

ON ASSIGNMENT INC
Form 4
February 12, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
DAMERIS PETER T

(Last) (First) (Middle)

ON ASSIGNMENT, INC., 26745
MALIBU HILLS ROAD

(Street)

CALABASAS, CA 91301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ON ASSIGNMENT INC [ASGN]

3. Date of Earliest Transaction
(Month/Day/Year)

01/16/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 01/16/2015 | | G | 2,625 (1) | D \$ 0 471,613 | D | |
| Common Stock | 10/08/2015 | | G | 120 (1) | D \$ 0 464,769 | D | |
| Common Stock | 10/27/2015 | | G | 247 (1) | D \$ 0 464,522 | D | |
| Common Stock | 12/09/2015 | | G | 6,315 (1) | D \$ 0 414,387 | D | |
| Common Stock | 01/08/2016 | | G | 2,064 (1) | D \$ 0 284,397 | D | |

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| | | | | | | | |
|--------------|------------|---|---------------|---|----------|---------|---|
| Common Stock | 02/11/2016 | A | 27,155 (2) | A | \$ 0 | 311,552 | D |
| Common Stock | 02/11/2016 | A | 32,297 (3) | A | \$ 29.68 | 343,849 | D |
| Common Stock | 02/11/2016 | D | 17,747 (4) | D | \$ 29.68 | 326,102 | D |
| Common Stock | 02/11/2016 | A | 24,607 (5) | A | \$ 29.68 | 350,709 | D |
| Common Stock | 02/11/2016 | D | 13,521 (4) | D | \$ 29.68 | 337,188 | D |
| Common Stock | 02/11/2016 | A | 64,594 (6) | A | \$ 0 | 401,782 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------------------------------|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| DAMERIS PETER T ON ASSIGNMENT, INC. 26745 MALIBU HILLS ROAD CALABASAS, CA 91301 | X | | President & CEO | |

Signatures

By: James L. Brill, CAO For: Peter T.
Dameris

02/12/2016

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares gifted.
- (2) On February 11, 2016, achievement of the performance target related to these shares was certified. They will vest on February 17, 2016 subject to continued service to the issuer by the executive officer through such date.
- (3) The acquired shares are the portion of a performance award granted to the executive officer pursuant to his employment agreement that vested upon certification of performance targets on February 11, 2016.
- (4) Executive officer elected to satisfy tax withholding obligations upon vesting by having the issuer withhold a number of vested shares equal to that of the executive officer's tax liability.
- (5) The acquired shares vested upon certification of a performance target on February 11, 2016, for a performance award granted to the executive officer pursuant to his employment agreement.
- (6) On February 11, 2016, achievement of the performance target related to these shares was certified. 32,296 shares will vest on each of January 2, 2017 and 2018, subject to continued service to the issuer by the executive officer through such date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.