



**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM S-8**

**REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**RESOURCES CONNECTION, INC.**

(Exact Name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation or Organization)

33-0832424  
(I.R.S. Employer  
Identification No.)

17101 Armstrong Avenue  
Irvine, California 92614  
(Address, Including Zip Code, of Principal Executive Offices)

**Resources Connection, Inc. 2004 Performance Incentive Plan  
Resources Connection, Inc. Employee Stock Purchase Plan**

(Full Title of the Plans)

Kate W. Duchene, Secretary  
Resources Connection, Inc.  
17101 Armstrong Avenue  
Irvine, California 92614  
(714) 430-6400  
(Name, Address and Telephone Number, Including Area Code, of Agent For Service)

COPY TO:

David A. Krinsky, Esq.  
O'Melveny & Myers LLP  
610 Newport Center Drive, Suite 1700  
Newport Beach, California 92660  
(949) 760-9600

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer       Accelerated filer       Non-accelerated filer       Smaller reporting company   
(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title Of Securities To Be Registered	Amount To Be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount Of Registration Fee
Common Stock, par value \$0.01 per share, issuable under the Resources Connection, Inc. 2004 Performance Incentive Plan	2,000,000(1) shares	\$15.975(2)	\$31,950,000.00(2)	\$1,783(2)
Common Stock, par value \$0.01 per share, issuable under the Resources Connection, Inc. Employee Stock Purchase Plan	2,000,000(1) shares	\$15.975(2)	\$31,950,000(2)	\$1,783(2)

TOTALS	4,000,000(1) shares	\$15.975	\$63,900,000	\$3,566
--------	------------------------	----------	--------------	---------

- (1) This Registration Statement covers, in addition to the number of shares of Resources, Connection, Inc., a Delaware corporation (the “Company” or the “Registrant”), Class A common stock, par value \$0.01 per share (the “Common Stock”), stated above, options and other rights to purchase or acquire the shares of Common Stock covered by this Registration Statement and, pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the “Securities Act”), an additional indeterminate number of shares, options and rights that may be offered or issued pursuant to the Resources Connection, Inc. 2004 Performance Incentive Plan (the “2004 Plan”) and the Resources Connection, Inc. Employee Stock Purchase Plan (the “ESP Plan” and, together with the 2004 Plan, the “Plans”) as a result of one or more adjustments under the Plans to prevent dilution resulting from one or more stock splits, stock dividends, or similar transactions.
- (2) Pursuant to Securities Act Rule 457(h), the maximum offering price, per share and in the aggregate, and the registration fee were calculated based upon the average of the high and low prices of the Common Stock on April 6, 2009, as quoted on the Nasdaq Global Market.

The Exhibit Index for this Registration Statement is at page 6.

---

---

## TABLE OF CONTENTS

PART I

PART II

Item 3.

Item 5.

Item 8.

SIGNATURES

EXHIBIT INDEX

EX-5

EX-23.1

---

**EXPLANATORY NOTE**

This Registration Statement is filed by the Company to register additional securities issuable pursuant to the Plans and consists of only those items required by General Instruction E to Form S-8.

---

**PART I**

**INFORMATION REQUIRED IN THE  
SECTION 10(a) PROSPECTUS**

The document(s) containing the information specified in Part I of Form S-8 will be sent or given to participants in the Plans as specified by Securities Act Rule 428(b)(1).

---

**PART II**  
INFORMATION REQUIRED IN THE  
REGISTRATION STATEMENT

**Item 3. Incorporation of Certain Documents by Reference**

The following documents of the Company filed with the Securities and Exchange Commission (the "Commission") are incorporated herein by reference:

- (a) The Company's Annual Report on Form 10-K for its fiscal year ended May 31, 2008, filed with the Commission on July 30, 2008 (Commission File No. 000-32113);
- (b) The Company's Quarterly Reports on Form 10-Q for its fiscal quarters ended August 30, 2008 and November 29, 2008, filed with the Commission on October 9, 2008 and January 8, 2009, respectively (Commission File No. 000-32113);
- (c) The Company's Current Reports on Form 8-K filed with the Commission on June 3, 2008 and July 21, 2008 (each, Commission File No. 000-32113);
- (d) The description of the Company's Common Stock contained in its Registration Statement on Form 8-A filed with the Commission on December 12, 2000 (Commission File No. 000-32113), which incorporates such description from the Company's Registration Statement on Form S-1 filed with the Commission on September 1, 2000 (Commission File No. 333-45000), which description is also incorporated herein by reference, and any amendment or report filed for the purpose of updating such description;
- (e) The Company's Registration Statements on Form S-8 relating to the 2004 Plan, filed with the Commission on August 16, 2005 (Commission File No. 333-127579) and April 16, 2007 (Commission File No. 333-142145); and
- (f) The Company's Registration Statement on Form S-8 relating to the ESP Plan, filed with the Commission on February 2, 2001 (Commission File No. 333-54880).

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with Commission rules shall not be deemed incorporated by reference into this Registration Statement. Any statement contained herein or in a document, all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or amended, to constitute a part of this Registration Statement.

**Item 5. Interests of Named Experts and Counsel**

The validity of the issuance of Common Stock registered hereby is passed on for the Company by Kate W. Duchene, Esq. Ms. Duchene is the Chief Legal Officer, Executive Vice President of Human Relations and Secretary of the Company and is compensated by the Company as an employee. Ms. Duchene owns 65,428 shares of Common Stock and Company stock options to acquire up to 248,672 shares of Common Stock. Ms. Duchene is eligible to receive awards granted by the Company under the Plans.

**Item 8. Exhibits**

See the attached Exhibit Index at page 6, which is incorporated herein by reference.

---

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Irvine, State of California, on April 3, 2009.

By: /s/ THOMAS D. CHRISTOPOUL  
Thomas D. Christopoul  
Chief Executive Officer and President

**POWER OF ATTORNEY**

Each person whose signature appears below constitutes and appoints Thomas D. Christopoul, Nathan W. Franke, and Kate W. Duchene, and each of them, acting individually and without the others, as his or her true and lawful attorney-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments, exhibits thereto and other documents in connection therewith) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them individually, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them individually, or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Form S-8 Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ DONALD B. MURRAY</u> Donald B. Murray	Executive Chairman of the Board of Directors	April 1, 2009
<u>/s/ THOMAS D. CHRISTOPOUL</u> Thomas D. Christopoul	Chief Executive Officer, President and Director (Principal Executive Officer)	April 3, 2009
<u>/s/ NATHAN W. FRANKE</u> Nathan W. Franke	Chief Financial Officer, Executive Vice President (Principal Financial Officer and Principal Accounting Officer)	April 1, 2009

---

[Table of Contents](#)

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ NEIL DIMICK</u> Neil Dimick	Director	April 1, 2009
<u>/s/ KAREN M. FERGUSON</u> Karen M. Ferguson	Executive Vice President and Director	April 1, 2009
<u>/s/ ROBERT F. KISTINGER</u> Robert F. Kistingner	Director	April 1, 2009
<u>/s/ A. ROBERT PISANO</u> A. Robert Pisano	Director	March 31, 2009
<u>/s/ ANNE SHIH</u> Anne Shih	Director	April 1, 2009
<u>/s/ JOLENE SYKES SARKIS</u> Jolene Sykes Sarkis	Director	March 31, 2009

---

**EXHIBIT INDEX**

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
4.1	Resources Connection, Inc. 2004 Performance Incentive Plan. (Filed as Annex A to the Company's Proxy Statement filed with the Commission pursuant to Section 14(a) of the Exchange Act on September 11, 2008 (Commission File No. 000-32113) and incorporated herein by this reference.)
4.2	Resources Connection, Inc. Employee Stock Purchase Plan. (Filed as Annex B to the Company's Proxy Statement filed with the Commission pursuant to Section 14(a) of the Exchange Act on September 11, 2008 (Commission File No. 000-32113) and incorporated herein by this reference.)
5.	Opinion of Counsel.
23.1	Consent of Independent Registered Public Accounting Firm.
23.2	Consent of Counsel (included in Exhibit 5).
24.	Power of Attorney (included in this Registration Statement under "Signatures").

April 6, 2009

Resources Connection, Inc.  
17101 Armstrong Avenue  
Irvine, California 92614

**Re: Registration of Securities of Resources Connection, Inc.**

Ladies and Gentlemen:

In my capacity as Chief Legal Officer of Resources Connection, Inc., a Delaware corporation (the "Company"), you have required my opinion in connection with the Form S-8 Registration Statement (the "Registration Statement") filed by the Company on or about the date hereof relating to up to 4,000,000 shares of the Company's Class A common stock, par value \$0.01 per share (the "Shares"), up to 2,000,000 of such Shares to be issued or delivered pursuant to the Resources Connection, Inc. 2004 Performance Incentive Plan (the "2004 Plan") and up to 2,000,000 of such Shares to be issued or delivered pursuant to the Resources Connection, Inc. Employee Stock Purchase Plan (the "ESP Plan").

In my capacity as Chief Legal Officer of the Company, I have examined originals or copies of those corporate and other records of the Company I considered appropriate.

The law covered by this opinion is limited to the General Corporation Law of the State of Delaware. I express no opinion with respect to the applicability or the effect of any other laws and no opinion regarding statutes, administrative decisions, rules, regulations or requirements of any county, municipality, subdivision or local authority of any jurisdiction.

On the basis of such examination and my consideration of those questions of law I considered relevant, and subject to the limitations and qualifications in this opinion, I am of the opinion that the Shares have been duly authorized by all necessary corporate action on the part of the Company and, when issued in accordance with such authorization, the provisions of the 2004 Plan or the ESP Plan, as applicable, and relevant agreements duly authorized by and in accordance with the terms of the 2004 Plan or the ESP Plan, as applicable, and upon payment for and delivery of the Shares as contemplated in accordance with the 2004 Plan or the ESP Plan, as applicable, and either (a) the countersigning of the certificate or certificates representing the Shares by a duly authorized signatory of the registrar for the Company's Common Stock, or (b) the book-entry of the Shares by the transfer agent for the Company's Common Stock in the name of The Depository Trust Company or its nominee, the Shares will be validly issued, fully paid and non-assessable.

I consent to the filing of this opinion as an exhibit to the Registration Statement.

Respectfully submitted,

/s/ KATE W. DUCHENE

---

Kate W. Duchene  
Chief Legal Officer, Executive Vice President of Human  
Relations and Secretary

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated July 30, 2008, relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in Resources Connection, Inc.'s Annual Report on Form 10-K for the year ended May 31, 2008.

/s/ PRICEWATERHOUSECOOPERS

PricewaterhouseCoopers LLP

Irvine, CA

April 7, 2009