
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): **November 23, 2009**

RESOURCES CONNECTION, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

0-32113
(Commission
File Number)

33-0832424
(I.R.S. 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**

(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 240.425)
 - 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 2.01 Completion of Acquisition or Disposition of Assets.

On November 20, 2009, Resources Connection, Inc. (the "Company") completed its acquisition of certain assets of Sitrick And Company, a California corporation ("Sitrick Co"), and Brincko Associates, Inc, a California corporation ("Brincko") through the purchase of all of the outstanding membership interests in Sitrick Brincko Group, LLC ("Sitrick Brincko Group"), a Delaware limited liability company, pursuant to a Membership Interest Purchase Agreement (the "MIPA") by and among the Company, Sitrick Co, Michael S. Sitrick, an individual, Brincko and John P. Brincko, an individual. Sitrick Brincko Group is now a wholly-owned subsidiary of the Company. In addition, on the same date, the Company completed its acquisition of the personal goodwill of Mr. Sitrick pursuant to a Goodwill Purchase Agreement (the "GPA" and, together with the MIPA, the "Purchase Agreements") by and between the Company and Mr. Sitrick.

At the closing, the Company paid to Sitrick Co, Brincko and Mr. Sitrick (collectively, the "Sellers") an aggregate of \$28,564,287 in cash and 822,060 restricted shares of common stock of the Company, par value \$0.01 per share, for the Sitrick Brincko Group membership interests and the goodwill. In addition, the Sellers will be entitled to receive an earn-out provided that Sitrick Brincko Group's average annual earnings over a period of four years from the date of closing before interest, taxes, depreciation and amortization, or EBITDA, exceeds \$11,250,816. In certain change-of-control events involving the Company or Sitrick Brincko Group, the Sellers will be entitled to accelerate the earn-out payments, without a floor on EBITDA. The Company may, in its sole discretion, pay up to 50% of any earn-out payments in restricted stock of the Company.

The foregoing description of the Purchase Agreements does not purport to be complete and is qualified in its entirety by reference to, and should be read in conjunction with, the full text of the Purchase Agreements, which are filed as Exhibits 2.1 and 2.2 hereto and incorporated herein by reference.

Item 3.02 Unregistered Sales of Equity Securities.

Pursuant to the Purchase Agreements described above in Item 2.01, which disclosure is incorporated herein by reference, the Company issued 822,060 restricted shares of its common stock to the Sellers. These securities were issued in reliance on the exemption from registration provided by Section 4(2) of the Securities Act of 1933. Based upon the small number of persons receiving the restricted stock, their financial position and sophistication and the absence of any general solicitation, the transaction was determined not to involve any public offering.

Item 7.01 Regulation FD Disclosure.

The full text of the Company's press release announcing the completion of the acquisitions contemplated by the Purchase Agreements is furnished as Exhibit 99.1 to this report and is incorporated herein by this reference.

Item 9.01 Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired.

The financial statements required under this Item 9.01 will be filed by the Company pursuant to an amendment to this Form 8-K not later than 71 days after the date that this report on Form 8-K is required to be filed.

(b) Unaudited Pro Forma Financial Information.

The pro forma financial information required under this Item 9.01 will be filed by the Company pursuant to an amendment to this Form 8-K not later than 71 days after the date that this report on Form 8-K is required to be filed.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
2.1	Membership Interest Purchase Agreement, dated as of October 29, 2009, by and among Resources Connection, Inc., Sitrick And Company, Michael S. Sitrick, Brincko Associates, Inc., and John P. Brincko (incorporated by reference to Exhibit 2.1 of Resources Connection, Inc.'s Current Report on Form 8-K, filed on October 29, 2009).
2.2	Goodwill Purchase Agreement, dated as of October 29, 2009, by and between Resources Connection, Inc. and Michael S. Sitrick (incorporated by reference to Exhibit 2.2 of Resources Connection, Inc.'s Current Report on Form 8-K, filed on October 29, 2009).
99.1	Press release of the Company dated November 23, 2009.

SIGNATURE

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.

RESOURCES CONNECTION, INC.
(Registrant)

Date: November 24, 2009

By: _____
/s/ Nathan W. Franke
Nathan W. Franke
Chief Financial Officer

EXHIBIT INDEX

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**Analyst Contact:**

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Media Contact:

Michael Sitrick
(US+) 1-310-788-2850 or mike_sitrick@sitrick.com

**Resources Connection Completes Acquisition of Sitrick And Company
and Brincko Associates, Forms New Corporate Advisory and
Restructuring Subsidiary**

IRVINE, Calif., November 23, 2009 /PRNewswire/ — Resources Connection, Inc., (NASDAQ: RECN), today announced the completion of the acquisition of the business of Sitrick And Company, Inc., one of the nation's leading strategic communications firms and Brincko Associates, Inc., a widely-respected corporate advisory and restructuring firm and the formation of a Corporate Advisory and Restructuring subsidiary.

The acquisitions, which include the purchase of certain assets of both Sitrick And Company and Brincko Associates, and the personal goodwill of Michael Sitrick, CEO of Sitrick and Company, were made for aggregate initial consideration of approximately \$44.7 million, comprising \$28.6 million in cash and approximately 822,000 shares of restricted stock, plus an earn-out based on the achievement of certain adjusted earnings before interest, income taxes, depreciation and amortization ("EBITDA") levels over a period of four years from the date of closing. The principal acquisition agreement provides that the employees of the new subsidiary would share in up to 20 percent of the earn-out based upon the achievement of certain growth targets.

The new Resources subsidiary is called Sitrick Brincko Group, LLC. Michael Sitrick is Chairman and CEO of the new subsidiary and reports directly to Donald B. Murray, Chairman and CEO of Resources. John Brincko is President and COO of the new subsidiary.

Sitrick And Company, with headquarters in Los Angeles and offices in New York, San Francisco and Miami, specializes in corporate, financial, transactional and crisis communications. It was founded in 1989. Headquartered in Southern California, Brincko Associates is an international management consulting firm established in 1979.

For the twelve months ended December 31, 2008 and the six months ended June 30, 2009, Sitrick And Company and Brincko Associates had combined revenue of approximately \$24.4 million and \$14.4 million, respectively, and adjusted EBITDA of \$10.5 million and \$6.6 million, respectively. Adjusted EBITDA represents EBITDA adjusted for certain expenses which are not anticipated to recur post-closing.

In connection with the acquisition, at the closing, Michael Sitrick and John Brincko entered into a 54-month employment contract with the Resources subsidiary.

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, Resources Global Professionals 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 over 2,700 professionals, from 82 practice offices, annually serving 2,100 clients around the world. Its professionals have an average of 18-years of experience in fields such as finance and accounting, human capital, information management, internal audit, legal and supply chain.

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>.

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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