

KFORCE INC  
Form 10-Q/A  
January 29, 2007

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

\_\_\_\_\_  
**FORM 10-Q/A**

Amendment No. 1  
\_\_\_\_\_

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2006

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 000-26058

\_\_\_\_\_  
**Kforce Inc.**

(Exact name of registrant as specified in its charter)

\_\_\_\_\_

**FLORIDA**  
(State or other jurisdiction of  
incorporation or organization)

**59-3264661**  
(I.R.S. Employer  
Identification No.)

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1001 East Palm Avenue

TAMPA, FLORIDA  
(Address of principal executive offices)

33605  
(Zip-Code)

Registrant's telephone number, including area code: (813) 552-5000

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) had been subject to such filing requirements for the past 90 days. YES  NO

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

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES  NO

As of November 3, 2006 the registrant had 40,848,696 shares of common stock, \$.01 par value per share, issued and outstanding.

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**Explanatory Note**

Kforce Inc. ( Kforce ) hereby files this Amendment No. 1 to its Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2006, solely to correct an inadvertent omission of Item 5 of Part II information.

**PART II OTHER INFORMATION**

ITEM 5. OTHER INFORMATION

On October 31, 2006, Kforce issued a press release regarding its earnings for the third quarter ended September 30, 2006. A copy of the press release is attached as Exhibit 99.1 to this Amendment No. 1 to the Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2006, and is incorporated by reference. The attached Exhibit 99.1 shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except as shall be expressly set forth by specific reference in such filing.

ITEM 6. EXHIBITS

- 31.3 Certification by the Chief Executive Officer of Kforce Inc. pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.4 Certification by the Chief Financial Officer of Kforce Inc. pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 99.1 Press release of Kforce Inc. dated October 31, 2006.

**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.

Kforce Inc.

(Registrant)

By: /s/ Joseph J. Liberatore  
Joseph J. Liberatore

Senior Vice President

Chief Financial Officer

By: /s/ Anthony B. Pettit  
Anthony B. Pettit

Vice President

Chief Accounting Officer

Date: January 29, 2007