

ON ASSIGNMENT INC  
Form AW  
June 22, 2012

**ON ASSIGNMENT, INC.**  
**26745 MALIBU HILLS ROAD**  
**CALABASAS, CALIFORNIA 91301**

June 21, 2012

**VIA EDGAR**

Securities and Exchange Commission

100 F Street, N.E.

Washington, D.C. 20549

Attention: Mr. Greg Dundas

**Re: On Assignment, Inc.**

Post-Effective Amendment No. 1 to Registration Statement on Form S-3 (File No. 333-181570)

Request for Withdrawal

Ladies and Gentlemen:

Pursuant to Rule 477 under the Securities Act of 1933, as amended, On Assignment, Inc. (the Company ) hereby respectfully applies to the Securities and Exchange Commission (the Commission ) for consent to the withdrawal,

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effective as of the date hereof, of its Post-Effective Amendment No. 1 to Registration Statement on Form S-3 filed on June 20, 2012 (File Number 333-181570), together with all exhibits thereto (collectively, the Post-Effective Amendment ).

The Company is requesting withdrawal of the Post-Effective Amendment because the Company intends to file a new Registration Statement on Form S-3 to register the shares under the Post-Effective Amendment. The Company confirms that no securities have been offered or sold under the Post-Effective Amendment. In accordance with Rule 457(p) of the Securities Act of 1933, as amended, all fees paid to the Commission in connection with the filing of the Post-Effective Amendment will be credited for future use.

Should you have any questions regarding this matter, please call our attorney, Steven Stokdyk of Latham & Watkins LLP, at (213) 891-7421.

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Very truly yours,

**ON ASSIGNMENT, INC.**

By:

/s/ James L. Brill

James L. Brill

Senior Vice President, Finance and Chief  
Financial Officer

cc: Tarini Ramaprakash, Esq., On Assignment, Inc.  
Steven B. Stokdyk, Esq., Latham & Watkins LLP  
David A. Zaheer, Esq., Latham & Watkins LLP

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