

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

SCHEDULE TO

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 3)**

RESOURCES CONNECTION, INC.
(Name of Subject Company (Issuer) and Filing Person (Offeror))

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

76122Q105
(CUSIP Number of Class of Securities)

Herb Mueller
Executive Vice President and Chief Financial Officer
17101 Armstrong Avenue
Irvine, California 92614
Telephone: (714) 430-6400
(Name, address and telephone number of person authorized
to receive notices and communications on behalf of filing persons)

Copy to:
Mark D. Peterson, Esq.
Shelly Heyduk, Esq.
O'Melveny & Myers LLP
610 Newport Center Drive, 17th Floor
Newport Beach, CA 92660
Telephone: (949) 823-6900

Calculation of Filing Fee

Transaction Valuation*	Amount of Filing Fee**
\$104,244,224	\$12,081.91

* The transaction value is estimated only for purposes of calculating the filing fee. This amount is based on the purchase of 6,515,264 shares of common stock, par value \$0.01 per share, at the tender offer price of \$16.00 per share.

** Previously paid. The amount of the filing fee, calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory No. 1 for Fiscal Year 2017 equals \$115.90 per \$1,000,000 of the value of the transaction.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$12,081.91
Form or Registration No.: 005-60985

Filing Party: Resources Connection, Inc.
Date Filed: October 18, 2016; November 16, 2016

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer.

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

INTRODUCTORY STATEMENT

This Amendment No. 3 (this “Amendment No. 3”) amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission (the “SEC”) on October 18, 2016, as amended and supplemented by Amendment No. 1 to the Tender Offer Statement on Schedule TO filed with the SEC on October 27, 2016 and Amendment No. 2 to the Tender Offer Statement on Schedule TO filed with the SEC on November 16, 2016 (as amended, the “Schedule TO”), by Resources Connection, Inc., a Delaware corporation (“Resources” or the “Company”), in connection with the Company’s offer to purchase up to 6,000,000 shares of its common stock, par value \$0.01 per share (the “Shares”), at a price not greater than \$16.00 nor less than \$13.50 per Share, net to the seller in cash, less any applicable withholding taxes and without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase dated October 18, 2016 (the “Offer to Purchase”) and in the related Letter of Transmittal (the “Letter of Transmittal,” which, together with the Offer to Purchase, as they may be amended or supplemented from time to time, constitute the “Offer”), copies of which were previously filed as Exhibits (a)(1)(A) and (a)(1)(B), respectively, to the Schedule TO.

The purpose of this Amendment No. 3 is to amend and supplement the Schedule TO. Only those items amended are reported in this Amendment No. 3. Except as specifically provided herein, the information contained in the Schedule TO, the Offer to Purchase and the Letter of Transmittal remains unchanged. This Amendment No. 3 should be read in conjunction with the Schedule TO, the Offer to Purchase and the Letter of Transmittal.

Item 11. Additional Information.

Item 11 of the Schedule TO is hereby amended and supplemented by adding the following:

“On November 22, 2016, the Company issued a press release announcing the final results of the Offer, which expired at 12:00 midnight, New York City time, on Tuesday, November 15, 2016. A copy of the press release is filed as Exhibit (a)(5)(D) hereto and is incorporated by reference herein.”

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit:

(a)(5)(D) Press release announcing the final results of the Offer, dated November 22, 2016.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

RESOURCES CONNECTION, INC.

/s/ Herbert M. Mueller

Name: Herbert M. Mueller

Title: Executive Vice President and
Chief Financial Officer

Date: November 22, 2016

Index to Exhibits

<u>Exhibit Number</u>	<u>Description</u>
(a)(1)(A)**	Offer to Purchase, dated October 18, 2016.
(a)(1)(B)**	Letter of Transmittal (including IRS Form W-9 and Guidelines for Certification of Taxpayer Identification Number on IRS Form W-9).
(a)(1)(C)**	Notice of Guaranteed Delivery.
(a)(1)(D)**	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and other Nominees.
(a)(1)(E)**	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and other Nominees.
(a)(1)(F)**	Summary Advertisement, dated October 18, 2016.
(a)(2)	Not Applicable.
(a)(3)	Not Applicable.
(a)(4)	Not Applicable.
(a)(5)(A)**	Press release announcing commencement of the Offer, dated October 18, 2016.
(a)(5)(B)**	E-mail to employees in connection with the Offer, sent October 18, 2016.
(a)(5)(C)**	Press release announcing the preliminary results of the Offer, dated November 16, 2016.
(a)(5)(D)*	Press release announcing the final results of the Offer, dated November 22, 2016.
(b)	Credit Agreement, dated as of October 17, 2016, among Resources Connection, Inc. and Resources Connection LLC, as Borrowers, certain domestic subsidiaries of Resources Connection, Inc. party thereto, as Guarantors, and Bank of America, N.A., as Lender (incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filing of October 17, 2016).
(d)(1)	Stockholders Agreement, dated December 11, 2000, between Resources Connection, Inc. and certain stockholders of Resources Connection, Inc. (incorporated by reference to Exhibit 4.2 to the Company's Amendment No. 7 to the Company's Registration Statement on Form S-1 filed on December 12, 2000 (File No. 333-45000)).
(d)(2)	Resources Connection, Inc. 1999 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.2 to the Company's Registration Statement on Form S-1 filed on September 1, 2000 (File No. 333-45000)).
(d)(3)	Resources Connection, Inc. Employee Stock Purchase Plan (incorporated by reference to Annex B to the Company's Proxy Statement filed with the SEC pursuant to Section 14(a) of the Exchange Act on September 11, 2008).
(d)(4)	Resources Connection, Inc. 2004 Performance Incentive Plan (incorporated by reference to Annex A to the Company's Proxy Statement filed with the SEC pursuant to Section 14(a) of the Exchange Act on September 11, 2008).

- (d)(5) Resources Connection, Inc. 2004 Performance Incentive Plan Nonqualified Stock Option Agreement (incorporated by reference to Exhibit 10.22 to the Company's Quarterly Report on Form 10-Q for the quarter ended February 28, 2005).
- (d)(6) Resources Connection, Inc. 2004 Performance Incentive Plan Nonqualified Stock Option Agreement (Netherlands) (incorporated by reference to Exhibit 10.23 to the Company's Quarterly Report on Form 10-Q for the quarter ended February 28, 2005).
- (d)(7) Resources Connection, Inc. 2004 Performance Incentive Plan Incentive Stock Option Agreement (incorporated by reference to Exhibit 10.24 to the Company's Quarterly Report on Form 10-Q for the quarter ended February 28, 2005).
- (d)(8) Sample Restricted Stock Award Agreement (incorporated by reference to Exhibit 99.3 to the Company's Form 8-K filing of July 15, 2005).
- (d)(9) Employment Agreement, dated July 17, 2008, between Resources Connection, Inc. and Kate W. Duchene (incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filing of July 21, 2008).
- (d)(10) Employment Agreement, dated July 30, 2013, between Resources Connection, Inc. and Tracy Stephens (incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filing of August 1, 2013).
- (d)(11) Consulting Agreement, effective August 29, 2016, between Nathan Franke and Resources Connection, Inc. (incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filing of August 17, 2016).
- (d)(12) Employment Agreement, effective August 29, 2016, between Herb Mueller and Resources Connection, Inc. (incorporated by reference to Exhibit 10.2 to the Company's Form 8-K filing of August 17, 2016).
- (d)(13) Employment Letter, effective August 29, 2016, between John Bower and Resources Connection, Inc. (incorporated by reference to Exhibit 10.3 to the Company's Form 8-K filing of August 17, 2016).
- (d)(14) Form of Indemnification Agreement between the Registrant and each of its directors and executive officers (incorporated by reference to Exhibit 10.26 to the Company's Form 10-K for the year ended May 31, 2008).
- (d)(15) Resources Connection, Inc. Directors' Compensation Policy (incorporated by reference to Exhibit 10.21 to the Company's Quarterly Report on Form 10-Q for the quarter ended February 26, 2011).
- (d)(16) Resources Connection, Inc. 2014 Performance Incentive Plan (incorporated by reference to Exhibit 10.22 to the Company's Form 8-K filing of October 28, 2014).
- (d)(17) Resources Connection, Inc. Employee Stock Purchase Plan (incorporated by reference to Annex B to the Company's Proxy Statement filed with the SEC pursuant to Section 14(a) of the Exchange Act on September 15, 2014).
- (g) None.
- (h) None.

* Filed herewith.

** Previously filed.

**Media Contact:**

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

Analyst Contact:

Herb Mueller, Chief Financial Officer
 (US+) 1-714-430-6500
 herb.mueller@rgp.com

Resources Connection, Inc. Announces Final Results of Modified Dutch Auction Tender Offer

IRVINE, Calif., November 22, 2016 – Resources Connection, Inc. (NASDAQ: RECN), a multinational business consulting firm, operating as Resources Global Professionals (the “Company” or “RGP”) today announced the final results of its modified “Dutch auction” tender offer to purchase up to 6,000,000 shares of its common stock (“Common Stock”) at a price per share not greater than \$16.00 nor less than \$13.50, which expired at 12:00 midnight, New York City time, on Tuesday, November 15, 2016.

Based on the final count by the depository for the tender offer, an aggregate of 6,515,264 shares of the Company’s Common Stock were validly tendered and not validly withdrawn at or below the price of \$16.00 per share, including approximately 892,629 shares that were tendered through notice of guaranteed delivery.

The Company acquired 6,515,264 shares of its Common Stock at a price of \$16.00 per share, for a total cost of approximately \$104,244,224, excluding fees and expenses relating to the tender offer. These shares represent approximately 18.0% of the Company’s total outstanding Common Stock as of November 15, 2016. The shares of Common Stock accepted for purchase include the 6,000,000 shares the Company initially offered to purchase and 515,264 additional shares that the Company elected to purchase pursuant to its right to purchase up to an additional 2% of its outstanding shares.

Because the aggregate number of shares of the Company’s Common Stock that were validly tendered and not validly withdrawn was less than the total number of shares that the Company could have acquired if the entire additional 2% could have been exercised, all of the shares of the Company’s Common Stock that were validly tendered and not validly withdrawn were acquired.

The depository will promptly pay for the shares accepted for purchase and will promptly return all shares tendered and not accepted for purchase. After giving effect to the purchase of the shares, the Company will have outstanding approximately 29.6 million shares of Common Stock.

The Company funded the share purchases in the tender offer with \$46,244,224 of cash and cash equivalents on hand and through funds borrowed under its existing revolving credit facility.

The tender offer was made pursuant to an Offer to Purchase and Letter of Transmittal, each filed with the Securities and Exchange Commission on October 18, 2016, as amended on October 27, 2016 and November 16, 2016.

Lazard Frères & Co. LLC is acting as dealer manager for the tender offer, Georgeson LLC is acting as information agent for the tender offer and American Stock Transfer & Trust Company, LLC is acting as the depository for the tender offer.

ABOUT RGP

RGP, the operating subsidiary of Resources Connection, Inc. (NASDAQ: RECN), is a multinational business consulting firm that helps leaders execute internal initiatives. Partnering with business leaders, we drive internal change across all parts of a global enterprise – accounting; finance; governance, risk and compliance management; corporate advisory, strategic communications and restructuring; information management; human capital; supply chain management; 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 1,800 clients around the world from 68 practice offices.

Headquartered in Irvine, California, RGP has served 86 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>. (REC-N-F)

Certain statements in this press release are "forward-looking statements." 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. In this press release, such statements include, without limitation, statements related to the tender offer for shares of the Company's Common Stock. 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, including with respect to the tender offer, to differ materially from those expressed or implied by these forward-looking statements. Risks and uncertainties include overall market and 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 SEC (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.

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