

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

RESOURCES CONNECTION, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation or organization) 33-0832424
No.) (I.R.S. Employer Identification No.)

695 Town Center Drive, Suite 600, Costa Mesa, California 92626 (714) 430-6400
(Address and Phone of principal executive offices)

If this Form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this Form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates: 333-45000

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class
which
to be so registered
registered

Name of each exchange on
each class is to be

NONE

N/A

Securities to be registered pursuant to Section 12(g) of the Act:

Common Stock, par value \$0.01 per share
(Title of class)

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

This Registration Statement relates to the Common Stock, par value \$0.01 per share, of Resources Connection, Inc. (the "Registrant"). A description of such Common Stock is contained under the heading of "Description of Capital Stock" in the Registrant's Registration Statement on Form S-1, filed with the Securities and Exchange Commission on September 1, 2000 (Registration No. 333- 45000), as amended, which description is incorporated herein by reference.

Item 2. Exhibits.

The following exhibits are filed as a part of this registration statement:

- (1) Registrant's Specimen Common Stock Certificate (filed with the Commission as Exhibit 4.3 to the Registrant's Registration Statement on Form S-1, No. 333-45000, as amended, and incorporated herein by reference).
- (2) Registrants Restated Certificate of Incorporation (filed with the Commission as Exhibit 3.1 to the Registrant's Registration Statement on Form S-1, No. 333-45000, as amended, and incorporated herein by reference).
- (3) Registrants Amendment to Restated Certificate of Incorporation (filed with the Commission as Exhibit 3.2 to the Registrant's Registration Statement on Form S-1, No. 333-45000, as amended, and incorporated herein by reference).
- (4) Registrant's Form of Second Restated Certificate of Incorporation, to be filed and become effective upon closing of this offering (filed with the Commission as Exhibit 3.2 to the Registrant's Registration Statement on Form S-1, No. 333-45000, as amended, and incorporated herein by reference).
- (5) Registrant's Bylaws (filed with the Commission as Exhibit 3.3 to the Registrant's Registration Statement on Form S-1, No. 333- 45000, as amended, and incorporated herein by reference).
- (2) Registrant's Form of Amended and Restated Bylaws, to become effective upon closing of this offering (filed with the Commission as Exhibit 3.4 to the Registrant's Registration Statement on Form S-1, No. 333-45000, as amended, and incorporated herein by reference).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Resources Connection, Inc.

Date: *December 12, 2000*

By: */s/ STEPHEN J. GIUSTO*

Stephen J. Giusto
Chief Financial

Officer

End of Filing