

ON ASSIGNMENT INC  
Form 4  
February 13, 2017

**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)  
02/09/2017

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)

Chief Executive Officer

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |   |
| Common Stock                    | 02/09/2017                           |  | A                              |   | 18,700 (1) \$ 0   | D  |   |
| Common Stock                    | 02/09/2017                           |  | F                              |   | 10,275 (2) \$ 46.64   | D  |   |
| Common Stock                    | 02/09/2017                           |  | A                              |   | 18,700 (3) \$ 0   | D  |   |
| Common Stock                    | 02/09/2017                           |  | F                              |   | 2,568 (2) \$ 46.64  | D  |   |
| Common Stock                    | 02/09/2017                           |  | A                              |   | 80,645 (4) \$ 0   | D  |   |

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|              |            |   |               |   |                      |         |   |
|--------------|------------|---|---------------|---|----------------------|---------|---|
| Common Stock | 02/09/2017 | F | 14,771<br>(2) | D | \$ 46.64             | 278,385 | D |
| Common Stock | 02/09/2017 | A | 10,720<br>(1) | A | \$ 0                 | 289,105 | D |
| Common Stock | 02/09/2017 | F | 5,508<br>(2)  | D | \$ 46.64             | 283,597 | D |
| Common Stock | 02/10/2017 | S | 905 (5)       | D | \$<br>47.3603<br>(6) | 282,692 | D |
| Common Stock | 02/13/2017 | S | 100 (5)       | D | \$ 47.46             | 282,592 | D |

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

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                                       |
|  |  |                                      |  |                                |   |  |   |  |  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| DAMERIS PETER T<br>ON ASSIGNMENT, INC.<br>26745 MALIBU HILLS ROAD<br>CALABASAS, CA 91301 | X             |           | Chief Executive Officer |       |

## Signatures

By: Jennifer Painter, CLO For: Peter T.  
Dameris

02/13/2017

\_\_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) The acquired shares vested upon certification of a performance target on February 9, 2017, for a performance award previously granted to the executive officer.
- (2) Executive Officer elected to satisfy his tax withholding obligations upon vesting by having the issuer withhold a number of vested shares equal to that of the officer's tax liability.  
On February 9, 2017, achievement of the performance target related to these shares was certified. 4,675 shares were released on February 9, 2017 and 4,675 shares will vest on each of January 2, 2018, 2019 and 2020, subject to continued service to the issuer by the executive officer through such date.
- (3) On February 9, 2017, achievement of the performance target related to these shares was certified. 26,882 shares were released on February 9, 2017. 26,882 shares will vest on January 2, 2018 and 26,881 shares will vest on January 2, 2019, subject to continued service to the issuer by the executive officer through such date.
- (4) February 9, 2017. 26,882 shares will vest on January 2, 2018 and 26,881 shares will vest on January 2, 2019, subject to continued service to the issuer by the executive officer through such date.
- (5) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 14, 2016.
- (6) The \$47.3603 share price is a weighted average of numerous open market trades made at prices ranging from \$47.25 to \$47.45.

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.