

ON ASSIGNMENT INC  
Form 4  
June 15, 2016

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
McGowan Michael

(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)  
06/13/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
COO, OAI; Pres, OGR

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price   |
| Common Stock                    | 06/13/2016                           |  | M                              |   | 30,999  | A  | \$ 12.9   |
|                                 |                                      |  |                                |   |   |  | 207,083   |
| Common Stock                    | 06/13/2016                           |  | F                              |   | 16,537  | D  | \$ 37.3078  |
|                                 |                                      |  |                                |   |   |  | (1)   |
| Common Stock                    | 06/14/2016                           |  | M                              |   | 75,230  | A  | \$ 12.9   |
|                                 |                                      |  |                                |   |   |  | 265,776   |
| Common Stock                    | 06/14/2016                           |  | F                              |   | 40,670  | D  | \$ 36.2353  |
|                                 |                                      |  |                                |   |   |  | (2)   |
|                                 | 06/15/2016                           |  | S                              |   | 8,000   | D  |   |
|                                 |                                      |  |                                |   |   |  | 217,106   |

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Common Stock \$ 37.0133  
(3)

Common Stock 60,504 I by Trust

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

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**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 Underlying Security (Instr. 3 and 4) |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date                                   | Title |
| Non-Qualified Stock Option (right to buy)  | \$ 12.9  | 06/13/2016                           |  | M                              | 30,999  | 01/31/2008 <sup>(4)</sup> 01/31/2017                     | Common Stock                                      |       |
| Non-Qualified Stock Option (right to buy)  | \$ 12.9  | 06/14/2016                           |  | M                              | 75,230  | 01/31/2008 <sup>(4)</sup> 01/31/2017                     | Common Stock                                      |       |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                     |       |
|--|---------------|-----------|---------------------|-------|
|  | Director      | 10% Owner | Officer             | Other |
| McGowan Michael<br>ON ASSIGNMENT, INC.<br>26745 MALIBU HILLS ROAD<br>CALABASAS, CA 91301 |               |           | COO, OAI; Pres, OGR |       |

## Signatures

By: James L. Brill, CAO For: Michael J. McGowan

06/15/2016

\*\*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).
  - Executive officer elected to satisfy exercise price and tax withholding obligations upon the exercise of his stock options by selling
  - (1) exercised shares on the open market equal to that of the executive officer's exercise price and tax liability. The \$37.307750 share price is a weighted average of numerous open market trades made at prices ranging from \$37.00 to \$37.81.
  - Executive officer elected to satisfy exercise price and tax withholding obligations upon the exercise of his stock options by selling
  - (2) exercised shares on the open market equal to that of the executive officer's exercise price and tax liability. The \$36.23530 share price is a weighted average of numerous open market trades made at prices ranging from \$36.00 to \$36.72.
  - (3) The \$37.01325 share price is a weighted average of open market trades made at prices ranging from \$37.00 to \$37.02.
  - (4) One-fourth of this option grant effective January 31, 2007 vested on January 31, 2008 and one forty-eighth of the grant vested thereafter on each monthly anniversary of the grant date until fully vested.

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.