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

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**FORM 8-K**

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**CURRENT REPORT**

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

Date of Report (Date of earliest event reported) April 23, 2013

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**Robert Half International Inc.**

(Exact name of registrant as specified in its charter)

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**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.)

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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))
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**Item 2.02 Results of Operations and Financial Condition.**

On April 23, 2013, Robert Half International Inc. issued a press release reporting earnings for the first fiscal quarter of 2013. 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.**

On April 19, 2013, Plaintiff Vincent Uberti, on his own behalf and on behalf of a putative class of allegedly similarly situated individuals, filed a complaint in the Orange County Superior Court of the State of California, naming the Company (as well other defendants). With respect to the Company, the complaint alleges that a putative class of current and former employees of the Company working in California were denied compensation for the time they spent interviewing with current and potential clients of the Company, over an alleged “Class Period” covering four years prior to the filing of the complaint. Uberti seeks recovery on his own behalf and on behalf of the putative class in an unspecified amount for this allegedly unpaid compensation. Uberti also seeks recovery of an unspecified amount for the alleged failure of the Company to provide him and the putative class with accurate wage statements. Uberti also seeks recovery of an unspecified amount for statutory penalties, attorney’s 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, it is anticipated that no amount will be provided in the financial statements to be included in the Company’s Form 10-Q for the quarter ended March 31, 2013. The Company believes it has meritorious defenses to the allegations and the Company intends to vigorously defend against the litigation.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit</u>	<u>Description</u>
99.1	Robert Half International Inc. April 23, 2013, Press Release.



FOR IMMEDIATE RELEASE

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

ROBERT HALF INTERNATIONAL REPORTS FIRST-QUARTER FINANCIAL RESULTS

MENLO PARK, Calif., April 23, 2013 — Robert Half International Inc. (NYSE symbol: RHI) today reported revenues and earnings for the first quarter ended March 31, 2013.

For the quarter ended March 31, 2013, net income was \$55.9 million, or \$.40 per share, on revenues of \$1.02 billion. Net income for the prior year's first quarter was \$48.3 million, or \$.34 per share, on revenues of \$1.02 billion.

Harold M. Messmer, Jr., chairman and CEO of Robert Half International, said: "We were pleased with the company's overall performance in the first quarter. Demand for our professional services remained strongest in the United States, most notably in our permanent placement, information technology staffing and Protiviti operations. Despite softness in international markets, this is the 12<sup>th</sup> consecutive quarter in which both net income and earnings per share have grown 15 percent or more on a year-over-year basis."

Robert Half International management will conduct a conference call today at 5 p.m. EDT. The dial-in number is 877-814-0475 (+1-706-643-9224 outside the United States). The password to access the call is "Robert Half." 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 May 23. The dial-in number for the replay is 855-859-2056 (+1-404-537-3406 outside the United States). To access the replay, enter conference ID# 26048091. The conference call also will be archived in audio format on the company's website at [www.rhi.com](http://www.rhi.com).

Founded in 1948, Robert Half International, 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 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 interactive, design, marketing, advertising and public relations 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 healthcare 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](http://www.rhi.com).

ATTACHED:      Summary of Operations  
                    Supplemental Financial Information  
                    Non-GAAP Financial Measures

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

	Quarter Ended March 31,	
	2013	2012
	(Unaudited)	
Net service revenues	\$1,023,684	\$1,015,444
Direct costs of services	<u>613,394</u>	<u>613,361</u>
Gross margin	410,290	402,083
Selling, general and administrative expenses	320,785	322,018
Amortization of intangible assets	433	35
Interest income	<u>(304)</u>	<u>(234)</u>
Income before income taxes	89,376	80,264
Provision for income taxes	<u>33,513</u>	<u>31,930</u>
Net income	<u>\$ 55,863</u>	<u>\$ 48,334</u>
Net income available to common stockholders – diluted	<u>\$ 55,861</u>	<u>\$ 48,070</u>
<b>Diluted net income per share</b>	<b>\$ .40</b>	<b>\$ .34</b>
Shares:		
Basic	137,311	139,384
Diluted	138,394	140,443

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

	Quarter Ended March 31,			
	2013	(Unaudited)		2012
<b>REVENUES:</b>				
Accountemps	\$ 376,614	36.8%	\$ 385,418	38.0%
OfficeTeam	201,637	19.7%	200,465	19.7%
Robert Half Technology	121,001	11.8%	115,637	11.4%
Robert Half Management Resources	124,170	12.1%	128,137	12.6%
Robert Half Finance & Accounting	83,377	8.2%	82,862	8.2%
Protiviti	116,885	11.4%	102,925	10.1%
Total	<u>\$1,023,684</u>	<u>100.0%</u>	<u>\$1,015,444</u>	<u>100.0%</u>
<b>GROSS MARGIN:</b>				
Temporary and consultant staffing	\$ 296,951	36.1%	\$ 295,516	35.6%
Permanent placement staffing	83,348	100.0%	82,827	100.0%
Risk consulting and internal audit services	29,991	25.7%	23,740	23.1%
Total	<u>\$ 410,290</u>	<u>40.1%</u>	<u>\$ 402,083</u>	<u>39.6%</u>
<b>OPERATING INCOME:</b>				
Temporary and consultant staffing	\$ 73,180	8.9%	\$ 69,154	8.3%
Permanent placement staffing	12,585	15.1%	13,266	16.0%
Risk consulting and internal audit services	3,740	3.2%	(2,355)	-2.3%
Total	<u>\$ 89,505</u>	<u>8.7%</u>	<u>\$ 80,065</u>	<u>7.9%</u>
<b>SELECTED CASH FLOW INFORMATION:</b>				
Amortization of intangible assets	\$ 433		\$ 35	
Depreciation expense	\$ 11,747		\$ 12,246	
Capital expenditures	\$ 8,082		\$ 10,372	
Open market repurchases of common stock (shares)	836		1,017	

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

	March 31,	
	2013	2012
	(Unaudited)	
<b>SELECTED BALANCE SHEET INFORMATION:</b>		
Cash and cash equivalents	\$ 225,351	\$ 244,453
Accounts receivable, less allowances	\$ 547,500	\$ 523,453
Total assets	\$1,387,745	\$1,308,637
Current liabilities	\$ 499,081	\$ 454,911
Notes payable and other indebtedness, less current portion	\$ 1,397	\$ 1,516
Total stockholders' equity	\$ 854,524	\$ 815,680



## **ROBERT HALF INTERNATIONAL INC. AND SUBSIDIARIES**

### **NON-GAAP FINANCIAL MEASURES**

The financial results of Robert Half International Inc. (the “Company”) are prepared in conformity with accounting principles generally accepted in the United States of America (“GAAP”) and the rules of the U.S. Securities and Exchange Commission (“SEC”). To help readers understand the Company’s financial performance, the Company supplements its GAAP financial results with revenue growth rates derived from non-GAAP revenue amounts.

Variations in the Company’s financial results include the impact of changes in foreign currency exchange rates and billing days. The Company provides “same billing days and constant currency” revenue growth calculations to remove the impact of these items. These calculations show the year-over-year revenue growth rates for the Company’s staffing lines of business on both a reported basis and also on a same-day, constant-currency basis for global, U.S. and international operations. This information is presented for each of the five most recent quarters. The Company has provided this data because management believes it better reflects the Company’s actual revenue growth rates and aids in evaluating revenue trends over time. The Company expresses year-over-year revenue changes as calculated percentages using the same number of billing days and constant currency exchange rates.

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

**ROBERT HALF INTERNATIONAL INC. AND SUBSIDIARIES**  
NON-GAAP FINANCIAL MEASURES

STAFFING REVENUE GROWTH RATES (%) (UNAUDITED):

	Year-Over-Year Growth Rates (As Reported)					Non-GAAP Year-Over-Year Growth Rates (Same Billing Days and Constant Currency)				
	2012				2013	2012				2013
	Q1	Q2	Q3	Q4	Q1	Q1	Q2	Q3	Q4	Q1
<b>Global</b>										
Accountemps	16.7	10.3	4.1	4.2	-2.3	16.3	12.8	7.1	2.8	0.2
OfficeTeam	13.7	7.5	3.6	6.4	0.6	13.6	10.3	7.3	5.2	3.1
RH Technology	19.8	13.8	6.3	6.4	4.6	18.8	14.8	8.0	4.6	7.4
RH Management Resources	15.0	10.9	6.9	8.0	-3.1	15.1	14.9	11.5	6.7	-0.3
Temporary and consultant staffing	16.1	10.2	4.7	5.6	-0.8	15.8	12.8	7.9	4.2	1.8
Permanent placement staffing	22.6	10.5	3.4	7.5	0.6	22.5	14.7	8.0	6.5	4.0
Total	16.6	10.2	4.6	5.8	-0.6	16.3	13.0	7.9	4.4	2.0
<b>United States</b>										
Temporary and consultant staffing	20.2	16.5	10.0	9.1	2.9	19.0	16.9	11.4	7.4	5.5
Permanent placement staffing	29.3	22.0	15.2	16.9	14.9	28.1	22.4	16.7	15.0	17.8
Total	20.8	16.9	10.4	9.6	3.7	19.6	17.3	11.8	7.9	6.3
<b>International</b>										
Temporary and consultant staffing					-					
	6.2	-5.2	-8.7	-3.8	10.7	7.8	2.8	-0.8	-4.4	-8.2
Permanent placement staffing					-					
	15.4	-1.9	10.2	-4.1	16.6	16.5	6.5	-1.9	-3.9	12.7
Total					-					
	7.5	-4.7	-8.9	-3.8	11.6	9.0	3.3	-1.0	-4.4	-8.8

The non-GAAP financial measures included in the table above adjust for the following items:

*Foreign Currency Translation.* The “As Reported” revenue growth rates are based upon reported revenues, which include the impact of changes in foreign currency exchange rates. In order to calculate “Constant Currency” revenue growth rates, as-reported amounts are retranslated using foreign exchange rates from the prior year’s comparable period.

*Billing Days.* The “As Reported” revenue growth rates are based upon reported revenues. Management calculates a global, weighted-average number of billing days for each reporting period based upon input from all countries and all Staffing lines of business. In order to remove the fluctuations caused by comparable periods having different billing days, the company calculates “same billing day” revenue growth rates by dividing each comparative period’s reported revenues by the calculated number of billing days for that period, to arrive at a “per billing day” amount. The “same billing day” growth rates are then calculated based upon the “per billing day” amounts.

The term “same billing days and constant currency” means that the impact of different billing days has been removed from constant currency calculation. A reconciliation of the non-GAAP year-over-year revenue growth rates to the “As Reported” year-over-year revenue growth rates is included herein on Pages 8-9.

**ROBERT HALF INTERNATIONAL INC. AND SUBSIDIARIES**  
NON-GAAP FINANCIAL MEASURES

STAFFING REVENUE GROWTH RATE (%) RECONCILIATION (UNAUDITED):

	<u>Year-Over-Year Staffing Revenue Growth – GLOBAL</u>				
	<u>Q1 2012</u>	<u>Q2 2012</u>	<u>Q3 2012</u>	<u>Q4 2012</u>	<u>Q1 2013</u>
<b>Accountemps</b>					
As Reported	16.7	10.3	4.1	4.2	-2.3
Billing Days Impact	-1.1	0.4	1.3	-1.6	2.5
Currency Impact	0.7	2.1	1.7	0.2	0.0
Same Billing Days and Constant Currency	<u>16.3</u>	<u>12.8</u>	<u>7.1</u>	<u>2.8</u>	<u>0.2</u>
<b>OfficeTeam</b>					
As Reported	13.7	7.5	3.6	6.4	0.6
Billing Days Impact	-1.1	0.3	1.3	-1.7	2.5
Currency Impact	1.0	2.5	2.4	0.5	0.0
Same Billing Days and Constant Currency	<u>13.6</u>	<u>10.3</u>	<u>7.3</u>	<u>5.2</u>	<u>3.1</u>
<b>Robert Half Technology</b>					
As Reported	19.8	13.8	6.3	6.4	4.6
Billing Days Impact	-1.1	0.3	1.3	-1.7	2.7
Currency Impact	0.1	0.7	0.4	-0.1	0.1
Same Billing Days and Constant Currency	<u>18.8</u>	<u>14.8</u>	<u>8.0</u>	<u>4.6</u>	<u>7.4</u>
<b>Robert Half Management Resources</b>					
As Reported	15.0	10.9	6.9	8.0	-3.1
Billing Days Impact	-1.1	0.3	1.4	-1.7	2.4
Currency Impact	1.2	3.7	3.2	0.4	0.4
Same Billing Days and Constant Currency	<u>15.1</u>	<u>14.9</u>	<u>11.5</u>	<u>6.7</u>	<u>-0.3</u>
<b>Temporary and consultant staffing</b>					
As Reported	16.1	10.2	4.7	5.6	-0.8
Billing Days Impact	-1.1	0.4	1.3	-1.6	2.5
Currency Impact	0.8	2.2	1.9	0.2	0.1
Same Billing Days and Constant Currency	<u>15.8</u>	<u>12.8</u>	<u>7.9</u>	<u>4.2</u>	<u>1.8</u>
<b>Permanent placement staffing</b>					
As Reported	22.6	10.5	3.4	7.5	0.6
Billing Days Impact	-1.2	0.3	1.3	-1.7	2.6
Currency Impact	1.1	3.9	3.3	0.7	0.8
Same Billing Days and Constant Currency	<u>22.5</u>	<u>14.7</u>	<u>8.0</u>	<u>6.5</u>	<u>4.0</u>
<b>Total</b>					
As Reported	16.6	10.2	4.6	5.8	-0.6
Billing Days Impact	-1.1	0.4	1.3	-1.7	2.5
Currency Impact	0.8	2.4	2.0	0.3	0.1
Same Billing Days and Constant Currency	<u>16.3</u>	<u>13.0</u>	<u>7.9</u>	<u>4.4</u>	<u>2.0</u>

**ROBERT HALF INTERNATIONAL INC. AND SUBSIDIARIES**  
NON-GAAP FINANCIAL MEASURES

STAFFING REVENUE GROWTH RATE (%) RECONCILIATION (UNAUDITED):

	<u>Year-Over-Year Staffing Revenue Growth – UNITED STATES</u>				
	<u>Q1 2012</u>	<u>Q2 2012</u>	<u>Q3 2012</u>	<u>Q4 2012</u>	<u>Q1 2013</u>
<b>Temporary and consultant staffing</b>					
As Reported	20.2	16.5	10.0	9.1	2.9
Billing Days Impact	-1.2	0.4	1.4	-1.7	2.6
Currency Impact	—	—	—	—	—
Same Billing Days and Constant Currency	<u>19.0</u>	<u>16.9</u>	<u>11.4</u>	<u>7.4</u>	<u>5.5</u>
<b>Permanent placement staffing</b>					
As Reported	29.3	22.0	15.2	16.9	14.9
Billing Days Impact	-1.2	0.4	1.5	-1.9	2.9
Currency Impact	—	—	—	—	—
Same Billing Days and Constant Currency	<u>28.1</u>	<u>22.4</u>	<u>16.7</u>	<u>15.0</u>	<u>17.8</u>
<b>Total</b>					
As Reported	20.8	16.9	10.4	9.6	3.7
Billing Days Impact	-1.2	0.4	1.4	-1.7	2.6
Currency Impact	—	—	—	—	—
Same Billing Days and Constant Currency	<u>19.6</u>	<u>17.3</u>	<u>11.8</u>	<u>7.9</u>	<u>6.3</u>

	<u>Year-Over-Year Staffing Revenue Growth – INTERNATIONAL</u>				
	<u>Q1 2012</u>	<u>Q2 2012</u>	<u>Q3 2012</u>	<u>Q4 2012</u>	<u>Q1 2013</u>
<b>Temporary and consultant staffing</b>					
As Reported	6.2	-5.2	-8.7	-3.8	-10.7
Billing Days Impact	-1.0	0.3	1.2	-1.5	2.2
Currency Impact	2.6	7.7	6.7	0.9	0.3
Same Billing Days and Constant Currency	<u>7.8</u>	<u>2.8</u>	<u>-0.8</u>	<u>-4.4</u>	<u>-8.2</u>
<b>Permanent placement staffing</b>					
As Reported	15.4	-1.9	-10.2	-4.1	-16.6
Billing Days Impact	-1.1	0.4	1.3	-1.4	2.1
Currency Impact	2.2	8.0	7.0	1.6	1.8
Same Billing Days and Constant Currency	<u>16.5</u>	<u>6.5</u>	<u>-1.9</u>	<u>-3.9</u>	<u>-12.7</u>
<b>Total</b>					
As Reported	7.5	-4.7	-8.9	-3.8	-11.6
Billing Days Impact	-1.0	0.3	1.1	-1.6	2.3
Currency Impact	2.5	7.7	6.8	1.0	0.5
Same Billing Days and Constant Currency	<u>9.0</u>	<u>3.3</u>	<u>-1.0</u>	<u>-4.4</u>	<u>-8.8</u>