

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, 2016

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, 2016, Resources Connection, Inc. (“Resources” or “the Company”) issued a press release announcing its financial results for the quarterly period ended February 27, 2016. 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, Adjusted EBITDA and Adjusted EBITDA Margin. The Company believes that these non-GAAP measures are useful to our investors because they are financial measures used by management to assess the core 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, Adjusted EBITDA and EBITDA Margin. 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On April 7, 2016, Nathan W. Franke, Executive Vice President and Chief Financial Officer, notified the Company of his intention to retire from the Company, following the close of the Company’s fiscal year. Mr. Franke will remain in his current position until the end of July, while the Company conducts a search for his successor.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
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Exhibit 99.1	Press Release issued April 7, 2016
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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: April 7, 2016

By: /s/ ANTHONY CHERBAK

Anthony Cherbak

President and Chief Executive Officer

EXHIBIT INDEX

Exhibit No.

Description

Exhibit 99.1

Press Release issued April 7, 2016

Resources Connection, Inc. Reports Third Quarter Results for Fiscal 2016

- **Company reports earnings per share of \$0.16 on \$146.8 million of revenue (\$148.4 million in constant currency)**
- **Adjusted EBITDA* up 1.6% to \$13.1 million (8.9% of revenue)**
- **Company returns \$12.2 million in capital to shareholders**
- **Company announces CFO Nate Franke's planned retirement**

***Adjusted EBITDA is defined as earnings before interest, income taxes, depreciation, amortization and stock-based compensation**

IRVINE, Calif.--(BUSINESS WIRE)--April 7, 2016--Resources Connection, Inc. (NASDAQ: RECN), today announced financial results for its third fiscal quarter ended February 27, 2016. Resources Connection, Inc. (the "Company") is a multinational professional services firm that provides to clients – through its operating subsidiary, Resources Global Professionals ("RGP") – consulting and business support services in the areas of accounting; finance; corporate governance, risk and compliance; corporate advisory, strategic communications and restructuring; information management; human capital; supply chain management; healthcare solutions; and legal and regulatory.

Revenue for the third quarter of fiscal 2016 was \$146.8 million, essentially flat with the prior year's third quarter. On a sequential basis, third quarter revenue (which includes the holiday season) decreased 2.7% compared to \$150.9 million in the second quarter of fiscal 2016.

Using the comparable third quarter fiscal 2015 conversion rates to adjust for the impact of currency fluctuations, fiscal 2016's third quarter revenue would have been \$148.4 million, up 1.1% quarter-over-quarter.

Revenue in the U.S. decreased 0.2% quarter-over-quarter and 1.2% sequentially. International revenue increased 1.2% on a quarter-over-quarter basis and decreased 8.8% sequentially. Adjusting for the impact of currency fluctuations, international revenue increased 7.5% quarter-over-quarter using the comparable third quarter fiscal 2015 conversion rates and decreased 7.8% sequentially using the comparable second quarter fiscal 2016 conversion rates.

The Company's net income in the third quarter of fiscal 2016 was \$6.0 million, or \$0.16 per diluted share, or flat compared to the prior year's third quarter.

"We continue to make progress internationally, especially in Europe where we had constant currency quarter-over-quarter growth in revenue of 8.9%," said Tony Cherbak, president and chief executive officer of RGP. "Our results in the U.S. were unfavorably impacted by weakness in demand from our energy clients. In spite of this, our strong operating metrics allowed us to return \$12.2 million of capital to shareholders in the form of our dividend and stock repurchase programs."

Gross margin was 37.4% in the third quarter of fiscal 2016, compared to 37.3% in the prior year quarter. Gross margin in the current quarter was better than anticipated due to improved bill/pay spread. Sequentially, gross margin decreased 160 basis points from 39.0%, due to the reset of employer payroll taxes after the New Year, offset by an improvement in the bill/pay spread in the current quarter.

Selling, general and administrative expenses for the third quarter of fiscal 2016 were \$43.3 million (29.5% of revenue) compared to the prior year third quarter of \$43.5 million (29.6% of revenue) and the second quarter of fiscal 2016 of \$43.2 million (28.6% of revenue).

Cash used in operations and Adjusted EBITDA were \$3.7 million and \$13.1 million (8.9% of revenue), respectively, for the third quarter of fiscal 2016 compared to cash used in operations and Adjusted EBITDA of \$2.9 million and \$12.9 million (8.8% of revenue), respectively, for the third quarter of fiscal 2015. In each of the quarters, operating cash flows were impacted by the timing of payroll accruals.

The Company's revenue for the nine months ended February 27, 2016 was \$446.0 million compared to \$441.8 million for the nine months ended February 28, 2015. The Company's net income for the nine months ended February 27, 2016 was \$21.8 million or \$0.58 per diluted share. This compares to net income in the nine months ended February 28, 2015 of \$19.4 million, or \$0.51 per diluted share, including \$0.03 per diluted share related to European severance charges.

In the third quarter of fiscal 2016, the Company repurchased 589,000 shares of common stock for \$8.5 million and paid a quarterly dividend totaling \$3.7 million (\$0.10 per diluted share) to shareholders. Currently, the Company has a total of \$146.7 million available for share purchases. As of February 27, 2016, the Company's cash, cash equivalents and short-term investments were \$96.5 million compared to \$112.2 million at fiscal year-end May 30, 2015.

Today, the Company also announced the planned retirement of its Executive Vice President and Chief Financial Officer, Nathan Franke, following the close of the Company's fiscal year. Mr. Franke will remain in his current position until the end of July, while the Company conducts a search for his successor. The Company has retained the executive search firm, Spencer Stuart, to assist with this search.

Tony Cherbak stated, "Nate and I have worked together for more than 30 years, first at Deloitte and then RGP. He is an outstanding financial professional who we will all miss in the day-to-day business. Nate has been a valuable member of the management team at RGP for the past nine years, and on behalf of all of the employees of RGP and the Board of Directors, we want to thank Nate for his contribution and wish him well as he embraces retirement."

"I am incredibly fortunate to finish my career working with the great people and clients of RGP," said Nate Franke. "As I move to the next chapter of my life, I know RGP is well positioned to continue to capitalize on these two phenomenal assets."

ABOUT RGP

RGP, 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 – accounting; finance; corporate governance, risk and compliance; corporate advisory, strategic communications and restructuring; information management; human capital; supply chain management; healthcare solutions; and legal and regulatory.

RGP was founded in 1996 within a Big Four accounting firm. Today, we are a publicly traded company with over 3,300 professionals, annually serving over 1,700 clients around the world from 68 practice offices.

Headquartered in Irvine, California, RGP has served 87 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 RGP is available at <http://www.rgp.com>. (RECN-F)

RGP will hold a conference call for interested analysts and investors at 5:00 p.m. ET today, April 7, 2016. This conference call will be available for listening via a webcast on the Company's website: <http://www.rgp.com>. An audio replay of the conference call will be available through April 14, 2016 at 855-859-2056. The conference ID number for the replay is 63038435. The call will also be archived on the RGP website for 30 days.

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," "remain," "should" or "will" or the negative of these terms or other comparable terminology. Such statements and all phases of the Company's operations are subject to known and unknown risks, uncertainties and other factors that could cause our actual results, levels of activity, performance or achievements and those of our industry to differ materially from those expressed or implied by these forward-looking statements. Risks and uncertainties include seasonality, overall economic conditions and other factors and uncertainties as are identified in our most recent Quarterly Report on Form 10-Q and our other public filings made with the Securities and Exchange Commission (File No. 0-32113). Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also affect our business or operating results. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. The Company does not intend, and undertakes no obligation, to update the forward-looking statements in this press release to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events, unless required by law to do so.

RESOURCES CONNECTION, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(Amounts in thousands, except per share amounts)

	Three Months Ended		Nine Months Ended	
	February 27, 2016	February 28, 2015	February 27, 2016	February 28, 2015
	(Unaudited)		(Unaudited)	
Revenue	\$ 146,779	\$ 146,832	\$ 446,006	\$ 441,775
Direct cost of services	91,851	91,991	274,739	271,274
Gross margin	54,928	54,841	171,267	170,501
Selling, general and administrative expenses (1)	43,318	43,478	130,446	131,333
Operating income before amortization and depreciation (1)	11,610	11,363	40,821	39,168
Amortization of intangible assets	30	62	90	888
Depreciation expense	867	839	2,606	2,542
Operating income (1)	10,713	10,462	38,125	35,738
Interest income	(52)	(37)	(118)	(114)
Income before provision for income taxes (1)	10,765	10,499	38,243	35,852
Provision for income taxes (2)	4,808	4,510	16,477	16,452
Net income (1), (2)	<u>\$ 5,957</u>	<u>\$ 5,989</u>	<u>\$ 21,766</u>	<u>\$ 19,400</u>
Net income per common share:				
Basic (1), (2)	<u>\$ 0.16</u>	<u>\$ 0.16</u>	<u>\$ 0.59</u>	<u>\$ 0.51</u>
Diluted (1), (2)	<u>\$ 0.16</u>	<u>\$ 0.16</u>	<u>\$ 0.58</u>	<u>\$ 0.51</u>
Weighted average common shares outstanding:				
Basic	<u>37,073</u>	<u>37,724</u>	<u>37,186</u>	<u>37,938</u>
Diluted	<u>37,615</u>	<u>38,288</u>	<u>37,777</u>	<u>38,300</u>
Cash dividends declared per common share	<u>\$ 0.10</u>	<u>\$ 0.08</u>	<u>\$ 0.30</u>	<u>\$ 0.24</u>

EXPLANATORY NOTES

- (1) Selling, general and administrative expenses include non-cash compensation expense for employee stock option grants, restricted share grants and employee stock purchases of \$1.5 million for both the three months ended February 27, 2016 and February 28, 2015, and \$5.0 million and \$4.6 million for the nine months ended February 27, 2016 and February 28, 2015, respectively. The expense for the nine months ended February 27, 2016 includes approximately \$900,000, or \$0.01 per share, related to the Board of Director's approval of accelerated vesting of 127,500 stock options related to Don Murray's transition from Executive Chairman to non-employee Chairman of the Board.
- (2) The Company's effective tax rate was approximately 44% and approximately 43% for the three months ended February 27, 2016 and February 28, 2015, respectively, and approximately 43% and approximately 46% for the nine months ended February 27, 2016 and February 28, 2015, respectively. The nine months ended February 27, 2016 includes the reversal of approximately \$290,000 of tax valuation allowances. For all periods presented, the Company is unable to benefit from, or has limitations on the benefit of, tax losses in certain foreign jurisdictions. To a lesser extent, the accounting treatment under GAAP for the cost associated with incentive stock options and shares purchased through the Employee Stock Purchase Plan have caused volatility in the Company's effective tax rate.

RESOURCES CONNECTION, INC.
RECONCILIATION OF NET INCOME TO ADJUSTED EBITDA
(Amounts in thousands, except Adjusted EBITDA Margin)

	Three Months Ended		Nine Months Ended	
	February 27, 2016	February 28, 2015	February 27, 2016	February 28, 2015
	(Unaudited)		(Unaudited)	
Net income	\$ 5,957	\$ 5,989	\$ 21,766	\$ 19,400
Adjustments:				
Amortization of intangible assets	30	62	90	888
Depreciation expense	867	839	2,606	2,542
Interest income	(52)	(37)	(118)	(114)
Provision for income taxes	4,808	4,510	16,477	16,452
EBITDA	11,610	11,363	40,821	39,168
Stock-based compensation expense	1,483	1,523	5,028	4,627
Adjusted EBITDA	<u>\$ 13,093</u>	<u>\$ 12,886</u>	<u>\$ 45,849</u>	<u>\$ 43,795</u>
Revenue	<u>\$ 146,779</u>	<u>\$ 146,832</u>	<u>\$ 446,006</u>	<u>\$ 441,775</u>
Adjusted EBITDA Margin	<u>8.9%</u>	<u>8.8%</u>	<u>10.3%</u>	<u>9.9%</u>

EXPLANATORY NOTE

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) 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 operations; 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, Adjusted EBITDA and Adjusted EBITDA Margin are non-GAAP financial measures. EBITDA is calculated as net income before amortization of intangible assets, depreciation expense, interest income and income taxes. Adjusted EBITDA is calculated as EBITDA plus stock-based compensation expense. Adjusted EBITDA Margin is calculated by dividing Adjusted EBITDA by revenue. We believe that EBITDA, Adjusted EBITDA and Adjusted EBITDA Margin provide useful measures to our investors because they are financial measures used by management to assess the core performance of our Company. EBITDA, 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 to, net income, earnings per share, cash flows or other measures of financial performance prepared in accordance with GAAP.

RESOURCES CONNECTION, INC.
CONSTANT CURRENCY REVENUE COMPARISON
(Dollars in thousands)
(Unaudited)

<u>Revenue for the Three Months Ended</u>						
<u>February 27, 2016 GAAP</u>	<u>February 28, 2015 GAAP</u>	<u>November 28, 2015 GAAP</u>	<u>% Change February 27, 2016 vs. February 28, 2015 GAAP</u>	<u>% Increase February 27, 2016 vs. February 28, 2015 Constant Currency (1)</u>	<u>% Decrease February 27, 2016 vs. November 28, 2015 GAAP</u>	<u>% Decrease February 27, 2016 vs. November 28, 2015 Constant Currency (2)</u>
\$ 146,779	\$ 146,832	\$ 150,887	0.0%	1.1%	-2.7%	-2.5%

(1) The percentage change in revenue on a constant currency basis is calculated using the average foreign exchange rates for the third quarter of fiscal 2015 and applying those rates to foreign-denominated revenue in the third quarter of fiscal 2016.

(2) The percentage change in revenue on a constant currency basis is calculated using the average foreign exchange rates for the second quarter of fiscal 2016 and applying those rates to foreign-denominated revenue in the third quarter of fiscal 2016.

EXPLANATORY NOTE

In order to provide a more comprehensive view of trends in our business, this table shows revenue data on an as reported basis (GAAP) for the respective periods and relative change in the same periods from the impact on revenue of exchange rate fluctuations between the United States dollar and currencies in countries in which the Company operates.

RESOURCES CONNECTION, INC.
SELECTED BALANCE SHEET, CASH FLOW AND OTHER INFORMATION
(Amounts in thousands, except consultant headcount)

	February 27, 2016	May 30, 2015
	(Unaudited)	
Cash, cash equivalents and short-term investments	\$ 96,462	\$ 112,238
Accounts receivable, less allowances	\$ 100,493	\$ 96,574
Total assets	\$ 406,798	\$ 416,981
Current liabilities	\$ 55,407	\$ 68,946
Total stockholders' equity	\$ 343,224	\$ 340,452
Consultant headcount, end of period	2,584	2,516
Shares outstanding, end of period	36,758	37,273
	Nine Months Ended	
	February 27, 2016	February 28, 2015
	(Unaudited)	
Cash flow from operating activities	\$ 7,047	\$ 2,805
Cash flow from investing activities	\$ (1,659)	\$ 7,392
Cash flow from financing activities	\$ (20,841)	\$ (20,832)

CONTACT:

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