

ASGN Inc
Form 8-K/A
June 15, 2018

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

FORM 8-K/A

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): June 15, 2018 (April 2, 2018)

ASGN Incorporated

(Exact name of registrant as specified in its charter)

Delaware 000-20540 95-4023433

(State or other jurisdiction (Commission (I.R.S. Employer
of incorporation or organization) File Number) Identification No.)

26745 Malibu Hills Road

Calabasas, CA 91301

(Address, including zip code, of Principal Executive Offices)

Registrant's telephone number, including area code: (818) 878-7900

(Former Name or Former Address, if Changed Since Last Report)

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

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

EXPLANATORY NOTE

This Amendment No. 1 to the Current Report on Form 8-K (this “Form 8-K/A”) of ASGN Incorporated, a Delaware corporation (the “Company”), which was filed with the Securities and Exchange Commission on April 2, 2018 (the “Form 8-K”), is being filed to include the audited consolidated financial statements and unaudited pro forma financial information required by Item 9.01. Except as described in this Explanatory Note, no other information in the Form 8-K is modified or amended hereby.

Item 9.01. Financial Statements and Exhibits

(a) Financial statements of businesses acquired.

Audited financial statements of ECS Federal, LLC and subsidiaries as of December 31, 2017 and 2016, and for the years then ended are included in this Form 8-K/A as Exhibit 99.1.

(b) Pro forma financial information.

Unaudited pro forma condensed combined balance sheet as of December 31, 2017 and the unaudited pro forma condensed combined statement of operations for the year ended December 31, 2017 are included in this Form 8-K/A as Exhibit 99.2.

(d) Exhibits.

Exhibit No.	Exhibit
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<u>23.1</u>	<u>Consent of Aronson LLC Independent Public Accounting Firm</u>
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<u>99.1</u>	<u>Audited financial statements of ECS Federal, LLC and subsidiaries as of December 31, 2017 and 2016, and for the years then ended</u>
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<u>99.2</u>	<u>Unaudited pro forma condensed combined balance sheet as of December 31, 2017 and unaudited pro forma condensed combined statement of operations for the year ended December 31, 2017</u>
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SIGNATURE

Pursuant to the requirements of the Exchange Act, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ASGN Incorporated

Date: June 15, 2018 /s/Edward L. Pierce

Edward L. Pierce

Executive Vice President and Chief Financial Officer