

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)

July 16, 2008

RESOURCES CONNECTION, INC.

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Delaware  
(State or other jurisdiction  
of incorporation)

0-32113  
(Commission  
File Number)

33-0832424  
(IRS Employer  
Identification No.)

17101 Armstrong Avenue, Irvine, California  
(Address of principal executive offices)

92614  
(Zip Code)

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 July 16, 2008, Resources Connection, Inc. (“Resources” or “the Company”) issued a press release announcing its financial results for the quarterly period and fiscal year ended May 31, 2008. A copy of the press release is attached hereto as Exhibit 99.1.

Within the attached press release, the Company makes reference to certain non-generally accepted accounting principles (“non-GAAP”) financial measures, including consolidated EBITDA and adjusted EBITDA. The Company believes that these non-GAAP measures are useful to our investors because they are financial measures used by management to assess the performance of our Company. 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 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.

For its internal budgeting process, the Company’s management uses financial statements that include consolidated EBITDA and adjusted EBITDA. The Company’s management also uses the foregoing non-GAAP measures, in addition to other GAAP measures, in reviewing the financial results of the Company.

The information in Item 2.02 of this current report on Form 8-K, as well as 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.

### (c) Exhibits

<u>ExhibitNo.</u>	<u>Description</u>
Exhibit 99.1	Press Release issued July 16, 2008

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**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: July 16, 2008

By: /s/ Thomas Christopoul

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Thomas Christopoul  
Chief Executive Officer

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**EXHIBIT INDEX**

<b><u>ExhibitNo.</u></b>	<b><u>Description</u></b>
Exhibit 99.1	Press Release issued July 16, 2008

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



**Immediate Release**

**Media Contact:**

Jeff Bellows, Managing Director, Public Relations  
(US+) 1-617-897-0350 or [jeff.bellows@resources-us.com](mailto:jeff.bellows@resources-us.com)

**Analyst Contact:**

Nate Franke, Chief Financial Officer  
(US+) 1-714-430-6500 or [nate.franke@resources-us.com](mailto:nate.franke@resources-us.com)

**Resources Connection, Inc. Reports Record Quarterly Revenue, Fiscal 2008 Results**

**IRVINE, Calif., July 16, 2008** - Resources Connection, Inc. (NASDAQ: RECN), a multinational professional services firm that provides to clients - through its operating subsidiary, Resources Global Professionals ("Resources") - 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 fiscal fourth quarter and year ended May 31, 2008.

Total revenue for the fourth quarter of fiscal 2008 improved 18.1% to \$236.7 million from \$200.5 million for the fourth quarter in fiscal 2007. Revenues in the U.S. were up 10.4% quarter-over-quarter while international revenues increased 42.5% (29.4% on a constant dollar basis). Revenue for the fourth quarter of fiscal 2008 includes revenue of \$5.7 million from Domenica B.V., a leading Netherlands-based provider of actuarial services to pension and life insurance companies, acquired by Resources on December 18, 2007. The Company's results for the fourth quarter of fiscal 2008 also include an extra week of revenue (a 14-week quarter) and related expenses as compared to the fourth quarter of fiscal 2007 (a 13-week quarter).

Total revenue for the year ended May 31, 2008 improved 14.2% to \$840.3 million from \$735.9 million for fiscal 2007. Revenues in the U.S. were up 9.0% for fiscal 2008 and international revenues were up 31.0% (20.6% on a constant dollar basis). Revenue for fiscal 2008 includes revenue of \$9.9 million from Domenica B.V. since December 18, 2007. The Company's results for fiscal 2008 include an extra week of revenue (a 53-week year) and related expenses as compared to fiscal 2007 (a 52-week year).

Gross margin was 39.4% in the fourth quarter of fiscal 2008 versus 39.5% in the comparable period of fiscal 2007. Selling, general and administrative expenses, which include stock compensation expense, were 26.1% of revenue for the fourth quarter of fiscal 2008 compared to 25.7% for the same quarter in fiscal 2007. On a sequential quarterly basis, selling, general and administrative expenses improved 230 basis points from 28.4% of revenue in the third quarter of fiscal 2008.

Net income determined in accordance with generally accepted accounting principles ("GAAP") for the fourth quarter ended May 31, 2008, was \$15.9 million, or \$0.35 per diluted share, including non-cash stock-based compensation expense of \$4.1 million net of tax. This compares with GAAP net income for the fourth quarter ended May 31, 2007, of \$16.1 million, or \$0.32 per diluted share, including non-cash stock-based compensation expense of \$4.6 million net of tax.

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**RESOURCES CONNECTION, INC.**  
**SELECTED BALANCE SHEET INFORMATION**

(in thousands)

Net income determined in accordance with GAAP for the year ended May 31, 2008, was \$49.2 million, or \$1.03 per diluted share, including non-cash stock-based compensation expense of \$17.7 million net of tax. This compares with GAAP net income for the year ended May 31, 2007, of \$54.8 million, or \$1.08 per diluted share, including non-cash stock-based compensation expense of \$16.7 million net of tax.

Adjusted earnings before interest, taxes, depreciation, amortization and stock compensation expense or "adjusted EBITDA" for the fourth quarter of fiscal 2008 was \$36.5 million or 15.4% of revenue versus \$33.3 million or 16.6% of revenue for the same quarter of fiscal 2007. Adjusted EBITDA for the year ended May 31, 2008 was \$116.4 million or 13.9% of revenue versus \$117.0 million or 15.9% of revenue in fiscal 2007.

"We are all very pleased with the improvement of our financial metrics, especially our gross margin and adjusted EBITDA margin during the fourth quarter," said Don Murray, executive chairman of Resources. "These metrics are closer to the levels that we have historically enjoyed."

During the three months ended May 31, 2008, the company purchased approximately 1.1 million shares of its common stock for approximately \$21.0 million or \$18.99 per share.

Thomas Christopoul, CEO of Resources, added, "Our results for the most recent quarter and past fiscal year demonstrate the strength and durability of the Resources business model globally. It's especially gratifying to report these results against the backdrop of the considerably challenging business environment experienced over the past 12 months by our clients around the world."

#### **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. Partnering with business leaders, we drive 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, we are a publicly traded company with over 4,300 professionals, from more than 80 practice offices, annually serving 2,400 clients around the world.

Headquartered in Irvine, California, Resources Global has served 84 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 Resources Global is available at <http://www.resourcesglobal.com>.

Resources will hold a conference call for interested analysts and investors at 5:00 p.m., ET today, July 16, 2008. This conference call will be available for listening via a webcast on the Company's website: <http://www.resourcesglobal.com>.

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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 our most recent Annual Report on Form 10-K and our other public filings made with the Securities and Exchange Commission (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.

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

	Quarter Ended		Year Ended	
	May 31, 2008 (unaudited)	May 26, 2007 (unaudited)	May 31, 2008 (unaudited)	May 26, 2007 (unaudited)
Revenue	\$ 236,724	\$ 200,516	\$ 840,285	\$ 735,891
Direct costs of services	143,505	121,354	518,413	447,363
Gross profit	93,219	79,162	321,872	288,528
Selling, general and administrative expenses (1)	61,792	51,557	227,853	191,590
Operating income before amortization and depreciation (1)	31,427	27,605	94,019	96,938
Amortization of intangible assets	565	392	1,114	1,472
Depreciation expense	2,370	1,759	8,452	6,122
Operating income (1)	28,492	25,454	84,453	89,344
Interest income	(480)	(2,616)	(5,603)	(8,939)
Income before provision for income taxes (1)	28,972	28,070	90,056	98,283
Provision for income taxes (2)	13,070	12,012	40,871	43,518
<b>Net income (1) (2)</b>	<b>\$ 15,902</b>	<b>\$ 16,058</b>	<b>\$ 49,185</b>	<b>\$ 54,765</b>
<b>Diluted net income per share</b>	<b>\$ 0.35</b>	<b>\$ 0.32</b>	<b>\$ 1.03</b>	<b>\$ 1.08</b>
Diluted shares	46,068	50,882	47,934	50,644

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

EXPLANATORY NOTES

1. Includes \$5,072 and \$5,726 of expense for the three months ended May 31, 2008 and May 26, 2007, respectively, and \$22,386 and \$20,107 of expense for the years ended May 31, 2008 and May 26, 2007, respectively, related to the mandatory requirement to recognize compensation expense for employee stock option grants and employee stock purchases.
  2. The Company's effective tax rate, absent the impact of the requirement to recognize compensation expense related to employee stock option grants and employee stock purchases, was 41.4% and 38.7% for the three months ended May 31, 2008 and May 26, 2007, respectively and 40.5% and 39.6% for the years ended May 31, 2008 and May 26, 2007, respectively. The Company's effective tax rate, including the impact of the requirement to recognize compensation expense related to employee stock option grants and employee stock purchases, was 45.1% and 42.8% for the three months ended May 31, 2008 and May 26, 2007, respectively and 45.4% and 44.3% for the years ended May 31, 2008 and May 26, 2007, respectively. 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.
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**RESOURCES CONNECTION, INC.**  
**SELECTED BALANCE SHEET INFORMATION**  
(in thousands)

	Quarter Ended		Year Ended	
	May 31, 2008 (unaudited)	May 26, 2007 (unaudited)	May 31, 2008 (unaudited)	May 26, 2007 (unaudited)
<b>Consolidated EBITDA and Adjusted EBITDA</b>				
Net Income	\$ 15,902	\$ 16,058	\$ 49,185	\$ 54,765
Adjustments:				
Amortization of intangible assets	565	392	1,114	1,472
Depreciation expense	2,370	1,759	8,452	6,122
Interest income	(480)	(2,616)	(5,603)	(8,939)
Provision for income taxes	13,070	12,012	40,871	43,518
<b>EBITDA</b>	<b>31,427</b>	<b>27,605</b>	<b>94,019</b>	<b>96,938</b>
Stock Compensation Expense	5,072	5,726	22,386	20,107
<b>Adjusted EBITDA</b>	<b>\$ 36,499</b>	<b>\$ 33,331</b>	<b>\$ 116,405</b>	<b>\$ 117,045</b>
Revenue	\$ 236,724	\$ 200,516	\$ 840,285	\$ 735,891
<b>Adjusted EBITDA Margin</b>	<b>15.4%</b>	<b>16.6%</b>	<b>13.9%</b>	<b>15.9%</b>

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

The Company utilizes certain financial measures and key performance indicators that are not defined by or calculated in accordance with GAAP to assess our financial and operating performance. A non-GAAP financial measure is defined as a numerical measure of a company's financial performance that (i) excluded amounts, or is subject to adjustments that have the effect of excluding amounts, that are included in the comparable measure calculated and presented in accordance with GAAP in the statement of income; or (ii) includes amounts, or is subject to adjustments that have the effect of including amounts, that are excluded from the comparable measure so calculated and presented.

Adjusted EBITDA, a non-GAAP financial measure, is calculated as net income before amortization of intangible assets, depreciation expense, interest income, income taxes and stock compensation expense. Adjusted EBITDA Margin is calculated by dividing Revenue by Adjusted EBITDA. We believe that Adjusted EBITDA and Adjusted EBITDA Margin provide useful measures to our investors because they are financial measures used by management to assess the performance of our Company. Adjusted EBITDA and Adjusted EBITDA Margin are not measurements of financial performance or liquidity under GAAP and should not be considered in isolation or construed as substitutes for net income or other cash flow data prepared in accordance with GAAP for purposes of analyzing our profitability or liquidity. These measures should be considered in addition to, and not as a substitute, or a superior measure to, net income, earnings per share, cash flows or other measures of financial performance prepared in accordance with GAAP.

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

	<u>May 31, 2008</u>	<u>May 26, 2007</u>
	(unaudited)	
Cash, cash equivalents, short-term investments and long-term marketable securities	\$ 106,814	\$ 223,095
Accounts receivable, less allowances	\$ 126,669	\$ 105,146
Total assets	\$ 410,502	\$ 464,461
Current liabilities	\$ 91,424	\$ 87,683
Total stockholders' equity	\$ 305,888	\$ 363,299