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 MARCH 31, 2010

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 April 30, 2010:

150,028,020 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)

	March 31, 2010	December 31, 2009
ASSETS		
Cash and cash equivalents	$ 349,364	$ 365,794
Accounts receivable, less allowances of $20,856 and $21,423	373,481	362,392
Deferred income taxes and other current assets	183,607	194,448
Total current assets	906,452	922,634
Goodwill and other intangible assets, net	189,418	189,728
Property and equipment, net	116,968	124,658
Deferred and other income taxes	58,207	46,515
Total assets	$1,271,045	$1,283,535
LIABILITIES		
Accounts payable and accrued expenses	$ 93,893	$ 101,610
Accrued payroll costs and retirement obligations	250,706	265,245
Income taxes payable	1,885	—
Current portion of notes payable and other indebtedness	116	113
Total current liabilities	346,600	366,968
Notes payable and other indebtedness, less current portion	1,749	1,779
Other liabilities	25,927	14,978
Total liabilities	374,276	383,725
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 149,968,567 shares and 148,645,335 shares	150	149
Capital surplus	855,962	854,081
Accumulated other comprehensive income	40,657	45,580
Retained earnings	—	—
Total stockholders' equity	896,769	899,810
Total liabilities and stockholders' equity	$1,271,045	$1,283,535

The accompanying Notes to Condensed Consolidated Financial Statements 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 March 31, 2010	Three Months Ended March 31, 2009
Net service revenues	$737,173	$823,325
Direct costs of services, consisting of payroll, payroll taxes, insurance costs and reimbursable expenses	469,045	529,597
Gross margin	268,128	293,728
Selling, general and administrative expenses	255,668	277,050
Amortization of intangible assets	269	618
Interest income, net	(74)	(620)
Income before income taxes	12,265	16,680
Provision for income taxes	3,790	7,892
Net income	$ 8,475	$ 8,788
Net income available to common stockholders	$ 7,626	$ 8,308
Net income per share (Note J):		
Basic	$ .05	$ .06
Diluted	$ .05	$ .06
Shares:		
Basic	144,239	146,878
Diluted	145,673	147,142
Cash dividends declared per share	$ .13	$ .12

The accompanying Notes to Condensed Consolidated Financial Statements 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)

	Three Months Ended March 31, 2010	2009
COMMON STOCK—SHARES:		
Balance at beginning of period	148,645	150,943
Net issuances of restricted stock	1,318	2,241
Repurchases of common stock	(143)	(738)
Exercises of stock options	149	22
Balance at end of period	149,969	152,468
COMMON STOCK—PAR VALUE:		
Balance at beginning of period	$ 149	$ 151
Net issuances of restricted stock	1	2
Repurchases of common stock	—	(1)
Balance at end of period	$ 150	$ 152
CAPITAL SURPLUS:		
Balance at beginning of period	$854,081	$949,474
Net issuances, and other changes to, restricted stock—excess over par value	(1)	(2)
Repurchases of common stock—excess over par value	—	(4,561)
Cash dividends ($.13 per share and $.12 per share)	(14,894)	(18,175)
Stock-based compensation expense—restricted stock and stock units	14,074	14,393
Stock-based compensation expense—stock options	87	343
Exercises of stock options—excess over par value	3,196	286
Tax impact of equity incentive plans	(581)	(2,512)
Balance at end of period	$855,962	$939,246
ACCUMULATED OTHER COMPREHENSIVE INCOME:		
Balance at beginning of period	$ 45,580	$ 34,263
Translation adjustments, net of tax	(4,923)	(9,229)
Balance at end of period	$ 40,657	$ 25,034
RETAINED EARNINGS:		
Balance at beginning of period	$ —	$ —
Repurchases of common stock—excess over par value	(3,904)	(8,788)
Cash dividends ($.13 per share)	(4,571)	—
Net income	8,475	8,788
Balance at end of period	$ —	$ —

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

ROBERT HALF INTERNATIONAL INC. AND SUBSIDIARIES

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

	Three Months Ended March 31,	
	2010	**2009**
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 8,475	$ 8,788
Adjustments to reconcile net income to net cash provided by operating activities:		
Amortization of intangible assets	269	618
Depreciation expense	14,923	16,263
Stock-based compensation expense—restricted stock and stock units	14,074	14,393
Stock-based compensation expense—stock options	87	343
Excess tax benefits from stock-based compensation	(421)	(176)
Provision for deferred income taxes	(6,842)	2,161
Provision for doubtful accounts	1,373	199
Changes in assets and liabilities:		
(Increase) decrease in accounts receivable	(16,183)	66,364
Decrease in accounts payable, accrued expenses, accrued payroll costs and retirement obligations	(18,876)	(48,816)
Increase (decrease) in income taxes payable	8,377	(2,319)
Change in other assets, net of change in other liabilities	9,263	(9,750)
Net cash flows provided by operating activities	14,519	48,068
CASH FLOWS FROM INVESTING ACTIVITIES:		
Capital expenditures	(8,276)	(13,903)
Decrease in trusts for employee benefits and retirement plans	639	648
Net cash flows used in investing activities	(7,637)	(13,255)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Repurchases of common stock	(3,904)	(8,041)
Cash dividends paid	(19,592)	(18,099)
Decrease in notes payable and other indebtedness	(27)	(25)
Excess tax benefits from stock-based compensation	421	176
Proceeds from exercises of stock options	3,196	286
Net cash flows used in financing activities	(19,906)	(25,703)
Effect of exchange rate changes on cash and cash equivalents	(3,406)	(4,557)
Net (decrease) increase in cash and cash equivalents	(16,430)	4,553
Cash and cash equivalents at beginning of period	365,794	354,756
Cash and cash equivalents at end of period	$349,364	$359,309
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:		
Cash paid during the period for:		
Interest	$ 152	$ 107
Income taxes, net of refunds	$ 1,974	$ 8,586
Non-cash items:		
Stock repurchases awaiting settlement	$ —	$ 5,309

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

ROBERT HALF INTERNATIONAL INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

March 31, 2010

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 project professionals in the fields of accounting and finance. *OfficeTeam* specializes in highly skilled temporary administrative support personnel. *Robert Half Technology* provides information technology professionals. *Robert Half Legal* provides temporary, project, and full-time staffing of attorneys and specialized support personnel within law firms and corporate legal departments. *The Creative Group* provides project staffing in the advertising, marketing, and web design fields. *Protiviti* provides business consulting and internal audit services, 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, 2009, 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 March 31, 2010, 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.

Revenue Recognition. The Company derives its revenues from three segments: temporary and consultant staffing, permanent placement staffing, and risk consulting and internal audit services. Net service revenues as presented on the unaudited Condensed Consolidated Statements of Operations represent services rendered to customers less sales adjustments and allowances. Reimbursements, including those related to travel and out-of-pocket expenses, are also included in net service revenues, and equivalent amounts of reimbursable expenses are included in direct costs of services. The Company records revenue on a gross basis as a principal versus on a net basis as an agent in the presentation of revenues and expenses. The Company has concluded that gross reporting is appropriate because the Company (i) has the risk of identifying and hiring qualified employees, (ii) has the discretion to select the employees and establish their price and duties and (iii) bears the risk for services that are not fully paid for by customers.

Note A—Summary of Significant Accounting Policies (Continued)

Temporary and consultant staffing revenues—Temporary and consultant staffing revenues are recognized when the services are rendered by the Company's temporary employees. Employees placed on temporary assignment by the Company are the Company's legal employees while they are working on assignments. The Company pays all related costs of employment, including workers' compensation insurance, state and federal unemployment taxes, social security and certain fringe benefits. The Company assumes the risk of acceptability of its employees to its customers.

Permanent placement staffing revenues—Permanent placement staffing revenues are recognized when employment candidates accept offers of permanent employment. The Company has a substantial history of estimating the effect of permanent placement candidates who do not remain with its clients through the 90-day guarantee period. Allowances are established to estimate these losses. Fees to clients are generally calculated as a percentage of the new employee's annual compensation. No fees for permanent placement services are charged to employment candidates.

Risk consulting and internal audit revenues—Risk consulting and internal audit services are generally provided on a time-and-material basis or fixed-fee basis. Revenues earned under time-and-material arrangements are recognized as services are provided. Revenues on fixed-fee arrangements are recognized using a proportional performance method as hours are incurred relative to total estimated hours for the engagement. The Company periodically evaluates the need to provide for any losses on these projects, and losses are recognized when it is probable that a loss will be incurred.

Costs of Services. Direct costs of temporary and consultant staffing services consist of payroll, payroll taxes and insurance costs for the Company's temporary employees, as well as reimbursable expenses. Direct costs of permanent placement staffing services consist of reimbursable expenses. Risk consulting and internal audit costs of services include professional staff payroll, payroll taxes and insurance costs, as well as reimbursable expenses.

Advertising Costs. The Company expenses all advertising costs as incurred. Advertising expense totaled $8.8 million and $8.0 million for the three months ended March 31, 2010 and 2009, respectively.

Comprehensive Income. Comprehensive income includes net income and certain other items that are recorded directly to Stockholders' Equity. The Company's only source of other comprehensive income is foreign currency translation adjustments. The components of comprehensive income, net of tax, are as follows (in thousands):

	Three Months Ended March 31,	
	2010	2009
Net income	$ 8,475	$ 8,788
Translation adjustments	(4,923)	(9,229)
Total comprehensive income	$ 3,552	$ (441)

Cash and Cash Equivalents. The Company considers all highly liquid investments with a maturity at the date of purchase of three months or less as cash equivalents.

Accounts Receivable Allowances. The Company maintains allowances for estimated losses resulting from (i) the inability of its customers to make required payments, (ii) temporary placement sales adjustments, and

Note A—Summary of Significant Accounting Policies (Continued)

(iii) permanent placement candidates not remaining with the client through the 90-day guarantee period, commonly referred to as "fall offs". The Company establishes these allowances based on its review of customers' credit profiles, historical loss statistics and current trends.

Goodwill and Intangible Assets. Goodwill and intangible assets primarily consist of the cost of acquired companies in excess of the fair market value of their net tangible assets at the date of acquisition. Identifiable intangible assets are amortized over their lives, typically ranging from two to five years. Goodwill is not amortized, but is tested at least annually for impairment. The Company completed its annual goodwill impairment analysis during the three months ended June 30, 2009, and determined that no adjustment to the carrying value of goodwill was required.

Income Tax Assets and Liabilities. In establishing its deferred income tax assets and liabilities, the Company makes judgments and interpretations based on the enacted tax laws and published tax guidance that are applicable to its operations. Deferred tax assets and liabilities are measured and recorded using current enacted tax rates, which the Company expects will apply to taxable income in the years in which those temporary differences are recovered or settled. The likelihood of a material change in the Company's expected realization of these assets is dependent on future taxable income, its ability to use foreign tax credit carryforwards and carrybacks, final U.S. and foreign tax settlements, and the effectiveness of its tax strategies in the various relevant jurisdictions.

Workers' Compensation. Except for states which require participation in state-operated insurance funds, the Company retains the economic burden for the first $0.5 million per occurrence in workers' compensation claims. Workers' compensation includes ongoing healthcare and indemnity coverage for claims and may be paid over numerous years following the date of injury. Claims in excess of $0.5 million are insured. Workers' compensation expense includes the insurance premiums for claims in excess of $0.5 million, claims administration fees charged by the Company's workers' compensation administrator, premiums paid to state-operated insurance funds, and an estimate for the Company's liability for Incurred But Not Reported ("IBNR") claims and for the ongoing development of existing claims.

The accrual for IBNR claims and for the ongoing development of existing claims in each reporting period includes estimates. The Company has established reserves for workers' compensation claims using loss development rates which are estimated using periodic third-party actuarial valuations based upon historical loss statistics which include the Company's historical frequency and severity of workers' compensation claims, and an estimate of future cost trends. While management believes that its assumptions and estimates are appropriate, significant differences in actual experience or significant changes in assumptions may materially affect the Company's future results.

Foreign Currency Translation. The results of operations of the Company's foreign subsidiaries are translated at the monthly average exchange rates prevailing during the period. The financial position of the Company's foreign subsidiaries is translated at the current exchange rates at the end of the period, and the related translation adjustments are recorded as a component of accumulated other comprehensive income within Stockholders' Equity. Gains and losses resulting from foreign currency transactions are included as a component of selling, general and administrative expenses in the unaudited Condensed Consolidated Statements of Operations, and have not been material for all periods presented.

Note A—Summary of Significant Accounting Policies (Continued)

Stock-based Compensation. Under various stock plans, officers, employees and outside directors have received or may receive grants of restricted stock, stock units, stock appreciation rights or options to purchase common stock.

Compensation expense for restricted stock and stock units is generally recognized on a straight-line basis over the vesting period, based on the stock's fair market value on the grant date. For restricted stock grants issued with performance conditions, compensation expense is recognized over each vesting tranche. The Company recognizes compensation expense for only the portion of restricted stock and stock units that is expected to vest, rather than record forfeitures when they occur. If the actual number of forfeitures differs from those estimated by management, additional adjustments to compensation expense may be required in future periods. For purposes of calculating stock-based compensation expense for retirement-eligible employees, the service period is assumed to be met on the grant date or retirement-eligible date, whichever is later.

No stock appreciation rights have been granted under the Company's existing stock plans.

The Company determines the fair value of options to purchase common stock using the Black-Scholes valuation model. The Company recognizes expense over the service period for options that are expected to vest and records adjustments to compensation expense at the end of the service period if actual forfeitures differ from original estimates. The Company has not granted any options to purchase common stock since 2006.

Property and Equipment. Property and equipment are recorded at cost. Depreciation expense is computed using the straight-line method over the following useful lives:

Computer hardware	2 to 3 years
Computer software	2 to 5 years
Furniture and equipment	5 years
Leasehold improvements	Term of lease, 5 years maximum

Internal-use Software. The Company capitalizes direct costs incurred in the development of internal-use software. Amounts capitalized are reported as a component of computer software within property and equipment. The Company capitalized $1.0 million and $5.7 million of internal-use software development costs for the three months ended March 31, 2010 and 2009, respectively.

Note B—New Accounting Pronouncements

Transfers of Financial Assets. In June 2009, the Financial Accounting Standards Board ("FASB") issued authoritative guidance which requires entities to provide more information regarding sales of securitized financial assets and similar transactions, particularly if the seller retains some risk with respect to the assets. This authoritative guidance is effective for fiscal years beginning after November 15, 2009. The adoption of this guidance during the three months ended March 31, 2010, did not have an impact on the Company's Financial Statements.

Variable Interest Entities. In June 2009, the FASB issued authoritative guidance designed to improve financial reporting by companies involved with variable interest entities and to provide more relevant and reliable information to users of financial statements. This authoritative guidance is effective for fiscal years beginning after November 15, 2009. The adoption of this guidance during the three months ended March 31, 2010, did not have an impact on the Company's Financial Statements.

Note B—New Accounting Pronouncements (Continued)

Revenue Recognition—Multiple-Deliverable Revenue Arrangements. In October 2009, the FASB issued authoritative guidance which addresses the accounting for multiple-deliverable arrangements to enable vendors to account for products or services (deliverables) separately rather than as a combined unit. This guidance establishes a selling price hierarchy for determining the selling price of a deliverable. This guidance also eliminates the residual method of allocation and requires that arrangement consideration be allocated at the inception of the arrangement to all deliverables using the relative selling price method. Furthermore, this guidance significantly expands required disclosures related to a vendor's multiple-deliverable revenue arrangements. This authoritative guidance is effective for fiscal years beginning on or after June 15, 2010. The Company does not expect the adoption of this guidance to have a material effect on its Financial Statements.

Fair Value Measurements and Disclosures. In January 2010, the FASB issued authoritative guidance which requires certain new disclosures and clarifies certain existing disclosure requirements about fair value measurement as set forth in the FASB Codification. This authoritative guidance is effective for interim and annual periods beginning after December 15, 2009. The adoption of this guidance during the three months ended March 31, 2010, did not have an impact on the Company's Financial Statements.

Subsequent Events. In February 2010, the FASB issued authoritative guidance which removes the requirement for an SEC filer to disclose a date through which subsequent events have been evaluated in both issued and revised financial statements. This authoritative guidance became effective upon issuance. The adoption of this guidance during the three months ended March 31, 2010, did not have an impact on the Company's Financial Statements.

Note C—Deferred Income Taxes and Other Current Assets

Deferred income taxes and other current assets consisted of the following (in thousands):

	March 31, 2010	December 31, 2009
Deferred income taxes	$ 55,118	$ 51,643
Deposits in trusts for employee benefits and retirement plans	76,375	77,014
Other	52,114	65,791
	$183,607	$194,448

Note D—Goodwill and Other Intangible Assets, Net

The following table sets forth the activity in goodwill and other intangible assets from December 31, 2009, through March 31, 2010 (in thousands):

	Goodwill	Other Intangible Assets	Total
Balance as of December 31, 2009	$189,336	$ 392	$189,728
Translation adjustments	(41)	—	(41)
Amortization of intangible assets	—	(269)	(269)
Balance as of March 31, 2010	$189,295	$ 123	$189,418

The estimated remaining amortization expense is $0.1 million for 2010.

Note E—Property and Equipment, Net

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

	March 31, 2010	December 31, 2009
Computer hardware	$ 121,507	$ 121,063
Computer software	227,766	222,464
Furniture and equipment	129,408	130,296
Leasehold improvements	126,795	127,613
Other	15,298	15,248
Property and equipment, cost	620,774	616,684
Accumulated depreciation	(503,806)	(492,026)
Property and equipment, net	$ 116,968	$ 124,658

Note F—Accrued Payroll Costs and Retirement Obligations

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

	March 31, 2010	December 31, 2009
Payroll and benefits	$115,933	$126,874
Employee retirement obligations	76,567	75,392
Workers' compensation	26,101	25,730
Payroll taxes	32,105	37,249
	$250,706	$265,245

Included in employee retirement obligations is $65 million at March 31, 2010, and $64 million at December 31, 2009, related to the Company's Chief Executive Officer for a deferred compensation plan and other benefits.

Note G—Commitments and Contingencies

On September 10, 2004, Plaintiff Mark Laffitte, on behalf of himself and a putative class of salaried Account Executives and Staffing Managers, filed a complaint in California Superior Court naming the Company and three of its wholly owned subsidiaries as Defendants. The complaint alleges that salaried Account Executives and Staffing Managers based in California have been misclassified under California law as exempt employees and seeks an unspecified amount for unpaid overtime pay alleged to be due to them had they been paid as non-exempt hourly employees. In addition, the Plaintiff seeks an unspecified amount for statutory penalties for alleged violations of the California Labor Code arising from the alleged misclassification of these employees as exempt employees. On September 18, 2006, the Court issued an order certifying a class with respect to claims for alleged unpaid overtime pay but denied certification with respect to claims relating to meal periods and rest time breaks. The Court has stayed the litigation until the later to occur of either June 16, 2010 or a decision by the California Supreme Court in a case titled *Pellegrino, et al. v. Robert Half International Inc*. As disclosed in the Company's Form 10-Q for the quarter ended June 30, 2007, the Company believes that *Pellegrino* is not a material pending

Note G—Commitments and Contingencies (Continued)

legal proceeding. However, rulings by the California Supreme Court in *Pellegrino* or in *Harris v. Superior Court*, a case unrelated to the Company, may have a material adverse bearing on the Company's position in this litigation. 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 accompanying 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 May 4, 2006, Plaintiff Don Tran, on behalf of himself and a putative class of salaried Consultants and Senior Consultants, and a sub-class of terminated salaried Consultants and Senior Consultants, filed a complaint in California Superior Court naming Protiviti Inc., a wholly owned subsidiary of the Company ("Protiviti"), as Defendant. The complaint alleges that salaried Consultants based in California have been misclassified under California law as exempt employees and seeks an unspecified amount for unpaid overtime pay alleged to be due to them had they been paid as non-exempt, hourly employees. Plaintiff also seeks an unspecified amount for statutory penalties for alleged violations of the California Labor Code arising from the alleged misclassification of these employees as exempt employees. The complaint further seeks damages and penalties for the failure to provide meal and rest periods, and for the failure to reimburse business expenses, including, without limitation, parking and cellular telephone expenses. On February 28, 2008, the Court allowed Plaintiff to amend the complaint to name as class representatives two additional former Protiviti Consultants, who had worked for Protiviti's "Internal Audit" business line. Plaintiff Tran had worked for Protiviti's "Technology Risk" business line. On April 3, 2008, Plaintiffs agreed in open court to dismiss their claim for failure to reimburse business expenses. Plaintiffs filed a motion to certify the class on May 12, 2008 and Protiviti filed a motion to strike the class allegations on the same date. On December 18, 2008, the Court ruled that it would certify two classes, one of California Consultants and another of California Senior Consultants, on the overtime pay claims. The Court also ruled that it would deny certification, without prejudice, on the claims for alleged unpaid meal and rest breaks. Further, it ruled that the Plaintiffs must submit a detailed trial plan, which the Court may use to revisit the class certification issue. On February 5, 2009, the Court issued its order certifying the two classes described above on the overtime pay claims. Subsequent thereto, notice of the lawsuit was mailed to the two classes by Defendant. The period for potential class members to opt out of the classes closed on September 5, 2009. The Court has set a trial date for July 12, 2010. A ruling in the unrelated *Harris* case referenced elsewhere in this Note G may have a material adverse bearing on Protiviti's position in this litigation. 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 accompanying financial statements. Protiviti believes it has meritorious defenses to the allegations, and Protiviti intends to continue to vigorously defend against the litigation.

On September 24, 2007, Plaintiff Van Williamson, on behalf of himself and a putative class of salaried Account Executives and Staffing Managers, filed a complaint in California Superior Court naming the Company and three of its wholly owned subsidiaries as Defendants. The complaint alleges that salaried Account Executives and Staffing Managers based in California were not provided meal periods, paid rest periods, and accurate itemized wage statements. It seeks one hour of wages for each employee for each meal and rest period missed during the statutory liability period. It also seeks an unspecified amount for statutory penalties for alleged violations of the California Labor Code arising from the alleged failure to provide the meal and rest periods and accurate itemized wage statements. The allegations in the complaint are substantially similar to the allegations included in the complaint filed by Mark Laffitte described above. On August 28, 2008, the Court stayed the litigation pending the California Supreme Court's decision on whether to review a case unrelated to the Company titled *Brinker Restaurant Corp. v. Superior Court.* On October 22, 2008, the California Supreme Court granted such review. A ruling in the unrelated *Harris* case referenced elsewhere in this Note G, the *Brinker* case

Note G—Commitments and Contingencies (Continued)

referenced above, and/or the *Pellegrino* case referenced elsewhere in this Note G, may have a material adverse bearing on the Company's position in this litigation. 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 accompanying 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 September 16, 2008, Plaintiff Donald R. Green, on behalf of himself and a putative class of all temporary staffing employees in California, filed a complaint in California Superior Court naming the Company and one of its wholly owned subsidiaries as Defendants. The complaint alleges that temporary employees in California were improperly denied expense reimbursement and wages for time purportedly spent preparing for interviews, and traveling to and attending interviews with, alleged clients and potential clients of Defendants. Plaintiff seeks penalties and equitable and legal remedies under Section 17200 of the California Business and Professions Code and Sections 1194 and 2802 of the California Labor Code. 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 accompanying financial statements. The Company believes it has meritorious defenses to the allegations, and the Company intends to vigorously defend against the litigation.

On December 28, 2009, Plaintiff Eric Presser, on behalf of himself and a putative class of all allegedly similarly situated Staffing Managers in the state of Florida, filed a complaint in the United States District Court for the Middle District of Florida naming the Company as Defendant. The complaint alleges that Staffing Managers based in Florida have been misclassified as exempt from the Fair Labor Standards Act's minimum wage and overtime requirements. Plaintiff seeks an unspecified amount for unpaid overtime on behalf of himself and the class he purports to represent. Plaintiff also seeks an unspecified amount for statutory penalties, attorneys' fees and other damages. 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 accompanying financial statements. The Company believes it has meritorious defenses to the allegations, and the Company intends 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 March 31, 2010, the Company is authorized to repurchase, from time to time, up to 5.1 million additional shares of the Company's common stock on the open market or in privately negotiated transactions, depending on market conditions. During the three months ended March 31, 2010, the Company did not repurchase any shares of common stock on the open market. During the three months ended March 31, 2009, the Company repurchased 0.5 million shares of common stock on the open market for a total cost of $9 million. 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 three months ended March 31, 2010 and 2009, such repurchases totaled 0.1 million shares and 0.2 million shares, at a cost of $4 million and $4 million, respectively. Repurchases of shares have been funded with cash generated from operations.

Note H—Stockholders' Equity (Continued)

The repurchased shares are held in treasury and are presented as if constructively retired. Treasury stock is accounted for using the cost method. Treasury stock activity for the three months ended March 31, 2010 and 2009 (consisting of stock option exercises and the purchase of shares for the treasury), is presented in the unaudited Condensed Consolidated Statements of Stockholders' Equity.

Cash Dividends. The Company's Board of Directors may at their discretion declare and pay dividends upon the shares of the Company's stock either out of the Company's retained earnings or capital surplus. During the three months ended March 31, 2010 and 2009, the Company declared cash dividends of $.13 per share and $.12 per share, respectively.

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. As a result, the Company had no retained earnings as of March 31, 2010, and December 31, 2009.

Note I—Stock Plans

Under various stock plans, officers, employees and outside directors have received or may receive grants of restricted stock, stock units, stock appreciation rights or options to purchase common stock. Grants have been made at the discretion of the Committees of the Board of Directors. Grants generally vest over four years. Shares offered under the plan are authorized but unissued shares or treasury shares.

Options currently outstanding under the plans have an exercise price equal to the fair market value of the Company's common stock at the date of grant and consist of non-statutory stock options under the Internal Revenue Code, and generally have a term of 10 years.

Recipients of restricted stock do not pay any cash consideration to the Company for the shares, have the right to vote all shares subject to such grant, and for grants made prior to July 28, 2009, receive all dividends with respect to such shares on the dividend payment dates, whether or not the shares have vested as long as any performance condition has been met. Restricted stock grants made on or after July 28, 2009, contain forfeitable rights to dividends. Dividends for these grants are accrued on the dividend payment dates but are not paid until the shares vest, and dividends accrued for shares that ultimately do not vest are forfeited. Recipient of stock units do not pay any cash consideration for the units, do not have the right to vote, and do not receive dividends with respect to such units. Compensation expense for restricted stock and stock units is generally recognized on a straight-line basis over the vesting period, based on the stock's fair market value on the grant date. For restricted stock grants issued with performance conditions, compensation expense is recognized over each vesting tranche.

Note J—Net Income Per Share

The calculation of net income per share for the three months ended March 31, 2010 and 2009, is reflected in the following table (in thousands, except per share amounts):

	Three Months Ended March 31,	
	2010	2009
Basic net income per share:		
Net income	$ 8,475	$ 8,788
Income allocated to participating securities	849	480
Net income available to common stockholders	$ 7,626	$ 8,308
Basic weighted average shares	144,239	146,878
Basic net income per share	$ .05	$ .06
Diluted net income per share:		
Net income	$ 8,475	$ 8,788
Income allocated to participating securities	849	480
Net income available to common stockholders	$ 7,626	$ 8,308
Basic weighted average shares	144,239	146,878
Dilutive effect of potential common shares	1,434	264
Diluted weighted average shares	145,673	147,142
Diluted net income per share	$ .05	$ .06

Based on FASB authoritative guidance which became effective January 1, 2009, the Company's unvested restricted stock awards, other than for grants that contain a performance condition and grants made on or after July 28, 2009, contain non-forfeitable rights to dividends and are therefore participating securities that are included in the earnings allocation in computing net income per share pursuant to the two-class method.

Potential common shares include the dilutive effect of stock options, unvested performance-based restricted stock, restricted stock which contain forfeitable rights to dividends, and stock units. The weighted average diluted common shares outstanding for the three months ended March 31, 2010 and 2009, respectively, excludes the effect of 0.5 million and 6.1 million anti-dilutive potential common shares. Employee stock options will have a dilutive effect under the treasury method only when the respective period's average market value of the Company's common stock exceeds the exercise proceeds. Under the treasury method, exercise proceeds include the amount the employee must pay for exercising stock options, the amount of compensation cost for future service that the Company has not yet recognized, and the amount of tax benefits that would be recorded in capital surplus, if the options were exercised and the stock units and performance-based restricted stock had vested.

Note K—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 segment provides specialized staffing in the accounting and finance, administrative and office, information technology, legal, advertising, marketing and web design fields. The permanent placement segment provides full-time personnel in the accounting, finance, administrative and office,

Note K—Business Segments (Continued)

and information technology fields. The risk consulting 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. The Company evaluates performance based on income or loss from operations before interest income, intangible amortization expense, and income taxes.

The following table provides a reconciliation of revenue and operating income (loss) by reportable segment to consolidated results (in thousands):

	Three Months Ended March 31, 2010	Three Months Ended March 31, 2009
Net service revenues		
Temporary and consultant staffing	$598,686	$672,585
Permanent placement staffing	48,639	49,941
Risk consulting and internal audit services	89,848	100,799
	$737,173	$823,325
Operating income (loss)		
Temporary and consultant staffing	$ 16,946	$ 39,837
Permanent placement staffing	3,116	(4,233)
Risk consulting and internal audit services	(7,602)	(18,926)
	12,460	16,678
Amortization of intangible assets	269	618
Interest income, net	(74)	(620)
Income before income taxes	$ 12,265	$ 16,680

Note L—Subsequent Events

On May 6, 2010, the Company announced a quarterly dividend of $.13 per share to be paid to all shareholders of record as of May 25, 2010. The dividend will be paid on June 15, 2010.

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, as well as an unspecified amount for statutory penalties, attorneys' fees and other damages. The Company believes it has meritorious defenses to the allegations, and the Company intends to vigorously defend against the litigation.

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 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 legislation may have a material adverse effect on 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.

Critical Accounting Policies and Estimates

As described below, the Company's most critical accounting policies and estimates are those that involve subjective decisions or assessments.

Accounts Receivable Allowances. The Company maintains allowances for estimated losses resulting from (i) the inability of its customers to make required payments, (ii) temporary placement sales adjustments, and (iii) permanent placement candidates not remaining with the client through the 90-day guarantee period, commonly referred to as "fall offs". The Company establishes these allowances based on its review of customers' credit profiles, historical loss statistics and current trends. The adequacy of these allowances is reviewed each reporting period. Historically, the Company's actual losses and credits have been consistent with these allowances. As a percentage of gross accounts receivable, the Company's accounts receivable allowances totaled 5.3% and 5.6% as of March 31, 2010, and December 31, 2009, respectively. As of March 31, 2010, a five-percentage point deviation in the Company's accounts receivable allowances balance would have resulted in an increase or decrease in the allowance of $1.0 million. Although future results cannot always be predicted by extrapolating past results, management believes that it is reasonably likely that future results will be consistent with historical trends and experience. However, if the financial condition of the Company's customers were to deteriorate, resulting in an impairment of their ability to make payments, or if unexpected events or significant future changes in trends were to occur, additional allowances may be required.

Income Tax Assets and Liabilities. In establishing its deferred income tax assets and liabilities, the Company makes judgments and interpretations based on the enacted tax laws and published tax guidance that are applicable to its operations. Deferred tax assets and liabilities are measured and recorded using current enacted tax rates, which the Company expects will apply to taxable income in the years in which those temporary differences are recovered or settled. The likelihood of a material change in the Company's expected realization of these assets is dependent on future taxable income, its ability to use foreign tax credit carryforwards and carrybacks, final U.S. and foreign tax settlements, and the effectiveness of its tax planning in the various relevant jurisdictions.

The Company also evaluates the need for valuation allowances to reduce the deferred tax assets to realizable amounts. Management evaluates all positive and negative evidence and uses judgment regarding past and future events, including operating results, to help determine when it is more likely than not that all or some portion of our deferred tax assets may not be realized. When appropriate, a valuation allowance is recorded against deferred tax assets to offset future tax benefits that may not be realized. In relation to actual net operating losses in certain foreign operations, valuation allowances of $20.8 million and $21.2 million were recorded as of March 31, 2010 and December 31, 2009, respectively. If such losses are ultimately utilized to offset future operating income, the Company will benefit its deferred tax assets up to the full amount of the valuation reserve.

While management believes that its judgments and interpretations regarding income taxes are appropriate, significant differences in actual experience may materially affect the future financial results of the Company.

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 during the three months ended June 30, 2009, and determined that no adjustment to the carrying value of goodwill was required. Subsequently there have been no events or changes in circumstances that caused the Company to perform an interim impairment assessment.

FASB authoritative guidance requires 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 impairment assessment 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 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 March 31, 2010, of $127.3 million, $26.6 million, $0.0 million, $7.2 million, $0.0 million and $28.2 million, respectively, totaling $189.3 million. There were no changes to the Company's reporting units or to the allocations of goodwill by reporting unit through March 31, 2010.

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 the current economic downturn would continue for all reporting units through 2010, followed by a recovery period in 2011 and 2012, 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 beyond 2012, used a 5% growth factor to calculate the terminal value at the end of ten years for each unit. This rate is significantly lower than the Company's historical ten-year annual compound revenue growth rate. In its most recent calculation, the Company used a 10.7% discount rate, which is slightly lower than the 10.9% discount rate used for the Company's interim test during the first quarter of 2009. This decline in discount rate is primarily due to a decline in the market risk premium partially offset by an increase in the risk free rate.

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 30% 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 regarding the duration of the ongoing economic downturn, or the period or strength of recovery, 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.

Workers' Compensation. Except for states which require participation in state-operated insurance funds, the Company retains the economic burden for the first $0.5 million per occurrence in workers' compensation claims. Workers' compensation includes ongoing healthcare and indemnity coverage for claims and may be paid over numerous years following the date of injury. Claims in excess of $0.5 million are insured. Workers' compensation expense includes the insurance premiums for claims in excess of $0.5 million, claims administration fees charged by the Company's workers' compensation administrator, premiums paid to state-operated insurance funds, and an estimate for the Company's liability for Incurred But Not Reported ("IBNR") claims and for the ongoing development of existing claims. Total workers' compensation expense was $2.7 million and $3.1 million, representing 0.51% and 0.52% of applicable U.S. revenue for the three months ended March 31, 2010 and 2009, respectively.

The accrual for IBNR claims and for the ongoing development of existing claims in each reporting period includes estimates. The Company has established reserves for workers' compensation claims using loss development rates which are estimated using periodic third-party actuarial valuations based upon historical loss statistics which include the Company's historical frequency and severity of workers' compensation claims, and an estimate of future cost trends. While management believes that its assumptions and estimates are appropriate, significant differences in actual experience or significant changes in assumptions may materially affect the Company's future results. Based on the Company's results for the three months ended March 31, 2010, a five-percentage point deviation in the Company's estimated loss development rates would have resulted in an increase or decrease in the allowance of $0.1 million.

Stock-based Compensation. Under various stock plans, officers, employees and outside directors have received or may receive grants of restricted stock, stock units, stock appreciation rights or options to purchase common stock.

Compensation expense for restricted stock and stock units is generally recognized on a straight-line basis over the vesting period, based on the stock's fair market value on the grant date. For restricted stock grants issued with performance conditions, compensation expense is recognized over each vesting tranche. The Company recognizes compensation expense for only the portion of restricted stock and stock units that is expected to vest, rather than record forfeitures when they occur. If the actual number of forfeitures differs from those estimated by management, additional adjustments to compensation expense may be required in future periods. For purposes of calculating stock-based compensation expense for retirement-eligible employees, the service period is assumed to be met on the grant date or retirement-eligible date, whichever is later.

No stock appreciation rights have been granted under the Company's existing stock plans.

The Company determines the fair value of options to purchase common stock using the Black-Scholes valuation model. The Company recognizes expense over the service period for options that are expected to vest and records adjustments to compensation expense at the end of the service period if actual forfeitures differ from original estimates. The Company has not granted any options to purchase common stock since 2006.

For the three months ended March 31, 2010 and 2009, compensation expense related to restricted stock and stock units was $14.1 million and $14.4 million, respectively, of which $2.1 million and $1.5 million was related to grants made in 2010 and 2009, respectively. A one-percentage point deviation in the estimated forfeiture rates would have resulted in a $0.1 million increase or decrease in compensation expense related to restricted stock and stock units for both the three months ended March 31, 2010 and 2009.

Recent Accounting Pronouncements

Transfers of Financial Assets. In June 2009, the FASB issued authoritative guidance which requires entities to provide more information regarding sales of securitized financial assets and similar transactions, particularly if the seller retains some risk with respect to the assets. This authoritative guidance is effective for fiscal years beginning after November 15, 2009. The adoption of this guidance during the three months ended March 31, 2010, did not have an impact on the Company's Financial Statements.

Variable Interest Entities. In June 2009, the FASB issued authoritative guidance designed to improve financial reporting by companies involved with variable interest entities and to provide more relevant and reliable information to users of financial statements. This authoritative guidance is effective for fiscal years beginning after November 15, 2009. The adoption of this guidance during the three months ended March 31, 2010, did not have an impact on the Company's Financial Statements.

Revenue Recognition—Multiple-Deliverable Revenue Arrangements. In October 2009, the FASB issued authoritative guidance which addresses the accounting for multiple-deliverable arrangements to enable vendors to account for products or services (deliverables) separately rather than as a combined unit. This guidance establishes a selling price hierarchy for determining the selling price of a deliverable. This guidance also eliminates the residual method of allocation and requires that arrangement consideration be allocated at the inception of the arrangement to all deliverables using the relative selling price method. Furthermore, this guidance significantly expands required disclosures related to a vendor's multiple-deliverable revenue arrangements. This authoritative guidance is effective for fiscal years beginning on or after June 15, 2010. The Company does not expect the adoption of this guidance to have a material effect on its Financial Statements.

Fair Value Measurements and Disclosures. In January 2010, the FASB issued authoritative guidance which requires certain new disclosures and clarifies certain existing disclosure requirements about fair value measurement as set forth in the FASB Codification. This authoritative guidance is effective for interim and annual periods beginning after December 15, 2009. The adoption of this guidance during the three months ended March 31, 2010, did not have an impact on the Company's Financial Statements.

Subsequent Events. In February 2010, the FASB issued authoritative guidance which removes the requirement for an SEC filer to disclose a date through which subsequent events have been evaluated in both issued and revised financial statements. This authoritative guidance became effective upon issuance. The adoption of this guidance during the three months ended March 31, 2010, did not have an impact on the Company's Financial Statements.

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. Correspondingly, results of operations for the three months ended March 31, 2010, were negatively impacted by difficult global economic conditions. 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. We expect total Company results to continue to be impacted by general macroeconomic conditions in 2010.

The Company's temporary and permanent placement staffing services business has 360 offices in 42 states, the District of Columbia and 20 foreign countries, while Protiviti has more than 60 offices in 23 states and 16 foreign countries.

Because fluctuations in foreign currency exchange rates have an impact on the Company's results, the Company provides selected growth percentages below on a constant-currency basis. Constant-currency percentages are calculated using as-reported amounts which have been retranslated using foreign currency exchange rates from the prior year's comparable period.

Three months ended March 31, 2010 and 2009

Revenues. The Company's revenues were $737 million for the three months ended March 31, 2010, decreasing by 10% compared to $823 million for the three months ended March 31, 2009. Revenues from foreign operations represented 29% of total revenues for both the three months ended March 31, 2010 and 2009. 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 quarter of 2010, revenues for all three of the Company's reportable segments were down compared to the first quarter of 2009. Contributing factors for each reportable segment are discussed below in further detail.

Temporary and consultant staffing services revenues were $598 million for the three months ended March 31, 2010, decreasing by 11% compared to revenues of $672 million for the three months ended March 31, 2009. On a constant-currency basis, temporary and consultant staffing services revenues decreased 14% for the first quarter of 2010 compared to the first quarter of 2009. In the first quarter of 2010, demand for the Company's temporary and consultant staffing services decreased as global labor markets and general macroeconomic conditions remained weak. In the United States, revenues in the first quarter of 2010 decreased 12% compared to the first quarter of 2009. On a constant-currency basis, the Company's revenues from foreign operations decreased 18% in the first quarter of 2010 compared to the first quarter of 2009.

Permanent placement staffing revenues were $49 million for the three months ended March 31, 2010, decreasing by 3% compared to revenues of $50 million for the three months ended March 31, 2009. On a constant-currency basis, permanent placement revenues decreased 8% for the first quarter of 2010 compared to the first quarter of 2009. In the United States, revenues in the first quarter of 2010 decreased 12% compared to the first quarter of 2009. Historically, demand for permanent placement services is even more sensitive to economic and labor market conditions than demand for temporary and consulting staffing services and this is expected to continue. The March 2010 unemployment rate in the U.S. was 9.7% compared to 8.6% in March 2009. On a constant-currency basis, the Company's revenues from foreign operations decreased 3% in the first quarter of 2010 compared to the first quarter of 2009.

Risk consulting and internal audit services revenues were $90 million for the three months ended March 31, 2010, decreasing by 11% compared to revenues of $101 million for the three months ended March 31, 2009. On a constant-currency basis, risk consulting and internal audit services revenues decreased 13% for the first quarter of 2010 compared to the first quarter of 2009 as weak global macroeconomic conditions negatively impacted demand. Contributing to the decrease was a decline in revenues produced by compliance-related projects, mainly those tied to the Sarbanes-Oxley Act, a trend which may continue. In the United States, revenues in the first quarter of 2010 decreased 9% compared to the first quarter of 2009. On a constant-currency basis, the Company's revenues from foreign operations decreased 19% in the first quarter of 2010 compared to the first quarter of 2009.

Gross Margin. The Company's gross margin dollars were $268 million for the three months ended March 31, 2010, decreasing by 9% compared to $294 million for the three months ended March 31, 2009. For the first quarter of 2010 compared to the first quarter of 2009, gross margin dollars for the Company's temporary and consulting and permanent placement staffing segments decreased under difficult economic conditions. Gross margin dollars for risk consulting and internal audit services increased for the first quarter of 2010 compared to the first quarter of 2009. Gross margin as a percentage of revenues decreased for the Company's temporary and consultant staffing services segment and increased for the risk consulting and internal audit services division on a year-over-year basis. Contributing factors for each reportable segment are discussed below in further detail.

Gross margin dollars from the Company's temporary and consultant staffing services represent revenues less direct costs of services, which consist of payroll, payroll taxes and insurance costs for temporary employees, and reimbursable expenses. Gross margin dollars for the Company's temporary and consultant staffing services division were $201 million for the three months ended March 31, 2010, decreasing by 14% compared to $233 million for the three months ended March 31, 2009. On a constant-currency basis, temporary and consultant staffing services gross margin dollars decreased 16% for the first quarter of 2010 compared to the first quarter of 2009. As a percentage of revenues, gross margin for temporary and consultant staffing services was 33.6% in the first quarter of 2010, down from 34.7% in the first quarter of 2009. Higher state unemployment insurance payroll tax rates in the first quarter of 2010 and the compression of pay/bill spreads contributed to this decrease. Pay/bill spreads represent the differential between wages paid to temporary employees and amounts billed to clients.

Gross margin dollars from permanent placement staffing services represent revenues less reimbursable expenses. Gross margin dollars for the Company's permanent placement staffing division were $49 million for the three months ended March 31, 2010, decreasing by 3% compared to $50 million for the three months ended March 31, 2009. On a constant-currency basis, permanent placement gross margin dollars decreased 8% for the first quarter of 2010 compared to the first quarter of 2009. Because reimbursable expenses for permanent placement staffing services are de minimis, the decrease in gross margin dollars is substantially explained by the decrease in 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, insurance costs and reimbursable expenses. Gross margin dollars for the Company's risk consulting and internal audit division were $18 million for the three months ended March 31, 2010, increasing by 75% compared to $11 million for the three months ended March 31, 2009. On a constant-currency basis, risk consulting and internal audit gross margin dollars increased 73% for the first quarter of 2010 compared to the first quarter of 2009. As a percentage of revenues, gross margin for risk consulting and internal audit services was 20.6% in the first quarter of 2010, up from 10.4% in the first quarter of 2009. The year-over-year margin increase is primarily due to lower staff reduction charges and lower payroll expense resulting from reduced headcount.

Selling, General and Administrative Expenses. The Company's selling, general and administrative expenses were $256 million for the three months ended March 31, 2010, decreasing by 8% compared to $277 million for the three months ended March 31, 2009. As a percentage of revenues, the Company's selling, general and administrative expenses were 34.7% for the first quarter of 2010, up from 33.7% for the first quarter of 2009. For the first quarter of 2010 compared to the first quarter of 2009, selling, general and administrative expenses decreased for all three of the Company's reportable segments. Selling, general and administrative expenses as a percentage of revenues increased for the Company's temporary and consultant staffing services division, but decreased for the Company's permanent placement staffing division and risk consulting and internal audit services division in the first quarter of 2010 compared to the first quarter of 2009. 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 services division were $184 million for the three months ended March 31, 2010, down 5% from $194 million for the three months ended March 31, 2009. As a percentage of revenues, selling, general and administrative expenses for temporary and consultant staffing services were 30.8% in the first quarter of 2010, up from 28.8% in the first quarter of 2009. For the first quarter of 2010 compared to the first quarter of 2009, the increase in selling, general and administrative expenses as percentage of revenue is primarily due to higher advertising, administrative compensation, fixed overhead, and variable overhead.

Selling, general and administrative expenses for the Company's permanent placement staffing division were $46 million for the three months ended March 31, 2010, decreasing by 16% compared to $54 million for the three months ended March 31, 2009. As a percentage of revenues, selling, general and administrative expenses for permanent placement staffing services were 93.5% in the first quarter of 2010, down from 108.3% in the first quarter of 2009. For the first quarter of 2010 compared to the first quarter of 2009, the decrease in selling, general and administrative expenses as percentage of revenue is primarily due to lower field compensation, fixed overhead, and variable overhead.

Selling, general and administrative expenses for the Company's risk consulting and internal audit services division were $26 million for the three months ended March 31, 2010, decreasing by 12% compared to $29 million for the three months ended March 31, 2009. As a percentage of revenues, selling, general and administrative expenses for risk consulting and internal audit services were 29.0% in the first quarter of 2010, down from 29.2% in the first quarter of 2009.

Operating Income. The Company's total operating income was $12 million, or 1.7% of revenues, for the three months ended March 31, 2010, decreasing by 25% from $17 million, or 2.0% of revenues, for the three months ended March 31, 2009. For the Company's temporary and consultant staffing services division, operating income was $17 million, or 2.8% of applicable revenues, down from $40 million, or 5.9% of applicable revenues, in the first quarter of 2009. For the Company's permanent placement staffing division, operating income was $3 million, or 6.4% of applicable revenues, up from an operating loss of $4 million, or negative 8.5% of applicable revenues, in the first quarter of 2009. For the Company's risk consulting and internal audit services division, operating loss was $8 million, or negative 8.5% of applicable revenues, down from an operating loss of $19 million, or negative 18.8% of applicable revenues, in the first quarter of 2009.

Amortization of intangible assets. Amortization of intangible assets was $0.3 and $0.6 million for the three months ended March 31, 2010 and 2009, respectively. Intangible assets result from the Company's acquisitions. For acquisitions, the Company allocates the excess of cost over the fair market value of the net tangible assets first to identifiable intangible assets, if any, and then to goodwill. Identifiable intangible assets are amortized over their lives, typically ranging from two to five years. Goodwill is not amortized, but is tested at least annually for impairment. Net intangible assets, consisting primarily of goodwill, represented 15% of total assets and 21% of total stockholders' equity at March 31, 2010.

Interest income and expense. Interest income for the three months ended March 31, 2010 and 2009, was $0.2 million and $0.7 million, respectively. Lower first quarter 2010 interest income was due to lower interest rates and lower average cash balances. Interest expense for the three months ended March 31, 2010 and 2009, was $0.1 million and $0.1 million, respectively.

Provision for income taxes. The provision for income taxes was 31% and 47% for the three months ended March 31, 2010 and 2009, respectively. The decrease is primarily due to state income tax credits the Company claimed in the first quarter of 2010.

Liquidity and Capital Resources

The change in the Company's liquidity during the three months ended March 31, 2010 and 2009, 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 $349 million and $359 million at March 31, 2010 and 2009, respectively. Operating activities provided $15 million during the three months ended March 31, 2010, which was more than offset by $8 million and $20 million of net cash used in investing activities and financing activities, respectively. Operating activities provided $48 million during the three months ended March 31, 2009, partially offset by $13 million and $26 million of net cash used in investing activities and financing activities, respectively.

Operating activities—Net cash provided by operating activities for the three months ended March 31, 2010, was comprised of net income of $8 million, adjusted for non-cash items of $24 million, and offset by changes in working capital of $17 million. Net cash provided by operating activities for the three months ended March 31, 2009, was composed of net income of $9 million, adjusted for non-cash items of $33 million, and net cash provided by changes in working capital of $6 million.

Investing activities—Cash used in investing activities for the three months ended March 31, 2010, was $8 million. This was primarily comprised of capital expenditures of $8 million. Cash used in investing activities for the three months ended March 31, 2009, was $13 million. This was primarily composed of capital expenditures of $14 million offset by decreases in deposits to trusts for employee benefits and retirement plans of $1 million.

Financing activities—Cash used in financing activities for the three months ended March 31, 2010, was $20 million. This included repurchases of $4 million in common stock and $19 million in cash dividends to stockholders, offset by proceeds of $3 million from exercises of stock options. Cash used in financing activities for the three months ended March 31, 2009, was $26 million. This was primarily driven by repurchases of $8 million in common stock and $18 million in cash dividends to stockholders.

As of March 31, 2010, the Company is authorized to repurchase, from time to time, up to 5.1 million additional shares of the Company's common stock on the open market or in privately negotiated transactions, depending on market conditions. During the three months ended March 31, 2010, the Company did not repurchase any shares of common stock on the open market. During the three months ended March 31, 2009, the Company repurchased 0.5 million shares of common stock on the open market for a total cost of $9 million. 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 three months ended March 31, 2010 and 2009, such repurchases totaled 0.1 million shares and 0.2 million shares, at a cost of $4 million and $4 million, respectively. Repurchases of shares have been funded with cash generated from operations.

The Company's working capital at March 31, 2010, included $349 million in cash and cash equivalents. The Company's working capital requirements relate primarily to accounts receivable. While there can be no assurances in this regard, 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- and long-term basis. However, continued or increased volatility and disruption in the global capital and credit markets could negatively impact the Company's business operations and therefore its liquidity and ability to meet working capital needs.

On May 6, 2010, the Company announced a quarterly dividend of $.13 per share to be paid to all shareholders of record as of May 25, 2010. The dividend will be paid on June 15, 2010.

ITEM 3. Quantitative and Qualitative Disclosures About Market Risk

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 earnings, investments in its foreign subsidiaries, and the intercompany transactions with its foreign subsidiaries.

For the three months ended March 31, 2010, approximately 29% of the Company's revenues were generated outside of the United States. These operations transact business in their functional currency. As a result, fluctuations in the value of foreign currencies against the U.S. dollar, particularly the Canadian dollar, British pound, and Euro, have an impact on the Company's reported results. 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.

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.

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 has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II—OTHER INFORMATION

ITEM 1. Legal Proceedings

The Company's annual report on Form 10-K for the year ended December 31, 2009, contained disclosure regarding a complaint filed in California Superior Court against the Company and three of its wholly owned subsidiaries by Plaintiff Mark Laffitte, on behalf of himself and a putative class of salaried Account Executives and Staffing Managers (the "Laffitte Matter"). As the Company disclosed in its previous filings with the Securities and Exchange Commission, on August 15, 2008, the California Superior Court stayed the litigation pending the California Supreme Court's ruling in another case unrelated to the Company titled *Harris v. Superior Court*. Effective March 18, 2010, the stay is until the later to occur of either June 16, 2010 or a decision by the California Supreme Court in a case titled *Pellegrino, et al. v. Robert Half International Inc.* As disclosed in the Company's Form 10-Q for the quarter ended June 30, 2007, the Company believes that *Pellegrino* is not a material pending legal proceeding. However, rulings in *Harris* or *Pellegrino* may have a material adverse bearing on the Company's position in the Laffitte Matter.

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. 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 vigorously defend against the litigation.

There have been no material developments with regard to the other legal proceedings previously disclosed in the Company's annual report on Form 10-K for the fiscal year ended December 31, 2009.

ITEM 1A. Risk Factors

The risk factor titled "*The Company and certain subsidiaries are defendants in several class and representative action lawsuits alleging various wage and hour claims that could cause the Company to incur substantial liabilities*," disclosed in the Company's most recent annual report on form 10-K is updated and replaced as follows to reflect the lawsuit filed by David Opalinski and James McCabe referred to in part II, Item 1 of this form 10-Q.

The Company and certain subsidiaries are defendants in several class and representative action lawsuits alleging various wage and hour claims that could cause the Company to incur substantial liabilities. The Company and certain subsidiaries are defendants in six class and representative action lawsuits brought by or on behalf of the Company's current and former employees alleging violations of federal and state law with respect to certain wage and hour matters. Five of such lawsuits allege, among other things, the misclassification of certain employees as exempt employees under applicable law and other related wage and hour violations and seek an unspecified amount for unpaid overtime compensation, statutory penalties, and other damages, as well as attorneys' fees. The sixth lawsuit alleges, among other things, that temporary employees in California were improperly denied expense reimbursement and wages for time purportedly spent preparing for, traveling to, and attending interviews, and seeks compensation for such expenses and wages, penalties and injunctive relief, as well as attorneys' fees. It is not possible to predict the outcome of these lawsuits. However, these lawsuits may consume substantial amounts of the Company's financial and managerial resources and might result in adverse publicity, regardless of the ultimate outcome of the lawsuits. In addition, the Company and its subsidiaries may become subject to similar lawsuits in the same or other jurisdictions. An unfavorable outcome with respect to these lawsuits and any future lawsuits could, individually or in the aggregate, cause the Company to incur substantial liabilities that may have a material adverse effect upon the Company's business, financial condition or results of operations. In addition, an unfavorable outcome in one or more of these cases could cause the Company to change its incentive compensation plans for its employees, which could have a material adverse effect upon the Company's business.

The risk factor set forth below updates and replaces the risk factor titled "*Health care reform could increase the costs of the Company's temporary staffing operations*" disclosed in the Company's most recent annual report on Form 10-K. The substantive change from the text of such risk factor as it appeared in the Form 10-K is to reflect the passage of the Health Care and Education Reconciliation Act of 2010 that was signed into law in March 2010.

Recent health care reform could increase the costs of the Company's temporary staffing operations. The Company may incur additional costs, including, without limitation, increases in the cost of providing temporary employees, as a result of the Health Care and Education Reconciliation Act of 2010 that was signed into law in March 2010. Such an increase in costs could have a material adverse effect on the Company's profit margins or, if the Company increases its charges to clients, upon the demand for the Company's services, which could materially reduce revenues.

There have not been any material changes with regard to the other risk factors disclosed in such Form 10-K.

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 (b)
January 1, 2010 to January 31, 2010	122,855(a)	$26.81	—	5,071,114
February 1, 2010 to February 28, 2010	960(a)	$26.84	—	5,071,114
March 1, 2010 to March 31, 2010	19,181(a)	$30.44	—	5,071,114
Total January 1, 2010 to March 31, 2010	142,996		—	

(a) Represents 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) 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 78,000,000 shares have been authorized for repurchase of which, 72,928,886 shares have been repurchased as of March 31, 2010.

ITEM 3. Defaults Upon Senior Securities

None.

ITEM 5. Other Information

On May 6, 2010, the registrant held its annual meeting of stockholders. The three matters presented to the stockholders at the annual meeting were (1) the election of eight directors, (2) the ratification of the appointment of PricewaterhouseCoopers LLP as auditors for 2010, and (3) the approval of Annual Performance Bonus Plan.

The vote for directors was as follows:

Nominee	Shares For	Shares Withheld	Broker Non-Votes
Andrew S. Berwick, Jr.	115,037,115	5,656,485	9,555,254
Edward W. Gibbons	118,792,975	1,900,625	9,555,254
Harold M. Messmer, Jr.	119,417,242	1,276,359	9,555,253
Barbara J. Novogradac	114,960,539	5,733,061	9,555,254
Robert J. Pace	119,835,251	858,349	9,555,254
Frederick A. Richman	116,089,113	4,604,487	9,555,254
J. Stephen Schaub	118,829,475	1,864,125	9,555,254
M. Keith Waddell	116,720,918	3,972,682	9,555,254

The proposal regarding the ratification of the appointment of PricewaterhouseCoopers LLP as auditors for 2010 was approved by the following vote:

For	130,151,721
Against	51,549
Abstain	45,584

The proposal regarding the Annual Performance Bonus Plan was approved by the following vote:

For	123,174,176
Against	5,560,705
Abstain	1,513,973

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 By-Laws, incorporated by reference to Exhibit 3.2 to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2003.

10.1 Annual Performance Bonus Plan, as amended and restated.

10.2 Summary of Outside Director Cash Remuneration.

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.

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: May 7, 2010

Exhibit 10.1

ROBERT HALF INTERNATIONAL INC.

Annual Performance Bonus Plan

(As Amended and Restated)

1. DEFINITIONS. As used in this Plan, the following terms shall have the meanings set forth below:

Administrator means the Compensation Committee of the Board of Directors of the Company, or such other Committee as may be appointed by the Board.

Annual Determination means the Target EPS and Target Bonuses determined annually by the Administrator, as described in Section 4 of this Plan.

Award Date means the date that the Administrator makes its written certification of a Bonus pursuant to Section 5 or Section 6.

Bonus means a Preliminary Bonus, a Final Bonus, or both.

Bonus Year means the fiscal year with respect to which a Bonus is paid pursuant to the Plan.

Company means Robert Half International Inc., a Delaware corporation.

Eligible Executive means (a) any elected executive officer of the Company and (b) any executive of the Company who has senior management functions and responsibilities, as designated by the Administrator.

EPS means diluted earnings per share, determined in accordance with generally accepted accounting principles. For purposes of the foregoing sentence, earnings shall mean income before extraordinary items, discontinued operations and cumulative effect of changes in accounting principles and any other objectively verifiable adjustment(s) thereto permitted and pre-established by the Administrator in accordance with Section 162(m) of the Internal Revenue Code of 1986, as amended, and after full accrual for the bonuses paid under this Plan. Earnings shall also be determined, with respect to any Target Bonus without regard to the effects of mergers, acquisitions, dispositions and material restructuring of the business occurring after the Target EPS for such Target Bonus was established.

Final Bonus means the Year-End Bonus less the Preliminary Bonus, but only if such number is greater than zero.

Final EPS means EPS calculated as of the end of a fiscal year.

Final Multiplier means (a) the Final Ratio, if the Final Ratio is greater than or equal to .5 and less than or equal to 2, (b) 2, if the Final Ratio is greater than 2, or (c) 0, if the Final Ratio is less than .5.

Final Ratio means the result obtained by dividing Final EPS by Target EPS.

Nine-Month Period means the first three fiscal quarters of the Bonus Year.

Plan means this Annual Performance Bonus Plan.

Potential Preliminary Bonus means, with respect to each Eligible Executive, 85% of the Product of the Preliminary Multiplier and such Eligible Executive's Target Bonus, but in no event may such amount be in excess of $9,000,000.

Potential Year-End Bonus means, with respect to each Eligible Executive, the product of the Final Multiplier and such Eligible Executive's Target Bonus, but in no event may such amount be in excess of \$9,000,000.

Preliminary Bonus means, with respect to each Eligible Executive, that amount that the Administrator determines in accordance with Section 5 hereof, but in no event may such amount be in excess of \$9,000,000.

Preliminary EPS means 1.334 multiplied by EPS for a Nine-Month Period.

Preliminary Multiplier means (a) the Preliminary Ratio, if the Preliminary Ratio is greater than or equal to .5 and less than or equal to 2, (b) 2, if the Preliminary Ratio is greater than 2, or (c) 0, if the Preliminary Ratio is less than .5.

Preliminary Ratio means the result obtained by dividing Preliminary EPS by Target EPS.

Repayment Amount means that amount calculated in accordance with Section 7.3 hereof.

Target Bonus means that amount set forth, with respect to each Eligible Executive, in an Annual Determination.

Target EPS means the EPS goal set annually by the Administrator, as set forth in an Annual Determination.

Year-End Bonus means, with respect to each Eligible Executive, that amount that the Administrator determines in accordance with Section 6 hereof, but in no event may such amount be in excess of \$9,000,000.

2. PURPOSE. The purpose of the Plan is to attract, retain and motivate key senior management employees by providing additional compensation, in accordance with the terms and conditions set forth herein, based on the Company's earnings.

3. ADMINISTRATION. The Administrator is authorized to construe and interpret the Plan, to prescribe, amend and rescind rules and regulations relating to the Plan, and to make all determinations and to take all actions necessary or advisable for the Plan's administration. Whenever the Plan authorizes or requires the Administrator to take any action, make any determination or decision, or form any opinion, then any such action, determination, decision or opinion by or of the Administrator shall be in the absolute discretion of the Administrator and shall be final and binding upon all persons in interest, including the Company and all Eligible Executives.

4. ANNUAL DETERMINATION. On an annual basis, not later than the end of the first fiscal quarter of the Bonus Year, the Administrator shall determine the following with respect to the Bonus Year:

(i) the Eligible Executives;

(ii) the Target EPS for the Bonus Year;

(iii) the Target Bonus for the Bonus Year for each Eligible Executive; and

(iv) such other matters as are appropriate with respect to the Plan (together, the "Annual Determination").

5. DETERMINATION OF PRELIMINARY BONUS. Within five business days after the public release by the Company of its audited results for the third fiscal quarter of the Bonus Year, the Chief Financial Officer shall (a) calculate the Preliminary EPS, (b) determine the Preliminary Multiplier for the Bonus Year, (c) calculate, with respect to each Eligible Executive, his Potential Preliminary Bonus, (d) deliver each calculation to the

Administrator. The Administrator shall, prior to the end of the Bonus Year, review the information submitted by the Chief Financial Officer and certify, in writing, each Eligible Executive's Preliminary Bonus, which, except as provided in the next sentence, shall be the Potential Preliminary Bonus. Notwithstanding the foregoing, if any Eligible Executive's Preliminary Bonus would be greater than his Target Bonus, the Administrator, in its sole discretion, may reduce the Preliminary Bonus of such Eligible Executive to such amount that is not less than the Target Bonus as it may determine.

6. DETERMINATION OF YEAR-END BONUS. Within ten business days after the public release by the Company of its audited results for the Bonus Year, the Chief Financial Officer shall (a) calculate the Final EPS, (b) determine the Final Multiplier for the Bonus Year, (c) calculate, with respect to each Eligible Executive, the Potential Year-End Bonus and (d) deliver such calculations to the Administrator. The Administrator shall, within 90 days of the end of the Bonus Year, review the information submitted by the Chief Financial Officer and certify, in writing, each Eligible Executive's Year-End Bonus, which shall be the Potential Year-End Bonus; provided, however, that if any Eligible Executive's Potential Year-End Bonus is greater than such Eligible Executive's Preliminary Bonus, the Administrator may, in its sole discretion, reduce such Year-End Bonus to such amount that is not less than the Eligible Executive's Preliminary Bonus as the Administrator may determine.

7. BONUS PAYMENTS. Each Eligible Executive shall be paid a Bonus in accordance with the following:

7.1. Preliminary Bonus. The Company shall pay the Preliminary Bonus to each Eligible Executive after such Preliminary Bonus is certified by the Administrator but prior to the end of the Bonus Year. Notwithstanding the foregoing, or anything appearing elsewhere herein, if an Eligible Executive is not employed by the Company on the date that Preliminary Bonuses are certified by the Administrator, then a pro-rated Preliminary Bonus shall be paid to such Eligible Executive (a) if the termination of employment was by reason of the Eligible Executive's death, (b) as provided by any agreement or arrangement in existence on the date the Plan was approved by the stockholders or (c) under such circumstances as the Administrator, in its sole discretion, may determine; otherwise, no Preliminary Bonus in any amount shall be paid to such Eligible Executive.

7.2. Final Bonus. The Company shall pay the Final Bonus to each Eligible Executive after such Final Bonus is certified by the Administrator but prior to the fifteenth day of the third month following the end of the Bonus Year. Notwithstanding the foregoing, or anything appearing elsewhere herein, if an Eligible Executive is not employed by the Company on the last day of the Bonus Year, then a pro-rated Final Bonus shall be paid to such Eligible Executive (a) if the termination of employment was by reason of the Eligible Executive's death, (b) as provided by any agreement or arrangement in existence on the date the Plan was approved by the stockholders or (c) under such circumstances as the Administrator, in its sole discretion, may determine; otherwise, no Final Bonus in any amount shall be paid to such Eligible Executive.

7.3. Repayment of Preliminary Bonus. If the Year-End Bonus for an Eligible Executive is less than such Eligible Executive's Preliminary Bonus, such Eligible Executive shall repay such difference (the "Repayment Amount") within fifteen (15) business days of notification thereof. To the extent the Repayment Amount is unpaid, the Company shall, consistent with applicable law, be entitled to deduct the Repayment Amount from any other amounts due by the Company to such Eligible Executive, and to pursue any and all other legal and equitable remedies to recover such Repayment Amount.

8. EMPLOYMENT. The selection of an employee as an Eligible Executive shall not affect any right of the Company to terminate, with or without cause, such person's employment at any time.

9. WITHHOLDING TAXES. The Company shall, to the extent permitted by law, have the right to deduct from a Bonus any federal, state or local taxes of any kind required by law to be withheld with respect to such Bonus.

10. AMENDMENT, SUSPENSION OR TERMINATION OF THE PLAN. The Administrator may at any time amend, alter, suspend, or discontinue this Plan.

11. INDEMNIFICATION OF ADMINISTRATOR. Indemnification of members of the group constituting the Administrator for actions with respect to the Plan shall be in accordance with the terms and conditions of separate indemnification agreements, if any, that have been or shall be entered into from time to time between the Company and any such person.

12. HEADINGS. The headings used in this Plan are for convenience only, and shall not be used to construe the terms and conditions of the Plan.

Exhibit 10.2

Summary of Outside Director Cash Remuneration

Effective May 6, 2010, cash compensation for each director who is not also an employee of the Company is as follows:

(a) A $40,000 annual fee for service as a director.

(b) A fee of $1,500 for each Board of Directors meeting attended.

(c) An additional $3,000 annual fee for service on the Audit Committee.

(d) An additional $3,000 annual fee for service on the Compensation Committee.

(e) An additional $3,000 annual fee for service on the Nominating and Governance Committee.

(f) An additional $15,000 annual fee for service as Chairman of the Audit Committee.

(g) An additional $15,000 annual fee for service as Chairman of the Compensation Committee.

(h) An additional $15,000 annual fee for service as Chairman of the Nominating and Governance Committee.

All such cash fees are cumulative, and not in the alternative.

All directors also receive reimbursement for travel and other expenses directly related to activities as 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: May 7, 2010

/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: May 7, 2010

/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 March 31, 2010 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.

/s/ Harold M. Messmer, Jr.

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

May 7, 2010

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 March 31, 2010 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.

/s/ M. Keith Waddell

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

May 7, 2010