
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) July 21, 2010

Robert Half International Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

01-10427
(Commission
File Number)

94-1648752
(IRS Employer
Identification No.)

2884 Sand Hill Road, Menlo Park, CA
(Address of principal executive offices)

94025
(Zip Code)

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

NO CHANGE

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-
-

Item 2.02 Results of Operations and Financial Condition.

On July 21, 2010, Robert Half International Inc. issued a press release reporting earnings for the second fiscal quarter of 2010. A copy of the press release is attached hereto as Exhibit 99.1.

The foregoing information in this Current Report on Form 8-K, including exhibit 99.1 attached hereto, is being “furnished” and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and shall not be incorporated by reference in any filing under the Securities Exchange Act of 1934, as amended, or the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such future filing.

Item 8.01 Other Events.

The Company’s Form 10-Q for the fiscal quarter ended March 31, 2010 and Form 10-K for the fiscal year ended December 31, 2009 contained disclosures regarding a complaint filed against the Company and three of its wholly owned subsidiaries in the California Superior Court by Plaintiff Mark Laffitte, on behalf of himself and a putative class of salaried Account Executives and Staffing Managers. As previously reported by the Company, it believes it has meritorious defenses to the allegations and has vigorously defended against the litigation. The case is set for mediation on August 10, 2010. There is no assurance that this case will settle at the mediation. If settled at mediation, the amounts paid by the Company may be material.

The Company’s Form 10-Q for the fiscal quarter ended March 31, 2010 and Form 10-K for the fiscal year ended December 31, 2009 contained a disclosure regarding a complaint filed in California Superior Court by 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, naming Protiviti Inc., a wholly owned subsidiary of the Company (“Protiviti”), as Defendant. As previously reported by the Company, Protiviti believes it has meritorious defenses to the allegations and has vigorously defended against the litigation. On July 13, 2010, the parties to this action entered into a Memorandum of Agreement, which is expected to settle and resolve the claims included in the complaint. The actual settlement of the case is contingent upon the parties’ execution of a formal written settlement agreement approved by the Court. Based on the settlement terms contained in the Memorandum of Agreement, the Company has determined that this litigation is not currently a material pending legal proceeding. Accordingly, the Company does not presently intend to make disclosures regarding this case in its Securities and Exchange Commission filings filed subsequent to its quarterly report on Form 10-Q for the quarter ended June 30, 2010.

The Company’s Form 10-Q for the fiscal quarter ended March 31, 2010 and Form 10-K for the fiscal year ended December 31, 2009 contained disclosures regarding a complaint filed against the Company and three of its wholly owned subsidiaries in the California Superior Court by Plaintiff Van Williamson, on behalf of himself and a putative class of salaried Account Executives and Staffing Managers. As previously reported by the Company, it believes it has meritorious defenses to the allegations and has vigorously defended against the litigation. The case is set for mediation on August 10, 2010. There is no assurance that this case will settle at the mediation. If settled at mediation, the amounts paid by the Company may be material.

The Company’s Form 10-Q for the fiscal quarter ended March 31, 2010 and Form 10-K for the fiscal year ended December 31, 2009 contained disclosures regarding a complaint filed in California Superior Court by Plaintiff Donald R. Green, on behalf of himself and a putative class of all temporary staffing employees in California, naming the Company and one of its wholly owned subsidiaries as Defendants. On June 29, 2010, the Company became aware that the plaintiff and sole putative class representative in this matter, Donald R. Green, died on or about October 29, 2009. As previously reported, the Company believes it has meritorious defenses to the allegations and has vigorously defended against the litigation.

The Company’s Form 10-Q for the fiscal quarter ended March 31, 2010 and Form 10-K for the fiscal year ended December 31, 2009 contained disclosures regarding a complaint filed against the Company by Plaintiff Eric Presser, on behalf of himself and a putative class of all allegedly similarly situated Staffing Managers in the state of Florida. On July 9, 2010, the Court approved a settlement agreement and dismissed the complaint. Accordingly, the Company will not make disclosures regarding this matter in its Securities and Exchange Commission filings filed subsequent to its quarterly report on Form 10-Q for the quarter ended June 30, 2010.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit</u>	<u>Description</u>
99.1	Robert Half International Inc. July 21, 2010, Press Release.

FOR IMMEDIATE RELEASE

Contact: M. Keith Waddell
Vice Chairman, President and
Chief Financial Officer
(650) 234-6000

ROBERT HALF INTERNATIONAL INC. REPORTS REVENUES AND EARNINGS FOR THE SECOND QUARTER OF 2010

MENLO PARK, California, July 21, 2010 — Robert Half International Inc. (NYSE symbol: RHI) today reported revenues and earnings for the second quarter ended June 30, 2010.

For the quarter ended June 30, 2010, net income was \$12.2 million or \$.08 per share, on revenues of \$769.1 million. Net income for the prior year's second quarter was \$5.4 million or \$.03 per share, on revenues of \$749.9 million.

For the six months ended June 30, 2010, net income was \$20.7 million or \$.13 per share, on revenues of \$1.51 billion. For the six months ended June 30, 2009, net income was \$14.2 million or \$.09 per share, on revenues of \$1.57 billion.

"We were pleased to see year-over-year and sequential revenue growth during the quarter," said Harold M. Messmer, Jr., chairman and CEO of Robert Half International. "Second-quarter revenues and net income were up 3 percent and 125 percent, respectively, from the second quarter of 2009."

Messmer added, "Our OfficeTeam and Robert Half Technology staffing divisions performed particularly well, as did our permanent-placement operations. Second-quarter revenues for our Robert Half Finance & Accounting permanent placement division were up 29 percent from one year ago and up 15 percent sequentially."

Robert Half International management will conduct a conference call today at 5 p.m. EDT following the release. The dial-in number is 800-862-9098 (+1-785-424-1051 outside the United States). A taped recording of this call will be available for replay beginning at approximately 8 p.m. EDT today and ending at 8 p.m. EDT on July 28. The dial-in number for the replay is 800-283-8486 (+1-402-220-0869 outside the United States). The conference call also will be archived in audio format on the company's website at www.rhi.com.

Founded in 1948, Robert Half International Inc., the world's first and largest specialized staffing firm, is a recognized leader in professional consulting and staffing services, and is the parent company of Protiviti®, a global business consulting and internal audit firm composed of experts in risk, advisory and transaction services. The company's specialized staffing divisions include Accountemps®, Robert Half® Finance & Accounting and Robert Half® Management Resources, for temporary, full-time and senior-level project professionals, respectively, in the fields of accounting and finance; OfficeTeam®, for highly skilled temporary administrative support personnel; Robert Half® Technology, for information technology professionals; Robert Half® Legal, for legal personnel; and The Creative Group®, for advertising, marketing and web design professionals.

Robert Half International has staffing and consulting operations in more than 400 locations worldwide.

Certain information contained in this press release 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 adversely affect the company's profit margins or the demand for the company's services; the possibility that the company's computer and communications hardware and software systems could be damaged or their service interrupted; and the possibility that the company may fail to maintain adequate financial and management controls and as a result suffer errors in its financial reporting.

Additionally, with respect to Protiviti, other risks and uncertainties include the fact that future success will depend on its ability to retain employees and attract clients; there can be no assurance that there will be ongoing demand for Sarbanes-Oxley or other regulatory compliance services; failure to produce projected revenues could adversely affect financial results; and there is the possibility of involvement in litigation relating to prior or current transactions or activities.

Because long-term contracts are not a significant part of the company's business, future results cannot be reliably predicted by considering past trends or extrapolating past results. The company undertakes no obligation to update information contained in this release.

A copy of this release is available at www.rhi.com/InvestorCenter.

ATTACHED: Summary of Operations

Supplemental Financial Information

ROBERT HALF INTERNATIONAL INC. AND SUBSIDIARIES
SUMMARY OF OPERATIONS
(in thousands, except per share amounts)

	<u>Quarter</u> <u>Ended June 30,</u>		<u>Six Months</u> <u>Ended June 30,</u>	
	<u>2010</u>	<u>2009</u>	<u>2010</u>	<u>2009</u>
	<u>(Unaudited)</u>		<u>(Unaudited)</u>	
Net service revenues	\$769,090	\$749,887	\$1,506,263	\$1,573,212
Direct costs of services	<u>479,232</u>	<u>484,830</u>	<u>948,277</u>	<u>1,014,427</u>
Gross margin	289,858	265,057	557,986	558,785
Selling, general and administrative expenses	267,519	255,007	523,187	532,057
Amortization of intangible assets	46	280	315	898
Interest income	<u>(94)</u>	<u>(455)</u>	<u>(168)</u>	<u>(1,075)</u>
Income before income taxes	22,387	10,225	34,652	26,905
Provision for income taxes	<u>10,206</u>	<u>4,809</u>	<u>13,996</u>	<u>12,701</u>
Net income	<u>\$ 12,181</u>	<u>\$ 5,416</u>	<u>\$ 20,656</u>	<u>\$ 14,204</u>
Net income available to common stockholders	<u>\$ 11,660</u>	<u>\$ 4,801</u>	<u>\$ 19,286</u>	<u>\$ 13,110</u>
Diluted net income per share	\$.08	\$.03	\$.13	\$.09
Shares:				
Basic	143,100	146,443	143,667	146,660
Diluted	144,331	147,044	144,999	147,092

ROBERT HALF INTERNATIONAL INC. AND SUBSIDIARIES
SUPPLEMENTAL FINANCIAL INFORMATION
(in thousands)

	Quarter		Six Months	
	Ended June 30,		Ended June 30,	
	2010	2009	2010	2009
	(Unaudited)		(Unaudited)	
REVENUES:				
Accountemps	\$294,523	\$310,872	\$ 583,625	\$ 640,253
OfficeTeam	150,420	135,711	291,854	281,101
Robert Half Technology	81,765	75,260	156,919	159,024
Robert Half Management Resources	93,089	94,490	186,085	208,540
Robert Half Finance & Accounting	56,133	43,526	104,772	93,467
Protiviti	93,160	90,028	183,008	190,827
Total	<u>\$769,090</u>	<u>\$749,887</u>	<u>\$1,506,263</u>	<u>\$1,573,212</u>
GROSS MARGIN:				
Temporary and consultant staffing	\$211,430	\$206,680	\$ 412,499	\$ 440,008
Permanent placement staffing	56,110	43,488	104,704	93,361
Risk consulting and internal audit services	22,318	14,889	40,783	25,416
Total	<u>\$289,858</u>	<u>\$265,057</u>	<u>\$ 557,986</u>	<u>\$ 558,785</u>
OPERATING INCOME:				
Temporary and consultant staffing	\$ 23,571	\$ 25,208	\$ 40,517	\$ 65,045
Permanent placement staffing	5,540	(1,965)	8,656	(6,198)
Risk consulting and internal audit services	(6,772)	(13,193)	(14,374)	(32,119)
Total	<u>\$ 22,339</u>	<u>\$ 10,050</u>	<u>\$ 34,799</u>	<u>\$ 26,728</u>
SELECTED CASH FLOW INFORMATION:				
Amortization of intangible assets	\$ 46	\$ 280	\$ 315	\$ 898
Depreciation expense	\$ 13,987	\$ 16,525	\$ 28,910	\$ 32,788
Capital expenditures	\$ 6,136	\$ 10,245	\$ 14,412	\$ 24,148
Open market repurchases of common stock (shares)	2,486	1,010	2,486	1,516

ROBERT HALF INTERNATIONAL INC. AND SUBSIDIARIES
SUPPLEMENTAL FINANCIAL INFORMATION
(in thousands)

	June 30,	
	2010	2009
	(Unaudited)	
SELECTED BALANCE SHEET INFORMATION:		
Cash and cash equivalents	\$ 290,044	\$ 385,818
Accounts receivable, less allowances	\$ 384,642	\$ 374,020
Total assets	\$1,214,270	\$1,323,811
Current liabilities	\$ 357,659	\$ 346,637
Notes payable and other indebtedness, less current portion	\$ 1,719	\$ 1,836
Total stockholders' equity	\$ 828,821	\$ 961,169