

KFORCE INC
Form SC 13D/A
January 04, 2012

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 2)

Kforce Inc.

(Name of Issuer)

Common Stock, par value \$0.01

(Title of Class of Securities)

493732 10 1

(CUSIP Number)

Joseph J. Liberatore, Chief Financial Officer

Kforce Inc.

1001 East Palm Avenue, Tampa, FL 33605

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

December 20, 2011

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box: "

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

| | | |
|--------------|---|--|
| 1 | NAME OF REPORTING PERSON | I.R.S. IDENTIFICATION NO. (ENTITIES ONLY) |
| | Howard W. Sutter | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | (a) .. |
| | | (b) .. |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS | OO |
| 5 | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED | .. |
| | PURSUANT TO ITEMS 2(d) OR 2(e) | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | U.S.A. | |
| | NUMBER 7 SOLE VOTING POWER | 329,241 |
| | 8 SHARED VOTING POWER | 1,546,316 |
| OF SHARES | 9 SOLE DISPOSITIVE POWER | 180,065 |
| | 10 SHARED DISPOSITIVE POWER | 1,695,492 |
| BENEFICIALLY | | |
| OWNED BY | | |
| EACH | | |
| REPORTING | | |
| PERSON WITH | | |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | 1,875,557 |
| 12 | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | .. |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | 4.9% |
| 14 | TYPE OF REPORTING PERSON | IN |

This Amendment No. 2 to Schedule 13D (the Amendment) is being filed on behalf of Howard Sutter to amend the Schedule 13D which was originally filed on July 8, 2011 (the Schedule 13D) and amended on July 8, 2011, relating to the common stock, \$0.01 par value (the Common Stock) of Kforce, Inc. a Florida corporation (Kforce). All terms used and not otherwise defined in this Amendment shall have the meanings attributed to such terms in the Schedule 13D and any prior amendments. This Amendment is being filed pursuant to Rule 13d-2 of the General Rules and Regulations under the Securities and Exchange Act of 1934 as amended. Only those items reported in this Amendment are amended. All other items remain unchanged.

Item 5. Interest in Securities of the Issuer.

(a) As of December 20, 2011, Mr. Sutter is deemed to beneficially own 1,875,557 shares of Common Stock of the Kforce of which 40,000 are subject to stock options and 52,851 are restricted stock. Percent of Class: 4.9%, based on the 37,869,878 outstanding shares reported on the Form 10-Q for the quarter ending September 30, 2011.

(b) Number of shares of which Mr. Sutter has:

(i) sole power to vote or direct vote: 329,241

(ii) shared power to vote or direct vote: 1,546,316

(iii) sole power to dispose or direct disposal of: 180,065

(iv) shared power to dispose or direct disposal of: 1,695,492

(c) Mr. Sutter effected the following transactions in Kforce's securities in the sixty days prior to December 20, 2011:

| Date | Number of Shares | Price per Share | How and Where Effected |
|------------|------------------|-----------------|--|
| 12/16/2011 | 20,000 | \$4.21 | Exercise of 20,000 stock options at a \$4.21 exercise price |
| 12/20/2011 | 786,555 | N/A | Distribution from the GRAT, pursuant to the termination of the GRAT on December 20, 2011. The shares were distributed to persons unrelated to Mr. Sutter and therefore are no longer beneficially owned by Mr. Sutter. |

(e) As of December 20, 2011, Mr. Sutter ceased to be the beneficial owner of more than 5% of Common Stock.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: January 3, 2012

By: /S/ Howard W. Sutter
Howard W. Sutter