

KFORCE INC  
Form SC 13G/A  
February 12, 2014

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 2)**

**Kforce Inc.**

**(Name of Issuer)**

**Common Stock, par value \$.01**

**(Title of Class of Securities)**

**493732 10 1**

**(CUSIP Number)**

**December 31, 2013**

**(Date of Event Which Requires Filing of this Statement)**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

CUSIP No. 493732 10 1

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Name of reporting person

Richard M. Cocchiaro

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 Check the appropriate box if a member of a group\*

(a) " (b) "

3 SEC use only

4 Citizenship or place of organization

U.S.A.

5 Sole voting power

Number of

shares 1,807,594  
6 Shared voting power

beneficially

owned by 62,650  
each 7 Sole dispositive power

reporting

person 1,313,949  
8 Shared dispositive power

with

556,295

9 Aggregate amount beneficially owned by each reporting person

1,870,244

10 Check box if the aggregate amount in Row (9) excludes certain shares\* ..

11 Percent of class represented by amount in Row 9

5.5%

12 Type of reporting person\*

IN

CUSIP No. 493732 10 1

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Item 1. (a) Name of Issuer: Kforce Inc., a Florida corporation

(b) Address of Issuer's Principal Executive Offices: 1001 East Palm Avenue, Tampa, Florida 33605

Item 2. (a) Name of Person Filing: Richard M. Cocchiaro

(b) Address of Principal Business Office: 1001 East Palm Avenue, Tampa, Florida 33605

(c) Citizenship: U.S.A.

(d) Title of Class of Securities: Common Stock, par value \$0.01

(e) CUSIP Number: 493732 10 1

Item 3. If this statement is filed pursuant to Rule 240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a: N/A

Item 4. Ownership

(a) Amount Beneficially Owned (describe): Of the 1,870,244 shares reported pursuant to this Schedule 13G: (i) 1,310,411 shares are held directly; (ii) 493,645 shares are held in the David L. Dunkel 1999 Irrevocable Children's Trust, over which Mr. Cocchiaro has sole voting power and shared dispositive power; (iii) 3,437 shares are held by Mr. Cocchiaro's children, over which Mr. Cocchiaro has shared voting and dispositive power; (iv) 14,250 shares are held by Mr. Cocchiaro's spouse, over which Mr. Cocchiaro has shared voting and dispositive power; (v) 2,000 shares held by Mr. Cocchiaro's mother, over which Mr. Cocchiaro has shared voting and dispositive power; and (vi) 42,963 shares are held by the Cocchiaro Family Foundation, over which Mr. Cocchiaro has shared voting and dispositive power.

(b) Percent of Class: 5.5%, based on 33,726,786 outstanding shares reported on the most recently filed Form 10-Q for the quarter ending September 30, 2013.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote: 1,807,594

(ii) Shared power to vote or to direct the vote: 62,650

(iii) Sole power to dispose or to direct the disposition of: 1,313,949

(iv) Shared power to dispose or to direct the disposition of: 556,295

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Item 5. Ownership of Five Percent or Less of a Class

N/A

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

N/A

Item 8. Identification and Classification of Members of Group

N/A

Item 9. Notice of Dissolution of the Group

N/A

Item 10. Certification

N/A

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 12, 2014

By: /s/ Richard M. Cocchiaro  
Richard M. Cocchiaro