

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) January 6, 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))
-
-

Item 2.02 Results of Operations and Financial Condition.

On January 6, 2009, Resources Connection, Inc. ("Resources" or "the Company") issued a press release announcing its financial results for the quarterly period ended November 29, 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>Exhibit No.</u>	<u>Description</u>
Exhibit 99.1	Press Release issued January 6, 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: January 6, 2009

By: /s/ Thomas Christopoul

Thomas Christopoul
Chief Executive Officer

EXHIBIT INDEX

Exhibit No.

Description

Exhibit 99.1

Press Release issued January 6, 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 Second Quarter Fiscal 2009 Results

IRVINE, Calif., January 6, 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 second quarter ended November 29, 2008.

Total revenue for the second quarter of fiscal 2009 was \$190.2 million versus \$206.6 million for the second quarter in fiscal 2008. Revenues in the U.S. declined 11.0% quarter-over-quarter while international revenues improved 0.5% (7.4% on a constant dollar basis).

“While the global economic events occurring during our second quarter are without precedent, our average weekly client service hours, excluding the holiday weeks, were relatively consistent throughout the quarter. However, foreign exchange rate changes from early in the second quarter through the end of the quarter accounted for an approximate \$3.3 million reduction in revenues”, said Thomas D. Christopoul, President and CEO of Resources.

Total revenue for the six months ended November 29, 2008 was \$397.5 million, a decrease of 0.8% from \$400.8 million for the comparable period of fiscal 2008. Revenues in the U.S. declined 5.5% versus the comparable prior year period while international revenues improved 12.6% (12.1% on a constant dollar basis).

Gross margin improved 50 basis points to 39.0% in the second quarter of fiscal 2009 compared with 38.5% in the comparable period of fiscal 2008. Selling, general and administrative expenses, which include stock compensation expense, were \$54.4 million for the second quarter of fiscal 2009, down from \$55.5 million in the second quarter of fiscal 2008.

Net income was \$9.5 million for the second quarter ended November 29, 2008 compared with \$13.0 million for the quarter ended November 24, 2007; earnings per diluted share were \$0.21 per diluted share for the second quarter of fiscal 2009 versus \$0.27 per diluted share for the second quarter of the prior year. Net income includes stock compensation expense of \$3.7 million and \$4.3 million, net of tax, for the quarters ended November 29, 2008 and November 24, 2007, respectively.

Adjusted earnings before interest, taxes, depreciation, amortization and stock compensation expense or “Adjusted EBITDA” for the second quarter of fiscal 2009 was \$24.4 million or 12.8% of revenue versus \$29.4 million or 14.2% of revenue for the same quarter of fiscal 2008.

Net income was \$22.0 million for the six months ended November 29, 2008 compared with \$24.6 million for the six months ended November 24, 2007; earnings per diluted share were \$0.48 per diluted share for the first six months of fiscal 2009 versus \$0.49 per diluted share for the first six months of the prior year. Net income includes stock compensation expense of \$7.4 million and \$8.8 million, net of tax for the six months ended November 29, 2008 and November 24, 2007, respectively.

Adjusted earnings before interest, taxes, depreciation, amortization and stock compensation expense or "Adjusted EBITDA" for the first six months of fiscal 2009 was \$53.7 million or 13.5% of revenue versus \$55.8 million or 13.9% of revenue for the same period of fiscal 2008.

"Given the external environment, we are pleased to have been able to maintain our gross margin trends," said Don Murray, Executive Chairman of Resources. "The flexibility of our business model, in which approximately 70% of our cash costs are variable, has allowed Resources to remain profitable and continue to generate cash flows from operations."

"The current financial crisis is a test of the resolve of our people," said Christopoul. "Everyone at Resources is working harder today to develop business and help our clients through this difficult economic environment, while at the same time remaining conservative with respect to discretionary costs. We continue to believe that the enormous change taking place in the global markets will present significant opportunities for us in the future; however, the timing of those opportunities will vary as companies work through their strategies to offset what will likely be a period of sustained economic contraction."

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 3,700 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, January 6, 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 belief that the change taking place in the global markets will present significant opportunities for us in the future but that the timing of these opportunities will vary. 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.

###

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

	Quarter Ended		Six Months Ended	
	November 29, 2008 (unaudited)	November 24, 2007	November 29, 2008 (unaudited)	November 24, 2007 (unaudited)
Revenue	\$ 190,233	\$ 206,638	\$ 397,538	\$ 400,758
Direct costs of services	<u>116,122</u>	<u>127,025</u>	<u>242,588</u>	<u>247,656</u>
Gross profit	74,111	79,613	154,950	153,102
Selling, general and administrative expenses (1)	<u>54,380</u>	<u>55,514</u>	<u>110,893</u>	<u>108,543</u>
Operating income before amortization and depreciation (1)	19,731	24,099	44,057	44,559
Amortization of intangible assets	275	84	657	338
Depreciation expense	<u>2,263</u>	<u>2,007</u>	<u>4,603</u>	<u>3,882</u>
Operating income (1)	17,193	22,008	38,797	40,339
Interest income	<u>(380)</u>	<u>(1,629)</u>	<u>(896)</u>	<u>(4,171)</u>
Income before provision for income taxes (1)	17,573	23,637	39,693	44,510
Provision for income taxes (2)	<u>8,097</u>	<u>10,601</u>	<u>17,725</u>	<u>19,892</u>
Net income (1) (2)	<u>\$ 9,476</u>	<u>\$ 13,036</u>	<u>\$ 21,968</u>	<u>\$ 24,618</u>
Diluted net income per share	<u>\$ 0.21</u>	<u>\$ 0.27</u>	<u>\$ 0.48</u>	<u>\$ 0.49</u>
Diluted shares	<u>45,859</u>	<u>48,754</u>	<u>45,945</u>	<u>50,226</u>

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

EXPLANATORY NOTES

1. Includes \$4,635 and \$5,262 of stock compensation expense for the three months ended November 29, 2008 and November 24, 2007, respectively, and \$9,599 and \$11,262 of stock compensation expense for the six months ended November 29, 2008 and November 24, 2007, 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 40.5% and 40.0% for both the three and six months ended November 29, 2008 and November 24, 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 46.1% and 44.8% for the three months ended November 29, 2008 and November 24, 2007, respectively, and 44.7% for both the six months ended November 29, 2008 and November 24, 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 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.
-

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

	Quarter Ended		Six Months Ended	
	November 29, 2008 (unaudited)	November 24, 2007	November 29, 2008 (unaudited)	November 24, 2007 (unaudited)
Consolidated EBITDA and Adjusted EBITDA				
Net income	\$ 9,476	\$ 13,036	\$ 21,968	\$ 24,618
Adjustments:				
Amortization of intangible assets	275	84	657	338
Depreciation expense	2,263	2,007	4,603	3,882
Interest income	(380)	(1,629)	(896)	(4,171)
Provision for income taxes	<u>8,097</u>	<u>10,601</u>	<u>17,725</u>	<u>19,892</u>
EBITDA	19,731	24,099	44,057	44,559
Stock compensation expense	<u>4,635</u>	<u>5,262</u>	<u>9,599</u>	<u>11,262</u>
Adjusted EBITDA	<u>\$ 24,366</u>	<u>\$ 29,361</u>	<u>\$ 53,656</u>	<u>\$ 55,821</u>
Revenue	<u>\$ 190,233</u>	<u>\$ 206,638</u>	<u>\$ 397,538</u>	<u>\$ 400,758</u>
Adjusted EBITDA Margin	<u>12.8%</u>	<u>14.2%</u>	<u>13.5%</u>	<u>13.9%</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)

	<u>November 29,</u> <u>2008</u>	<u>May 31,</u> <u>2008</u>
	(unaudited)	
Cash, cash equivalents and short-term investments	\$ 133,657	\$ 106,814
Accounts receivable, less allowances	\$ 102,810	\$ 126,669
Total assets	\$ 406,729	\$ 410,502
Current liabilities	\$ 75,005	\$ 91,424
Total stockholders' equity	\$ 326,482	\$ 305,888