SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2016

OR

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

FOR THE TRANSITION PERIOD FROM to .

Commission File Number 1-10427

ROBERT HALF INTERNATIONAL INC.
(Exact name of registrant as specified in its charter)

Delaware	**94-1648752**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
2884 Sand Hill Road **Suite 200** **Menlo Park, California**	**94025**
(Address of principal executive offices)	**(zip-code)**

Registrant's telephone number, including area code: (650) 234-6000

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. (Check one):

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of July 31, 2016:

130,140,189 shares of $.001 par value Common Stock

PART I—FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

ROBERT HALF INTERNATIONAL INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION (UNAUDITED)
(in thousands, except share amounts)

	June 30, 2016	December 31, 2015
ASSETS		
Cash and cash equivalents	$ 238,714	$ 224,577
Accounts receivable, less allowances of $33,646 and $35,087	732,193	704,640
Current deferred income taxes	147,917	145,684
Other current assets	289,288	268,780
Total current assets	1,408,112	1,343,681
Goodwill	210,072	208,579
Other intangible assets, net	4,306	4,508
Property and equipment, net	157,170	142,906
Other assets	3,348	3,286
Total assets	$1,783,008	$1,702,960
LIABILITIES		
Accounts payable and accrued expenses	$ 151,179	$ 148,108
Accrued payroll and benefit costs	506,940	504,782
Income taxes payable	9,900	2,506
Current portion of notes payable and other indebtedness	160	153
Total current liabilities	668,179	655,549
Notes payable and other indebtedness, less current portion	925	1,007
Other liabilities	44,396	42,623
Total liabilities	713,500	699,179
Commitments and Contingencies (Note G)		
STOCKHOLDERS' EQUITY		
Preferred stock, $.001 par value authorized 5,000,000 shares; issued and outstanding zero shares	—	—
Common stock, $.001 par value authorized 260,000,000 shares; issued and outstanding 130,137,843 shares and 131,156,043 shares	130	131
Capital surplus	1,000,960	979,477
Accumulated other comprehensive loss	(6,501)	(10,294)
Retained earnings	74,919	34,467
Total stockholders' equity	1,069,508	1,003,781
Total liabilities and stockholders' equity	$1,783,008	$1,702,960

The accompanying Notes to Condensed Consolidated Financial Statements (Unaudited) are an integral part of these financial statements.

ROBERT HALF INTERNATIONAL INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)
(in thousands, except per share amounts)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	**2015**	**2016**	**2015**
Net service revenues	$1,344,160	$1,272,058	$2,646,785	$2,477,621
Direct costs of services, consisting of payroll, payroll taxes, benefit costs and reimbursable expenses	787,167	741,556	1,557,820	1,453,032
Gross margin	556,993	530,502	1,088,965	1,024,589
Selling, general and administrative expenses	407,496	381,355	805,570	747,340
Amortization of intangible assets	314	—	602	—
Interest income, net	(231)	(88)	(412)	(160)
Income before income taxes	149,414	149,235	283,205	277,409
Provision for income taxes	57,798	59,529	108,173	109,781
Net income	$ 91,616	$ 89,706	$ 175,032	$ 167,628
Net income per share:				
Basic	$ .71	$ .68	$ 1.36	$ 1.26
Diluted	$ .71	$ .67	$ 1.35	$ 1.25
Shares:				
Basic	128,586	132,499	128,933	132,786
Diluted	129,329	133,553	129,733	133,918
Cash dividends declared per share	$ .22	$ .20	$ .44	$ .40

The accompanying Notes to Condensed Consolidated Financial Statements (Unaudited) are an integral part of these financial statements.

ROBERT HALF INTERNATIONAL INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)
(in thousands)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	**2015**	**2016**	**2015**
COMPREHENSIVE INCOME:				
Net income	$ 91,616	$ 89,706	$175,032	$167,628
Foreign currency translation adjustments, net of tax	(4,193)	6,383	3,793	(13,579)
Total comprehensive income	$ 87,423	$ 96,089	$178,825	$154,049

The accompanying Notes to Condensed Consolidated Financial Statements (Unaudited) are an integral part of these financial statements.

ROBERT HALF INTERNATIONAL INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (UNAUDITED)
(in thousands, except per share amounts)

	Six Months Ended June 30,	
	2016	**2015**
COMMON STOCK—SHARES:		
Balance at beginning of period	131,156	135,134
Net issuances of restricted stock	935	593
Repurchases of common stock	(1,955)	(1,575)
Exercises of stock options	2	48
Balance at end of period	130,138	134,200
COMMON STOCK—PAR VALUE:		
Balance at beginning of period	$ 131	$ 135
Net issuances of restricted stock	1	1
Repurchases of common stock	(2)	(2)
Balance at end of period	$ 130	$ 134
CAPITAL SURPLUS:		
Balance at beginning of period	$ 979,477	$ 928,157
Net issuances of restricted stock at par value	(1)	(1)
Stock-based compensation expense	22,093	19,688
Exercises of stock options—excess over par value	78	1,334
Tax impact of equity incentive plans	(687)	4,624
Balance at end of period	$ 1,000,960	$ 953,802
ACCUMULATED OTHER COMPREHENSIVE (LOSS) INCOME:		
Balance at beginning of period	$ (10,294)	$ 14,730
Foreign currency translation adjustments, net of tax	3,793	(13,579)
Balance at end of period	$ (6,501)	$ 1,151
RETAINED EARNINGS:		
Balance at beginning of period	$ 34,467	$ 36,836
Net income	175,032	167,628
Repurchases of common stock—excess over par value	(76,999)	(90,892)
Cash dividends ($.44 per share and $.40 per share)	(57,581)	(53,984)
Balance at end of period	$ 74,919	$ 59,588

The accompanying Notes to Condensed Consolidated Financial Statements (Unaudited) are an integral part of these financial statements.

ROBERT HALF INTERNATIONAL INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)
(in thousands)

	Six Months Ended June 30,	
	2016	2015
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$175,032	$167,628
Adjustments to reconcile net income to net cash provided by operating activities:		
Amortization of intangible assets	602	—
Depreciation expense	30,710	26,568
Stock-based compensation expense—restricted stock and stock units	22,093	19,688
Excess tax benefits from stock-based compensation	(802)	(4,631)
Deferred income taxes	(2,070)	(986)
Provision for doubtful accounts	3,213	3,932
Changes in assets and liabilities:		
Increase in accounts receivable	(29,330)	(44,033)
Increase in accounts payable, accrued expenses, accrued payroll and benefit costs	7,215	29,245
Increase in income taxes payable	9,741	41,667
Change in other assets, net of change in other liabilities	(9,210)	(12,683)
Net cash flows provided by operating activities	207,194	226,395
CASH FLOWS FROM INVESTING ACTIVITIES:		
Payments for acquisitions, net of cash acquired	(1,400)	—
Capital expenditures	(43,740)	(29,523)
Payments to trusts for employee deferred compensation plans	(11,251)	(13,013)
Net cash flows used in investing activities	(56,391)	(42,536)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Repurchases of common stock	(81,544)	(104,220)
Cash dividends paid	(57,895)	(53,881)
Payments for notes payable and other indebtedness	(75)	(69)
Excess tax benefits from stock-based compensation	802	4,631
Proceeds from exercises of stock options	78	1,334
Net cash flows used in financing activities	(138,634)	(152,205)
Effect of exchange rate changes on cash and cash equivalents	1,968	(5,642)
Net increase in cash and cash equivalents	14,137	26,012
Cash and cash equivalents at beginning of period	224,577	287,119
Cash and cash equivalents at end of period	$238,714	$313,131
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:		
Non-cash items:		
Stock repurchases awaiting settlement	$ 7,392	$ 16,826

The accompanying Notes to Condensed Consolidated Financial Statements (Unaudited) are an integral part of these financial statements.

ROBERT HALF INTERNATIONAL INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

June 30, 2016

Note A—Summary of Significant Accounting Policies

Nature of Operations. Robert Half International Inc. (the “Company”) provides specialized staffing and risk consulting services through such divisions as *Accountemps®*, *Robert Half® Finance & Accounting*, *OfficeTeam®*, *Robert Half® Technology*, *Robert Half® Management Resources*, *Robert Half® Legal*, *The Creative Group®*, and *Protiviti®*. The Company, through its *Accountemps*, *Robert Half Finance & Accounting*, and *Robert Half Management Resources* divisions, is a specialized provider of temporary, full-time, and senior-level project professionals in the fields of accounting and finance. *OfficeTeam* specializes in highly skilled temporary administrative support professionals. *Robert Half Technology* provides project and full-time technology professionals. *Robert Half Legal* provides temporary, project, and full-time staffing of lawyers, paralegals and legal support personnel. *The Creative Group* provides interactive, design, marketing, advertising and public relations professionals. *Protiviti* is a global consulting firm that helps companies solve problems in finance, technology, operations, governance, risk and internal audit, and is a wholly-owned subsidiary of the Company. Revenues are predominantly derived from specialized staffing services. The Company operates in North America, South America, Europe, Asia and Australia. The Company is a Delaware corporation.

Basis of Presentation. The unaudited Condensed Consolidated Financial Statements (“Financial Statements”) of the Company are prepared in conformity with accounting principles generally accepted in the United States of America (“GAAP”) and the rules of the Securities and Exchange Commission (“SEC”). The comparative year-end condensed consolidated statement of financial position data presented was derived from audited financial statements. In the opinion of management, all adjustments (consisting of only normal recurring adjustments) necessary for a fair statement of the financial position and results of operations for the periods presented have been included. These Financial Statements should be read in conjunction with the audited Consolidated Financial Statements of the Company for the year ended December 31, 2015, included in its Annual Report on Form 10-K. The results of operations for any interim period are not necessarily indicative of, nor comparable to, the results of operations for a full year.

Principles of Consolidation. The Financial Statements include the accounts of the Company and its subsidiaries, all of which are wholly-owned. All intercompany balances have been eliminated.

Use of Estimates. The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. As of June 30, 2016, such estimates included allowances for uncollectible accounts receivable, workers’ compensation losses, and income and other taxes. Management estimates are also utilized in the Company’s goodwill impairment assessment and in the valuation of stock grants subject to market conditions.

Advertising Costs. The Company expenses all advertising costs as incurred. Advertising costs for the three and six months ended June 30, 2016 and 2015, are reflected in the following table (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Advertising costs	$12,084	$11,045	$23,344	$22,110

Note B— New Accounting Pronouncements

Customer's Accounting for Fees Paid in a Cloud Computing Arrangement. In April 2015, the Financial Accounting Standards Board ("FASB") issued authoritative guidance designed to assist customers in their determination of whether a cloud computing arrangement includes a software license. If a cloud computing arrangement includes a software license, then the customer should account for the software license element of the arrangement consistent with the acquisition of other software licenses. If a cloud computing arrangement does not include a software license, the customer should account for the arrangement as a service contract. The guidance will not change GAAP for a customer’s accounting for service contracts. This guidance was effective for the Company in the first quarter of 2016. The adoption of this guidance did not have a material impact on the Company's financial statements.

Business Combinations. In September 2015, the FASB issued authoritative guidance that eliminates the requirement to restate prior period financial statements for measurement period adjustments following a business combination. The new guidance requires that an acquirer record in the same period's financial statements the effects of the cumulative impact of adjustments including the impact on prior periods. The prior period impact of the adjustments should be presented separately on the face of the income statement or disclosed in the notes. The new guidance was effective for the Company in the first quarter of 2016. The adoption of this guidance did not have a material impact on the Company's financial statements.

Revenue from Contracts with Customers. In May 2014, the FASB issued authoritative guidance that provides companies with a single model for use in accounting for revenue arising from contracts with customers and supersedes current revenue recognition guidance, including industry-specific revenue guidance. The new guidance requires a company to recognize revenue to depict the transfer of goods or services to a customer at an amount that reflects the consideration it expects to receive in exchange for those goods or services. It also requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments and assets recognized from costs incurred to obtain or fulfill a contract. The guidance permits companies to either apply the requirements retrospectively to all prior periods presented, or apply the requirements in the year of adoption, through a cumulative adjustment. The amended guidance also requires additional quantitative and qualitative disclosures. In March 2016, amended guidance was issued to clarify implementation guidance on principal versus agent consideration. In April 2016 an amendment provided clarifications on determining whether a promised license provides a customer with a right to use or a right to access an entity's intellectual property. In May 2016 an amendment provided narrow scope improvements and practical expedients to reduce the potential diversity, cost and complexity of applying new revenue standard. These amendments, as well as the original guidance, are all effective for annual and interim periods beginning after December 15, 2017. The Company is in the process of evaluating the impact of the adoption of this guidance on its Financial Statements.

Balance Sheet Classification of Deferred Taxes. In November 2015, the FASB issued authoritative guidance which changes how deferred taxes are classified on a company's balance sheet. The new guidance eliminates the current requirement for companies to present deferred tax liabilities and assets as current and noncurrent in a classified balance sheet. Instead, companies will be required to classify all deferred tax assets and liabilities as noncurrent. The new guidance is effective for annual reporting periods beginning after December 15, 2016. Early adoption is permitted for all entities as of the beginning of an interim or annual reporting period. The guidance may be applied either prospectively, for all deferred tax assets and liabilities, or retrospectively (i.e., by reclassifying the comparative balance sheet). If applied prospectively, entities are required to include a statement that prior periods were not retrospectively adjusted. If applied retrospectively, entities are also required to include quantitative information about the effects of the change on prior periods. Except for balance sheet classification requirements related to deferred tax assets and liabilities, the Company does not expect this guidance to have an effect on its Financial Statements.

Lease Accounting. In February 2016, the FASB issued authoritative guidance which changes financial reporting as it relates to leasing transactions. Under the new guidance, lessees will be required to recognize a lease liability, measured on a discounted basis; and a right-of-use asset, for the lease term. The new guidance is effective for annual and interim periods beginning after December 15, 2018. Early application is permitted for all entities upon issuance. Lessees and lessors must apply a modified retrospective transition approach for leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements. The Company is in the process of evaluating the impact of the adoption of this guidance on its Financial Statements.

Stock Compensation. In March 2016, the FASB issued authoritative guidance which changes financial reporting as it relates to Employee Share-Based Payment Accounting. Under the new guidance, several aspects of the accounting for share-based payment award transactions will be simplified, including: a) income tax consequences; b) classification of awards as either equity or liabilities; and c) classification on the statement of cash flows. The new guidance is effective for annual and interim periods beginning after December 15, 2016. Early application is permitted for any organization in any interim or annual period. The Company is in the process of evaluating the impact of the adoption of this guidance on its Financial Statements.

Note C—Other Current Assets

Other current assets consisted of the following (in thousands):

	June 30, 2016	December 31, 2015
Deposits in trusts for employee deferred compensation plans	$ 216,453	$ 198,256
Other	72,835	70,524
Other current assets	$ 289,288	$ 268,780

Note D—Goodwill

The following table sets forth the activity in goodwill from December 31, 2015 through June 30, 2016 (in thousands):

	Goodwill
Balance as of December 31, 2015	$ 208,579
Acquisitions	1,199
Foreign currency translation adjustments	294
Balance as of June 30, 2016	$ 210,072

The company completed its annual goodwill impairment analysis as of June 30, 2016, and determined that no adjustment to the carrying value of goodwill was required.

Note E—Property and Equipment, Net

Property and equipment consisted of the following (in thousands):

	June 30, 2016	December 31, 2015
Computer hardware	$ 171,236	$ 162,346
Computer software	358,792	339,634
Furniture and equipment	97,300	96,536
Leasehold improvements	127,898	118,491
Other	10,268	9,560
Property and equipment, cost	765,494	726,567
Accumulated depreciation	(608,324)	(583,661)
Property and equipment, net	$ 157,170	$ 142,906

Note F—Accrued Payroll and Benefit Costs

Accrued payroll and benefit costs consisted of the following (in thousands):

	June 30, 2016	December 31, 2015
Payroll and benefits	$ 245,272	$ 240,793
Employee deferred compensation plans	221,027	212,220
Workers' compensation	26,408	25,834
Payroll taxes	14,233	25,935
Accrued payroll and benefit costs	$ 506,940	$ 504,782

Included in employee deferred compensation plans is the following (in thousands):

	June 30, 2016	December 31, 2015
Deferred compensation plan and other benefits related to the Company's Chief Executive Officer	$ 82,192	$ 81,874

Note G—Commitments and Contingencies

On April 23, 2010, Plaintiffs David Opalinski and James McCabe, on behalf of themselves and a putative class of similarly situated Staffing Managers, filed a Complaint in the United States District Court for the District of New Jersey naming the Company and one of its subsidiaries as Defendants. The Complaint alleges that salaried Staffing Managers located throughout the U.S. have been misclassified as exempt from the Fair Labor Standards Act's overtime pay requirements. Plaintiffs seek an unspecified amount for unpaid overtime on behalf of themselves and the class they purport to represent. Plaintiffs also seek an unspecified amount for statutory penalties, attorneys' fees and other damages. On October 6, 2011, the Court granted the Company's motion to compel arbitration of the Plaintiffs' allegations. At this stage, it is not feasible to predict the outcome of or a range of loss, should a loss occur, from these allegations and, accordingly, no amounts have been provided in the Company's Financial Statements. The Company believes it has meritorious defenses to the allegations, and the Company intends to continue to vigorously defend against the allegations.

On March 13, 2014, Plaintiff Leonor Rodriguez, on her own behalf and on behalf of a putative class of allegedly similarly situated individuals, filed a complaint against the Company in the Superior Court of California, San Diego County. The complaint alleges that a putative class of current and former employees of the Company working in California since March 13, 2011 were denied compensation for the time they spent interviewing with clients of the Company as well as performing activities related to the interview process. Rodriguez seeks recovery on her own behalf and on behalf of the putative class in an unspecified amount for this allegedly unpaid compensation. Rodriguez also seeks recovery of an unspecified amount for the alleged failure of the Company to provide her and the putative class with accurate wage statements. Rodriguez also seeks an unspecified amount of other damages, attorneys' fees, and statutory penalties, including but not limited to statutory penalties on behalf of herself and other allegedly "aggrieved employees" as defined by California's Labor Code Private Attorney General Act ("PAGA"). On October 10, 2014, the Court granted a motion by the Company to compel all of Rodriguez's claims, except the PAGA claim, to individual arbitration. At this stage of the litigation, it is not feasible to predict the outcome of or a range of loss, should a loss occur, from this proceeding and, accordingly, no amounts have been provided in the Company's Financial Statements. The Company believes it has meritorious defenses to the allegations and the Company intends to continue to vigorously defend against the litigation.

On March 23, 2015, Plaintiff Jessica Gentry, on her own behalf and on behalf of a putative class of allegedly similarly situated individuals, filed a complaint against the Company in the Superior Court of California, San Francisco County, which was subsequently amended on October 23, 2015. The complaint, which was filed by the same plaintiffs' law firm that brought the *Rodriguez* matter described above, alleges claims similar to those alleged in *Rodriguez*. Specifically, the complaint alleges that a putative class of current and former employees of the Company working in California since March 13, 2010 were denied compensation for the time they spent interviewing "for temporary and permanent employment opportunities" as well as performing activities related to the interview process. Gentry seeks recovery on her own behalf and on behalf of the putative class in an unspecified amount for this allegedly unpaid compensation. Gentry also seeks recovery of an unspecified amount for the alleged failure of the Company to provide her and the putative class with accurate wage statements. Gentry also seeks an unspecified amount of other damages, attorneys' fees, and statutory penalties, including penalties for allegedly not paying all wages due upon separation to former employees and statutory penalties on behalf of herself and other allegedly "aggrieved employees" as defined by PAGA. On January 4, 2016, the Court denied a motion by the Company to compel all of Gentry's claims, except the PAGA claim, to individual arbitration. At this stage of the litigation, it is not feasible to predict the outcome of or a range of loss, should a loss occur, from this proceeding and, accordingly, no amounts have been provided in the Company's Financial Statements. The Company believes it has meritorious defenses to the allegations and the Company intends to continue to vigorously defend against the litigation.

The Company is involved in a number of other lawsuits arising in the ordinary course of business. While management does not expect any of these other matters to have a material adverse effect on the Company's results of operations, financial position or cash flows, litigation is subject to certain inherent uncertainties.

Legal costs associated with the resolution of claims, lawsuits and other contingencies are expensed as incurred.

Note H— Stockholders' Equity

Stock Repurchase Program. As of June 30, 2016, the Company is authorized to repurchase, from time to time, up to 8.7 million additional shares of the Company's common stock on the open market or in privately negotiated transactions, depending on market conditions. The number and the cost of common stock shares repurchased during the six months ended June 30, 2016 and 2015, are reflected in the following table (in thousands):

	Six Months Ended June 30,	
	2016	2015
Common stock repurchased (in shares)	1,694	1,381
Common stock repurchased	$ 66,536	$ 79,251

Additional stock repurchases were made in connection with employee stock plans, whereby Company shares were tendered by employees for the payment of exercise price and applicable statutory withholding taxes. The number and the cost of employee stock plan repurchases made during the six months ended June 30, 2016 and 2015, are reflected in the following table (in thousands):

	Six Months Ended June 30,	
	2016	2015
Employee stock plan repurchased (in shares)	261	194
Employee stock plan repurchased	$ 10,465	$ 11,643

The repurchased shares are held in treasury and are presented as if constructively retired. Treasury stock is accounted for using the cost method. Repurchase activity for the six months ended June 30, 2016 and 2015, is presented in the unaudited Condensed Consolidated Statements of Stockholders' Equity.

Repurchases of shares and issuances of cash dividends are applied first to the extent of retained earnings and any remaining amounts are applied to capital surplus.

Note I—Net Income Per Share

The calculation of net income per share for the three and six months ended June 30, 2016 and 2015 is reflected in the following table (in thousands, except per share amounts):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Net income	$ 91,616	$ 89,706	$ 175,032	$ 167,628
Basic:				
Weighted average shares	128,586	132,499	128,933	132,786
Diluted:				
Weighted average shares	128,586	132,499	128,933	132,786
Dilutive effect of potential common shares	743	1,054	800	1,132
Diluted weighted average shares	129,329	133,553	129,733	133,918
Net income per share:				
Basic	$ .71	$ .68	$ 1.36	$ 1.26
Diluted	$ .71	$ .67	$ 1.35	$ 1.25

Potential common shares include the dilutive effect of stock options, unvested performance-based restricted stock, restricted stock which contains forfeitable rights to dividends, and stock units. The weighted average diluted common shares outstanding for the three and six months ended June 30, 2016 and 2015, excludes the effect of the following (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Total number of anti-dilutive potential common shares	654	247	441	127

Note J—Business Segments

The Company, which aggregates its operating segments based on the nature of services, has three reportable segments: temporary and consultant staffing, permanent placement staffing, and risk consulting and internal audit services. The temporary and consultant staffing segment provides specialized staffing in the accounting and finance, administrative and office, information technology, legal, advertising, marketing and web design fields. The permanent placement staffing segment provides full-time personnel in the accounting, finance, administrative and office, and information technology fields. The risk consulting and internal audit services segment provides business and technology risk consulting and internal audit services.

The accounting policies of the segments are set forth in Note A—"Summary of Significant Accounting Policies" in the Company's Annual Report on Form 10-K for the year ended December 31, 2015. The Company evaluates performance based on income from operations before net interest income, intangible amortization expense, and income taxes.

The following table provides a reconciliation of revenue and operating income by reportable segment to consolidated results for the three and six months ended June 30, 2016 and 2015 (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Net service revenues				
Temporary and consultant staffing	$1,032,083	$ 979,602	$2,041,248	$1,923,120
Permanent placement staffing	113,439	110,583	219,728	208,996
Risk consulting and internal audit services	198,638	181,873	385,809	345,505
	$1,344,160	$1,272,058	$2,646,785	$2,477,621
Operating income				
Temporary and consultant staffing	$ 107,133	$ 104,612	$ 205,016	$ 197,413
Permanent placement staffing	24,576	24,052	46,078	43,083
Risk consulting and internal audit services	17,788	20,483	32,301	36,753
	149,497	149,147	283,395	277,249
Amortization of intangible assets	314	—	602	—
Interest income, net	(231)	(88)	(412)	(160)
Income before income taxes	$ 149,414	$ 149,235	$ 283,205	$ 277,409

Note K—Subsequent Events

On August 2, 2016, the Company announced the following:

Quarterly dividend per share	$.22
Declaration date	August 2, 2016
Record date	August 25, 2016
Payment date	September 15, 2016

ITEM 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations

Certain information contained in Management’s Discussion and Analysis and in other parts of this report may be deemed forward-looking statements regarding events and financial trends that may affect the Company’s future operating results or financial positions. These statements may be identified by words such as “estimate”, “forecast”, “project”, “plan”, “intend”, “believe”, “expect”, “anticipate”, or variations or negatives thereof or by similar or comparable words or phrases. Forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from those expressed in the statements. These risks and uncertainties include, but are not limited to, the following: the global financial and economic situation; changes in levels of unemployment and other economic conditions in the United States or foreign countries where the Company does business, or in particular regions or industries; reduction in the supply of candidates for temporary employment or the Company’s ability to attract candidates; the entry of new competitors into the marketplace or expansion by existing competitors; the ability of the Company to maintain existing client relationships and attract new clients in the context of changing economic or competitive conditions; the impact of competitive pressures, including any change in the demand for the Company’s services, on the Company’s ability to maintain its margins; the possibility of the Company incurring liability for its activities, including the activities of its temporary employees, or for events impacting its temporary employees on clients’ premises; the possibility that adverse publicity could impact the Company’s ability to attract and retain clients and candidates; the success of the Company in attracting, training, and retaining qualified management personnel and other staff employees; the Company’s ability to comply with governmental regulations affecting personnel services businesses in particular or employer/employee relationships in general; whether there will be ongoing demand for Sarbanes-Oxley or other regulatory compliance services; the Company’s reliance on short-term contracts for a significant percentage of its business; litigation relating to prior or current transactions or activities, including litigation that may be disclosed from time to time in the Company’s Securities and Exchange Commission (“SEC”) filings; the ability of the Company to manage its international operations and comply with foreign laws and regulations; the impact of fluctuations in foreign currency exchange rates; the possibility that the additional costs the Company will incur as a result of health care reform may adversely affect the Company’s profit margins or the demand for the Company’s services; the possibility that the Company’s computer and communications hardware and software systems could be damaged or their service interrupted; and the possibility that the Company may fail to maintain adequate financial and management controls and as a result suffer errors in its financial reporting. Additionally, with respect to Protiviti, other risks and uncertainties include the fact that future success will depend on its ability to retain employees and attract clients; there can be no assurance that there will be ongoing demand for Sarbanes-Oxley or other regulatory compliance services; failure to produce projected revenues could adversely affect financial results; and there is the possibility of involvement in litigation relating to prior or current transactions or activities. Because long-term contracts are not a significant part of the Company’s business, future results cannot be reliably predicted by considering past trends or extrapolating past results.

Executive Overview

Demand for the Company’s temporary and permanent staffing services and risk consulting and internal audit services is largely dependent upon general economic and labor trends both domestically and abroad. Correspondingly, financial results for the first half of 2016 were positively impacted by stable global economic conditions. During the first half of 2016, net service revenues grew to $2.65 billion, an increase of 7% from the prior year. Net income increased 4% to $175 million and diluted net income per share increased 8% to $1.35. All three of the Company's reportable segments experienced solid revenue growth, led by Protiviti which increased 12% for the first half of 2016 compared to the first half of 2015.

We believe that the Company is well positioned in the current macroeconomic environment. The United States economic backdrop during the first half of 2016 was stable for the Company as real gross domestic product (GDP) grew 0.8% and 1.2% for the first and second quarter, respectively, while the unemployment rate was relatively stable from 5.0% in December 2015 to 5.0% and 4.9% at the end of the first quarter and second quarter, respectively. In the United States, the number of job openings has exceeded the number of hires since February 2015, creating competition for skilled talent that increases the Company's value to clients.

Protiviti has successfully diversified its service offerings, built a loyal and growing client base, and is seeing steady demand in all of its major consulting solutions. Protiviti serves its clients in areas such as internal audit and financial advisory services, risk and compliance, and information technology consulting, among others.

We monitor various economic indicators and business trends in all of the countries in which we operate to anticipate demand for the Company’s services. We evaluate these trends to determine the appropriate level of investment, including personnel, which will best position the Company for success in the current and future global macroeconomic environment. The Company’s investments in headcount are typically structured to proactively support and align with expected revenue growth trends. As such, during the the first half of 2016, temporary and permanent staffing headcount was down slightly from year-end levels, while risk consulting and internal audit headcount increased during the first half of 2016.

We have limited visibility into future revenues not only due to the dependence on macroeconomic conditions noted above, but also because of the relatively short duration of the Company's client engagements. Accordingly, we typically assess headcount and other investments on at least a quarterly basis. That said, based on current trends and conditions, we do expect modest headcount increases in our Accountemps, Robert Half Finance & Accounting and Robert Half Management Resources reporting units throughout the remainder of 2016.

Capital expenditures for the six months ended June 30, 2016 totaled $44 million, approximately 65% of which represented investments in software initiatives and technology infrastructure, both of which are important to the Company's future growth opportunities. Major software initiatives include upgrades to enterprise resource planning applications and the continued implementation of a global customer relationship management application. Infrastructure and computer hardware initiatives for the first half of 2016 have focused on delivering mobile technology to the Company's professional staff, upgrading data networks, and enhancing video capabilities and telecommunication systems. Our investments in these and other technology initiatives are expected to continue throughout 2016. Additionally, rollout activities including training and support will be occurring during the second half of 2016 which will have an impact on selling, general and administrative expense as well as business operations. Capital expenditures also included amounts spent on tenant improvements and furniture and equipment in the Company's leased offices. The Company will have more lease expirations in 2016 than in 2015, so we expect higher capital expenditures related to tenant improvements. We currently expect that 2016 capital expenditures will range from $80 million to $90 million.

Critical Accounting Policies and Estimates

The Company's most critical accounting policies and estimates are those that involve subjective decisions or assessments and are included in the Company's Annual Report on Form 10-K for the year ended December 31, 2015. Other than updates to estimates used in the Company's goodwill impairment assessment discussed below, there were no material changes to the Company's accounting policies or estimates for the six months ended June 30, 2016.

Goodwill Impairment. The Company assesses the impairment of goodwill annually in the second quarter, or more often if events or changes in circumstances indicate that the carrying value may not be recoverable in accordance with Financial Accounting Standards Board ("FASB") authoritative guidance. The Company completed its annual goodwill impairment analysis as of June 30, 2016, and determined that no adjustment to the carrying value of goodwill was required.

The Company follows FASB authoritative guidance utilizing a two-step approach for determining goodwill impairment. In the first step the Company determines the fair value of each reporting unit utilizing a present value technique derived from a discounted cash flow methodology. For purposes of this assessment the Company's reporting units are its lines of business. The fair value of the reporting unit is then compared to its carrying value. If the fair value of the reporting unit exceeds the carrying value of the net assets assigned to that unit, goodwill is not impaired and no further testing is performed. The second step under the FASB guidance is contingent upon the results of the first step. To the extent a reporting unit's carrying value exceeds its fair value, an indication exists that the reporting unit's goodwill may be impaired and the Company must perform a second, more detailed impairment assessment. The second step involves allocating the reporting unit's fair value to its net assets in order to determine the implied fair value of the reporting unit's goodwill as of the assessment date. The implied fair value of the reporting unit's goodwill is then compared to the carrying amount of goodwill to quantify an impairment charge, if any, as of the assessment date.

The Company's reporting units are *Accountemps*, *Robert Half Finance & Accounting*, *OfficeTeam*, *Robert Half Technology*, *Robert Half Management Resources* and *Protiviti*, which had goodwill balances at June 30, 2016, of $127.3 million, $26.3 million, $0.0 million, $7.0 million, $0.0 million and $49.5 million, respectively, totaling $210.1 million. There were no changes to the Company's reporting units or to the allocations of goodwill by reporting unit for the six months ended June 30, 2016.

The goodwill impairment assessment is based upon a discounted cash flow analysis. The estimate of future cash flows is based upon, among other things, a discount rate and certain assumptions about expected future operating performance. The discount rate for all reporting units was determined by management based on estimates of risk free interest rates, beta and market risk premiums. The discount rate used was compared to the rate published in various third party research reports, which indicated that the rate was within a range of reasonableness. The primary assumptions related to future operating performance include revenue growth rates and profitability levels. In addition, the impairment assessment requires that management make certain judgments in allocating shared assets and liabilities to the balance sheets of the reporting units. Solely for purposes of establishing inputs for the fair value calculations described above related to its annual goodwill impairment testing, the Company made the following assumptions. The Company assumed that year-to-date trends through the date of the most recent assessment would continue for all reporting units through 2016, using unique assumptions for each reporting unit. In addition, the Company applied profitability assumptions consistent with each reporting unit's historical trends at various revenue levels and, for years 2018 and beyond, used a 5% growth factor. This rate is comparable to the Company's most recent ten-year annual compound revenue growth rate. The model used to calculate fair value extends a total of 10 years with a terminal value calculation at the end of the 10 year period. In its most recent calculation, the Company used a 9.8% discount rate, which is slightly lower than the 10.0% discount rate used for the Company's test during the second quarter of 2015. This decrease in discount rate is attributable to decreases in the risk free rate and the equity market risk premium, offset by a slight increase in beta.

In order to evaluate the sensitivity of the fair value calculations on the goodwill impairment test, the Company applied hypothetical decreases to the fair values of each reporting unit. The Company determined that hypothetical decreases in fair value of at least 75% would be required before any reporting unit would have a carrying value in excess of its fair value.

Given the current economic environment and the uncertainties regarding the impact on the Company's business, there can be no assurance that the Company's estimates and assumptions made for purposes of the Company's goodwill impairment testing will prove to be accurate predictions of the future. If the Company's assumptions regarding forecasted revenue or profitability growth rates of certain reporting units are not achieved, the Company may be required to recognize goodwill impairment charges in future periods. It is not possible at this time to determine if any such future impairment charge would result or, if it does, whether such charge would be material.

Recent Accounting Pronouncements

See Note B—"New Accounting Pronouncements" to the Company's Condensed Consolidated Financial Statements included under Part I—Item 1 of this report.

Results of Operations

Demand for the Company's temporary and permanent placement staffing services and risk consulting and internal audit services is largely dependent upon general economic and labor market conditions both domestically and abroad. All segments of the business contributed to a solid quarter for the Company. Because of the inherent difficulty in predicting economic trends and the absence of material long-term contracts in any of our business units, future demand for the Company's services cannot be forecasted with certainty.

The Company's temporary and permanent placement staffing services business has 328 offices in 42 states, the District of Columbia and 17 foreign countries, while Protiviti has 56 offices in 23 states and 11 foreign countries.

Non-GAAP Financial Measures

The financial results of the Company are prepared in conformity with accounting principles generally accepted in the United States of America ("GAAP") and the rules of the SEC. To help readers understand the Company's financial performance, the Company supplements its GAAP financial results with revenue growth rates derived from non-GAAP revenue amounts. Variations in the Company's financial results include the impact of changes in foreign currency exchange rates and billing days. The Company provides "same billing days and constant currency" revenue growth calculations to remove the impact of these items. These calculations show the year-over-year revenue growth rates for the Company's reportable segments on both a reported basis and also on a same day, constant-currency basis for global, U.S. and international operations. The Company has provided this data because management believes it better reflects the Company's actual revenue growth rates and aids in evaluating revenue trends over time. The Company expresses year-over-year revenue changes as calculated percentages using the same number of billing days and constant currency exchange rates.

In order to calculate constant currency revenue growth rates, as reported amounts are retranslated using foreign currency exchange rates from the prior year's comparable period. Management then calculates a global, weighted-average number of billing days for each reporting period based upon input from all countries and all lines of business. In order to remove the fluctuations caused by comparable periods having different billing days, the Company calculates same billing day revenue growth rates by dividing each comparative period's reported revenues by the calculated number of billing days for that period, to arrive at a per billing day amount. Same billing day growth rates are then calculated based upon the per billing day amounts. The term "same billing days and constant currency" means that the impact of different billing days has been removed from the constant currency calculation.

The non-GAAP financial measures provided herein may not provide information that is directly comparable to that provided by other companies in the Company's industry, as other companies may calculate such financial results differently. The Company's non-GAAP financial measures are not measurements of financial performance under GAAP, and should not be considered as alternatives to actual revenue growth derived from revenue amounts presented in accordance with GAAP. The Company does not consider these non-GAAP financial measures to be a substitute for, or superior to, the information provided by GAAP financial results. A reconciliation of the same-day, constant-currency revenue growth rates to the reported revenue growth rates is provided herein.

Refer to Item 3. "Quantitative and Qualitative Disclosures About Market Risk" for further discussion of the impact of foreign currency exchange rates on the Company's results of operations and financial condition.

Three Months Ended June 30, 2016 and 2015

Revenues. The Company's revenues were $1.34 billion for the three months ended June 30, 2016, compared to $1.27 billion for the three months ended June 30, 2015. Revenues from foreign operations represented 20% of total revenues for the three months ended June 30, 2016, consistent with 20% of total revenues for the three months ended June 30, 2015. The Company analyzes its revenues for three reportable segments: temporary and consultant staffing, permanent placement staffing, and risk consulting and internal audit services. For the three months ended June 30, 2016, revenues for each of the Company's reportable segments were up compared to the same period in 2015. Revenue growth was strongest internationally with demand also improving domestically. Risk consulting and internal audit services continued to post strong growth rates. Contributing factors for each reportable segment are discussed below in further detail.

Temporary and consultant staffing revenues were $1.03 billion for the three months ended June 30, 2016, increasing by 5.4% compared to revenues of $980 million for the three months ended June 30, 2015. Key drivers of temporary and consultant staffing services revenues include average hourly bill rates and the number of hours worked by the Company's temporary employees on client engagements. On a same-day, constant-currency basis, temporary and consultant staffing revenues increased 4.5% for the second quarter of 2016 compared to the second quarter of 2015, due primarily to a 4.8% increase in average bill rates and inclusive of an increase in the number of hours worked by the Company's temporary employees. In the U.S., revenues in the second quarter of 2016 increased 4.6%, or 3.5% on a same-day basis, compared to the second quarter of 2015. For the Company's international operations, 2016 second quarter revenues increased 8.6%, or 8.9% on a same-day, constant-currency basis, compared to the second quarter of 2015.

Permanent placement staffing revenues were $113 million for the three months ended June 30, 2016, increasing by 2.6% compared to revenues of $111 million for the three months ended June 30, 2015. Key drivers of permanent placement staffing revenues consist of the number of candidate placements and average fees earned per placement. On a same-day, constant-currency basis, permanent placement revenues increased 2.1% for the second quarter of 2016 compared to the second quarter of 2015, driven by an increase in average fees earned per placement. In the U.S., revenues for the second quarter of 2016 increased 3.8%, or 2.7% on a same-day basis, compared to the second quarter of 2015. For the Company's international operations, revenues for the second quarter of 2016 decreased 0.3%, but on a same-day, constant-currency basis, increased 0.8%, compared to the second quarter of 2015. Historically, demand for permanent placement staffing is even more sensitive to economic and labor market conditions than demand for temporary and consulting staffing services and this is expected to continue.

Risk consulting and internal audit services revenues were $199 million for the three months ended June 30, 2016, increasing by 9.2% compared to revenues of $182 million for the three months ended June 30, 2015. Key drivers of risk consulting and internal audit services revenues are the billable hours worked by consultants on client engagements and average hourly bill rates. On a same-day, constant-currency basis, risk consulting and internal audit services revenues increased 8.3% for the second quarter of 2016 compared to the second quarter of 2015, due primarily to an increase in billable hours worked. In the U.S., revenues in the second quarter of 2016 increased 7.6%, or 6.5% on a same-day basis, compared to the second quarter of 2015. Contributing to the U.S. increase was continued growth in services related to internal audit and information technology consulting. The Company's risk consulting and internal audit services revenues from international operations increased 17.3%, and on a same-day, constant-currency basis increased 17.5%, compared to the second quarter of 2015.

A reconciliation of the non-GAAP year-over-year revenue growth rates to the as reported year-over-year revenue growth rates for the three months ended June 30, 2016, is presented in the following table:

	Global	United States	International
Temporary and consultant staffing			
As Reported	5.4%	4.6%	8.6%
Billing Days Impact	-1.2%	-1.1%	-1.2%
Currency Impact	0.3%	—	1.5%
Same Billing Days and Constant Currency	4.5%	3.5%	8.9%
Permanent placement staffing			
As Reported	2.6%	3.8%	-0.3%
Billing Days Impact	-1.2%	-1.1%	-1.1%
Currency Impact	0.7%	—	2.2%
Same Billing Days and Constant Currency	2.1%	2.7%	0.8%
Risk consulting and internal audit services			
As Reported	9.2%	7.6%	17.3%
Billing Days Impact	-1.1%	-1.1%	-1.3%
Currency Impact	0.2%	—	1.5%
Same Billing Days and Constant Currency	8.3%	6.5%	17.5%

Gross Margin. The Company's gross margin dollars were $557 million for the three months ended June 30, 2016, increasing by 5.0% compared to $531 million for the three months ended June 30, 2015. In the second quarter of 2016, gross margin dollars increased for all three of the Company's reportable segments compared to the second quarter of 2015. Contributing factors for each reportable segment are discussed below in further detail.

Gross margin dollars from the Company's temporary and consultant staffing represent revenues less direct costs of services, which consist of payroll, payroll taxes and benefit costs for temporary employees, and reimbursable expenses. The key drivers of gross margin are: i) pay/bill spreads, which represent the differential between wages paid to temporary employees and amounts billed to clients; ii) fringe costs, which are primarily composed of payroll taxes and benefit costs for temporary and consultant staffing employees; and iii) conversion revenues, which are earned when a temporary position converts to a permanent position with the Company's client. Gross margin dollars for the Company's temporary and consultant staffing division were $388 million for the three months ended June 30, 2016, up 6.1% compared to $366 million for the three months ended June 30, 2015. As a percentage of revenues, gross margin for temporary and consultant staffing was 37.6% in the second quarter of 2016, up slightly from 37.3% in the second quarter of 2015. This year-over-year improvement in gross margin percentage is primarily attributable to higher pay-bill spreads.

Gross margin dollars from permanent placement staffing represent revenues less reimbursable expenses. Gross margin dollars for the Company's permanent placement staffing division were $113 million for the three months ended June 30, 2016, compared to $111 million for the three months ended June 30, 2015. Because reimbursable expenses for permanent placement staffing are de minimis, gross margin dollars are substantially explained by revenues previously discussed.

Gross margin dollars for risk consulting and internal audit services represent revenues less direct costs of services, which consist primarily of professional staff payroll, payroll taxes, benefit costs and reimbursable expenses. The primary drivers of risk consulting and internal audit services gross margin are: i) the relative composition of and number of professional staff and their respective pay and bill rates; and ii) staff utilization, which is the relationship of time spent on client engagements in proportion to the total time available for the Company's risk consulting and internal audit services staff. Gross margin dollars for the Company's risk consulting and internal audit division were $56 million for the three months ended June 30, 2016, up 2.7% compared to $54 million for the three months ended June 30, 2015. As a percentage of revenues, gross margin for risk consulting and internal audit services in the second quarter of 2016 was 28.1%, down from 29.9% in the second quarter of 2015. The decline in the second quarter of 2016 gross margin compared to the second quarter of 2015 was primarily due to the mix impact of lower financial services and regulatory compliance revenue, which typically have higher margins, and lower staff utilization rates.

Selling, General and Administrative Expenses. The Company's selling, general and administrative expenses consist primarily of staff compensation, advertising, depreciation and occupancy costs. The Company's selling, general and administrative expenses were $407 million for the three months ended June 30, 2016, up 6.9% from $381 million for the three months ended June 30, 2015. As a percentage of revenues, the Company's selling, general and administrative expenses were 30.3% for the second quarter of 2016, up from 30.0% for the second quarter of 2015. In the second quarter of 2016, selling, general and administrative expenses increased for all three of the Company's reportable segments compared to the second quarter of 2015. As percentage of revenue, selling, general and administrative expenses for the Company's permanent placement staffing division remained consistent in the second quarter of 2016 compared to the second quarter of 2015, however for the temporary and consulting staffing and risk consulting and internal audit services divisions, selling, general and administrative expenses increased as percentage of revenue. Contributing factors for each reportable segment are discussed below in further detail.

Selling, general and administrative expenses for the Company's temporary and consultant staffing division were $281 million for the three months ended June 30, 2016, up 7.5% from $261 million for the three months ended June 30, 2015. As a percentage of revenues, selling, general and administrative expenses for temporary and consultant staffing were 27.2% in the second quarter of 2016, up from 26.7% in the second quarter of 2015 due primarily to an increase in administrative compensation and benefits, including employee medical costs.

Selling, general and administrative expenses for the Company's permanent placement staffing division were $88 million for the three months ended June 30, 2016, increasing by 2.7% compared to $86 million for the three months ended June 30, 2015. As a percentage of revenues, selling, general and administrative expenses for permanent placement staffing were 78.1% in the second quarter of 2016, flat with the second quarter of 2015.

Selling, general and administrative expenses for the Company's risk consulting and internal audit services division were $38 million for the three months ended June 30, 2016, increasing by 12.4% compared to $34 million for the three months ended June 30, 2015. As a percentage of revenues, selling, general and administrative expenses for risk consulting and internal audit services were 19.1% in the second quarter of 2016, up from 18.6% in the second quarter of 2015. For the second quarter of 2016 compared to the second quarter of 2015, the increase in selling, general and administrative expenses as a percentage of revenue is primarily due to an increase in administrative compensation.

Operating Income. The Company's total operating income was $149 million, or 11.1% of revenues, for the three months ended June 30, 2016, flat with $149 million, or 11.7% of revenues, for the three months ended June 30, 2015. For the Company's temporary and consultant staffing division, operating income was $107 million, or 10.4% of applicable revenues, up from $105 million, or 10.7% of applicable revenues, in the second quarter of 2015. For the Company's permanent placement staffing division, operating income was $24 million, or 21.7% of applicable revenues, flat with an operating income of $24 million, or 21.8% of applicable revenues, in the second quarter of 2015. For the Company's risk consulting and internal audit services division, operating income was $18 million, or 9.0% of applicable revenues, down from an operating income of $20 million, or 11.3% of applicable revenues, in the second quarter of 2015.

Provision for income taxes. The provision for income taxes was 38.7% and 39.9% for the three months ended June 30, 2016 and 2015, respectively. The lower tax rate is primarily due to additional credits and foreign restructuring that impacted the provision positively compared to the same period in 2015.

Six Months Ended June 30, 2016 and 2015

Revenues. The Company's revenues were $2.65 billion for the six months ended June 30, 2016, compared to $2.48 billion for the six months ended June 30, 2015. Revenues from foreign operations represented 19% of total revenues for the six months ended June 30, 2016, compared to 20% for the six months ended June 30, 2015. The Company analyzes its revenues for three reportable segments: temporary and consultant staffing, permanent placement staffing, and risk consulting and internal audit services. In the first half of 2016, revenues for each of the Company's reportable segments were up compared to the first half of 2015. Revenue growth was strongest domestically with demand also improving in several other countries, most notably within Europe. Risk consulting and internal audit services continued to post strong growth rates. Contributing factors for each reportable segment are discussed below in further detail.

Temporary and consultant staffing revenues were $2.04 billion for the six months ended June 30, 2016, increasing by 6.1% compared to revenues of $1.92 billion for the six months ended June 30, 2015. Key drivers of temporary and consultant staffing services revenues include average hourly bill rates and the number of hours worked by the Company's temporary employees on client engagements. On a same-day, constant-currency basis, temporary and consultant staffing revenues increased 5.6% for the first half of 2016 compared to the first half of 2015, due primarily to a 4.7% increase in average bill rates and inclusive of an increase in the number of hours worked by the Company's temporary employees. In the U.S., revenues in the first half of 2016 increased 6.5%, or 5.3% on a same-day basis, compared to the first half of 2015. For the Company's international operations, revenues in the first half of 2016 increased 4.5%, or 6.7% on a same-day, constant-currency basis, compared to the first half of 2015.

Permanent placement staffing revenues were $220 million for the six months ended June 30, 2016, increasing by 5.1% compared to revenues of $209 million for the six months ended June 30, 2015. Key drivers of permanent placement staffing revenues consist of the number of candidate placements and average fees earned per placement. On a same-day, constant-currency basis, permanent placement revenues increased 5.2% for the the first half of 2016 compared to the first half of 2015, driven by an increase in the number of placements and average fee per placement. In the U.S., revenues for the first half of 2016 increased 8.0%, or 6.8% on a same-day basis, compared to the first half of 2015. For the Company's international operations, revenues in the first half of 2016 decreased 1.5%, but on a same-day, constant-currency basis, increased 1.4%, compared to the first half of 2015. Historically, demand for permanent placement staffing is even more sensitive to economic and labor market conditions than demand for temporary and consulting staffing services and this is expected to continue.

Risk consulting and internal audit services revenues were $386 million for the six months ended June 30, 2016, increasing by 11.7% compared to revenues of $346 million for the six months ended June 30, 2015. Key drivers of risk consulting and internal audit services revenues are the billable hours worked by consultants on client engagements and average hourly bill rates. On a same-day, constant-currency basis, risk consulting and internal audit services revenues increased 10.9% for the first half of 2016 compared to the first half of 2015, due primarily to an increase in billable hours worked. In the U.S., revenues in the first half of 2016 increased 11.7%, or 10.5% on a same-day basis, compared to the first half of 2015. Contributing to the U.S. increase was continued growth in services related to internal audit and financial advisory, and information technology consulting. The Company's risk consulting and internal audit services revenues in the first half of 2016 from international operations increased 11.5%, and on a same-day, constant-currency basis increased 12.9%, compared to the first half of 2015.

A reconciliation of the non-GAAP year-over-year revenue growth rates to the as reported year-over-year revenue growth rates for the six months ended June 30, 2016, is presented in the following table:

	Global	United States	International
Temporary and consultant staffing			
As Reported	6.1%	6.5%	4.5%
Billing Days Impact	-1.1%	-1.2%	-1.1%
Currency Impact	0.6%	—	3.3%
Same Billing Days and Constant Currency	5.6%	5.3%	6.7%
Permanent placement staffing			
As Reported	5.1%	8.0%	-1.5%
Billing Days Impact	-1.1%	-1.2%	-1.1%
Currency Impact	1.2%	—	4.0%
Same Billing Days and Constant Currency	5.2%	6.8%	1.4%
Risk consulting and internal audit services			
As Reported	11.7%	11.7%	11.5%
Billing Days Impact	-1.2%	-1.2%	-1.2%
Currency Impact	0.4%	—	2.6%
Same Billing Days and Constant Currency	10.9%	10.5%	12.9%

Gross Margin. The Company's gross margin dollars were $1.09 billion for the six months ended June 30, 2016, increasing by 6.3% compared to $1.02 billion for the six months ended June 30, 2015. In the first half of 2016, gross margin dollars increased for all three of the Company's reportable segments compared to the first half of 2015. Contributing factors for each reportable segment are discussed below in further detail.

Gross margin dollars from the Company's temporary and consultant staffing represent revenues less direct costs of services, which consist of payroll, payroll taxes and benefit costs for temporary employees, and reimbursable expenses. The key drivers of gross margin are: i) pay/bill spreads, which represent the differential between wages paid to temporary employees and amounts billed to clients; ii) fringe costs, which are primarily composed of payroll taxes and benefit costs for temporary and consultant staffing employees; and iii) conversion revenues, which are earned when a temporary position converts to a permanent position with the Company's client. Gross margin dollars for the Company's temporary and consultant staffing division were $763 million for the six months ended June 30, 2016, up 6.7% compared to $715 million for the six months ended June 30, 2015. As a percentage of revenues, gross margin for temporary and consultant staffing was 37.4% in the first half of 2016, up slightly from 37.2% in the first half of 2015. This year-over-year improvement in gross margin percentage is primarily attributable to higher pay-bill spreads.

Gross margin dollars from permanent placement staffing represent revenues less reimbursable expenses. Gross margin dollars for the Company's permanent placement staffing division were $219 million for the six months ended June 30, 2016, compared to $209 million for the six months ended June 30, 2015. Because reimbursable expenses for permanent placement staffing are de minimis, gross margin dollars are substantially explained by revenues previously discussed.

Gross margin dollars for risk consulting and internal audit services represent revenues less direct costs of services, which consist primarily of professional staff payroll, payroll taxes, benefit costs and reimbursable expenses. The primary drivers of risk consulting and internal audit services gross margin are: i) the relative composition of and number of professional staff and their respective pay and bill rates; and ii) staff utilization, which is the relationship of time spent on client engagements in proportion to the total time available for the Company's risk consulting and internal audit services staff. Gross margin dollars for the Company's risk consulting and internal audit division were $107 million for the six months ended June 30, 2016, up 5.6% compared to $101 million for the six months ended June 30, 2015. As a percentage of revenues, gross margin for risk consulting and internal audit services in the first half of 2016 was 27.7%, down from 29.4% in the first half of 2015. The decline in the first half of 2016 compared to the first half of 2015 was due to an increase in pay rates for professional staff, an increase in investment in hiring and slightly lower staff utilization.

Selling, General and Administrative Expenses. The Company's selling, general and administrative expenses consist primarily of staff compensation, advertising, depreciation and occupancy costs. The Company's selling, general and administrative expenses were $806 million for the six months ended June 30, 2016, up 7.8% from $747 million for the six months ended June 30, 2015. As a percentage of revenues, the Company's selling, general and administrative expenses were 30.4% for the first half of 2016, up from 30.2% for the first half of 2015. In the first half of 2016, selling, general and administrative expenses increased for all three of the Company's reportable segments compared to the the first half of 2015. As percentage of revenue, selling, general and administrative expenses for the Company's permanent placement staffing division decreased in the first half of 2016 compared to the first half of 2015, however for the temporary and consulting staffing and risk consulting and internal audit services divisions, selling, general and administrative expenses increased as percentage of revenue. Contributing factors for each reportable segment are discussed below in further detail.

Selling, general and administrative expenses for the Company's temporary and consultant staffing division were $558 million for the six months ended June 30, 2016, up 7.8% from $517 million for the six months ended June 30, 2015. As a percentage of revenues, selling, general and administrative expenses for temporary and consultant staffing were 27.3% in the first half of 2016, up slightly from 26.9% in the first half of 2015 due primarily to an increase in administrative compensation and benefits, including employee medical costs.

Selling, general and administrative expenses for the Company's permanent placement staffing division were $173 million for the six months ended June 30, 2016, increasing by 4.7% compared to $165 million for the six months ended June 30, 2015. As a percentage of revenues, selling, general and administrative expenses for permanent placement staffing were 78.9% in the first half of 2016, down from 79.2% in the first half of 2015. For the first half of 2016 compared to the first half of 2015, the decrease in selling, general and administrative expenses as a percentage of revenue is primarily due to a decrease in field staffing compensation as a percentage of revenue, partially offset by an increase in administrative compensation and benefits, including employee medical costs.

Selling, general and administrative expenses for the Company's risk consulting and internal audit services division were $75 million for the six months ended June 30, 2016, increasing by 15.6% compared to $65 million for the six months ended June 30, 2015. As a percentage of revenues, selling, general and administrative expenses for risk consulting and internal audit services were 19.4% in the first half of 2016, up from 18.7% in the first half of 2015. For the first half of 2016 compared to the first half of 2015, the increase in selling, general and administrative expenses as a percentage of revenue is primarily due to increases in administrative compensation, fixed overhead and advertising.

Operating Income. The Company's total operating income was $283 million, or 10.7% of revenues, for the six months ended June 30, 2016, increasing by 2.2% from $277 million, or 11.2% of revenues, for the six months ended June 30, 2015. For the Company's temporary and consultant staffing division, operating income was $205 million, or 10.0% of applicable revenues, up from $197 million, or 10.3% of applicable revenues, in the first half of 2015. For the Company's permanent placement staffing division, operating income was $46 million, or 21.0% of applicable revenues, up from an operating income of $43 million, or 20.6% of applicable revenues, in the first half of 2015. For the Company's risk consulting and internal audit services division, operating income was $32 million, or 8.4% of applicable revenues, down from an operating income of $37 million, or 10.6% of applicable revenues, in the first half of 2015.

Provision for income taxes. The provision for income taxes was 38.2% and 39.6% for the six months ended June 30, 2016 and 2015, respectively. The lower tax rate is primarily due to additional credits and foreign restructuring that impacted the provision positively compared to the same period in 2015.

Liquidity and Capital Resources

The change in the Company's liquidity during the six months ended June 30, 2016 and 2015 is primarily the net effect of funds generated by operations and the funds used for capital expenditures, repurchases of common stock and payment of dividends.

Cash and cash equivalents were $239 million and $313 million at June 30, 2016 and 2015, respectively. Operating activities provided $207 million during the six months ended June 30, 2016, which was offset by $56 million and $139 million of net cash used in investing activities and financing activities, respectively. Operating activities provided $226 million during the six months ended June 30, 2015, which was partially offset by $43 million and $152 million of net cash used in investing activities and financing activities, respectively.

Operating activities—Net cash provided by operating activities for the six months ended June 30, 2016, was composed of net income of $175 million, adjusted upward for non-cash items of $54 million and offset by net cash used in changes in working capital of $22 million. Net cash provided by operating activities for the six months ended June 30, 2015, was comprised of net income of $168 million, adjusted upward for non-cash items of $44 million, and offset by changes in working capital of $14 million.

Investing activities—Net cash used in investing activities for the six months ended June 30, 2016, was $56 million. This was composed of capital expenditures of $44 million, deposits to trusts for employee deferred compensation plans of $11 million and payment for an acquisition, net of cash acquired, of $1 million. Net cash used in investing activities for the six months ended June 30, 2015, was $43 million. This was comprised of capital expenditures of $30 million and deposits to trusts for employee benefits and retirement plans of $13 million.

Financing activities—Net cash used in financing activities for the six months ended June 30, 2016, was $139 million. This included repurchases of $82 million in common stock, $58 million in cash dividends to stockholders, offset by excess tax benefits from stock-based compensation of $1 million . Net cash used in financing activities for the six months ended June 30, 2015, was $152 million. This included repurchases of $104 million in common stock and $54 million in cash dividends to stockholders, offset by $5 million in excess tax benefits from stock-based compensation and proceeds of $1 million from exercises of stock options.

As of June 30, 2016, the Company is authorized to repurchase, from time to time, up to 8.7 million additional shares of the Company's common stock on the open market or in privately negotiated transactions, depending on market conditions. During the six months ended June 30, 2016 and 2015, the Company repurchased 1.7 million shares and 1.4 million shares of common stock on the open market for a total cost of $67 million and $79 million, respectively. Additional stock repurchases were made in connection with employee stock plans, whereby Company shares were tendered by employees for the payment of exercise price and applicable statutory withholding taxes. During the six months ended June 30, 2016 and 2015, such repurchases totaled 0.3 million shares, at a cost of $10 million, and 0.2 million shares, at a cost of $12 million, respectively. Repurchases of shares have been funded with cash generated from operations.

The Company's working capital at June 30, 2016, included $239 million in cash and cash equivalents. The Company expects that internally generated cash will be sufficient to support the working capital needs of the Company, the Company's fixed payments, dividends, and other obligations on both a short-term and long-term basis.

On August 2, 2016, the Company announced a quarterly dividend of $.22 per share to be paid to all shareholders of record as of August 25, 2016. The dividend will be paid on September 15, 2016.

ITEM 3. Quantitative and Qualitative Disclosures About Market Risk

Because a portion of the Company’s net revenues are derived from its operations outside the U.S. and are denominated in local currencies, the Company is exposed to the impact of foreign currency fluctuations. The Company's exposure to foreign currency exchange rates relates primarily to the Company's foreign subsidiaries. Exchange rates impact the U.S. dollar value of the Company’s reported revenues, expenses, earnings, assets and liabilities.

For the six months ended June 30, 2016, approximately 19% of the Company’s revenues were generated outside of the United States. These operations transact business in their functional currency, which is the same as their local currency. As a result, fluctuations in the value of foreign currencies against the U.S. dollar, particularly the Canadian dollar, British pound, Euro, and Australian dollar, have an impact on the Company’s reported results. Under GAAP, revenues and expenses denominated in foreign currencies are translated into U.S. dollars at the monthly average exchange rates prevailing during the period. Consequently, as the value of the U.S. dollar changes relative to the currencies of the Company’s non-U.S. markets, the Company’s reported results vary.

During the first six months of 2016, the U.S. dollar fluctuated, but generally strengthened, against the primary currencies in which the Company conducts business, compared to one year ago. Currency exchange rates had the effect of decreasing reported net service revenues by $16 million, or 1%, in the first half of 2016 compared to the same period one year ago. The general strengthening of the U.S. dollar also affected the reported level of expenses incurred in our foreign operations. Because substantially all our foreign operations generated revenues and incurred expenses within the same country and currency, the favorable effect of lower reported operating expenses largely offset the decline in reported revenues. Reported net income was $0.3 million, or 0.2%, lower in the first half of 2016 compared to the same period one year ago due to the effect of currency exchange rates.

For the one month ended July 31, 2016, the U.S. dollar has slightly strengthened against the British Pound and Canadian Dollar but slightly weakened against the Australian Dollar and Euro. If currency exchange rates were to remain at July 2016 levels throughout the remainder of 2016, the exchange rate impact on the Company’s 2016 full-year reported revenues and operating expenses would be nearly flat compared to full year 2015 results. Thus, the impact to reported net income, should current trends continue, would be immaterial.

Fluctuations in currency exchange rates impact the U.S. dollar amount of the Company’s stockholders’ equity. The assets and liabilities of the Company’s non-U.S. subsidiaries are translated into U.S. dollars at the exchange rates in effect at period end. The resulting translation adjustments are recorded in stockholders’ equity as a component of accumulated other comprehensive income. Although currency fluctuations impact the Company’s reported results and shareholders’ equity, such fluctuations generally do not affect cash flow or result in actual economic gains or losses. The Company generally has few cross-border transfers of funds, except for transfers to the U.S. for payment of intercompany loans, working capital loans made between the U.S. and the Company’s foreign subsidiaries, and dividends from the Company’s foreign subsidiaries.

ITEM 4. Controls and Procedures

Management, including the Company’s Chairman and Chief Executive Officer and the Vice Chairman and Chief Financial Officer, evaluated the effectiveness of the design and operation of the Company’s disclosure controls and procedures as of the end of the period covered by this report. Based upon that evaluation, the Chairman and Chief Executive Officer and the Vice Chairman and Chief Financial Officer concluded that the disclosure controls and procedures were effective to ensure that information required to be disclosed in the reports the Company files and submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission and that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the Company’s management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure.

There have been no changes in the Company’s internal controls over financial reporting identified in connection with the evaluation required by Rule 13a-15 of the Securities Exchange Act of 1934 that occurred during the Company’s last fiscal quarter that materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting.

PART II—OTHER INFORMATION

ITEM 1. Legal Proceedings

There have been no material developments with regard to the legal proceedings previously disclosed in the Company's annual report on Form 10-K for the fiscal year ended December 31, 2015.

ITEM 1A. Risk Factors

The following risk factor is added:

The affirmative vote in the United Kingdom to withdraw from the European Union could adversely affect the Company's business. On June 23, 2016, a majority of British voters voted in favor of the United Kingdom's withdrawal from the European Union ("Brexit"). The effects of Brexit will depend on negotiations to determine the terms of the withdrawal as well as the United Kingdom's relationship with the European Union going forward, including the terms of trade and access to markets between the United Kingdom and the European Union. Brexit could adversely affect European or worldwide economic, market, regulatory, or political conditions and could contribute to instability in global financial markets, regulatory agencies and political institutions. The uncertainty and potential consequences that may follow Brexit could significantly harm the Company's business and results of operations.

There have not been any material changes with regard to the risk factors previously disclosed in the Company's annual report on Form 10-K for the fiscal year ended December 31, 2015.

ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds

Issuer Purchases of Equity Securities

	Total Number of Shares Purchased		Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans	Maximum Number of Shares that May Yet Be Purchased Under Publicly Announced Plans (c)
April 1, 2016 to April 30, 2016	100,000		$ 38.27	100,000	9,630,520
May 1, 2016 to May 31, 2016	460,126	(a)	$ 38.74	258,901	9,371,619
June 1, 2016 to June 30, 2016	653,795	(b)	$ 36.68	653,196	8,718,423
Total April 1, 2016 to June 30, 2016	1,213,921			1,012,097	

(a) Includes 201,225 shares repurchased in connection with employee stock plans, whereby Company shares were tendered by employees for the payment of applicable withholding taxes and/or exercise price.

(b) Includes 599 shares repurchased in connection with employee stock plans, whereby Company shares were tendered by employees for the payment of applicable withholding taxes and/or exercise price.

(c) Commencing in October 1997, the Company's Board of Directors has, at various times, authorized the repurchase, from time to time, of the Company's common stock on the open market or in privately negotiated transactions depending on market conditions. Since plan inception, a total of 108,000,000 shares have been authorized for repurchase of which 99,281,577 shares have been repurchased as of June 30, 2016.

ITEM 3. Defaults Upon Senior Securities

None.

ITEM 4. Mine Safety Disclosure

Not applicable.

ITEM 5. Other Information

On August 2, 2016, the Board of Directors amended the Company’s By-Laws to update the notice and related procedural and disclosure requirements by which a stockholder may nominate a director for election to the Board or propose business at an annual meeting of stockholders. The amendments require any notice provided pursuant to Article II, Section 9(a)(2) to disclose additional information regarding each person proposed for nomination for election as a director, the stockholder giving the notice, and the beneficial owner, if any, on whose behalf the nomination or proposal is made.

The foregoing description is qualified in its entirety by reference to the Amended and Restated By-Laws that are attached hereto as Exhibit 3.2 and incorporated herein by reference.

ITEM 6. Exhibits

3.1	Restated Certificate of Incorporation, incorporated by reference to Exhibit 3.1 to Registrant’s Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2009.
3.2	Amended and Restated By-Laws.
31.1	Rule 13a-14(a) Certification of Chief Executive Officer.
31.2	Rule 13a-14(a) Certification of Chief Financial Officer.
32.1	Section 1350 Certification of Chief Executive Officer.
32.2	Section 1350 Certification of Chief Financial Officer.
101.1	Part I, Item 1 of this Form 10-Q formatted in XBRL.

SIGNATURES

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 thereunto duly authorized.

ROBERT HALF INTERNATIONAL INC.
(Registrant)

/S/ M. KEITH WADDELL

M. Keith Waddell
Vice Chairman, President and Chief Financial Officer
(Principal Financial Officer and
duly authorized signatory)

Date: August 4, 2016

EXHIBIT 3.2

As Amended and Restated Effective August 2, 2016

BY-LAWS

OF

ROBERT HALF INTERNATIONAL INC.

ARTICLE I

OFFICES

Section 1. Registered Office. The registered office of the Corporation in the State of Delaware shall be at 1209 Orange Street, City of Wilmington, County of New Castle.

Section 2. Principal Office for Transaction of Business. The principal office for the transaction of the business of the Corporation shall be at 2884 Sand Hill Road, in the City of Menlo Park, County of San Mateo, State of California. The Board of Directors may change said principal office from one location to another within or without said City, County or State.

Section 3. Other Offices. The Corporation may have offices at such other place or places, within or without the State of Delaware, as from time to time the Board of Directors may determine or the business of the Corporation may require.

ARTICLE II

MEETING OF STOCKHOLDERS

Section 1. Place of Meetings. Meetings of the stockholders shall be held at such place either within or without the State of Delaware as shall be fixed by the Board of Directors and stated in the notice or waiver of notice of the meeting.

Section 2. Annual Meeting. The annual meeting of stockholders for the election of directors and for the transaction of such other business as may come before the meeting shall be held on such date in each year as the Chairman of the Board shall designate. The Board of Directors shall present at each annual meeting a full and clear statement of the business and condition of the Corporation.

Section 3. <u>Special Meetings</u>. A special meeting of the stockholders for any purpose or purposes, unless otherwise prescribed by statute, may be called at any time by the Chairman of the Board, the Vice Chairman of the Board or the Chief Executive Officer or by order of the Board of Directors.

Section 4. <u>Notice of Meetings</u>. Except as otherwise provided by law or the Certificate of Incorporation, notice of each meeting of stockholders shall be given, in a manner permitted by the Delaware General Corporation Law, not less than ten nor more than sixty days before the date of the meeting to each stockholder entitled to vote at such meeting, directed to his address as it appears upon the books of the corporation, said notice to specify the place, date and hour and purpose or purposes of the meeting. Notice of the time, place and purpose of any meeting of stockholders may be waived in writing, either before or after such meeting, and will be waived by any stockholder by his attendance thereat in person or by proxy. Any stockholder so waiving notice of such meeting shall be bound by the proceedings of any such meeting in all respects as if due notice thereof had been given. Any previously scheduled meeting of the stockholders may be postponed, and (unless the Certificate of Incorporation otherwise provides) any special meeting of the stockholders may be cancelled, by resolution of the Board of Directors upon public notice given prior to the date previously scheduled for such meeting of stockholders.

Section 5. <u>Quorum and Adjournment</u>. The holders of a majority of the stock issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum at all meetings of the stockholders for the transaction of business except as otherwise provided by statute or by the Certificate of Incorporation. The chairman of the meeting may adjourn the meeting from time to time, whether or not there is such a quorum. No notice of the time and place of adjourned meetings need be given except as required by law. The stockholders present at a duly called meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough stockholders to leave less than a quorum.

Section 6. <u>Voting</u>.

(a) Except as otherwise provided in the Certificate of Incorporation, each stockholder of voting common stock shall, at each meeting of the stockholders, be entitled to one vote in person or by proxy for each share of stock of the Corporation held by him on the date fixed pursuant to the provisions of Section 3 of Article IX of the By-Laws as the record date and registered in his name on the books of the Corporation for the determination of stockholders who shall be entitled to notice and to vote at such meeting. Any vote of stock of the Corporation may be given at any meeting of the stockholders by the stockholder entitled thereto in person or by proxy but no proxy shall be voted three years after its date, unless said proxy shall provide for a longer period. At all meetings of the stockholders all matters except where other provision is made by law, by the Certificate of Incorporation or by these By-Laws, shall be decided by the vote of a majority in voting interest of the stockholders present in person or by proxy and entitled to vote on that matter. For purposes of determining the vote on any matter, including election of directors, the shares deemed entitled to vote on that matter shall not include broker non-votes. Unless demanded by a stockholder of the Corporation present in person or by proxy at any meeting of the stockholders and entitled to vote thereat or so directed by the chairman of the meeting, the vote thereat on any question or matter, including the election of directors, need not be by ballot. Upon a demand of any such stockholder for a vote by ballot on any question or at the direction of such chairman that a vote by ballot be taken on any question, such vote shall be taken. On a vote by ballot each ballot shall be signed by the stockholder voting, or by his proxy, and shall state the number of shares voted. No holder of Preferred Stock shall be entitled to vote at any meeting of the stockholders, except as provided by law, by the Certificate of Incorporation or by the Certificate of Determination of Preferences creating such Preferred Stock.

(b) Except as provided in Section 5 of Article III or as otherwise required by law or by the Certificate of Incorporation, each director shall be elected by the vote of the majority of the votes cast with respect to the director at any meeting for the election of directors at which a quorum is present, provided that if on the record date for such meeting or the advance notice date for nominations at such meeting determined pursuant to Section 9 of Article II of these By-laws, the number of nominees exceeds the number of directors to be elected, the directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors.

Section 7. List of Stockholders. The officer who has charge of the stock ledger of the Corporation shall prepare and make, at least ten days before every meeting of stockholders, a complete list of the stockholders entitled to vote at said meeting, arranged in alphabetical order, showing the address of and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten days prior to the meeting, at the Corporation's principal place of business, and the list shall be produced and kept at the time and place of meeting during the whole time thereof, and may be inspected by any stockholder who is present.

Section 8. Inspectors of Votes. At each meeting of the stockholders the chairman of such meeting may appoint one or three Inspectors of Votes to act thereat. Each Inspector of Votes so appointed shall first subscribe an oath or affirmation faithfully to execute the duties of an Inspector of Votes at such meeting with strict impartiality and according to the best of his ability. Such Inspectors of Votes shall take charge of the ballots at such meeting and after the balloting thereat on any question shall count the ballots cast thereon and shall make a report in writing to the secretary of such meeting of the results thereof. An Inspector of Votes need not be a stockholder of the Corporation, and any officer of the Corporation may be an Inspector of Votes on any question other than a vote for or against his election to any position with the Corporation or on any other question in which he may be directly interested. If there are three Inspectors of Votes, the determination, report or certificate of two such Inspectors shall be as effective as if unanimously made by all Inspectors.

Section 9. <u>Notice of Stockholder Business and Nominations</u>.

(a) <u>Annual Meetings of Stockholders</u>.

(1) Nominations of persons for election to the Board of Directors of the Corporation and the proposal of business to be considered by the stockholders may be made at an annual meeting of stockholders (a) pursuant to the Corporation's notice of meeting, (b) by or at the direction of the Board of Directors or (c) by any stockholder of the Corporation who was a stockholder of record at the time of giving of notice provided for in this By-Law, who is entitled to vote at the meeting and who complies with the notice procedures set forth in this By-Law.

(2) For nominations or other business to be properly brought before an annual meeting by a stockholder pursuant to clause (c) of paragraph (a)(1) of this By-Law, the stockholder must have given timely notice thereof in writing to the Secretary of the Corporation and such other business must otherwise be a proper matter for stockholder action. To be timely, a stockholder's notice shall be delivered to the Secretary at the principal executive offices of the Corporation not later than the close of business on the 60th day nor earlier than the close of business on the 90th day prior to the first anniversary of the preceding year's annual meeting; provided, however, that in the event that the date of the annual meeting is more than 30 days before or more than 60 days after such anniversary date, notice by the stockholder to be timely must be so delivered not earlier than the close of business on the 90th day prior to such annual meeting and not later than the close of business on the later of the 60th day prior to such annual meeting or the 10th day following the day on which public announcement of the date of such meeting is first made by the Corporation. In no event shall the public announcement of an adjournment of an annual meeting commence a new time period for the giving of a stockholder's notice as described above. Such stockholder's notice shall set forth:

(a) as to each person whom the stockholder proposes to nominate for election or reelection as a director, all information relating to such person that is required to be disclosed in solicitations of proxies for election of directors in an election contest, or is otherwise required, in each case pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended (the "Exchange Act") and any successor to such Regulation, including and in addition to:

(i) such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected;

(ii) an affirmation that such person meets the Corporation's stated criteria for board membership;

(iii) any transactions or relationships between such person and the Corporation or the Corporation's customers, suppliers, competitors or management;

(iv) the trading history of such person with respect to the Corporation's stock; and

(v) information regarding whether such person has any plans or proposals for the Corporation and whether such person seeks to use the nomination to redress personal claims or grievances against the Corporation or others or to further personal interests or special interests not shared by stockholders at large;

(b) as to any other business that the stockholder proposes to bring before the meeting, a brief description of the business desired to be brought before the meeting, the reasons for conducting such business at the meeting and any material interest in such business of such stockholder and the beneficial owner, if any, on whose behalf the proposal is made; and

(c) as to the stockholder giving the notice and the beneficial owner, if any, on whose behalf the nomination or proposal is made:

(i) the name and address of such stockholder, as they appear on the Corporation's books, and of such beneficial owner;

(ii) the class and number of shares of the Corporation which are owned beneficially and of record by such stockholder and such beneficial owner;

(iii) the trading history of such stockholder and such beneficial owner with respect to the Corporation's stock;

(iv) any transactions or relationships between such stockholder or such beneficial owner, on the one hand, and the Corporation or its customers, suppliers, competitors or management, on the other hand; and

(v) information regarding whether such stockholder or such beneficial owner, or any of their affiliates have any plans or proposals for the Corporation other than those described in the notice, and whether such stockholder or such beneficial owner seeks to use the nomination or proposal to redress personal claims or grievances against the Corporation or others or to further personal interests or special interests not shared by stockholders at large.

In addition, such stockholder shall be required to provide such further information as may be requested by the Corporation.

(3) Notwithstanding anything in the second sentence of paragraph (a)(2) of this By-Law to the contrary, in the event that the number of directors to be elected to the Board of Directors of the Corporation is increased and there is no public announcement by the Corporation naming all of the nominees for director or specifying the size of the increased Board of Directors at least 70 days prior to the first anniversary of the preceding year's annual meeting, a stockholder's notice required by this By-Law shall also be considered timely, but only with respect to nominees for any new positions created by such increase, if it shall be delivered to the Secretary at the principal executive offices of the Corporation not later than the close of business on the 10th day following the day on which such public announcement is first made by the Corporation.

(b) Special Meetings of Stockholders. Only such business shall be conducted at a special meeting of stockholders as shall have been brought before the meeting pursuant to the Corporation's notice of meeting. Nominations of persons for election to the Board of Directors may be made at a special meeting of stockholders at which directors are to be elected pursuant to the Corporation's notice of meeting (a) by or at the direction of the Board of Directors or (b) provided that the Board of Directors has determined that directors shall be elected at such meeting, by any stockholder of the Corporation who is a stockholder of record at the time of giving of notice provided for in this By-Law, who shall be entitled to vote at the meeting and who complies with the notice procedures set forth in this By-Law. In the event the Corporation calls a special meeting of stockholders for the purpose of electing one or more directors to the Board of Directors, any such stockholder may nominate a person or persons (as the case may be), for the election to such position(s) as specified in the Corporation's notice of meeting, if the stockholder's notice required by paragraph (a)(2) of this By-Law shall be delivered to the Secretary at the principal executive offices of the Corporation not earlier than the close of business on the 90th day prior to such special meeting and not later than the close of business on the later of the 60th day prior to such special meeting or the 10th day following the day on which public announcement is first made of the date of the special meeting and of the nominees proposed by the Board of Directors to be elected at such meeting. In no event shall the public announcement of an adjournment of a special meeting commence a new time period for the giving of a stockholder's notice as described above.

(c) General.

(1) Only such persons who are nominated in accordance with the procedures set forth in this By-Law shall be eligible to serve as directors and only such business shall be conducted at a meeting of stockholders as shall have been brought before the meeting in accordance with the procedures set forth in this By-Law. Except as otherwise provided by law, the Certificate of Incorporation or these By-Laws, the chairman of the meeting shall have the power and duty to determine whether a nomination or any business proposed to be brought before the meeting was made or proposed, as the case may be, in accordance with the procedures set forth in this By-Law

and, if any proposed nomination or business is not in compliance with this By-Law, to declare that such defective proposal or nomination shall be disregarded.

(2) For purposes of this By-Law, "public announcement" shall mean disclosure in a press release reported by the Dow Jones News Service, Associated Press or comparable national news service or in a document publicly filed by the Corporation with the Securities and Exchange Commission pursuant to Section 13, 14 or 15(d) of the Exchange Act.

(3) Notwithstanding the foregoing provisions of this By-Law, a stockholder shall also comply with all applicable requirements of the Exchange Act and the rules and regulations thereunder with respect to the matters set forth in this By-Law. Nothing in this By-Law shall be deemed to affect any rights (i) of stockholders to request inclusion of proposals in the Corporation's proxy statement pursuant to Rule 14a-8 under the Exchange Act or (ii) of the holders of any series of Preferred Stock to elect directors under specified circumstances.

Section 10. Record Date for Action by Written Consent. In order that the Corporation may determine the stockholders entitled to consent to corporate action in writing without a meeting, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which date shall not be more than 10 days after the date upon which the resolution fixing the record date is adopted by the Board of Directors. Any stockholder of record seeking to have the stockholders authorize or take corporate action by written consent shall, by written notice to the Secretary, request the Board of Directors to fix a record date. The Board of Directors shall promptly, but in all events within 10 days after the date on which such a request is received, adopt a resolution fixing the record date. If no record date has been fixed by the Board of Directors within 10 days of the date on which such a request is received, the record date for determining stockholders entitled to consent to corporate action in writing without a meeting, when no prior action by the Board of Directors is required by applicable law, shall be the first date on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the Corporation by delivery to its registered office in Delaware, its principal place of business or to any officer or agent of the Corporation having custody of the book in which proceedings of meetings of stockholders are recorded. Delivery made to the Corporation's registered office shall be by hand or by certified or registered mail, return receipt requested. If no record date has been fixed by the Board of Directors and prior action by the Board of Directors is required by applicable law, the record date for determining stockholders entitled to consent to corporate action in writing without a meeting shall be at the close of business on the date on which the Board of Directors adopts the resolution taking such prior action.

Section 11. Inspectors of Written Consent. In the event of the delivery, in the manner provided by Section 10, to the Corporation of the requisite written consent or consents to take corporate action and/or any related revocation or revocations, the

Corporation shall engage nationally recognized independent inspectors of elections for the purpose of promptly performing a ministerial review of the validity of the consents and revocations. For the purpose of permitting the inspectors to perform such review, no action by written consent without a meeting shall be effective until such date as the independent inspectors certify to the Corporation that the consents delivered to the Corporation in accordance with Section 10 represent at least the minimum number of votes that would be necessary to take the corporate action. Nothing contained in this paragraph shall in any way be construed to suggest or imply that the Board of Directors or any stockholder shall not be entitled to contest the validity of any consent or revocation thereof, whether before or after such certification by the independent inspectors, or to take any other action (including, without limitation, the commencement, prosecution, or defense of any litigation with respect thereto, and the seeking of injunctive relief in such litigation).

Section 12. Effectiveness of Written Consent. Every written consent shall bear the date of signature of each stockholder who signs the consent and no written consent shall be effective to take the corporate action referred to therein unless, within 60 days of the earliest dated written consent received in accordance with Section 10, a written consent or consents signed by a sufficient number of holders to take such action are delivered to the Corporation in the manner prescribed in Section 10.

ARTICLE III

DIRECTORS

Section 1. General Powers. The property, business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

Section 2. Number, Qualification and Term of Office. The number of directors which shall constitute the whole Board shall not be less than six nor more than eleven. The number of directors shall be fixed at such number, within the limits specified in the preceding sentence, as determined from time to time by resolution of the Board of Directors, upon approval by two-thirds (2/3) of the directors in office. Except as provided in Sections 4 and 5 of this Article III, each director shall be elected by the stockholders at their annual meeting in each year, and shall hold office until the next annual meeting and until his successor shall be elected and qualified or until his death, resignation or removal. Directors need not be stockholders. This Section 2 shall not be amended to change the two-thirds (2/3) approval requirement set forth above except with the approval of two-thirds (2/3) of the directors in office.

Section 3. Resignations. Any director may resign at any time by giving written notice of his resignation to the Corporation. Any such resignation shall take effect at the time specified therein, or, if the time when it shall become effective shall not be specified therein, then it shall take effect immediately upon its receipt by the

Secretary; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Removal of Directors. Any director may be removed, with or without cause, at any time, by the affirmative vote of a majority in interest of the stockholders of record of the Corporation entitled to vote, given at a special meeting of the stockholders called for the purpose, and the vacancy in the Board of Directors caused by any such removal may be filled by the stockholders at such meeting or, if the stockholders shall fail to fill such vacancy, by the Board of Directors as provided in Section 5 of this Article III. In no case will a decrease in the number of directors shorten the term of any incumbent director.

Section 5. Vacancies. In case of any vacancy in the Board of Directors caused by death, resignation, disqualification, removal, an increase in the number of directors, or any other cause, the successor to fill the vacancy may be elected by the holders of shares of stock entitled to vote at an annual or special meeting of said holders or by two-thirds (2/3) of the directors in office, though less than a quorum, and each director so elected shall hold office until the next annual election and until his successor shall be duly elected and qualified, or until his death or until he shall resign or until he shall have been removed. This section shall not be amended to change the requirement of a vote of two-thirds (2/3) of the directors set forth above except upon the approval of two-thirds (2/3) of the directors in office.

Section 6. Place of Meeting. The Board of Directors may hold its meetings at such place or places within or without the State of Delaware as the Board of Directors may from time to time determine.

Section 7. Organization Meeting. The Board of Directors shall meet immediately following the annual meeting of stockholders and at the place where the stockholders' meeting was held, for the purpose of electing officers and transacting such other business as may lawfully come before it. No notice of such meeting shall be required.

Section 8. Regular Meetings. Regular meetings of the Board of Directors shall be held at such times as the Board of Directors shall from time to time by resolution determine. If any day fixed for a regular meeting shall be a legal holiday, then the meeting which would otherwise be held on that day shall be held at the same hour on the next succeeding business day. Except as otherwise provided by law, notices of regular meetings need not be given.

Section 9. Special Meetings. Special meetings of the Board of Directors shall be held when called by the Chairman of the Board, the Vice Chairman of the Board, the Chief Executive Officer, any member of the Office of the President, the Secretary, Assistant Secretary or a majority of the Directors.

Section 10. Notice of Meetings. Notice of the time and place of all special meetings of the Board of Directors or any committee thereof, and of any regular meeting as to which notice is given, shall be given to each director either by telephone or by written notice delivered personally or sent director by mail or by other form of written communication at least one day before the date of the meeting. Notice of any meeting may be waived in writing at any time before or after the meeting and will be waived by any director by attendance at such meeting.

Section 11. Quorum and Manner of Acting. Except as otherwise provided by statute or by these By-Laws, a majority of the total number of directors (but not less than two) shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the directors present at any meeting at which a quorum shall be present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the directors present may adjourn any meeting from time to time until a quorum be had. Notice of any adjourned meeting need not be given.

Section 12. Action Without Meeting. Unless otherwise restricted by the Certificate of Incorporation or by these By-Laws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof, may be taken without a meeting, if all members of the Board or of such committee, as the case may be, consent thereto in writing, and such writing or writings are filed with the minutes of proceedings of the Board or Committee.

Section 13. Meeting by Telephone. Unless otherwise restricted by the Certificate of Incorporation or these By-Laws, members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors, or any committee, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

Section 14. Compensation. The Board of Directors may at any time or from time to time by resolution provide that a specified sum shall be paid to any director of the Corporation, either as his annual compensation as such director or member of any committee of the Board of Directors or as compensation for his attendance at each meeting of the Board of Directors or any such committee. The Board of Directors may also likewise provide that the Corporation shall reimburse each director for any expense paid by him on account of his attendance at any meeting. Nothing in this Section shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

ARTICLE IV

EXECUTIVE COMMITTEE

Section 1. Appointment. The Board of Directors may by resolution passed by a majority of the whole Board, appoint an Executive Committee of not less than three members, all of whom shall be directors. The Chairman of the Executive Committee shall be elected by the Board of Directors.

Section 2. Powers. The Executive Committee shall have and may exercise, when the Board is not in session, the power of the Board of Directors in the management of the business and affairs of the Corporation; but neither the Executive Committee nor any other committee shall have the power or authority in reference to amending the Certificate of Incorporation, adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the Corporation's property and assets, recommending to the stockholders a dissolution of the Corporation or a revocation of a dissolution, or amending the By-Laws of the Corporation, nor shall it have the power or authority to declare a dividend, to authorize the issuance of stock or to fill vacancies in the Board of Directors or the Executive Committee.

Section 3. Term. The term of the Executive Committee shall be coexistent with that of the Board of Directors which shall have appointed such Committee. The Board may at any time for any reason remove any individual member of the Executive Committee and the Board may fill a Committee vacancy created by death, resignation or removal or increase in the number of members of the Executive Committee. The Board of Directors may designate one or more directors as alternate members of the Executive Committee who may replace any absent or disqualified member at any meeting of the Committee.

Section 4. Meetings. Regular meetings of the Executive Committee, of which no notice shall be required, may be held on such days and at such places as shall be fixed by resolution adopted by a majority of the Committee and communicated to all of its members. Special meetings of the Executive Committee shall be held whenever called by the Chairman of the Executive Committee, the Chairman of the Board, the Vice Chairman of the Board, the Chief Executive Officer, any member of the Office of the President, or a majority of the members of the Executive Committee then in office and shall be held at such time and place as shall be designated in the notice of the meeting.

Section 5. Quorum and Manner of Action. A majority of the Executive Committee shall constitute a quorum for the transaction of business and the act of a majority of those present at a meeting thereof at which a quorum is present shall be the act of the Committee.

ARTICLE V

OTHER COMMITTEES

Section 1. Committees of the Board of Directors. The Board of Directors may, by resolution passed by a majority of the whole Board, from time to time appoint other committees of the Board of Directors. Each such committee, to the extent permitted by law and these By-Laws, shall have and may exercise such of the powers of the Board of Directors in the management and affairs of the Corporation as may be prescribed by the resolution creating such committee. A majority of all of the members of any such committee may determine its action and fix the time and place of its meetings and specify what notice thereof, if any, shall be given, unless the Board of Directors shall otherwise prescribe. The Board of Directors shall have power to change the members of any such committee at any time, to fill vacancies and to discontinue any such committee at any time.

Section 2. Non-Board Committees. The authority conferred upon the Board of Directors by Section 1 of this Article V to appoint committees of the Board of Directors shall not be deemed to preclude the appointment by either the Board of Directors or the Executive Committee of committees whose members need not be directors of the Corporation provided that such committees may not exercise any of the powers of the Board of Directors.

ARTICLE VI

OFFICERS

Section 1. Number. The officers of the Corporation shall be the Chairman of the Board, the Vice Chairman of the Board, the Chief Executive Officer, the Chief Financial Officer, one or more members of the Office of the President, one or more Vice Presidents, a Secretary and a Treasurer. The Board of Directors may also appoint one or more Assistant Vice Presidents, Assistant Secretaries or Assistant Treasurers and such other officers and agents with such powers and duties as it shall deem necessary. Assistant Vice Presidents may also be appointed by the Chairman of the Board, the Vice Chairman of the Board or the Chief Executive Officer. Any officer may be given such specific designation as may be determined from time to time by the Board of Directors. Any two or more offices except those of Chief Executive Officer, Chief Financial Officer and Secretary may be held by the same person.

Section 2. Election and Term of Office. The officers shall be elected annually by the Board of Directors at its organization meeting following the annual meeting of the stockholders and each shall hold office until the next annual election of officers and until his successor is elected and qualified, or until his death, resignation or removal. Any officer may be removed at any time, with or without cause, by a vote of the majority of the whole Board. Any vacancy occurring in any office may be filled by the Board of Directors.

Section 3. Chairman and Vice Chairman of the Board.

(a) The Chairman of the Board shall exercise such powers and perform such duties as may be assigned to him by these By-Laws or by the Board of Directors. The Chairman of the Board shall preside at meetings of the stockholders and Board of Directors and, in the absence of the Chairman of the Executive Committee, shall preside at meetings of the Executive Committee.

(b) The Vice Chairman of the Board, in the absence of the Chairman of the Board, shall preside at meetings of the stockholders and Board of Directors. He shall exercise such other powers and perform such other duties as may be assigned to him by these By-Laws or by the Board of Directors.

Section 4. Chief Executive Officer. The Chief Executive Officer, subject to the general control of the Board of Directors, shall be responsible for the management and direction of the affairs of the Corporation, its officers, employees and agents and shall supervise generally the affairs of the Corporation. He shall exercise such other powers and perform such other duties as may be assigned to him by these By-Laws or by the Board of Directors. In the absence of the Chairman of the Board and the Vice Chairman of the Board, he shall preside at meetings of the stockholders.

Section 5. Office of the President. The Board of Directors may designate one or more individuals as being members of the Office of the President. A member of the Office of the President shall have such other titles, which may include "President", as may be designated by the Board of Directors, and shall exercise such powers and duties as may from time to time be assigned to him by these By-Laws, the Board of Directors, the Chairman of the Board or the Chief Executive Officer. Except where by law the signature of the Chairman of the Board or the Chief Executive Officer is required, each member of the Office of the President shall have the same power as the Chairman of the Board or the Chief Executive Officer to sign certificates, contracts and other instruments of the Corporation. Whenever any document requires the signature of the President of the Corporation, any member of the Office of the President may execute such document as President. The Board of Directors may designate any member of the Office of the President as having such powers and duties in the absence of the Chief Executive Officer as it deems appropriate.

Section 6. Vice Presidents. The Board of Directors may designate any Vice President as having such powers and duties in the absence of the Chief Executive Officer and the members of the Office of the President as it deems appropriate. Except where by law the signature of the Chairman of the Board, the Chief Executive Officer or a President is required, each of the Vice Presidents shall have the same power as the Chairman of the Board, the Chief Executive Officer or the President to sign certificates, contracts and other instruments of the Corporation. Any Vice President shall perform such other duties and may exercise such other powers as may from time to time be assigned to him by these By-Laws, the Board of Directors, the Chairman of the Board or the Chief Executive Officer. The Board of Directors may designate any Vice President as being an Executive Vice President, Senior Vice President or such other title as it deems appropriate. The Board of Directors shall determine, subject to applicable law, which Vice Presidents shall be deemed "officers" or "executive officers" for regulatory compliance purposes, including, but not limited to, compliance with rules and regulations promulgated under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

Section 7. Secretary and Assistant Secretaries. The Secretary shall record or cause to be recorded in books provided for the purpose the minutes of the meetings of the stockholders, the Board of Directors, the Executive Committee and all other committees of the Board of Directors, if any; shall see that all notices are duly given in accordance with the provisions of these By-Laws and as required by law; shall be custodian of the seal of the Corporation and see that the seal is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these By-Laws; and, in general, shall perform all duties incident to the office of Secretary and such other duties as may, from time to time, be assigned to him by the Board of Directors, the Chairman of the Board or the Chief Executive Officer. At the request of the Secretary, or in his absence or disability, any Assistant Secretary shall perform any of the duties of the Secretary and, when so acting, shall have all the powers and be subject to all the restrictions upon, the Secretary. Except where by law the signature of the Secretary is required, each of the Assistant Secretaries shall possess the same power as the Secretary to sign certificates, contracts, obligations and other instruments of the Corporation, and to affix the seal of the Corporation to such instruments, and attest the same.

Section 8. Chief Financial Officer. The Chief Financial Officer shall keep or cause to be kept the books of account of the Corporation and shall render statements of the financial affairs of the Corporation in such form and as often as required by the Board of Directors, the Chairman of the Board or the Chief Executive Officer. The Chief Financial Officer shall perform all other duties commonly incident to his office and shall perform such other duties and have such other powers as the Board of Directors, the Chairman of the Board or the Chief Executive Officer shall designate from time to time. At the request of the Chief Financial Officer, or in his absence or disability, the Treasurer may perform any of the duties of the Chief Financial Officer and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chief Financial Officer. Except where by law the signature of the Chief Financial Officer is required, the Treasurer shall possess the same power as the Chief Financial Officer to sign all certificates, contracts, obligations and other instruments of the Corporation.

Section 9. Treasurer and Assistant Treasurer. The Treasurer, subject to the order of the Board of Directors, shall have the custody of all funds and securities of the

Corporation. The Treasurer shall perform all other duties commonly incident to his office and shall perform such other duties and have such other powers as the Board of Directors, the Chairman of the Board, the Chief Executive Officer or the Chief Financial Officer shall designate from time to time. At the request of the Treasurer, or in his absence or disability, the Assistant Treasurer or, in case there shall be more than one Assistant Treasurer, the Assistant Treasurer designated by the Board of Directors, the Chairman of the Board, the Chief Executive Officer, the Chief Financial Officer or the Treasurer, may perform any of the duties of the Treasurer and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Treasurer. Except where by law the signature of the Treasurer is required, each of the Assistant Treasurers shall possess the same power as the Treasurer to sign all certificates, contracts, obligations and other instruments of the Corporation.

Section 10. Assistant Vice Presidents. The Assistant Vice Presidents shall perform such duties as shall be determined by the Board of Directors, the Chairman of the Board or the Chief Executive Officer of the Corporation.

ARTICLE VII

EXECUTION OF INSTRUMENTS

The Board of Directors may, in its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document or to sign the corporate name without limitation, except where otherwise provided by law or in these By-Laws, and such designation may be general or confined to specific instances.

ARTICLE VIII

VOTING OF SECURITIES OWNED BY THE CORPORATION

All stock and other securities of other corporations held by the Corporation shall be voted, and all proxies with respect thereto shall be executed, by the person authorized so to do by resolution of the Board of Directors, or, in the absence of such authorization, by the Chairman of the Board, the Vice Chairman of the Board, the Chief Executive Officer, any member of the Office of the President or any Vice President.

ARTICLE IX

SHARES OF STOCK

Section 1. Form and Execution of Certificates. The certificates of stock of the Corporation shall be numbered and shall be entered in the books of the Corporation as they are issued. They shall exhibit the holder's name and number of shares and shall be signed by the Chairman of the Board, the Vice Chairman of the Board, the Chief Executive Officer, any member of the Office of the President or any Vice President and the Secretary or an Assistant Secretary. Any or all of the signatures on such certificate may be a facsimile. In case any officer of the Corporation who shall have signed, or whose facsimile signature shall have been placed upon, such certificate shall cease to be such officer before such certificate shall have been issued, such certificate may nevertheless be issued by the Corporation with the same effect as though such person were such officer at the date of issuance.

Section 2. Transfer. Transfer of stock shall be made on the books of the Corporation only by the person named in the certificate or by attorney lawfully constituted in writing, and upon surrender of the certificate.

Section 3. Fixing Record Date. In order that the Corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholder or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board of Directors may fix, in advance, a record date, which shall not be more than sixty nor less than ten days before the date of such meeting, nor more than sixty days prior to any other action. A determination of stockholders of record entitled to notice of or to vote a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

Section 4. Record Owner. The Corporation shall be entitled to treat the holder of record of any share or shares of stock as the holder in fact thereof and accordingly shall not be bound to recognize any equitable or other claim to or interest in such share on the part of any other person, whether or not it shall have express or other notice thereof, save as expressly provided by the laws of Delaware.

Section 5. Lost Certificates. The Board of Directors may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the Corporation alleged to have been lost, stolen or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost, stolen or destroyed. When authorizing such issue of a new certificate or certificates, the Board of Directors may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost, stolen or destroyed certificate or certificates, or his legal representative, to advertise the same in such manner as it shall require and/or to give the Corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the Corporation with respect to the certificate alleged to have been lost, stolen or destroyed.

ARTICLE X

DIVIDENDS

Subject to the provisions of law and of the Certificate of Incorporation, the Board of Directors, at any regular or special meeting, may declare and pay dividends upon the shares of its stock either (a) out of its surplus as defined in and computed in accordance with the provisions of law or (b) in case it shall not have any such surplus, out of its net profits for the fiscal year in which the dividend is declared and/or the preceding fiscal year, whenever and in such amount as, in the opinion of the Board of Directors, the condition of the affairs of the Corporation shall render advisable.

Before payment of any dividend or making any distribution of profits, there may be set aside out of the surplus or net profits of the Corporation such sum or sums as the directors may from time to time, in their absolute discretion, think proper as a reserve fund to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the Corporation, or for such other purpose as the directors shall think conducive to the interests of the Corporation.

ARTICLE XI

CORPORATE SEAL

The corporate seal shall consist of a die bearing the name of the Corporation and the inscription “Corporate Seal -- Delaware.” Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

ARTICLE XII

AMENDMENTS

All By-Laws of the Corporation shall be subject to alterations or repeal, and new By-Laws may be made, by the stockholders at any annual or special meeting, or except as otherwise provided by these By-Laws or by law, by the affirmative vote of a majority of the directors then in office given at any regular or special meeting of the Board of Directors.

EXHIBIT 31.1

Certification Pursuant to Rule 13a-14 under the Securities Exchange Act of 1934

I, Harold M. Messmer, Jr., certify that:

1. I have reviewed this report on Form 10-Q of Robert Half International Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):

   (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

   (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: August 4, 2016

/s/ Harold M. Messmer, Jr.

Harold M. Messmer, Jr.
Chairman & CEO

EXHIBIT 31.2

Certification Pursuant to Rule 13a-14 under the Securities Exchange Act of 1934

I, M. Keith Waddell, certify that:

1. I have reviewed this report on Form 10-Q of Robert Half International Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 4, 2016

/s/ M. Keith Waddell

M. Keith Waddell
Vice Chairman, President & CFO

EXHIBIT 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2016 of Robert Half International Inc. (the "Form 10-Q"), I, Harold M. Messmer, Jr., Chief Executive Officer of Robert Half International Inc., certify, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Form 10-Q fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of Robert Half International Inc.

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Robert Half International Inc. and will be retained by Robert Half International Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

August 4, 2016

/s/ Harold M. Messmer, Jr.

Harold M. Messmer, Jr.
Chief Executive Officer
Robert Half International Inc.

EXHIBIT 32.2

CERTIFICATION PURSUANT TO 18 U.S.C. 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2016 of Robert Half International Inc. (the "Form 10-Q"), I, M. Keith Waddell, Chief Financial Officer of Robert Half International Inc., certify, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Form 10-Q fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of Robert Half International Inc.

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Robert Half International Inc. and will be retained by Robert Half International Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

August 4, 2016

/s/ M. Keith Waddell

M. Keith Waddell
Chief Financial Officer
Robert Half International Inc.