
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) April 7, 2009

RESOURCES CONNECTION, INC.

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 April 7, 2009, Resources Connection, Inc. (“Resources” or “the Company”) issued a press release announcing its financial results for the quarterly period ended February 28, 2009. 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>Exhibit No.</u>	<u>Description</u>
Exhibit 99.1	Press Release issued April 7, 2009

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: April 7, 2009

By: /s/ Thomas Christopoul

Thomas Christopoul
Chief Executive Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
Exhibit 99.1	Press Release issued April 7, 2009

Immediate Release**Media Contact:**

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

Analyst Contact:

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

Resources Connection, Inc. Reports Third Quarter Fiscal 2009 Results

IRVINE, Calif., April 7, 2009 – 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 third quarter ended February 28, 2009.

Total revenue for the third quarter of fiscal 2009 was \$156.0 million versus \$202.8 million for the third quarter in fiscal 2008, a decrease of 23.1%. Revenues in the U.S. declined 24.0% quarter-over-quarter while international revenues declined 20.6% (9.6% on a constant dollar basis).

“Our current business, like many other professional services companies, continues to be challenged by the negative macroeconomic environment around the world,” said Thomas D. Christopoul, President and CEO of Resources. “While our clients are approaching their business initiatives much more cautiously, we believe that our value proposition to our clients remains compelling despite the obvious uncertainty in the global economy.”

Total revenue for the nine months ended February 28, 2009 was \$553.5 million, a decrease of 8.3% from \$603.6 million for the comparable period of fiscal 2008. Revenues in the U.S. declined 11.6% versus the comparable prior year period while international revenues improved 1.0% (4.5% on a constant dollar basis).

Gross margin decreased 10 basis points to 37.2% in the third quarter of fiscal 2009 compared with 37.3% in the comparable period of fiscal 2008, primarily as a result of decreased leverage on certain employee benefit costs. Selling, general and administrative expenses, which include stock compensation expense, were \$50.8 million for the third quarter of fiscal 2009, down from \$57.5 million in the third quarter of fiscal 2008.

Net income was \$2.1 million for the third quarter ended February 28, 2009 compared with \$8.7 million for the quarter ended February 23, 2008; earnings per diluted share were \$0.05 per diluted share for the third quarter of fiscal 2009 versus \$0.19 per diluted share for the third quarter of the prior year. Net income includes stock compensation expense of \$3.2 million and \$4.8 million, net of tax, for the quarters ended February 28, 2009 and February 23, 2008, respectively.

Adjusted earnings before interest, taxes, depreciation, amortization and stock compensation expense or “Adjusted EBITDA” for the third quarter of fiscal 2009 was \$11.4 million or 7.3% of revenue versus \$24.1 million or 11.9% of revenue for the same quarter of fiscal 2008.

Net income was \$24.0 million for the nine months ended February 28, 2009 compared with \$33.3 million for the nine months ended February 23, 2008; earnings per diluted share were \$0.53 per diluted share for the first nine months of fiscal 2009 versus \$0.67 per diluted share for the first nine months of the prior year. Net income includes stock compensation expense of \$10.6 million and \$13.7 million, net of tax for the nine months ended February 28, 2009 and February 23, 2008, respectively.

Adjusted EBITDA for the first nine months of fiscal 2009 was \$65.1 million or 11.8% of revenue versus \$79.9 million or 13.2% of revenue for the same period of fiscal 2008.

For the nine months ended February 28, 2009, Resources generated \$47.7 million in cash from operations and as of February 28, 2009 had \$146 million in cash and short-term investments.

“Undoubtedly, the economic climate will continue to challenge Resources,” said Christophoul. “We remain convinced that our flexible business model, combined with the strength of our balance sheet, gives us a distinct competitive advantage. While our primary focus will always be on growing revenue, we cannot ignore our infrastructure costs in this environment, and we have executed a plan to consolidate certain offices over the next few months. These actions are being taken in connection with our continued focus on client development where we see substantial potential to shift additional share of consulting spend from our traditional competitors.”

In March 2009, the Company commenced a plan to consolidate seven offices into existing, larger market practices. In conjunction with this activity and other personnel actions, the Company will record a charge during the fourth quarter of approximately \$3.4 million related to the estimated lease abandonment costs, including leasehold improvements, and severance. On an annualized basis, these actions, when combined with other cost reduction activities, should produce cost savings of approximately \$12 million.

“We expect Resources to continue to provide superior value to our clients, balanced rewards to our employees and a solid return on investment to our shareholders,” said Don Murray, Executive Chairman of Resources. “I am very thankful that our employees and consultants continue to demonstrate their unparalleled commitment to our culture and our value proposition at this critical juncture in the company’s history.”

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 3,200 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, April 7, 2009. 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. In this press release, such statements include our expectations concerning economic conditions, our beliefs regarding the value that we will deliver to our clients and the investment return that we will deliver to our shareholders, our belief that there will be a substantial potential to shift additional share of consulting spend from our traditional competitors, our expectation of \$12 million in costs savings annually as a result of our cost reduction initiatives and our belief that our flexible business model and the strength of our balance sheet gives us a distinct competitive advantage. Such statements and all phases of Resources Connection’s operations are subject to known and unknown risks, uncertainties and other factors, including 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.
INCOME STATEMENT
(in thousands, except per share amounts)

	Quarter Ended		Nine Months Ended	
	February 28, 2009	February 23, 2008	February 28, 2009	February 23, 2008
	(unaudited)		(unaudited)	
Revenue	\$ 155,989	\$ 202,803	\$ 553,527	\$ 603,561
Direct costs of services	<u>97,988</u>	<u>127,252</u>	<u>340,576</u>	<u>374,908</u>
Gross profit	58,001	75,551	212,951	228,653
Selling, general and administrative expenses (1)	<u>50,803</u>	<u>57,518</u>	<u>161,696</u>	<u>166,061</u>
Operating income before amortization and depreciation (1)	7,198	18,033	51,255	62,592
Amortization of intangible assets	271	211	928	549
Depreciation expense	<u>2,185</u>	<u>2,200</u>	<u>6,788</u>	<u>6,082</u>
Operating income (1)	4,742	15,622	43,539	55,961
Interest income	<u>(458)</u>	<u>(952)</u>	<u>(1,354)</u>	<u>(5,123)</u>
Income before provision for income taxes (1)	5,200	16,574	44,893	61,084
Provision for income taxes (2)	<u>3,120</u>	<u>7,909</u>	<u>20,845</u>	<u>27,801</u>
Net income (1) (2)	<u>\$ 2,080</u>	<u>\$ 8,665</u>	<u>\$ 24,048</u>	<u>\$ 33,283</u>
Diluted net income per share	<u>\$ 0.05</u>	<u>\$ 0.19</u>	<u>\$ 0.53</u>	<u>\$ 0.67</u>
Diluted shares	<u>45,390</u>	<u>46,547</u>	<u>45,760</u>	<u>49,952</u>

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

EXPLANATORY NOTES

1. Includes \$4,212 and \$6,052 of stock compensation expense for the three months ended February 28, 2009 and February 23, 2008, respectively, and \$13,811 and \$17,314 of stock compensation expense for the nine months ended February 28, 2009 and February 23, 2008, respectively.
 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 43.6% and 40.4% for the three months ended February 28, 2009 and February 23, 2008, respectively and 41.0% and 40.1% for the nine months ended February 28, 2009 and February 23, 2008, respectively. The Company adjusted its estimate of the effective tax rate for the year ended May 30, 2009 during its third quarter, as a result of the magnified impact of permanent differences relative to lower pretax income; state income tax increases; and foreign earnings. 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 60.0% and 47.7% for the three months ended February 28, 2009 and February 23, 2008, respectively, and 46.4% and 45.5% for the nine months ended February 28, 2009 and February 23, 2008, 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 Statement of Financial Accounting Standards 123 (R), "Share-Based Payment" ("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.
Reconciliation of Net Income to Adjusted EBITDA
(in thousands, except Adjusted EBITDA Margin)

	Quarter Ended		Nine Months Ended	
	February 28, 2009	February 23, 2008	February 28, 2009	February 23, 2008
	(unaudited)		(unaudited)	
Adjusted EBITDA				
Net income	\$ 2,080	\$ 8,665	\$ 24,048	\$ 33,283
Adjustments:				
Amortization of intangible assets	271	211	928	549
Depreciation expense	2,185	2,200	6,788	6,082
Interest income	(458)	(952)	(1,354)	(5,123)
Provision for income taxes	<u>3,120</u>	<u>7,909</u>	<u>20,845</u>	<u>27,801</u>
EBITDA	7,198	18,033	51,255	62,592
Stock compensation expense	<u>4,212</u>	<u>6,052</u>	<u>13,811</u>	<u>17,314</u>
Adjusted EBITDA	<u>\$ 11,410</u>	<u>\$ 24,085</u>	<u>\$ 65,066</u>	<u>\$ 79,906</u>
Revenue	<u>\$ 155,989</u>	<u>\$ 202,803</u>	<u>\$ 553,527</u>	<u>\$ 603,561</u>
Adjusted EBITDA Margin	<u>7.3%</u>	<u>11.9%</u>	<u>11.8%</u>	<u>13.2%</u>

RESOURCES CONNECTION, INC.
Reconciliation of Net Income to Adjusted EBITDA
(in thousands, except Adjusted EBITDA Margin)

The Company utilizes certain financial measures and key performance indicators that are not defined by or calculated in accordance with generally accepted accounting principles (“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) excludes 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.

EBITDA, a non-GAAP financial measure, is calculated as net income before amortization of intangible assets, depreciation expense, interest income and income taxes. Adjusted EBITDA, also a non-GAAP financial measure, is EBITDA before 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.

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

	February 28,		May 31,
	2009		2008
	(unaudited)		
Cash, cash equivalents and short-term investments	\$ 145,977	\$	106,814
Accounts receivable, less allowances	\$ 84,134	\$	126,669
Total assets	\$ 408,834	\$	410,502
Current liabilities	\$ 72,789	\$	91,424
Total stockholders' equity	\$ 331,568	\$	305,888