investors at 5:00 p.m., ET today, March 28, 2007. This conference call will be available for listening via a webcast on the Company's website:  
<http://www.resourcesglobal.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, 2006 and Form 10-Qs for the quarters ended August 31, 2006 and November 30, 2006 (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.

The Non-GAAP Income Statement in this release excludes stock-based compensation expense from the following non-GAAP line items: non-GAAP selling, general and administrative expenses, non-GAAP operating income before amortization and depreciation, non-GAAP operating income, non-GAAP income before provision for income taxes, non-GAAP provision for income taxes, non-GAAP net income, non-GAAP net income per diluted share, and non-GAAP diluted shares used in net income per share calculation.

These non-GAAP measures are not in accordance with, or an alternative for, generally accepted accounting principles and may be different from non-GAAP measures used by other companies. In addition, these non-GAAP measures and the Non-GAAP Income Statement are not based on any comprehensive set of accounting rules or principles. Resources believes that non-GAAP measures have limitations in that they do not reflect all of the amounts associated with Resources' results of operations as determined in accordance with GAAP and that these measures should only be used to evaluate Resources' results of operations in conjunction with the corresponding GAAP measures.

Resources believes that the presentation of non-GAAP selling, general and administrative expenses, non-GAAP operating income before amortization and depreciation, non-GAAP operating income, non-GAAP income before provision for income taxes, non-GAAP provision for income taxes, non-GAAP net income, non-GAAP net income per diluted share and non-GAAP diluted shares used in net income per share calculation, when presented in conjunction with the corresponding GAAP measures, provides useful information to investors and management regarding financial and business trends relating to its financial condition and results of operations.



For its internal budgeting process, Resources' management uses financial statements that do not include stock-based compensation expense related to employee stock options and employee stock purchases, and the income tax effects thereof. Resources' management also uses the foregoing non-GAAP measures, in addition to the corresponding GAAP measures, in reviewing the financial results of Resources.

For additional information on the items excluded by Resources Connection, Inc. from one or more of its non-GAAP financial measures, and for additional information regarding these non-GAAP measures, we refer you to the Form 8-K regarding this release furnished today to the Securities and Exchange Commission.

**PRESS CONTACT:**

Sarah Lazarus  
CL-Media Relations LLC  
(978) 369-4478  
Sarah@cl-media.com

**COMPANY CONTACT:**

Steve Giusto, Chief Financial Officer  
(714) 430-6500  
Steve.Giusto@resources-us.com

RESOURCES CONNECTION, INC.  
INCOME STATEMENT  
(in thousands, except per share amounts)

	Quarter Ended February 28,		Nine Months Ended February 28,	
	2007	2006	2007	2006
	(unaudited)		(unaudited)	
Revenue	\$ 187,464	\$ 160,255	\$ 535,375	\$ 467,981
Direct costs of services	115,938	99,225	326,009	285,046
Gross profit	71,526	61,030	209,366	182,935
Selling, general and administrative expenses (1)	48,577	38,392	140,033	109,310
Operating income before amortization and depreciation (1)	22,949	22,638	69,333	73,625
Amortization of intangible assets	318	435	1,080	1,305
Depreciation expense	1,563	887	4,363	1,924
Operating income (1)	21,068	21,316	63,890	70,396
Interest income	(2,401)	(1,347)	(6,323)	(3,433)
Income before provision for income taxes (1)	23,469	22,663	70,213	73,829
Provision for income taxes (2)	10,370	8,895	31,506	28,977
Net income (1) (2)	\$ 13,099	\$ 13,768	\$ 38,707	\$ 44,852
Diluted net income per share	\$ 0.26	\$ 0.27	\$ 0.77	\$ 0.87
Diluted shares	51,087	51,893	50,565	51,779

(1) Includes \$5,018 and \$14,381 of expense for the three and nine months ended February 28, 2007, respectively, related to the mandatory requirement to recognize compensation expense related to employee stock option grants and employee stock purchases, effective in the Company's fiscal year 2007. There was no corresponding expense in the three and nine months ended February 28, 2006.

(2) The Company's effective tax rate, absent the impact of the adoption of the requirement to recognize compensation expense related to employee stock option grants and employee stock purchases, was 40% in both the three and nine months ended February 28, 2007, compared to 39.2% and 39.2% for the three and nine months ended February 28, 2006, respectively. The Company's effective tax rate, including the impact of the adoption of the requirement to recognize compensation expense related to employee stock option grants and employee stock purchases, was 44.2% and 44.9% in the three and nine months ended February 28, 2007. The Company cannot recognize a potential tax benefit for certain stock option grants until and unless the holder exercises his or her option and sells the shares. In addition, the Company can only recognize a potential tax benefit for employees' acquisition and subsequent sale of shares purchased through the Company's Employee Stock Purchase Plan if the sale occurs within a certain defined period. Further, under SFAS 123(R), certain potential tax benefits associated with incentive stock options fully vested at the time of adoption of SFAS 123(R) will be recognized as additional paid in capital when and if those options are exercised.

RESOURCES CONNECTION, INC.  
NON-GAAP INCOME STATEMENT  
(in thousands, except per share amounts)

	Quarter Ended February 28,		Nine Months Ended February 28,	
	2007	2006	2007	2006
	(unaudited)		(unaudited)	
Revenue	\$ 187,464	\$ 160,255	\$ 535,375	\$ 467,981
Direct costs of services	115,938	99,225	326,009	285,046
Gross profit	71,526	61,030	209,366	182,935
Selling, general and administrative expenses (1)	43,559	38,392	125,652	109,310
Operating income before amortization and depreciation (1)	27,967	22,638	83,714	73,625
Amortization of intangible assets	318	435	1,080	1,305
Depreciation expense	1,563	887	4,363	1,924
Operating income (1)	26,086	21,316	78,271	70,396
Interest income	(2,401)	(1,347)	(6,323)	(3,433)
Income before provision for income taxes (1)	28,487	22,663	84,594	73,829
Provision for income taxes (2)	11,395	8,895	33,837	28,977
Net income (1) (2)	\$ 17,092	\$ 13,768	\$ 50,757	\$ 44,852
Diluted net income per share	\$ 0.33	\$ 0.27	\$ 0.99	\$ 0.87
Diluted shares (3)	51,996	51,893	51,306	51,779

(1) Excludes \$5,018 and \$14,381 of expense for the three and nine months ended February 28, 2007, respectively, related to the mandatory requirement to recognize compensation expense related to employee stock option grants and employee stock purchases, effective with the Company's first quarter of fiscal 2007. There was no corresponding expense for the three and nine months ended February 28, 2006.

(2) Excludes tax benefits related to stock based compensation of \$1,025 and \$2,331 for the three and nine months ended February 28, 2007, respectively. Please refer to footnote (2) on the GAAP Income Statement for further detail.

(3) Includes 909 and 741 of shares presumed to be repurchased in accordance with the requirements of SFAS 123(R) and SFAS 128 for GAAP computation of diluted number of shares for the three and nine months ended February 28, 2007, respectively.

See table below for reconciliation of net income on a GAAP basis to non-GAAP net income, and diluted net income per share on a GAAP basis to non-GAAP diluted net income per share.

RESOURCES CONNECTION, INC.

Following is a reconciliation of net income under GAAP to non-GAAP net income for the three and nine months ended February 28, 2007. There was no corresponding reconciliation necessary for the three and nine months ended February 28, 2006, as the Company had not adopted the accounting required under SFAS 123(R).

	(in thousands, except per share amounts)	
	Three months ended February 28, 2007	Nine months ended February 28, 2007
	-----	-----
GAAP net income	\$ 13,099	\$ 38,707
Stock-based compensation included in SG&A	5,018	14,381
Effect of stock-based compensation on provision for income taxes	(1,025)	(2,331)
Net effect of stock-based compensation	----- 3,993	----- 12,050
Non-GAAP net income	----- \$ 17,092	----- \$ 50,757
	=====	=====

Following is a reconciliation of shares used in the calculation of GAAP to non-GAAP diluted net income per share:

	Three months ended February 28, 2007	Nine months ended February 28, 2007
	-----	-----
Diluted number of shares used - GAAP	51,087	50,565
Impact of SFAS 123R	909	741
Diluted number of shares used -non-GAAP	----- 51,996	----- 51,306
	=====	=====

Following is a reconciliation of GAAP diluted net income per share to non-GAAP diluted net income per share:

	Three months ended February 28, 2007	Nine months ended February 28, 2007
	-----	-----
GAAP diluted net income per share	\$ 0.26	\$ 0.77
Net effect of stock-based compensation on diluted net income per share	\$ 0.07	\$ 0.22
Non-GAAP diluted net income per share	----- \$ 0.33	----- \$ 0.99
	=====	=====

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

	FEBRUARY 28, 2007	MAY 31, 2006
	-----	-----
	(unaudited)	
Cash, cash equivalents, short-term investments and long-term marketable securities	\$ 222,643	\$ 185,439
Accounts receivable, less allowances	\$ 107,751	\$ 90,720
Total assets	\$ 462,752	\$ 398,611
Current liabilities	\$ 67,094	\$ 66,614
Total stockholders' equity	\$ 380,761	\$ 317,436