

ON ASSIGNMENT INC  
Form 8-K  
December 31, 2008

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

Washington D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

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

Date of Report: **December 30, 2008**

(Date of Earliest Event Reported)

**On Assignment, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other  
Jurisdiction of Incorporation)

**000-20540**  
(Commission  
File Number)

**95-4023433**  
(I.R.S. Employer  
Identification No.)

**26651 West Agoura Road, Calabasas, California**  
(Address of Principal Executive Offices)

**91302**  
(Zip Code)

**(818) 878-7900**

(Registrant's Telephone Number, Including Area Code)

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N/A

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02** **Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(e) Material Compensatory Plan.

On December 30, 2008, the Compensation Committee of the Board of Directors (the Board ) of On Assignment, Inc. (the Company ) unanimously approved an amended and restated employment agreement (the Amended Agreement ) with Michael McGowan, President of the Company s wholly-owned subsidiary, Oxford Global Resources. The amendments were made primarily to bring the Amended Agreement into compliance with Section 409A, or an exemption therefrom, of the Internal Revenue Code of 1986, as amended, and the regulations and other guidance promulgated thereunder.

The foregoing descriptions of the Amended Agreement is qualified in its entirety by reference to the full text of such Amended Agreement, which will be filed with the Company s Annual Report on Form 10-K for the fiscal year ending December 31, 2008.

**SIGNATURE**

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.

**On Assignment, Inc.**

Date: December 30, 2008

By: /s/ James L. Brill  
Name: James L. Brill  
Title: Sr. Vice President, Finance and  
Chief Financial Officer