

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

**FORM 8-K**

**CURRENT REPORT**

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

**Date of Report (Date of earliest event reported) May 19, 2021**

**Robert Half International Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**01-10427**  
(Commission  
File Number)

**94-1648752**  
(IRS Employer  
Identification No.)

**2884 Sand Hill Road, Suite 200, 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.)

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))

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

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, Par Value \$.001 per Share	RHI	New York Stock Exchange

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.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On May 19, 2021, the Company held its annual meeting of stockholders. The three matters voted on by stockholders at the annual meeting were: (1) the election of the eight directors named below, (2) to approve, on an advisory basis, executive compensation, and (3) the ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2021.

The vote for directors was as follows:

<b>Nominee</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
Julia L. Coronado	92,533,168	1,036,904	78,359	5,588,807
Dirk A. Kempthorne	91,260,701	2,305,496	82,234	5,588,807
Harold M. Messmer, Jr.	87,721,612	5,838,453	88,366	5,588,807
Marc H. Morial	91,492,338	2,074,329	81,764	5,588,807
Barbara J. Novogradac	90,179,080	3,391,398	77,953	5,588,807
Robert J. Pace	89,065,194	4,502,135	81,102	5,588,807
Frederick A. Richman	83,428,815	10,139,739	79,877	5,588,807
M. Keith Waddell	91,840,437	1,734,083	73,911	5,588,807

The proposal to approve, on an advisory basis, executive compensation was approved by the following vote:

For	91,557,847
Against	1,961,988
Abstain	128,596
Broker Non-Votes	5,588,807

The proposal regarding the ratification of the appointment of PricewaterhouseCoopers LLP as auditors for 2021 was approved by the following vote:

For	97,282,679
Against	1,877,309
Abstain	77,250
Broker Non-Votes	0

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Robert Half International Inc.

Date: May 20, 2021

By:                                   /s/ EVELYN CRANE-OLIVER                                    
Name: **Evelyn Crane-Oliver**  
Title: **Senior Vice President, Secretary and General Counsel**