

ON ASSIGNMENT INC
Form DEF 14A
April 20, 2017

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

SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of

the Securities Exchange Act of 1934 (Amendment No. ____)

Filed by the Registrant x

Filed by a Party other than the Registrant o

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under Rule 14a-12

ON ASSIGNMENT, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

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- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

26745 Malibu Hills Road
Calabasas, California 91301

April 20, 2017

Dear Fellow Stockholder:

On behalf of your Board of Directors and management, you are cordially invited to attend the 2017 Annual Meeting of Stockholders (the “Annual Meeting”) of On Assignment, Inc. (the “Company” or “On Assignment”), at which you will be asked to vote upon:

- the election of
Peter T.
Dameris,
Jonathan S.
Holman and
Arshad Matin,
- 1. as directors for
three-year
terms to expire
at our 2020
Annual
Meeting of
Stockholders;
an advisory
vote to approve
the Company's
executive
- 2. compensation
for the year
ended
December 31,
2016;
an advisory
vote on the
frequency of
- 3. future advisory
votes on
executive
compensation;
- 4. the ratification
of the
appointment of
Deloitte &
Touche LLP as
our
independent
registered

public
accounting
firm for the
year ending
December 31,
2017; and
such other
business as
may properly
come before
the Annual
5. Meeting or any
adjournments
or
postponements
thereof.

The Annual Meeting will be held on Thursday, June 8, 2017, at 9:00 a.m. Eastern Daylight Time, at the Ritz Carlton Georgetown located at 3100 South Street, N.W., Washington D.C. 20007. The Notice of Annual Meeting of Stockholders and Proxy Statement accompanying this letter describe the business to be acted upon. Please promptly vote your shares by telephone, using the Internet, or by signing and returning your proxy in the enclosed envelope.

Before voting, you should carefully review all the information contained in the accompanying Proxy Statement.

Your vote is important no matter how many shares you own. In order to ensure that your shares will be represented at the Annual Meeting, please vote your shares using one of the voting instruments available to you. If you attend the Annual Meeting and desire to vote in person, you may do so even though you have previously submitted your proxy card.

We thank you for your continued interest in On Assignment and look forward to seeing you at the Annual Meeting.

Sincerely,

/s/ Peter T. Dameris
Peter T. Dameris
Chief Executive Officer

26745 Malibu Hills Road
Calabasas, California 91301

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
to be held on Thursday, June 8, 2017

The 2017 Annual Meeting of Stockholders of On Assignment, Inc. will be held on Thursday, June 8, 2017, at 9:00 a.m. Eastern Daylight Time, at the Ritz Carlton Georgetown located at 3100 South Street, N.W., Washington D.C. 20007, for the purpose of considering and voting upon:

the election of
Peter T.
Dameris,
Jonathan S.
Holman and
Arshad Matin,
as directors for
three-year
terms to expire
at our 2020
Annual
Meeting of
Stockholders;
an advisory
vote to approve
the Company's
executive
2compensation
for the year
ended
December 31,
2016;
an advisory
vote on the
frequency of
3future advisory
votes on
executive
compensation;
4the ratification
of the
appointment of
Deloitte &
Touche LLP as
our

independent
registered
public
accounting
firm for the
year ending
December 31,
2017; and
such other
business as
may properly
come before
the Annual
Meeting or any
adjournments
or
postponements
thereof.

The foregoing items of business are more fully described in the Proxy Statement accompanying this notice. The expenses of printing proxy materials, including expenses involved in forwarding materials to beneficial owners of stock, will be paid by On Assignment, Inc. Only stockholders of record at the close of business on April 10, 2017 are entitled to notice of, and to vote at, the Annual Meeting.

All stockholders are cordially invited to attend the Annual Meeting in person. Please call (818) 878-7900 to obtain directions. However, to ensure your representation at the Annual Meeting, you may access your proxy card by going to www.envisionreports.com/ASGN, entering the information requested on your computer screen and following the simple instructions, or by calling (in the United States, U.S. territories, and Canada) toll free 1-800-652-VOTE (8683) on a touchtone telephone and following the simple instructions provided by the recorded message. The instructions for voting can be found with your proxy card, on the Notice, and on the website listed in the Notice. If you received or requested a printed version of the proxy card, you may also vote by mail. Any stockholder of record attending the Annual Meeting may vote in person even if he or she has previously returned a proxy card. If you hold your shares in "street name," you must obtain a proxy in your name from your bank, broker or other holder of record in order to vote by ballot at the Annual Meeting.

By Order of the Board,

/s/ Jennifer Hanks Painter
Jennifer Hanks Painter
Secretary

April 20, 2017
Calabasas, California

2017 PROXY STATEMENT

TABLE OF CONTENTS

SECTION

General
Information
about
the
Annual
Meeting
and
Voting
Proposal
One
5 Election
of
Directors
Approval
of
Proposal
One
Continuing
Directors
Advisers
to
the
Board
of
Directors
Independent
Directors
and
Material
Proceedings
Role
of
the
Board
Board
Leadership
Structure
Board
Committees
and
Meetings
Risk
Oversight
Meetings
Attendance
of
Directors

at
2016
Annual
Meeting
of
Stockholders
Director
12
Compensation
Director
and
Executive
13
Stock
Ownership
Guidelines
Director
and
Executive
Officer
Hedging
Transactions
Policy
Communicating
with
13
the
Board
13
Ethics
Compensation
Committee
Interlocks
13
and
Insider
Participation
Security
Ownership
of
Certain
14
Beneficial
Owners
and
Management
Ownership
of
More
than
Five
Percent
of
the
Common
Stock
of

On
Assignment
Ownership
of
Management
and
15
Directors
of
On
Assignment
Executive
Compensation
18
Discussion
and
Analysis
Stock
20
Performance
Graph
21
Compensation
Consultant
21
Compensation
Philosophy
Compensation
24
Program
Elements
Compensation
26
Committee
Report
Summary
27
Compensation
Table
Grants
of
35
Plan-Based
Awards
Narrative
to
Summary
Compensation
Table
36
Grants
of
Plan-Based
Awards
Table
38
2016
Outstanding
Equity
Awards
at

Fiscal
Year
End
2016
Option
Exercises
40
and
Stock
Vested
Payments
Upon
Termination
40
Change
in
Control
Equity
Compensation
43
Plan
Information
Inducement
Award
Programs
Proposal
Two
– Advisory
46
Vote
on
Executive
Compensation
Vote
47
Required
Board
47
Recommendation
Proposal
Three
– Advisory
Vote
on
the
Frequency
48
of
the
Advisory
Vote
on
Executive
Compensation
Vote
48
Required
48

Board
Recommendation
Proposal
Four
– Ratification
of
Appointment
~~49~~
Independent
Registered
Public
Accounting
Firm
Principal
Accountant
~~49~~
Fees and
Services
Vote
~~49~~
Required
Board
~~49~~
Recommendation
Report
of
~~50~~
Audit
Committee
Certain
Relationships
~~51~~
Related
Transactions
Section 16(a) Beneficial
Ownership
~~51~~
Reporting
Compliance
Other
~~51~~
Matters
Where
You
Can
~~51~~
Find
Additional
Information
Incorporation
~~52~~
Reference
Proposals
~~52~~
Stockholders
~~52~~
Miscellaneous
A-1

Annex
A
– Adjusted
EBITDA
Calculation

On Assignment, Inc.
26745 Malibu Hills Road
Calabasas, California 91301

PROXY STATEMENT

For the Annual Meeting of Stockholders to be Held on

Thursday, June 8, 2017

On Assignment, Inc. (the “Company,” “On Assignment,” “we,” “our,” or “us”) is providing these proxy materials in connection with the solicitation by the Board of Directors of On Assignment, Inc. (the “Board”) of proxies to be voted at On Assignment’s 2017 Annual Meeting of Stockholders (the “Annual Meeting”) to be held on Thursday, June 8, 2017 at 9:00 a.m. Eastern Daylight Time, or at any adjournment or postponement thereof. This Proxy Statement, the proxy card and On Assignment’s Annual Report to Stockholders will be mailed to each stockholder entitled to vote at the Annual Meeting commencing on or about April 20, 2017.

GENERAL INFORMATION ABOUT THE ANNUAL MEETING AND VOTING

The following questions and answers address some questions you may have regarding the matters to be voted upon at the Annual Meeting. These questions and answers may not address all questions that may be important to you as an On Assignment stockholder. Please refer to the more detailed information contained elsewhere in this Proxy Statement and the documents referred to or incorporated by reference in this Proxy Statement.

Who is soliciting my vote?

The Board of On Assignment is soliciting your vote at the 2017 Annual Meeting of Stockholders for the following matters:

Proposal 1: the election of Peter T. Dameris, Jonathan S. Holman and Arshad Matin, as directors for three-year terms to expire at our 2020 Annual Meeting of Stockholders;

Proposal 2: an advisory vote to approve the Company’s executive compensation for the year ended December 31, 2016; and

Proposal 3: an advisory vote on the frequency of future advisory votes on executive compensation; and

Proposal 4: the ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the year ending December 31, 2017.

If any such other matters properly come before the Annual Meeting or any adjournments or postponements thereof, the persons named as proxies shall vote the shares represented thereby in their discretion.

What is included in the proxy materials?

Proxy materials include this Proxy Statement for the Annual Meeting and the Company’s Annual Report on Form 10-K for the year ended December 31, 2016 (the “Annual Report”) filed with the Securities and Exchange Commission (the “SEC”) on March 1, 2017. The Company will provide without charge to each person solicited hereunder, upon the

written request of any such person, a copy of the Annual Report, including the financial statements and the financial statement schedules thereto. This Proxy Statement and our Annual Report are available free of charge on our website (<http://www.onassignment.com>). Information on our website is not and should not be considered part of, nor is it incorporated by reference into, this Proxy Statement.

Who may vote at the Annual Meeting?

The Board has set April 10, 2017, as the record date for the Annual Meeting. If you were the owner of shares of On Assignment, Inc. common stock at the close of business on April 10, 2017, you may vote at the Annual Meeting. You are entitled to one vote for each share of common stock you held on the record date, including shares held directly in your name with our transfer agent as a “holder of record” and shares held for you in an account with a broker, bank or other nominee (shares held in “street name”).

Delivery of Proxy Materials: What is Notice and Access?

In accordance with the e-proxy rules of the SEC, On Assignment will mail a Notice of Internet Availability of Proxy Materials (the “Notice”) to our stockholders of record, and brokers, bank and other nominees (collectively, “nominees”) who hold shares on behalf of beneficial owners (also called “street name holders”) on or about April 20, 2017. The Notice describes the matters to be considered at the Annual Meeting and how the stockholders can access the proxy materials online. It also provides instructions on how those stockholders can vote their shares. If you received the Notice, you will not receive a print version of the proxy materials, unless you request one. If you would like to receive a print

version of the proxy materials, free of charge, please follow the instructions on the Notice. If you hold your shares in street name, you may request paper copies of the Proxy Statement and proxy card from your nominee by following the instructions on the notice your nominee provides you.

A list of stockholders entitled to vote at the Annual Meeting will be open to the examination of any stockholder, for any purpose germane to the Annual Meeting, during normal business hours for a period of 10 days before the Annual Meeting at our principal executive offices at 26745 Malibu Hills Road, Calabasas, California 91301, and at the time and place of the Annual Meeting.

How many shares must be present to hold the meeting?

A majority of On Assignment's outstanding shares of common stock as of the record date must be present in person or represented by proxy at the Annual Meeting in order to hold the meeting and conduct business. This is called a quorum. Abstentions and broker non-votes will be counted for purposes of establishing a quorum at the meeting. On March 31, 2017, there were 52,794,871 shares of On Assignment common stock outstanding (all of which are entitled to vote at the Annual Meeting).

How many votes are required to approve each item?

Election of directors (Proposal 1) - Directors shall be elected by the affirmative vote of the majority of the votes cast (meaning the number of shares voted "for" a nominee must exceed the number of shares voted "against" such nominee) at any meeting for the election of directors at which a quorum is present. If any nominee for director receives a greater number of votes "against" his or her election than votes "for" such election, our Bylaws require that such person must promptly tender his or her resignation to the Board following certification of the vote. Abstentions and broker non-votes are not considered votes cast for the foregoing purpose, and will have no effect on the vote.

Other proposals (Proposals 2, 3 and 4) - Stockholder approval of each of the other proposals, including the ratification of the appointment of an independent registered public accounting firm and the non-binding votes to approve executive compensation and the frequency of the vote on executive compensation, requires that the number of shares voted "for" the proposal exceed the number of shares voted "against" the proposal. These votes are advisory and are not binding on the Board or On Assignment. However, the Board will review the voting results and take them into consideration. Abstentions and broker non-votes are not considered votes cast for the foregoing purpose, and will have no effect on the vote.

How are votes counted?

With respect to the election of directors, you may vote "for," "withhold" or "abstain" with respect to each of the nominees for the Board. If you abstain authority to vote with respect to the director nominees, your shares will be counted for purposes of establishing a quorum, but will have no effect on the election of the nominees.

You may vote "for," "against" or "abstain" with respect to the advisory vote on executive compensation and the ratification of the appointment of our independent registered public accounting firm.

With respect to the advisory vote on the frequency of the advisory vote on executive compensation, you may vote to hold the advisory vote on executive compensation "every year," "every two years," "every three years" or "abstain."

If you sign and submit your proxy card without voting instructions, your shares will be voted FOR the director nominees put forth by the Board, FOR the approval of the advisory vote on executive compensation, and FOR the appointment of Deloitte & Touche LLP as our independent registered public accounting firm.

What if I abstain from voting?

If you attend the Annual Meeting or send in your signed proxy card, but abstain from voting on any proposal, your shares will still be counted for purposes of determining whether a quorum exists and your abstention will have no effect on the election of the nominees, and the same effect as a vote against the other proposals.

Will my shares be voted if I do not sign and return my proxy card or vote in person?

If you do not sign and return your proxy card or vote in person, your shares will not be voted at the Annual Meeting. If your shares are held in "street name" and you do not issue instructions to your broker, your broker may vote your shares at its discretion on routine matters, but may not vote your shares on non-routine matters. If a broker who holds shares for another person does not vote on a particular proposal because that broker does not have discretionary voting power for the proposal and has not received voting instructions from the owner of the shares, then a "broker non-vote" will occur. It is important that you vote your shares.

The election of directors and the advisory votes on executive compensation and the frequency of an advisory vote on executive compensation are non-routine matters, whereas the appointment of our independent registered public accounting firm is a routine matter. Therefore, if your shares are held in “street name” by your broker and you do not provide your broker with instructions on how to vote your “street name” shares, your broker will not be permitted to vote on the election of directors or the advisory votes on executive compensation or the frequency of the advisory vote on executive compensation. However, with regards to the ratification of the appointment of our independent registered public accounting firm, your broker will be permitted to vote your shares at its discretion. You should therefore be sure to provide your broker with instructions on how to vote your shares. Please check the voting form used by your broker to see if it offers telephone or Internet submission of proxies.

Broker non-votes are counted as present for purposes of determining the presence or absence of a quorum for the transaction of business, but they will not be counted for purposes of determining whether the proposals have been approved.

How does the Board recommend that I vote?

The Board recommends that you vote your shares:

Proposal 1: FOR Peter T. Dameris, Jonathan S. Holman and Arshad Matin, the director nominees named in this Proxy Statement;

Proposal 2: FOR the proposal regarding an advisory vote to approve the Company's executive compensation for the year ended December 31, 2016; and

Proposal 3: EVERY YEAR for the proposal regarding an advisory vote on the frequency of future advisory votes on executive compensation; and

Proposal 4: FOR the ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm.

What do I need to do now?

All stockholders are urged to vote by telephone or on the Internet by following the instructions on the Notice. If you have properly requested and received a paper copy of this Proxy Statement, you may vote your shares by (a) submitting a proxy by telephone or on the Internet by following the instructions on the proxy card or (b) completing, dating and signing the proxy card included with the Proxy Statement and promptly returning it in the pre-addressed, postage-paid envelope provided.

On Assignment stockholders may vote by mail or at the Annual Meeting. Most of our stockholders may vote their shares by telephone or the Internet. If you vote by telephone or the Internet, you do not need to return your proxy card. The instructions for voting can be found with your proxy card or on the Notice.

How do I vote my shares without attending the Annual Meeting?

If you are a registered stockholder, you may access your proxy card by either:

• Going to the following website: www.envisionreports.com/ASGN, entering the information requested on your computer screen, and then following the simple instructions;

•

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Calling (in the United States, U.S. territories and Canada), toll free 1-800-652-VOTE (8683) on a touch-tone telephone, and following the simple instructions provided by the recorded message; and

• Completing, dating and signing the proxy card included with the Proxy Statement and promptly returning it in the pre-addressed, postage-paid envelope provided.

If you hold your shares in "street name," you need to follow the instructions provided to you by your bank, broker or other holder of record. Your bank or broker may direct you to the following website, www.edocumentview.com/ASGN to view and download the proxy documents.

How do I vote my shares in person at the Annual Meeting?

Even if you plan to attend the Annual Meeting, we encourage you to vote by accessing your proxy card as noted above.

If you choose to vote in person at the Annual Meeting:

• if you are a stockholder of record, you may vote by the ballot to be provided at the Annual Meeting; or
• if you hold your shares in “street name,” you must obtain a proxy in your name from your bank, broker or other holder of record in order to vote by ballot at the Annual Meeting.

Please call (818) 878-7900 to obtain directions to attend the Annual Meeting.

What happens if my shares are held in more than one account?

If your shares are held in more than one account, you will receive a voting instrument for each account. To ensure that all of your shares in each account are voted, you must sign, date and return each proxy card you receive.

If you and other residents at your mailing address own shares of On Assignment stock in “street name,” your bank, broker or other holder of record may have notified you that your household will receive only one Notice of Annual Meeting of Stockholders for each company in which you hold stock through that bank, broker or other holder of record. This practice is known as “householding.” Unless you responded that you did not want to participate in householding, you were deemed to have consented to the process. Therefore, your bank, broker or other holder of record will send only one copy of our Annual Report and Proxy Statement to your address. Each stockholder in your household will continue to receive a separate voting instruction form.

If you would like to receive your own set of our Annual Report and Proxy Statement in the future, the Company will promptly deliver, upon oral or written request, a separate copy of the Annual Report and Proxy Statement. Requests should be directed to On Assignment, Inc., Attention: Investor Relations group, 26745 Malibu Hills Road, Calabasas, California 91301; tel: (818) 878-7900. If you share an address with another On Assignment stockholder and together both of you would like to receive only a single set of On Assignment annual disclosure documents, please contact our Investor Relations group by written or telephonic request at On Assignment, Inc., 26745 Malibu Hills Road, Calabasas, California 91301; tel: (818) 878-7900. As a part of this process, you will be asked to provide your name, the name of your bank, broker or other holder of record and your account number. The revocation of your consent to householding should be effective 30 days following receipt of your instructions.

If you did not receive an individual copy of this year’s Annual Report or Proxy Statement, we will send a copy to you upon a written or oral request. Written requests for such copies should be addressed to On Assignment, Inc., Attention: Investor Relations, 26745 Malibu Hills Road, Calabasas, California 91301. Please contact our Investor Relations group by telephone at (818) 878-3136 with any oral requests for such copies.

May I revoke my proxy and change my vote?

You may revoke your proxy at any time before it is voted by:

- submitting a properly signed proxy card with a later date;
- delivering to the Secretary of On Assignment a written revocation notice bearing a later date than the proxy card;
- voting in person at the Annual Meeting; or
- voting by telephone or the Internet after you have given your proxy.

How can I find out the results of the Annual Meeting?

The preliminary voting results will be announced at the Annual Meeting. The final voting results will be published on a Form 8-K which will be filed with the SEC within four business days after the Annual Meeting.

PROPOSAL ONE – ELECTION OF DIRECTORS

The Bylaws of On Assignment provide that our Board shall be comprised of not less than four but no more than nine directors and the exact number within that range may be fixed by the Board. The number is currently fixed at nine directors. The Board is divided into three classes, as equal in number as possible. At each Annual Meeting, one class of directors is elected for a three-year term.

At this year's Annual Meeting, three directors will be elected to serve until our 2020 Annual Meeting of Stockholders or until their successors are elected and qualified.

Peter T. Dameris, Jonathan S. Holman and Arshad Matin have terms that are expiring, and they have been nominated to stand for re-election. Unless otherwise instructed by stockholders, the persons named as proxies will vote the proxies received by them FOR the election of Messrs. Dameris, Holman and Matin. Each of Messrs. Dameris, Holman and Matin have consented to serve if elected, but if they are unable or unwilling to serve, the persons named as proxies may exercise their discretion to vote for substitute nominees.

Approval of Proposal One

The nominees receiving the affirmative vote of a majority of the votes cast will be elected as directors. The Board unanimously recommends that our stockholders vote FOR the election of our nominees.

Set forth below are the nominees' names, age and biographies which include the skills, qualities and experiences of each of the nominees.

Directors with Terms Ending in 2017

Peter T. Dameris
Age: 57

Mr. Dameris is our Chief Executive Officer, and is responsible for overseeing On Assignment's growth as a leading provider of staffing services in the technology, creative, health care technology and life sciences sectors. He joined On Assignment in 2003, and has held several roles as Executive Vice President and Chief Operating Officer and then President. He has also served as a director since December 2004. Prior to joining On Assignment, from February 2001 through October 2002, Mr. Dameris served as executive vice president and chief operating officer of Quanta Services, Inc., a publicly-held provider of specialized contracting services for the electric and gas utility, cable and telecommunications industries. Mr. Dameris created a regional operating organization for 85 acquired businesses and developed materials to support marketing and a national corporate image to support outsourcing initiatives. He further established cash generation, credit management and balance sheet improvement initiatives. From 1994 through 2000, Mr. Dameris served in a number of different positions at Metamor Worldwide, Inc., then an international, publicly-traded information technology consulting/staffing company. Mr. Dameris' positions at Metamor Worldwide included chairman of the board, president and chief executive officer, executive vice president, general counsel, senior vice president and secretary. Mr. Dameris negotiated the \$1.9 billion sale of Metamor to PSINet. Mr. Dameris started his career as a corporate attorney and clerked for the Honorable Federal District Judge George Cire of the Southern District of Texas. Mr. Dameris was named the Ernst & Young Entrepreneur of the Year in 2012, and Staffing Industry Analysts has included him on their Staffing 100 list since its inception in 2011. This year he was inducted into the Staffing Industry Analysts' Hall of Fame. Mr. Dameris serves on the executive board for the Cox School of Business for Southern Methodist University ("SMU") and the board of trustees for Marymount High School of Los Angeles. Mr. Dameris received his juris doctor degree from the University of Texas Law School and his bachelor of science degree in business administration from SMU. Mr. Dameris provides the Board with extensive staffing industry experience, having served in various capacities at publicly-traded staffing companies and having represented staffing

companies in the private practice of law. Mr. Dameris has comprehensive experience from his roles in senior executive management, leadership and legal positions as well as his work as an attorney in the private practice of law. Mr. Dameris has extensive experience in international and domestic staffing, financial reporting, compensation, legal matters and corporate affairs which are invaluable in his position as a director and Chief Executive Officer of the Company.

Jonathan S. Holman

Age: 71

Mr. Holman has served as a director of the Company since March 1994 and is the Chairman of our Compensation Committee. Mr. Holman is the founder and since 1981 has been the president of The Holman Group, Inc., an executive search firm. To date, Mr. Holman has recruited over 150 chief executive officers to public and private companies, ranging from start-ups to companies with over \$1 billion in revenue in a variety of industries. Mr. Holman was named as one of the top 200 executive recruiters in the world in The Global 200 Executive Recruiters and named as one of the top 250 executive recruiters in The New Career Makers. Mr. Holman regularly speaks at technology industry gatherings. Prior to founding The Holman Group, Mr. Holman served in various human resources-related positions. Mr. Holman received a master of business administration degree from Stanford University and a bachelor of arts degree from Princeton University, both with high academic honors. In his role at The Holman Group, Mr. Holman has developed extensive skills and experience in compensation matters. He also serves as a member of the National Association of Corporate Directors Compensation Committee Roundtable which addresses best practices in compensation-related matters. Mr. Holman provides the Board, including our Compensation Committee, with meaningful insight regarding hiring and salary practices of publicly-traded companies. In addition, Mr. Holman provides the Board with human resources experience.

Arshad Matin

Age: 53

Mr. Matin has served as a director of the Company since June 2014. He has been the president, chief executive officer and a board member of Paradigm Ltd. since his appointment in May 2013. Paradigm was acquired by Apax Partners in 2012 for \$1 billion and is a leading developer of software solutions to the global oil and gas industry. From January 2012 to April 2013, Mr. Matin was executive vice president of IHS Inc., a publicly-traded company that is a leading global source of information and analytics where he was responsible for lines of businesses accounting for over \$1.5 billion in revenues and managed over 4,500 colleagues. Mr. Matin joined IHS through the acquisition of Seismic Micro-Technology, Inc. (“SMT”), a global leader in the geology and geophysics software market. He joined SMT in July 2007 and was the president, chief executive officer and a board member. Under his leadership, the company achieved unprecedented growth in revenues and profits expanding into new geographies and market segments. Before joining SMT, Mr. Matin was general manager of the enterprise security business unit at Symantec Corporation, which he joined in January 2006 upon the company’s acquisition of BindView Corporation and remained until July 2007. BindView was a global provider of agentless IT security compliance software. Mr. Matin took over as president and chief operating officer of BindView in 2004, and was responsible for products, sales, marketing, corporate development and services functions. Prior to BindView, Mr. Matin was a partner at the Houston office of McKinsey & Company from 1995 to 2004, where he served clients in both the technology and energy industries. He started his career as a software developer for Oregon-based Mentor Graphics Corporation. Mr. Matin earned a master of business administration degree from the University of Pennsylvania – The Wharton School, a master of science degree in computer engineering from the University of Texas at Austin, and a bachelor of engineering degree in electrical engineering from Regional Engineering College in India. Mr. Matin brings extensive experience managing and advising public and private high-technology companies.

Continuing Directors

Set forth below is certain information regarding On Assignment’s continuing directors including their age as of the Annual Meeting, term of office as director, and business experience.

Directors with Terms Ending in 2019

Senator William E. Brock

Age: 86

Senator Brock has served as a director of the Company since April 1996 and is the Chairman of our Nominating and Corporate Governance Committee. From 1994 to present, Sen. Brock has been the founder and chief executive officer of The Brock Offices, a consulting firm specializing in international trade and human resource development. From 1988 to 1991, Sen. Brock served as chairman of the National Endowment for Democracy, an organization he helped found in 1980. Sen. Brock served in President Reagan’s cabinet as Secretary of Labor from 1985 to 1987 and as U.S. Trade Representative from 1981 to 1985. As U.S. Trade Representative, Sen. Brock organized the Quad Forum of trade and economic ministers from Europe, Japan and Canada and led the group to initiate the World Trade Organization. From 1977 to 1981, Sen. Brock served as National Chairman of the Republican Party. From 1970 to 1976, he was a member of the U.S. Senate, and from 1962 to 1970, he was a member of the U.S. House of Representatives. The National Academy of Human Resources has recognized Senator Brock for his outstanding contribution to human development in the United States. Sen. Brock is a member of the board of Strayer Education, Inc., a Nasdaq-traded education services holding company that owns Strayer University, which provides professional education to working adults, and serves on its compensation and nomination and governance committees. Sen. Brock is also a member of the board of ResCare, Inc., a privately-held provider of home care, residential support services to the elderly and persons with disabilities, as well as vocational training and job placement for people of all ages and skill levels, and he serves on its audit and mergers and acquisitions committees. Through his extensive governmental

experience, he provides in-depth knowledge in the areas of business, regulatory compliance and risk management. Sen. Brock provides our Board with a wealth of business operations experience including direct experience with human resource development and public company corporate governance.

Brian J. Callaghan

Age: 46

Mr. Callaghan has served as a director of the Company since May 2012. He co-founded Apex Systems, LLC (“Apex Systems”) in 1995 and served as co-chief executive officer during his time with Apex Systems. His duties at Apex Systems ranged from working directly with customers, leading staff, strategy, forecasting, and building systems to support growth. Mr. Callaghan and the other co-founders were recognized as Ernst & Young’s Entrepreneur of the Year in 2003. Prior to co-founding Apex Systems, Mr. Callaghan began his career as a telecommunications recruiter for a staffing firm based in Reston, Virginia. Mr. Callaghan is a graduate of Virginia Polytechnic Institute and State University, where he earned a bachelor of science degree in psychology. Mr. Callaghan is also part-owner of the Richmond Flying Squirrels, the Double-A affiliate of the San Francisco Giants, and the Omaha Storm Chasers (Triple-A affiliate of the Kansas City Royals). Mr. Callaghan brings 20 years of staffing experience to the Board and provides extensive knowledge about all aspects of the information technology staffing business and business growth strategies.

Edwin A. Sheridan, IV

Age: 47

Mr. Sheridan has served as a director of the Company since May 2012. He co-founded Apex Systems in 1995 and served as co-chief executive officer during his time with Apex Systems. His roles at Apex Systems have included technical recruiter, account manager and regional operations manager. He also managed the sales and recruiting operations for the company. Mr. Sheridan and the other co-founders were recognized as Ernst & Young's Entrepreneur of the Year in 2003. Prior to co-founding Apex Systems, Mr. Sheridan began his career as a telecommunications recruiter for a staffing firm based in Reston, Virginia. Mr. Sheridan is a graduate of Virginia Polytechnic Institute and State University, where he earned bachelor of arts degrees in English and political science, with a minor in business administration. Mr. Sheridan also serves on the boards of several non-profit organizations including the advisory board of the Virginia Commonwealth University Massey Cancer Research Center, the Greater Washington Sports Alliance, the Virginia Tech Athletic Fund, and Peace Players International, an international community improvement and leadership organization. Mr. Sheridan brings 20 years of staffing experience to the Board and provides extensive knowledge about all aspects of the information technology staffing business and business growth strategies.

Directors with Terms Ending in 2018

Mariel A. Joliet

Age: 51

Ms. Joliet joined On Assignment as an observer to the Board of Directors in January 2016 and was appointed as a director in December 2016. From 1998 to 2008, she was an executive with Hilton Hotels Corporation, a publicly-traded hotel company. She most recently served as senior vice president and treasurer and was instrumental in its sale to the Blackstone Group for \$27 billion, one of the 10 largest LBOs in history when it closed in 2007. In her capacity as treasurer, Ms. Joliet was responsible for capital markets and financial investment initiatives, including credit ratings, debt/equity issuances, interest rate risk, cash management and foreign exchange. Prior to her role at Hilton, she had 10 years of experience as a coverage officer and corporate banker at both Wachovia Bank and Corestates Bank, where she was responsible for client relationships and portfolio management. Ms. Joliet also serves as an advisory board member for the Vision Center at Children's Hospital Los Angeles, and serves as a member of Know The Glow, a vision non-profit organization. She received a bachelor of science at the University of Scranton and earned a master in business administration from Marywood University. Ms. Joliet has a strong background in financing, acquisitions, deal structuring, strategic planning and operational integration, and provides advice to the Board and management in these areas, among others.

Jeremy M. Jones

Age: 75

Mr. Jones has served as a director since May 1995 and was appointed Chairman of the Board in February 2003. Mr. Jones has been an investor and business development consultant since February 1998. From 1987 to 1995, Mr. Jones was the chief executive officer and chairman of the board of Homedco Group, Inc., a home healthcare services company, which became publicly traded in 1991. Homedco merged into Apria Healthcare Group, Inc. in 1995 and from 1995 through January 1998, Mr. Jones was chief executive officer and chairman of the board of Apria Healthcare, which also provided home healthcare services. He currently serves on the board of directors of CombiMatrix Corporation, a Nasdaq-traded molecular diagnostics company specializing in DNA-based testing services for developmental disorders and cancer diagnostics. Mr. Jones has also served on the board of directors of the Hoag Hospital Foundation, a philanthropic foundation, since 2013. He served on the board of directors of OxySure Systems, Inc., a publicly-traded company that is a world leader in short and emergency duration medical oxygen and respiratory solutions for mass market use, from 2013 to 2016, Lifecare Solutions, Inc., a provider of integrated home healthcare products and services, from 2003 to 2011, and Byram Healthcare Centers, a provider of retail medical

supplies and wholesale medical and hospital equipment, from 1999 until its sale in 2008. Mr. Jones possesses significant business management and corporate governance experience. Mr. Jones received a bachelor's degree in business administration from the University of Iowa. Mr. Jones contributes to our Board with his extensive executive experience in leading and advising public companies.

Marty R. Kittrell

Age: 60

Mr. Kittrell has served as a director of the Company and Chairman of the Audit Committee since September 2012. Mr. Kittrell served as the executive vice president and chief financial officer of Dresser, Inc., a multinational provider of technology, products and services for developing energy and natural resources, from December 2007 until the sale of the company to General Electric in February 2011. Mr. Kittrell also served as chief financial officer of Andrew Corporation, a manufacturer of hardware for communications networks, from 2003 until the sale of the company in December 2007. Mr. Kittrell previously served in executive management positions in technology, consumer products and other commercial and industrial industry sectors. Mr. Kittrell began his business career with Price Waterhouse where he was a certified public accountant. Mr. Kittrell served as a member of the board of directors and corporate governance and environmental, safety and sustainability committees, and the chairman of the audit and risk committee, for Columbia Pipeline Group, Inc., which developed and operated over 15,000 miles of natural gas pipelines extending from New York to the Gulf of Mexico, from July 2015, after its separation from NiSource, Inc. ("NiSource"), until the sale of the company in July 2016. From 2007 to 2015, Mr. Kittrell served on the board of directors of NiSource, one of the largest utility companies in the United States serving approximately four million customers, where he chaired the audit committee and served on the finance and corporate governance committees. Mr. Kittrell graduated magna cum laude with a bachelor of science degree in accounting from Lipscomb University where he currently serves on the board of trustees and is chairman of the finance and real estate committee and serves on the executive committee. Mr. Kittrell has extensive experience with the analysis and preparation of financial statements, risk management, corporate strategy, mergers and acquisitions, corporate finance, including public offerings of equity and debt, organization development, and board practices.

Advisers to the Board of Directors

The Company has two non-executive advisers to the Board of Directors that attend and participate in all Board meetings and discussions, though the Board has the right to ask them to depart from any particular discussion at its discretion. Jeffrey E. Veatch is the third co-founder and former co-chief executive officer of Apex Systems, and has been an adviser to the Board since the acquisition of Apex Systems in May 2012. He has extensive executive and staffing experience, which he utilizes in providing advice and guidance to the Board. Ms. Joliet served as a non-executive observer from January to December 2016, and is now a director of the Board. Michael J. McGowan, former Chief Operating Officer of the Company and President of our Oxford Global Resources, LLC ("Oxford") subsidiary, retired at the end of 2016, and was appointed as an adviser effective January 9, 2017.

Independent Directors and Material Proceedings

The Board consists of nine members, all of whom the Board has deemed to be independent under the current listing standards of the New York Stock Exchange ("NYSE") with the exception of Mr. Dameris, our Chief Executive Officer. For each independent director, the Board has made a subjective determination that no relationships exists which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out his or her responsibilities as a director. In making these determinations, the Board has considered information provided by the directors and management with regard to the business and personal activities of each director as they may relate to On Assignment and members of management. There are no family relationships among our executive officers and directors.

There are no material legal proceedings to which the Company or any of its subsidiaries is a party or of which any of their property is subject. There are no material legal proceedings to which any director, officer or affiliate of the Company, any owner of record or beneficially of more than five percent of the Company's voting securities, or any associate of any such director, officer, affiliate of the Company or security holder is a party adverse to the Company or any of its subsidiaries or has a material interest adverse to the Company or any of its subsidiaries. Further, there are no legal proceedings in the last 10 years where a director or executive officer was a party and that are material to the person's ability or integrity, including bankruptcy, criminal convictions, orders enjoining certain activities, adverse findings by courts, the SEC or the Commodity Futures Trading Commission and adverse orders relating to violations of securities or commodities laws.

Role of the Board

The Board oversees the Company's Chief Executive Officer and other executive officers in the competent and ethical operation of the Company. The Board ensures that the long-term interests of the stockholders are considered in the operation of the Company.

Board Leadership Structure

The Board has consistently maintained an independent Chairman of the Board. The Board has made a determination that the Board leadership structure is appropriate and that the structure allows the Board to fulfill its duties effectively and efficiently. The Company has determined that its leadership structure is appropriate because the Chairman of the Board is independent, as defined by the NYSE and the SEC. An independent Chairman, like independent Board members, allows for an objective evaluation of the performance of the Company and its officers. Nonetheless, the Board recognizes that the Chief Executive Officer has invaluable insight into the Company due to the nature of his position and recognizes the value of having him on the Board. Accordingly, the Board believes that the Company's stockholders and interests are best served by having the Chief Executive Officer serve as a director but not a Board committee member, and keeping the position of Chief Executive Officer and Chairman of the Board as separate and independent positions.

Board Committees and Meetings

The Board held six meetings during 2016 and acted by unanimous written consent on three additional occasions. The Board has a Compensation Committee, an Audit Committee, and a Nominating and Corporate Governance Committee. The Board has determined that the chairmen and committee members of each of the Compensation Committee, the Audit Committee and the Nominating and Corporate Governance Committee are independent under applicable NYSE and SEC rules.

The members and chairmen who served on the Committees in 2016 (and are currently still serving in those positions) are identified in the table below:

* Ms. Joliet joined the Audit Committee as an observer on January 1, 2016, and became a member of the committee on December 15, 2016 concurrent with her becoming a member of the Board of Directors.

Compensation Committee

The Compensation Committee held six meetings during 2016 and acted by unanimous written consent on eight additional occasions. The Compensation Committee meets in executive session without management present on a regular basis. The Compensation Committee reviews our general compensation policies, sets the compensation levels for our executive officers, including the Chief Executive Officer, administers our equity plans, and approves all equity grants to employees, directors and consultants. The Compensation Committee approves the compensation, including incentive compensation, of executive officers of On Assignment and determines the terms of key agreements concerning employment, compensation and termination of employment. The Committee evaluates the Chief Executive Officer's performance in light of goals and objectives that have been set for him. The Board has determined that each member of the Compensation Committee is independent within the meaning of the NYSE rules requiring members of compensation committees to be independent. The Compensation Committee charter provides that the Compensation Committee may delegate its authority, subject to the terms in the charter, but the Compensation Committee does not do so for purposes of equity grants.

Audit Committee

The Audit Committee held 10 meetings during 2016. The Audit Committee reviews, acts on and reports to the Board with respect to various auditing and accounting matters. The Audit Committee performs functions required of audit committees of public companies under applicable laws, rules and regulations and the requirements of the NYSE. The primary functions of the Audit Committee are to assist the Board in its responsibility for oversight of:

- the quality and integrity of our financial statements and our financial reporting and disclosure practices;
- our systems of internal controls regarding finance, accounting and SEC compliance;
- the qualification, independence and oversight of performance of our independent registered public accounting firm including its appointment, compensation, evaluation and retention;
- our ethical compliance programs; and
- risk issues related to financial statements.

Additional functions of the Audit Committee include, but are not limited to, reviewing compliance with and reporting under Section 404 of the Sarbanes-Oxley Act of 2002, reviewing matters of disagreement, if any, between management and our independent registered public accounting firm, and regularly meeting with management, our independent registered public accounting firm and internal audit staff, to review the adequacy of our internal controls.

Rules adopted by the NYSE and the SEC impose strict independence requirements for all members of the Audit Committee. Audit Committee members are barred from accepting, directly or indirectly, any consulting, advisory or other compensatory fee from the Company or an affiliate of the Company, other than in the member's capacity as a member of the Board and any Board committee. In addition, an Audit Committee member may not be an affiliated person, as defined in the Securities Exchange Act of 1934, as amended (the "Exchange Act") of the Company except in his or her capacity as a member of the Board and any Board committee. The Board has determined that each member of the Audit Committee meets all applicable independence requirements and that each Audit Committee member has no material relationship with the Company that would jeopardize the director's ability to exercise independent judgment. In addition, the Board has determined that Mr. Kittrell, based on his experience, skills and education as described above, is the Audit Committee financial expert, as that term is defined under the SEC rules.

The Company has adopted a process, which the Audit Committee oversees, for disclosing related-party transactions and identifying significant deficiencies each quarter in connection with filing our quarterly reports on Form 10-Q and our annual reports on Form 10-K. See "Certain Relationships and Related Party Transactions" on page 51 of this Proxy Statement.

Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee met three times during 2016. The Nominating and Corporate Governance Committee evaluates director nominee candidates and makes recommendations to the Board with respect to the nomination of individuals for election to the Board and to serve as committee members, consistent with criteria approved by the Board. In addition, the Nominating and Corporate Governance Committee makes recommendations to the Board concerning the size, structure and composition of the Board and its committees. The Committee also monitors the qualification and performance of, and the Company's succession planning regarding, key executives. The Board has determined that each member of the Nominating and Corporate Governance Committee is independent within the meaning of the NYSE rules requiring members of nominating committees to be independent. The Nominating and Corporate Governance Committee recommended the nominations of Messrs. Dameris, Holman and Matin for election at this year's Annual Meeting.

The Nominating and Corporate Governance Committee Charter, and the Corporate Governance Guidelines established by the Nominating and Corporate Governance Committee, set forth certain criteria for the committee to consider in evaluating potential director nominees. However, in considering potential director nominees, the Nominating and Corporate Governance Committee considers the entirety of each candidate's credentials. Qualifications considered by the Nominating and Corporate Governance Committee vary according to the particular areas of expertise being sought as a complement to the existing composition of the Board and include:

- personal and professional ethics and integrity;
- business judgment;
- familiarity with general issues affecting our business;
- qualifications as an audit committee financial expert;
- diversity in a variety of areas;
- qualifications as an independent director; and
- areas of expertise that the Board should collectively possess such as board experience, executive experience, human resources experience, accounting and financial oversight experience and corporate governance experience.

The Nominating and Corporate Governance Committee relies primarily on recommendations for director candidates from its members, other directors, the Chief Executive Officer and third parties, including professional recruiting firms. In January 2016, Ms. Joliet was hired as an adviser to the Board, and she was appointed as a director in December 2016. The committee had sought recommendations from directors and management of potential candidates in 2015, and Mr. Dameris recommended Ms. Joliet. After a review of the other candidates and the skill sets of Ms.

Joliet, it was determined that no professional recruiting firms or consultants would be needed and, accordingly, no fees were paid for recruiting director nominees. Existing directors being considered for re-nomination are evaluated based on their performance as directors, experience, skills, education and independence to ensure that they continue to meet the qualifications above.

The Nominating and Corporate Governance Committee Charter also provides for the importance of diversified Board membership, in terms of both the individuals involved and their various experiences and areas of expertise. The Nominating and Corporate Governance Committee considers diversity in identifying nominees, including differences in skill, viewpoints and experience, as well as gender, race and nationality, and these factors will be considered for purposes of nominating directors.

Stockholders wishing to suggest a candidate for director nomination for the 2018 Annual Meeting of Stockholders should mail their suggestions to On Assignment, Inc., 26745 Malibu Hills Road, Calabasas, California 91301, Attn: Secretary. The Nominating and Corporate Governance Committee will also consider timely written suggestions from our stockholders. Pursuant to our Bylaws, a stockholder's notice for director nominations shall be delivered to the Secretary at the Company's executive offices at 26745 Malibu Hills Road, Calabasas, California 91301, not earlier than the close of business on the 120th day, and not later than the close of business on the 90th day prior to the first anniversary of the Annual Meeting. The manner in which director nominee candidates suggested in accordance with this policy are evaluated shall not differ from the manner in which candidates recommended by other sources are evaluated. As of March 31, 2017, there were no director candidates put forward by stockholders for consideration at the Annual Meeting.

The Nominating and Corporate Governance Committee evaluates the Board's leadership structure and believes that separation of the Chief Executive Officer and Chairman of the Board positions is in the best interest of the Company, assures an adequate level of independence of the Board, and is best aligned with the interests of its stockholders.

The written charters governing the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee, and the Company's Corporate Governance Guidelines, Code of Business Conduct and Ethics, and Supplemental Code of Business Conduct and Ethics for Directors, Executive Officers and Financial Officers, are posted on the Investor Relations Corporate Governance page of our website at <http://www.onassignment.com>. You may also obtain a copy of any of these documents without charge by writing to: On Assignment, Inc., 26745 Malibu Hills Road, Calabasas, California 91301, Attn: Secretary.

Board IT Liaison

In June 2015, the Board elected Mr. Martin to the position of Board IT liaison. The Board believed that the significance of IT and cybersecurity risks and the importance of IT risk management measures had risen to the level where it was important for the Board members to be more informed of the issues that the Company faces in these areas. The Board IT liaison was a newly-created position that provides the Board a dedicated director to work with management, including the Chief Information Officer and divisional IT managers, to keep apprised of IT, cybersecurity and IT risk management measures, and to inform the Board of issues or projects of note from a Board member's perspective. The Board further receives a cybersecurity risk status review each quarter.

Risk Oversight

The Board has an active role, as a whole and at the committee level, in overseeing management of the Company's risks. Company representatives regularly report to the Board on risks that the Company faces. The Board regularly reviews and determines the Company's risk management philosophies, policies and processes. The Board is primarily responsible for overseeing the management of the Company's risks associated with the Board's governance and delegation decisions, including decisions about compensation. The Board oversees officers' identification and management of risk management issues and regularly meets with such officers regarding risk management issues of the Company, and the processes and procedures used for identifying and managing risk. The Board also regularly reviews the reporting processes from those officers that are responsible for the day-to-day management of the Company's risks to determine if these reporting processes or other flow of information to the Board could be improved.

The Audit Committee is primarily responsible for overseeing the management of the Company's accounting and financial reporting matters and risks related to the Company's accounting and financial practices. The Audit Committee Charter provides that the Audit Committee's responsibilities include inquiry of management and the Company's outside auditors regarding key financial statement risk areas, including the Company's processes for identifying and assessing such risk areas and the steps the Company has taken with regard to such risk areas. In connection with these responsibilities, the Audit Committee routinely reviews and evaluates the Company's processes for identifying and assessing key financial statement risk areas and for formulating and implementing steps to address such risk areas. The Audit Committee is also responsible for inquiry of management and the Company's outside auditors regarding significant business risks or exposures, including the Company's processes for identifying and assessing such risks and exposures, and the steps management has taken to minimize such risks and exposures.

The Compensation Committee is responsible for overseeing risks associated with compensation practices. Upon evaluation, the Compensation Committee has determined that the Company's compensation practices and policies are not reasonably likely to have a material adverse effect on the Company. In making this determination, the Compensation Committee considered that none of the compensation policies and practices at a business unit carry a significant portion of the Company's risk profile, has a significantly different compensation structure than other units,

is significantly more profitable than other units, or pays compensation expenses as a significant percentage of the unit's revenues.

Meetings

Each director attended 100 percent of the meetings of the Board and Committees of the Board on which he or she served during 2016. Our independent directors regularly meet as a group in executive sessions outside the presence of management presided over by the non-executive Chairman of our Board.

Attendance of Directors at 2016 Annual Meeting of Stockholders

Our Board of Directors has a policy with respect to director attendance at annual meetings of stockholders which requires that the directors attend the Annual Meeting unless they are unable to do so as a result of health reasons or exigent personal circumstances, and if that is the case, the director must notify the Chairman of the Board as promptly as possible. All of our directors attended our 2016 Annual Meeting of Stockholders.

Director Compensation

The following table shows compensation information for each of On Assignment's non-employee directors for the year ended December 31, 2016. The compensation of our Chief Executive Officer, who is also a director, is disclosed in the "Summary Compensation Table" set forth on page 34, and he receives no additional compensation for his service as a director.

2016 Director Compensation

Name	Fees Earned in Cash (\$) ⁽²⁾	Stock Awards (\$) ⁽³⁾	Total (\$)
William E.	83,000	124,966	207,966
Brock Brian J.	77,500	124,966	202,466
Callaghan Jonathan S.	83,000	124,966	207,966
Holman Mariel A.	4,500	-	4,500
Joliet ⁽¹⁾ Jeremy M.	139,000	124,966	263,996
Jones Marty R.	92,500	124,966	217,466
Kittrell Arshad M.	80,500	124,966	205,466
Matin Edwin A.	71,500	124,966	196,466
Sheridan,			
IV			

Amounts reflect prorated cash fees earned following Ms.

Joliet's appointment as a director on December 15, 2016.

(1) She had been an adviser to the Board from January 1, 2016 to the date of her appointment as a director.

This amount includes the quarterly retainer fees and fees (2) for meeting attendance which each non-employee director earned for his or her service during 2016.

(3) Amounts shown in the table above reflect the aggregate grant date fair value of the awards, computed in accordance with FASB ASC Topic 718. Assumptions used in the calculation of these amounts with respect to stock are included in Note 13 to the consolidated financial statements for the year ended December 31, 2016 included in our Annual Report on Form 10 K filed on March 1, 2017. The amounts were calculated based on the grant date fair value per share of \$36.69, which was

the closing sale price of Common Stock on the date of grant, August 1, 2016. As of December 31, 2016, Senator Brock, Ms. Joliet and Messrs. Callaghan, Holman, Jones, Kittrell, Matin and Sheridan each held 1,703 unvested restricted stock units. No options were outstanding for any director at December 31, 2016.

The Compensation Committee recommends, and the Board reviews and approves, the form and amount of director compensation. In 2015, the Compensation Committee retained Semler Brossy Consulting Group, LLC (“Semler Brossy”) as its compensation consultant to help determine compensation for certain positions in the Company including members of the Board of Directors. Semler Brossy provided a review of market data, noting that the Company's Board was below market, and proposed increases in compensation to bring the directors' compensation in line with market. The Compensation Committee retained its practice to base a substantial portion of a director’s annual retainer on equity compensation. The Board approved the director compensation proposals, and made no further changes to director compensation in 2016. In 2016, each non-employee director received an annual restricted stock unit ("RSU") grant with a grant-date value of approximately \$125,000 on August 1, 2016. The number of RSUs received by each of the non-employee directors was 3,406, with one-half of the RSU grants vesting on the grant date and the remaining half vesting on the one-year anniversary of the grant date, subject to the director’s continued service through that date.

In 2016, each non-employee director received \$2,000 for each regularly scheduled quarterly in-person Board meeting attended, and \$750 for each other Board or committee meeting held separately and attended in person or by telephone not in conjunction with the quarterly in-person Board meetings. In addition, we reimbursed all directors for their reasonable expenses incurred in attending Board or committee meetings, and up to \$2,500 per director for director education and training.

The annual cash retainer fee for non-employee directors in 2016 was \$60,000, paid pro rata on a quarterly basis. In addition, committee chairs and the Board's IT liaison were entitled to the following fees:

Outside Director	Additional Annual Cash Retainer
Chairman of the Board	\$60,000
Audit Committee Chair	\$15,000
Compensation Committee Chair	\$10,000
Nominating and Corporate Governance Committee Chair	\$10,000
Board IT Liaison	\$10,000

Mr. Veatch and Ms. Joliet, advisers to the Board in 2016, received the same annual cash retainer, Board meeting fees and equity awards as members of the Board. In 2016, the cash fees totaled \$65,500 and \$71,500, respectively for Mr. Veatch and Ms. Joliet, for their advisory services, and stock awards for each totaled a grant date fair value of \$124,966.

Director and Executive Stock Ownership Guidelines

In September 2016, the Board adopted Stock Ownership Guidelines for directors, named executive officers and other designated officers that require that certain stock ownership levels be met within three years of implementation of the policy or within five years from appointment or promotion to one of the designated positions. The previous ownership policy in place for non-employee directors did not change, requiring that each Board member must own shares of the Company with a fair market value of four times their annual cash retainer fee, which was \$60,000 for 2016 for a total ownership requirement of shares with a fair market value of \$240,000. The required levels of ownership for executives are based upon a multiple of their annual base salary. Our Chief Executive Officer is required to own a number of shares with a value of five times his annual base salary. Executive Vice Presidents and Division Presidents are required to own a number of shares with a value of three times their annual base salary, and the requirement for Senior Vice Presidents is two times annual base salary. The guidelines also provide that directors and officers must retain any net shares that vest or are exercised until such time as the appropriate ownership levels are met. Shares counted as beneficially owned include shares that would be issuable upon the vesting of any outstanding RSUs, but not stock options. A hardship provision provides a process to request a waiver from the Compensation Committee in exigent circumstances. As of March 31, 2017, all of our named executive officers and directors have exceeded his or her stock ownership requirements with the exception of Ms. Joliet who joined the Board in December 2016.

Director and Executive Officer Hedging Transactions Policy

In March 2016, the Board adopted a Hedging Transactions Policy that prohibits hedging transactions for the Company's directors and executive officers (subject to a hardship exemption with appropriate approval requirements) designed to limit the financial risk of ownership of the Company's stock. These include any prepaid variable forward contracts, equity swaps, collars or similar financial instruments designed to hedge or offset any decrease in the market value of the Company's stock.

Communicating with the Board

We invite stockholders and other interested parties to communicate any concerns they may have about On Assignment with either the Chairman of the Board or the directors as a group by writing to the attention of either the Chairman of the Board or the Directors at On Assignment, Inc., 26745 Malibu Hills Road, Calabasas, California 91301. Any and all such communication will be forwarded by the Secretary of the Company to Mr. Jones, Chairman of the Board, or all of the directors, as applicable.

Ethics

On Assignment has adopted a Code of Business Conduct and Ethics that is applicable to all directors, officers and employees of On Assignment. More importantly, it reflects On Assignment's policy for dealing with all persons, including its customers, employees, investors, regulators and vendors, with honesty and integrity. A copy of On Assignment's Code of Business Conduct and Ethics can be found on the Investor Relations-Corporate Governance page of our website at <http://www.onassignment.com>. In addition, On Assignment adopted a Supplemental Code of Business Conduct and Ethics for Directors, Executive Officers and Financial Officers which applies to our Chief Executive Officer, Chief Financial Officer, and other senior financial officers. The codes comply with the requirements of Section 406 of the Sarbanes-Oxley Act of 2002. The supplemental code focuses on honest and ethical conduct, full, fair and accurate disclosure in our SEC filings and other public disclosures, compliance with applicable government laws, rules and regulations, and prompt internal reporting of violations of the code. This policy is located on the same page on our website as our Code of Business Conduct and Ethics. You may also obtain a copy of these documents without charge by writing to On Assignment, Inc., 26745 Malibu Hills Road, Calabasas, California 91301, Attn: Secretary.

Compensation Committee Interlocks and Insider Participation

During 2016, the Compensation Committee of the Board was composed of Sen. Brock and Messrs. Holman, Jones and Matin. There are no Compensation Committee interlocks and no member of the Compensation Committee was or has been an officer or employee of On Assignment or its subsidiaries and no member of the Compensation Committee had any relationships requiring disclosure of certain relationships and related-party transactions. None of the Company's executives served as a member of the Compensation Committee.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT