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

**FORM 10-Q**

**☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2019

OR

**☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission File Number 0-1088

KELLY SERVICES, INC.
---------------------------------------------------------------------
(Exact name of registrant as specified in its charter)

| Delaware | 38-1510762 |
| --- | --- |
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification No.) |

999 West Big Beaver Road, Troy, Michigan 48084
---------------------------------------------------------------------
(Address of principal executive offices) (Zip Code)

(248) 362-4444
---------------------------------------------------------------------
(Registrant’s telephone number, including area code)

No Change
---------------------------------------------------------------------
(Former name, former address and former fiscal year, if changed since last report.)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for shorter period that the registrant was required to submit and post such files).
Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

| | | | |
| --- | --- | --- | --- |
| Large accelerated filer | ☒ | Accelerated filer | ☐ |
| Non-accelerated filer (Do not check if a smaller reporting company) | ☐ | Smaller reporting company | ☐ |
| 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. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes ☐ No ☒

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

| Title of each class | Trading Symbols | Name of each exchange on which registered |
|---|---|---|
| Class A Common | KELYA | NASDAQ Global Market |
| Class B Common | KELYB | NASDAQ Global Market |

At July 29, 2019, 35,660,773 shares of Class A and 3,428,863 shares of Class B common stock of the Registrant were outstanding.

PART I. FINANCIAL INFORMATION

**Item 1. Financial Statements.**

KELLY SERVICES, INC. AND SUBSIDIARIES
**CONSOLIDATED STATEMENTS OF EARNINGS**
(UNAUDITED)
(In millions of dollars except per share data)

| | 13 Weeks Ended | | 26 Weeks Ended | |
|---|---|---|---|---|
| | June 30, 2019 | July 1, 2018 | June 30, 2019 | July 1, 2018 |
| **Revenue from services** | $ 1,367.5 | $ 1,386.9 | $ 2,750.1 | $ 2,756.8 |
| Cost of services | 1,123.5 | 1,146.4 | 2,254.5 | 2,278.1 |
| **Gross profit** | 244.0 | 240.5 | 495.6 | 478.7 |
| Selling, general and administrative expenses | 221.5 | 220.1 | 456.3 | 446.3 |
| Gain on sale of assets | 12.3 | — | 12.3 | — |
| **Earnings from operations** | 34.8 | 20.4 | 51.6 | 32.4 |
| Gain (loss) on investment in Persol Holdings | 61.2 | (52.5) | 74.4 | (28.8) |
| Other income (expense), net | 0.2 | 0.6 | (0.9) | (1.1) |
| **Earnings (loss) before taxes and equity in net earnings (loss) of affiliate** | 96.2 | (31.5) | 125.1 | 2.5 |
| Income tax expense (benefit) | 12.7 | (15.6) | 19.1 | (9.2) |
| **Net earnings (loss) before equity in net earnings (loss) of affiliate** | 83.5 | (15.9) | 106.0 | 11.7 |
| Equity in net earnings (loss) of affiliate | 0.3 | 0.5 | (0.1) | 2.0 |
| **Net earnings (loss)** | $ 83.8 | $ (15.4) | $ 105.9 | $ 13.7 |
| **Basic earnings (loss) per share** | $ 2.12 | $ (0.40) | $ 2.69 | $ 0.35 |
| **Diluted earnings (loss) per share** | $ 2.12 | $ (0.40) | $ 2.68 | $ 0.35 |
| Average shares outstanding (millions): | | | | |
| Basic | 39.1 | 38.8 | 39.0 | 38.7 |
| Diluted | 39.2 | 38.8 | 39.2 | 38.8 |

See accompanying unaudited Notes to Consolidated Financial Statements.

KELLY SERVICES, INC. AND SUBSIDIARIES

**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

(UNAUDITED)

(In millions of dollars)

| | 13 Weeks Ended | | 26 Weeks Ended | |
|---|---|---|---|---|
| | June 30, 2019 | July 1, 2018 | June 30, 2019 | July 1, 2018 |
| **Net earnings** | $ 83.8 | $ (15.4) | $ 105.9 | $ 13.7 |
| **Other comprehensive income (loss), net of tax:** | | | | |
| Foreign currency translation adjustments, net of tax expense of $0.0, $0.6, $0.1 and $0.6, respectively | 6.9 | (14.8) | 5.4 | (0.8) |
| Less: Reclassification adjustments included in net earnings | — | — | — | — |
| Foreign currency translation adjustments | 6.9 | (14.8) | 5.4 | (0.8) |
| **Other comprehensive income (loss)** | 6.9 | (14.8) | 5.4 | (0.8) |
| **Comprehensive income (loss)** | $ 90.7 | $ (30.2) | $ 111.3 | $ 12.9 |

See accompanying unaudited Notes to Consolidated Financial Statements.

KELLY SERVICES, INC. AND SUBSIDIARIES
**CONSOLIDATED BALANCE SHEETS**
(UNAUDITED)
(In millions)

| | June 30, 2019 | December 30, 2018 |
|---|---|---|
| **Assets** | | |
| **Current Assets** | | |
| Cash and equivalents | $ 37.2 | $ 35.3 |
| Trade accounts receivable, less allowances of $12.1 and $13.2, respectively | 1,273.6 | 1,293.3 |
| Prepaid expenses and other current assets | 82.1 | 71.9 |
| Total current assets | 1,392.9 | 1,400.5 |
| | | |
| **Noncurrent Assets** | | |
| Property and equipment: | | |
| Property and equipment | 300.3 | 294.7 |
| Accumulated depreciation | (216.9) | (208.4) |
| Net property and equipment | 83.4 | 86.3 |
| Operating lease right-of-use assets | 66.9 | — |
| Deferred taxes | 217.5 | 198.7 |
| Goodwill | 127.8 | 107.3 |
| Investment in Persol Holdings | 213.7 | 135.1 |
| Investment in equity affiliate | 122.0 | 121.3 |
| Other assets | 318.1 | 265.2 |
| Total noncurrent assets | 1,149.4 | 913.9 |
| | | |
| **Total Assets** | $ 2,542.3 | $ 2,314.4 |

See accompanying unaudited Notes to Consolidated Financial Statements.

KELLY SERVICES, INC. AND SUBSIDIARIES

**CONSOLIDATED BALANCE SHEETS**

(UNAUDITED)

(In millions)

| | June 30, 2019 | December 30, 2018 |
|---|---|---|
| **Liabilities and Stockholders' Equity** | | |
| **Current Liabilities** | | |
| Short-term borrowings | $ 19.3 | $ 2.2 |
| Accounts payable and accrued liabilities | 513.7 | 540.6 |
| Operating lease liabilities | 20.3 | — |
| Accrued payroll and related taxes | 283.5 | 266.0 |
| Accrued workers' compensation and other claims | 25.1 | 26.0 |
| Income and other taxes | 69.2 | 62.7 |
| Total current liabilities | 931.1 | 897.5 |
| | | |
| **Noncurrent Liabilities** | | |
| Operating lease liabilities | 49.3 | — |
| Accrued workers' compensation and other claims | 48.8 | 50.5 |
| Accrued retirement benefits | 178.0 | 162.9 |
| Other long-term liabilities | 66.9 | 44.0 |
| Total noncurrent liabilities | 343.0 | 257.4 |
| | | |
| Commitments and contingencies (see Contingencies footnote) | | |
| | | |
| **Stockholders' Equity** | | |
| Capital stock, $1.00 par value | | |
| Class A common stock, 100.0 shares authorized; 36.6 shares issued at 2019 and 2018 | 36.6 | 36.6 |
| Class B common stock, 10.0 shares authorized; 3.5 shares issued at 2019 and 2018 | 3.5 | 3.5 |
| Treasury stock, at cost | | |
| Class A common stock, 1.0 shares at 2019 and 1.2 shares at 2018 | (20.9) | (25.4) |
| Class B common stock | (0.6) | (0.6) |
| Paid-in capital | 23.2 | 24.4 |
| Earnings invested in the business | 1,238.1 | 1,138.1 |
| Accumulated other comprehensive income (loss) | (11.7) | (17.1) |
| Total stockholders' equity | 1,268.2 | 1,159.5 |
| | | |
| **Total Liabilities and Stockholders' Equity** | $ 2,542.3 | $ 2,314.4 |

See accompanying unaudited Notes to Consolidated Financial Statements.

KELLY SERVICES, INC. AND SUBSIDIARIES

**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**

(UNAUDITED)

(In millions of dollars)

| | 13 Weeks Ended | | 26 Weeks Ended | |
|---|---|---|---|---|
| | June 30, 2019 | July 1, 2018 | June 30, 2019 | July 1, 2018 |
| **Capital Stock** | | | | |
| Class A common stock | | | | |
| Balance at beginning of period | $ 36.6 | $ 36.6 | $ 36.6 | $ 36.6 |
| Conversions from Class B | — | — | — | — |
| Balance at end of period | 36.6 | 36.6 | 36.6 | 36.6 |
| Class B common stock | | | | |
| Balance at beginning of period | 3.5 | 3.5 | 3.5 | 3.5 |
| Conversions to Class A | — | — | — | — |
| Balance at end of period | 3.5 | 3.5 | 3.5 | 3.5 |
| **Treasury Stock** | | | | |
| Class A common stock | | | | |
| Balance at beginning of period | (21.3) | (27.3) | (25.4) | (34.6) |
| Net issuance of stock awards | 0.4 | 0.5 | 4.5 | 7.8 |
| Balance at end of period | (20.9) | (26.8) | (20.9) | (26.8) |
| Class B common stock | | | | |
| Balance at beginning of period | (0.6) | (0.6) | (0.6) | (0.6) |
| Net issuance of stock awards | — | — | — | — |
| Balance at end of period | (0.6) | (0.6) | (0.6) | (0.6) |
| **Paid-in Capital** | | | | |
| Balance at beginning of period | 21.0 | 21.1 | 24.4 | 32.2 |
| Net issuance of stock awards | 2.2 | 2.3 | (1.2) | (8.8) |
| Balance at end of period | 23.2 | 23.4 | 23.2 | 23.4 |
| **Earnings Invested in the Business** | | | | |
| Balance at beginning of period | 1,157.2 | 1,153.2 | 1,138.1 | 983.6 |
| Cumulative-effect adjustment from adoption of ASU 2016-01, Financial Instruments | — | — | — | 140.0 |
| Cumulative-effect adjustment from adoption of ASU 2014-09, Revenue | — | — | — | 3.4 |
| Net earnings | 83.8 | (15.4) | 105.9 | 13.7 |
| Dividends | (2.9) | (3.0) | (5.9) | (5.9) |
| Balance at end of period | 1,238.1 | 1,134.8 | 1,238.1 | 1,134.8 |
| **Accumulated Other Comprehensive Income (Loss)** | | | | |
| Balance at beginning of period | (18.6) | 4.8 | (17.1) | 130.8 |
| Cumulative-effect adjustment from adoption of ASU 2016-01, Financial Instruments | — | — | — | (140.0) |
| Other comprehensive income (loss), net of tax | 6.9 | (14.8) | 5.4 | (0.8) |
| Balance at end of period | (11.7) | (10.0) | (11.7) | (10.0) |
| **Stockholders' Equity at end of period** | $ 1,268.2 | $ 1,160.9 | $ 1,268.2 | $ 1,160.9 |

See accompanying unaudited Notes to Consolidated Financial Statements.

KELLY SERVICES, INC. AND SUBSIDIARIES

**CONSOLIDATED STATEMENTS OF CASH FLOWS**

(UNAUDITED)

(In millions of dollars)

| | 26 Weeks Ended | |
|---|---|---|
| | June 30, 2019 | July 1, 2018 |
| **Cash flows from operating activities:** | | |
| Net earnings | $ 105.9 | $ 13.7 |
| Adjustments to reconcile net earnings to net cash from operating activities: | | |
| Depreciation and amortization | 15.6 | 12.9 |
| Operating lease asset amortization | 11.5 | — |
| Provision for bad debts | 1.8 | 1.5 |
| Stock-based compensation | 5.2 | 4.7 |
| (Gain) loss on investment in Persol Holdings | (74.4) | 28.8 |
| (Gain) loss on sale of assets | (12.3) | — |
| Equity in net (earnings) loss of PersolKelly Asia Pacific | 0.1 | (2.0) |
| Other, net | (0.6) | (0.6) |
| Changes in operating assets and liabilities, net of acquisitions | 20.7 | (25.8) |
| Net cash from operating activities | 73.5 | 33.2 |
| **Cash flows from investing activities:** | | |
| Capital expenditures | (8.7) | (10.3) |
| Acquisition of companies, net of cash received | (86.4) | — |
| Proceeds from sale of assets | 13.8 | — |
| Proceeds from company-owned life insurance | 3.0 | — |
| Other investing activities | (1.3) | (0.6) |
| Net cash used in investing activities | (79.6) | (10.9) |
| **Cash flows from financing activities:** | | |
| Net change in short-term borrowings | 17.1 | (8.4) |
| Dividend payments | (5.9) | (5.9) |
| Payments of tax withholding for stock awards | (2.3) | (6.2) |
| Other financing activities | (0.3) | — |
| Net cash from (used in) financing activities | 8.6 | (20.5) |
| **Effect of exchange rates on cash, cash equivalents and restricted cash** | (0.1) | (0.1) |
| **Net change in cash, cash equivalents and restricted cash** | 2.4 | 1.7 |
| **Cash, cash equivalents and restricted cash at beginning of period** | 40.1 | 36.9 |
| **Cash, cash equivalents and restricted cash at end of period [(1)]** | $ 42.5 | $ 38.6 |

KELLY SERVICES, INC. AND SUBSIDIARIES
**CONSOLIDATED STATEMENTS OF CASH FLOWS (continued)**
(UNAUDITED)
(In millions of dollars)

[(1)] The following table provides a reconciliation of cash, cash equivalents and restricted cash to the amounts reported in our consolidated balance sheets:

| | 26 Weeks Ended | |
|---|---|---|
| | June 30, 2019 | July 1, 2018 |
| Reconciliation of cash, cash equivalents and restricted cash: | | |
| Current assets: | | |
| Cash and cash equivalents | $ 37.2 | $ 33.9 |
| Restricted cash included in prepaid expenses and other current assets | 0.4 | 0.3 |
| Noncurrent assets: | | |
| Restricted cash included in other assets | 4.9 | 4.4 |
| Cash, cash equivalents and restricted cash at end of period | $ 42.5 | $ 38.6 |

See accompanying unaudited Notes to Consolidated Financial Statements.

**1. Basis of Presentation**

The accompanying unaudited consolidated financial statements of Kelly Services, Inc. (the "Company," "Kelly," "we" or "us") have been prepared in accordance with Rule 10-01 of Regulation S-X and do not include all the information and notes required by generally accepted accounting principles ("GAAP") for complete financial statements. In the opinion of management, all adjustments, including normal recurring adjustments, necessary for a fair statement of the results of the interim periods, have been made. The results of operations for such interim periods are not necessarily indicative of results of operations for a full year. The unaudited consolidated financial statements should be read in conjunction with the Company's consolidated financial statements and notes thereto for the fiscal year ended December 30, 2018, included in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 14, 2019 (the 2018 consolidated financial statements). The Company's second fiscal quarter ended on June 30, 2019 (2019) and July 1, 2018 (2018), each of which contained 13 weeks. The corresponding June year to date periods for 2019 and 2018 each contained 26 weeks.

Certain reclassifications have been made to the prior year's consolidated financial statements to conform to the current year's presentation.

**2. Revenue**

**Adoption of ASC Topic 606, Revenue from Contracts with Customers**
On January 1, 2018, we adopted Accounting Standards Codification ("ASC") Topic 606, Revenue from Contracts with Customers ("ASC 606"), using the modified retrospective method applied to those contracts which were not completed as of January 1, 2018. Results for reporting periods beginning after January 1, 2018 are presented under ASC 606, while prior period amounts are not adjusted and continue to be reported in accordance with our historic accounting under ASC 605.

We recorded a net increase to opening earnings invested in the business of $3.4 million as of January 1, 2018 due to the cumulative impact of adopting ASC 606. The impact is primarily driven by the deferral of contract costs related to our customer contracts of $5.2 million, partially offset by deferring revenue billed at a point in time for services performed over time of $0.6 million and a deferred tax liability of $1.2 million. As of and for year to date 2018, the consolidated financial statements were not materially impacted as a result of the application of Topic 606 compared to Topic 605.

**Revenue Recognition**
Revenues are recognized when control of the promised services is transferred to our customers, in an amount that reflects the consideration we expect to be entitled to in exchange for those services. Our revenues are recorded net of any sales, value added, or similar taxes collected from our customers. We generate revenue from: the hourly sales of services by our temporary employees to customers ("staffing solutions" revenue), the recruiting of permanent employees for our customers ("permanent placement" revenue), and through our talent fulfillment and outcome-based activities ("talent solutions" and "outcome-based services" revenue).

**Staffing Solutions Revenue**
Staffing solutions can be branch-delivered (Americas and EMEA regions) or centrally delivered (within Global Talent Solutions ("GTS")). Our Americas Staffing segment is organized to deliver services in a number of specialty staffing solutions, which are summarized as: commercial, specialized professional/technical ("PT") and educational staffing.

**Permanent Placement Revenue**
Permanent placement solutions can be branch-delivered (Americas and EMEA regions) or centrally delivered (within GTS). Our permanent placement revenue is recorded when the permanent placement candidate begins full-time employment. On the candidate start date, the customer accepts the candidate and can direct the use of the candidate as well as obtains the significant risk and rewards of the candidate. As such, we consider this the point the control transfers to the customer.

**Talent Solutions and Outcome-Based Services Revenue**
In addition to centrally delivered staffing services, our GTS segment also includes talent solutions (contingent workforce outsourcing "CWO", payroll process outsourcing "PPO" and recruitment process outsourcing "RPO") and outcome-based services (business process outsourcing "BPO", KellyConnect, career transition/outplacement services and talent advisory services).

The following table presents our segment revenues disaggregated by service type (in millions):

| | Second Quarter 2019 | Second Quarter 2018 | June Year to Date 2019 | June Year to Date 2018 |
|---|---|---|---|---|
| Branch-Delivered Staffing | | | | |
| Americas Staffing | | | | |
| Staffing Solutions | | | | |
| Commercial | $ 384.1 | $ 414.5 | $ 776.6 | $ 812.9 |
| Educational Staffing | 117.4 | 110.0 | 257.0 | 240.1 |
| Professional/Technical | 87.3 | 70.1 | 172.8 | 137.5 |
| Permanent Placement | 8.8 | 9.4 | 17.7 | 17.8 |
| Total Americas Staffing | 597.6 | 604.0 | 1,224.1 | 1,208.3 |
| International Staffing | | | | |
| Staffing Solutions | 261.7 | 279.1 | 513.9 | 556.0 |
| Permanent Placement | 6.4 | 7.5 | 13.1 | 15.3 |
| Total International Staffing | 268.1 | 286.6 | 527.0 | 571.3 |
| Global Talent Solutions | | | | |
| Talent Fulfillment | | | | |
| Staffing Solutions | 258.2 | 288.3 | 513.8 | 572.5 |
| Permanent Placement | 0.5 | 0.4 | 0.8 | 0.8 |
| Talent Solutions | 93.3 | 88.9 | 183.0 | 173.9 |
| Total Talent Fulfillment | 352.0 | 377.6 | 697.6 | 747.2 |
| Outcome-Based Services | 153.9 | 123.1 | 309.3 | 239.3 |
| Total Global Talent Solutions | 505.9 | 500.7 | 1,006.9 | 986.5 |
| Total Intersegment | (4.1) | (4.4) | (7.9) | (9.3) |
| Total Revenue from Services | $ 1,367.5 | $ 1,386.9 | $ 2,750.1 | $ 2,756.8 |

Our operations are subject to different economic and regulatory environments depending on geographic location. Our GTS segment operates in the Americas, EMEA and APAC regions. In the second quarter of 2019 and 2018, GTS made up $488.4 million and $483.9 million in total Americas, respectively, $10.9 million and $11.2 million in total EMEA, respectively, and the entire balance in APAC. For June year to date in 2019 and 2018, GTS made up $972.8 million and $952.5 million in total Americas, respectively, $22.0 million and $23.3 million in total EMEA, respectively, and the entire balance in APAC.

The below table presents our revenues disaggregated by geography (in millions):

| | Second Quarter | | June Year to Date | |
|---|---|---|---|---|
| | 2019 | 2018 | 2019 | 2018 |
| Americas | | | | |
| United States | $ 991.3 | $ 981.2 | $ 2,010.2 | $ 1,955.9 |
| Canada | 33.2 | 37.0 | 66.2 | 70.6 |
| Mexico | 29.7 | 30.0 | 57.2 | 60.4 |
| Puerto Rico | 19.6 | 26.2 | 38.8 | 46.0 |
| Brazil | 8.2 | 9.0 | 16.7 | 18.5 |
| Total Americas | 1,082.0 | 1,083.4 | 2,189.1 | 2,151.4 |
| | | | | |
| EMEA | | | | |
| France | 64.6 | 72.0 | 128.9 | 143.9 |
| Switzerland | 49.9 | 52.8 | 99.4 | 102.5 |
| Portugal | 46.7 | 51.2 | 91.5 | 102.3 |
| United Kingdom | 30.5 | 28.5 | 56.7 | 57.5 |
| Russia | 28.8 | 25.6 | 54.2 | 51.7 |
| Italy | 20.7 | 19.3 | 41.3 | 39.8 |
| Ireland | 10.9 | 11.7 | 21.0 | 23.0 |
| Germany | 9.9 | 14.8 | 21.0 | 31.2 |
| Other | 16.9 | 22.0 | 34.9 | 42.8 |
| Total EMEA | 278.9 | 297.9 | 548.9 | 594.7 |
| | | | | |
| Total APAC | 6.6 | 5.6 | 12.1 | 10.7 |
| | | | | |
| Total Kelly Services, Inc. | $ 1,367.5 | $ 1,386.9 | $ 2,750.1 | $ 2,756.8 |

**Deferred Costs**

Deferred sales commissions are paid at initial contract inception and upon contract renewal by our sales team. Deferred sales commissions, which are included in other assets in the consolidated balance sheet, were $1.8 million as of second quarter-end 2019 and $2.3 million as of year-end 2018. Amortization expense for the deferred costs for the second quarter and June year to date 2019 was $0.4 million and $0.9 million, respectively. Amortization expense for the deferred costs for the second quarter and June year to date 2018 was $0.4 million and $0.8 million, respectively.

Deferred fulfillment costs are incurred after obtaining a contract in order to generate a resource that will be used to provide our services. Deferred fulfillment costs, which are included in prepaid expenses and other current assets in the consolidated balance sheet, were $3.0 million as of second quarter-end 2019 and as of year-end 2018. Amortization expense for the deferred costs for the second quarter and June year to date 2019 was $3.1 million and $6.5 million, respectively. Amortization expense for the deferred costs for the second quarter and June year to date 2018 was $2.5 million and $4.6 million, respectively.

## 3. Acquisitions

In the first quarter of 2019, the Company acquired NextGen Global Resources LLC ("NextGen") and Global Technology Associates, LLC ("GTA"), as detailed below. We have accounted for these acquisitions under Accounting Standards Update ("ASU") 2017-01, Business Combinations.

### NextGen Global Resources

On January 2, 2019, the Company acquired 100% of the membership interests of NextGen, a leading provider of telecommunications, wireless and connected technology staffing solutions, for a purchase price of $51.0 million. Under terms of the purchase agreement, the purchase price was adjusted for cash held by NextGen at the closing date and estimated working capital adjustments resulting in the Company paying cash of $54.3 million. Due to the limited amount of time that has passed since acquiring NextGen, the purchase price allocation for this acquisition is preliminary and could change.

This acquisition will increase our market share in the telecommunications, wireless and connected technology markets within our engineering solutions in the U.S. NextGen's results of operations are included in the Americas Staffing segment for the 2019 second quarter and June year-to-date periods.

The following table summarizes the estimated fair values of the assets acquired and liabilities assumed as of the date of the acquisition (in millions of dollars):

| | | |
|---|---|---|
| Cash | $ | 3.5 |
| Trade accounts receivable | | 19.7 |
| Other current assets | | 0.3 |
| Goodwill | | 13.7 |
| Intangibles | | 21.5 |
| Other noncurrent assets | | 0.5 |
| Current liabilities | | (4.9) |
| Purchase price paid, including working capital adjustments | $ | 54.3 |

Included in the assets purchased in the NextGen acquisition was approximately $21.5 million of intangible assets, made up of $12.9 million in customer relationships, $8.1 million associated with NextGen's trade name and $0.5 million for non-compete agreements. The customer relationships will be amortized over 10 years with no residual value, the trade name will be amortized over 15 years with no residual value and the non-compete agreements will be amortized over five years with no residual value. Goodwill generated from this acquisition is primarily attributable to the market potential as a staffing solutions provider to the expanding telecommunications industry, and is assigned to the Americas Staffing reporting unit (see Goodwill footnote). All of the goodwill is expected to be deductible for tax purposes.

### Global Technology Associates

On January 2, 2019, in a separate transaction, the Company acquired 100% of the membership interests of GTA, a leading provider of engineering, technology and business consulting solutions in the telecommunications industry, for a purchase price of $34.0 million. Under terms of the purchase agreement, the purchase price was adjusted for cash held by GTA at the closing date and estimated working capital adjustments resulting in the Company paying cash of $35.7 million. Due to the limited amount of time that has passed since acquiring GTA, the purchase price allocation for this acquisition is preliminary and could change.

This acquisition will increase our market share in the engineering solutions market in the U.S. within the telecommunications and connectivity space. GTA's results of operations are included in the GTS segment for the 2019 second quarter and June year-to-date periods.

The following table summarizes the estimated fair values of the assets acquired and liabilities assumed as of the date of the acquisition (in millions of dollars):

| | | |
|---|---|---|
| Cash | $ | 0.1 |
| Trade accounts receivable | | 13.9 |
| Other current assets | | 0.1 |
| Goodwill | | 6.8 |
| Intangibles | | 17.3 |
| Other noncurrent assets | | 0.4 |
| Current liabilities | | (2.9) |
| Purchase price paid, including working capital adjustments | $ | 35.7 |

Included in the assets purchased in the GTA acquisition was approximately $17.3 million of intangible assets, made up of $12.1 million in customer relationships, $4.0 million associated with GTA's trade name and $1.2 million for non-compete agreements. The customer relationships will be amortized over 10 years with no residual value, the trade name will be amortized over 15 years with no residual value and the non-compete agreements will be amortized over five years with no residual value. Goodwill generated from this acquisition is primarily attributable to the market potential as a solutions provider to the expanding telecommunications industry, and is assigned to the GTS reporting unit (see Goodwill footnote). All of the goodwill is expected to be deductible for tax purposes.

**Pro Forma Information**

Our consolidated revenues and net earnings for the second quarter 2019 included $22.7 million and $1.5 million, respectively, from NextGen and $16.7 million and $1.7 million, respectively, from GTA. Our consolidated revenues and net earnings for June year to date 2019 included $42.9 million and $2.4 million, respectively, from NextGen and $32.4 million and $2.5 million, respectively, from GTA. The following unaudited pro forma information presents a summary of the operating results as if the NextGen and GTA acquisitions had been completed as of January 1, 2018 (in millions of dollars, except per share data):

| | Second Quarter | | June Year to Date | |
|---|---|---|---|---|
| | 2019 | 2018 | 2019 | 2018 |
| Pro forma revenues | $ 1,367.5 | $ 1,410.9 | $ 2,750.1 | $ 2,801.3 |
| Pro forma net earnings | 83.8 | (14.6) | 105.9 | 15.0 |
| Pro forma basic earnings per share | 2.12 | (0.38) | 2.69 | 0.38 |
| Pro forma diluted earnings per share | 2.12 | (0.38) | 2.68 | 0.38 |

Due to the date of the acquisitions, there were no adjustments for the second quarter and June year to date 2019 pro forma results. For the second quarter of 2018, NextGen pro forma revenues and net earnings were $15.6 million and $0.5 million, respectively, and GTA pro forma revenues and net earnings were $8.4 million and $0.3 million, respectively. For June year to date 2018, NextGen pro forma revenues and net earnings were $28.2 million and $0.6 million, respectively, and GTA pro forma revenues and net earnings were $16.3 million and $0.7 million, respectively.

The pro forma results for the second quarter and June year to date 2018 reflect amortization of the intangible assets, applicable taxes and adjustments for the accounting for revenue under ASC 606, none of which had a material impact on the pro forma results. The unaudited pro forma information presented has been prepared for comparative purposes only and is not necessarily indicative of the results of operations as they would have been had the acquisitions occurred on the assumed dates, nor is it necessarily an indication of future operating results.

**4. Investment in Persol Holdings**

The Company has a yen-denominated investment in the common stock of Persol Holdings, a leading integrated human resource company in Japan and the Company's joint venture partner in PersolKelly Asia Pacific. As our investment is a noncontrolling interest in Persol Holdings, this investment is recorded at fair value based on the quoted market price of Persol Holdings stock on the Tokyo Stock Exchange as of the period end (see Fair Value Measurements footnote). The Company adopted ASU 2016-01 and as a result, effective January 1, 2018, all changes in fair value on the investment are recognized in net earnings which previously were recorded in other comprehensive income (loss). A cumulative catch-up adjustment of the prior net unrealized gains previously recorded in other comprehensive income (loss), and in accumulated other comprehensive income (loss), a component of stockholders' equity, was recorded in earnings invested in the business as of January 1, 2018 for $140.0 million, net of $69.9 million of taxes.

For the second quarter and June year to date 2019, a gain on the investment of $61.2 million and $74.4 million, respectively, was recorded in gain (loss) on investment in Persol Holdings in the consolidated statements of earnings. For the second quarter and June year to date 2018, a loss on the investment of $52.5 million and $28.8 million, respectively, was recorded in gain (loss) on investment in Persol Holdings in the consolidated statements of earnings.

**5. Investment in PersolKelly Asia Pacific**

The Company has a 49% ownership interest in PersolKelly Asia Pacific, a staffing solutions business operating in more than 10 countries in the Asia-Pacific region. The operating results of the Company's interest in PersolKelly Asia Pacific are accounted for on a one-quarter lag under the equity method and are reported in equity in net earnings (loss) of affiliate in the consolidated statements of earnings. This investment is evaluated for indicators of impairment on a periodic basis or whenever events or circumstances indicate the carrying amount may be other-than-temporarily impaired. If we conclude that there is an other-than-temporary impairment of this equity investment, we will adjust the carrying amount of the investment to the current fair value.

The investment in equity affiliate on the Company's consolidated balance sheet totaled $122.0 million as of second quarter-end 2019 and $121.3 million as of year-end 2018. The net amount due from PersolKelly Asia Pacific, a related party, was $6.4 million as of the second quarter-end 2019 and $10.2 million as of year-end 2018. Included in both balances is a loan made to PersolKelly Asia Pacific in 2018 for $7.0 million to fund working capital requirements as a result of their sustained revenue growth, which is included in other assets in the consolidated balance sheet. The amount included in trade accounts payable for staffing services provided by PersolKelly Asia Pacific as a supplier to CWO programs was $0.0 million as of second quarter-end 2019 and $0.2 million as of year-end 2018.

Subsequent to the end of second quarter of 2019, the Company made loans, proportionate to its 49% ownership, totaling $4.4 million to PersolKelly Asia Pacific to fund additional working capital requirements.

**6. Fair Value Measurements**

Trade accounts receivable, short-term borrowings, accounts payable, accrued liabilities and accrued payroll and related taxes approximate their fair values due to the short-term maturities of these assets and liabilities.

**Assets Measured at Fair Value on a Recurring Basis**

The following tables present assets measured at fair value on a recurring basis in the consolidated balance sheet as of second quarter-end 2019 and year-end 2018 by fair value hierarchy level, as described below.

Level 1 measurements consist of unadjusted quoted prices in active markets for identical assets or liabilities. Level 2 measurements include quoted prices in markets that are not active or model inputs that are observable either directly or indirectly for substantially the full term of the asset or liability. Level 3 measurements include significant unobservable inputs.

| Description | Fair Value Measurements on a Recurring Basis As of Second Quarter-End 2019 | | | |
|---|---|---|---|---|
| | Total | Level 1 | Level 2 | Level 3 |
| | (In millions of dollars) | | | |
| Money market funds | $ 4.8 | $ 4.8 | $ — | $ — |
| Investment in Persol Holdings | 213.7 | 213.7 | — | — |
| Total assets at fair value | $ 218.5 | $ 218.5 | $ — | $ — |

| Description | Fair Value Measurements on a Recurring Basis As of Year-End 2018 | | | |
|---|---|---|---|---|
| | Total | Level 1 | Level 2 | Level 3 |
| | (In millions of dollars) | | | |
| Money market funds | $ 4.6 | $ 4.6 | $ — | $ — |
| Investment in Persol Holdings | 135.1 | 135.1 | — | — |
| Total assets at fair value | $ 139.7 | $ 139.7 | $ — | $ — |

Money market funds as of second quarter-end 2019 and year-end 2018 represent investments in money market accounts, all of which are restricted as to use and included in other assets in the consolidated balance sheet. The money market funds that are restricted as to use account for the majority of our restricted cash balance and represents cash balances that are required to be maintained to fund disability claims in California. The valuations of money market funds were based on quoted market prices of those accounts as of the respective period end.

The valuation of the investment in Persol Holdings is based on the quoted market price of Persol Holdings stock on the Tokyo Stock Exchange as of the period end, and the related changes in fair value are recorded in the consolidated statements of earnings (see Investment in Persol Holdings footnote). The cost of this yen-denominated investment, which fluctuates based on foreign exchange rates, was $19.2 million as of the second quarter-end 2019 and $18.8 million at year-end 2018.

**Equity Investment Without Readily Determinable Fair Value**

The Company has a minority investment in Business Talent Group, LLC, which is included in other assets in the consolidated balance sheet. This investment is measured using the measurement alternative for equity investments without a readily determinable fair value. The measurement alternative represents cost, less impairment, plus or minus observable price changes. The carrying amount of $5.0 million as of the second quarter-end 2019 and year-end 2018 represents the purchase price. There have been no adjustments to the carrying amount or impairments.

During second quarter of 2019, the Company made an additional $1.0 million minority investment in Kenzie Academy Inc., which is included in other assets in the consolidated balance sheet. This investment is also measured using the measurement alternative for equity investments without a readily determinable fair value as described above. As of the second quarter end 2019, the investment totaled $1.3 million, representing total cost plus observable price changes to date.

## 7. Restructuring

In the first quarter of 2019, the Company took restructuring actions to transform operations in order to drive growth and operational effectiveness primarily in the U.S. branch-based staffing operations.

Restructuring costs incurred in 2019 totaled $5.7 million, all of which is within the Americas Staffing segment. The restructuring costs, which are all severance related, were recorded in selling, general and administrative (“SG&A”) expenses in the consolidated statements of earnings.

A summary of the global restructuring balance sheet accrual, included in accrued payroll and related taxes, is detailed below (in millions of dollars).

| | | |
|---|---|---|
| Balance as of year-end 2018 | $ | — |
| Additions charged to Americas Staffing | | 6.3 |
| Reductions for cash payments | | (0.2) |
| Balance as of first quarter-end 2019 | | 6.1 |
| Reductions for cash payments | | (3.1) |
| Accrual adjustments | | (0.6) |
| Balance as of second quarter-end 2019 | $ | 2.4 |

The remaining balance of $2.4 million as of second quarter-end 2019 represents severance costs, and the majority is expected to be paid by the end of 2019. No material adjustments are expected to be recorded.

**8. Goodwill**

The changes in the carrying amount of goodwill as of second quarter-end 2019 are included in the table below. See Acquisitions footnote for a description of the additions to goodwill in the first quarter of 2019.

| | As of Year-End 2018 | Additions to Goodwill | As of Second Quarter-End 2019 |
|---|---|---|---|
| | (In millions of dollars) | | |
| Americas Staffing | $ 44.8 | $ 13.7 | $ 58.5 |
| Global Talent Solutions | 62.5 | 6.8 | 69.3 |
| | $ 107.3 | $ 20.5 | $ 127.8 |

## 9. Accumulated Other Comprehensive Income (Loss)

The changes in accumulated other comprehensive income (loss) by component, net of tax, for the second quarter and June year to date 2019 and 2018 are included in the table below. Amounts in parentheses indicate debits. See Investment in Persol Holdings footnote for a description of the cumulative-effect adjustment from the adoption of ASU 2016-01.

| | Second Quarter | | June Year to Date | |
|---|---|---|---|---|
| | 2019 | 2018 | 2019 | 2018 |
| | (In millions of dollars) | | | |
| Foreign currency translation adjustments: | | | | |
| Beginning balance | $ (17.2) | $ 7.1 | $ (15.7) | $ (6.9) |
| Other comprehensive income (loss) before reclassifications | 6.9 | (14.8) | 5.4 | (0.8) |
| Amounts reclassified from accumulated other comprehensive income (loss) | — | — | — | — |
| Net current-period other comprehensive income (loss) | 6.9 | (14.8) | 5.4 | (0.8) |
| Ending balance | (10.3) | (7.7) | (10.3) | (7.7) |
| | | | | |
| Unrealized gains and losses on investment: | | | | |
| Beginning balance | — | — | — | 140.0 |
| Cumulative-effect adjustment from adoption of ASU 2016-01, Financial Instruments | — | — | — | (140.0) |
| Other comprehensive income (loss) before reclassifications | — | — | — | — |
| Amounts reclassified from accumulated other comprehensive income (loss) | — | — | — | — |
| Net current-period other comprehensive income (loss) | — | — | — | (140.0) |
| Ending balance | — | — | — | — |
| | | | | |
| Pension liability adjustments: | | | | |
| Beginning balance | (1.4) | (2.3) | (1.4) | (2.3) |
| Other comprehensive income (loss) before reclassifications | — | — | — | — |
| Amounts reclassified from accumulated other comprehensive income (loss) | — | — | — | — |
| Net current-period other comprehensive income (loss) | — | — | — | — |
| Ending balance | (1.4) | (2.3) | (1.4) | (2.3) |
| | | | | |
| Total accumulated other comprehensive income (loss) | $ (11.7) | $ (10.0) | $ (11.7) | $ (10.0) |

## 10. Earnings Per Share

The reconciliation of basic and diluted earnings (loss) per share on common stock for the second quarter and June year to date 2019 and 2018 follows (in millions of dollars except per share data):

| | Second Quarter | | June Year to Date | |
|---|---|---|---|---|
| | 2019 | 2018 | 2019 | 2018 |
| Net earnings (loss) | $ 83.8 | $ (15.4) | $ 105.9 | $ 13.7 |
| Less: earnings allocated to participating securities | (0.8) | — | (1.0) | (0.2) |
| Net earnings (loss) available to common shareholders | $ 83.0 | $ (15.4) | $ 104.9 | $ 13.5 |
| Average shares outstanding (millions): | | | | |
| Basic | 39.1 | 38.8 | 39.0 | 38.7 |
| Dilutive share awards | 0.1 | — | 0.2 | 0.1 |
| Diluted | 39.2 | 38.8 | 39.2 | 38.8 |
| Basic earnings (loss) per share | $ 2.12 | $ (0.40) | $ 2.69 | $ 0.35 |
| Diluted earnings (loss) per share | $ 2.12 | $ (0.40) | $ 2.68 | $ 0.35 |

Potentially dilutive shares outstanding are primarily related to performance shares for the second quarter and June year to date 2019 and 2018.

Dividends paid per share for Class A and Class B common stock were $0.075 for the second quarter 2019 and 2018 and $0.15 for June year to date 2019 and 2018.

## 11. Stock-Based Compensation

For the second quarter of 2019, the Company recognized stock compensation expense of $2.0 million, and related tax benefit of $0.3 million. For the second quarter of 2018, the Company recognized stock compensation expense of $2.2 million, and related tax benefit of $0.5 million. For June year to date 2019, the Company recognized stock compensation expense of $5.2 million, and related tax benefit of $0.7 million. For June year to date 2018, the Company recognized stock compensation expense of $4.7 million, and related tax benefit of $3.2 million.

### Performance Shares

*2019 Grant*

During 2019, the Company granted performance awards associated with the Company’s Class A common stock to certain senior officers. The payment of performance shares, which will be satisfied with the issuance of shares out of treasury stock, is contingent upon the achievement of two financial goals at the end of a three-year performance period. These awards will cliff vest after the approval by the Compensation Committee, if not forfeited by the recipient. No dividends are paid on these performance shares.

The 2019 financial measure performance awards were granted with a market condition in the form of a relative Total Shareholder Return (“TSR”) modifier, which could impact the number of shares earned as determined at the end of the performance period. The number of shares earned based on financial measures’ results will be reduced, increased or remain the same based on the Company’s TSR relative to the S&P SmallCap 600 Index. The maximum number of performance shares that may be earned is 200% of the target shares originally granted and the TSR modifier will not increase payouts above the maximum.

The 2019 performance awards have an estimated fair value of $25.58 per share, which was determined using a Monte Carlo valuation model incorporating assumptions for inputs of expected stock price volatility, dividend yield and risk-free interest rate.

*2018 and 2017 Grants*

For the 2018 and 2017 financial measure performance awards, the annual goals are set in February of each year, with the total award payout for 2018 grants based on a cumulative measure of the 2018, 2019 and 2020 goals and for 2017 grants based on a cumulative measure of the 2017, 2018 and 2019 goals. Accordingly, the Company remeasures the fair value of the 2018 and 2017 financial measure performance shares each reporting period until the third year goals are set, after which the grant date fair value will be fixed for the remaining performance period. As of second quarter-end 2019, the current fair value for the 2018 financial measure performance shares was $25.35 per share. During the first quarter 2019, the final year of goals was set for the performance shares granted in 2017 and the grant date fair value for the 2017 financial measure performance shares was set at $23.76 per share. The grant date fair value per share will remain fixed for the remaining performance period.

A summary of the status of all nonvested performance shares at target as of second quarter-end 2019 and year-to-date changes is presented as follows below (in thousands of shares except per share data). The majority of the vested shares below is related to the 2016 performance share grant, which cliff-vested after approval from the Compensation Committee during the first quarter of 2019.

| | Financial Measure Performance Shares | | TSR Performance Shares | |
|---|---|---|---|---|
| | Shares | Weighted Average Grant Date Fair Value | Shares | Weighted Average Grant Date Fair Value |
| Nonvested at year-end 2018 | 481 | $ 23.58 | 173 | $ 23.56 |
| Granted | 250 | 25.38 | — | — |
| Vested | (188) | 28.05 | (55) | 19.73 |
| Forfeited | — | — | — | — |
| Nonvested at second quarter-end 2019 | 543 | $ 25.08 | 118 | $ 25.35 |

**Restricted Stock**

A summary of the status of nonvested restricted stock as of second quarter-end 2019 and year-to-date changes is presented as follows below (in thousands of shares except per share data).

| | Shares | Weighted Average Grant Date Fair Value |
|---|---|---|
| Nonvested at year-end 2018 | 356 | $ 23.44 |
| Granted | 179 | 24.77 |
| Vested | (101) | 22.70 |
| Forfeited | (30) | 23.72 |
| Nonvested at second quarter-end 2019 | 404 | $ 24.20 |

**12. Sale of Assets**

During the second quarter of 2019, the Company sold unused land located near the Company headquarters. The gain on the sale of assets in the consolidated statement of earnings for the second quarter and June year to date 2019 includes the excess of the $11.7 million sale proceeds over the cost of the parcel. The gain on sale of assets also includes proceeds of $2.1 million from the transfer of customer contracts related to the Company's legal specialty operations to a third party during the second quarter of 2019.

## 13. Other Income (Expense), Net

Included in other income (expense), net for the second quarter and June year to date 2019 and 2018 are the following:

| | Second Quarter | | June Year to Date | |
|---|---|---|---|---|
| | 2019 | 2018 | 2019 | 2018 |
| | (In millions of dollars) | | | |
| Interest income | $ 0.2 | $ 0.2 | $ 0.4 | $ 0.4 |
| Interest expense | (1.2) | (0.8) | (2.3) | (1.6) |
| Dividend income | 1.3 | 0.8 | 1.3 | 0.8 |
| Foreign exchange losses (gains) | (0.1) | 0.4 | (0.7) | (0.7) |
| Other | — | — | 0.4 | — |
| Other income (expense), net | $ 0.2 | $ 0.6 | $ (0.9) | $ (1.1) |

## 14. Income Taxes

Income tax expense was $12.7 million (a 13.2% effective tax rate) for the second quarter of 2019 and income tax benefit was $15.6 million (a 49.6% effective tax rate) for the second quarter of 2018. Income tax expense was $19.1 million (a 15.3% effective tax rate) for June year to date 2019 and income tax benefit was $9.2 million (a (366.2%) effective tax rate) for June year to date 2018. These amounts were impacted by changes in the fair value of the Company’s investment in Persol Holdings, which resulted in a charge of $18.7 million for the second quarter of 2019 and $22.8 million for June year to date 2019, compared to a benefit of $16.2 million for the second quarter of 2018 and $8.9 million for June year to date 2018. The second quarter of 2019 benefitted by $14.3 million from the release of a valuation allowance in the United Kingdom, offset by a $3.9 million charge for recording a valuation allowance in Germany.

Our tax expense is affected by recurring items, such as the amount of pretax income and its mix by jurisdiction, U.S. work opportunity credits and the change in cash surrender value of non-taxable investments in life insurance policies. It is also affected by discrete items that may occur in any given period but are not consistent from period to period, such as tax law changes, changes in judgment regarding the realizability of deferred tax assets, the tax effects of stock compensation, and changes in the fair value of the Company’s investment in Persol Holdings, which are treated as discrete since they cannot be estimated.

The work opportunity credit program is a temporary provision in the U.S. tax law and expires for employees hired after 2019. While the program has routinely been extended, it is uncertain whether it will again be extended. In the event the program is not renewed, we will continue to receive credits for qualified employees hired prior to 2020.

## 15. Leases

At the beginning of the first quarter of 2019, we adopted ASC 842, Leases, using an optional transition method which allowed us to adopt the new lease standard at the adoption date, as compared to the beginning of the earliest period presented, and recognize a cumulative-effect adjustment to the beginning balance of earnings invested in the business in the period of adoption. We elected the package of practical expedients permitted under the transition guidance, which allowed us to carry forward our historical lease classification, our assessment on whether a contract is or contains a lease, and our initial direct costs for any leases that existed prior to adoption of the new standard. We also elected to combine lease and non-lease components, to keep leases with an initial term of 12 months or less off the consolidated balance sheet and recognize the associated lease payments in the consolidated statements of earnings on a straight-line basis over the lease term.

The Company has operating and financing leases for field offices and various equipment. Our leases have remaining lease terms of one year to 10 years. We determine if an arrangement is a lease at inception.

We recorded $74.1 million of right-of-use (“ROU”) assets within operating lease right-of-use assets, $19.8 million of current lease liabilities within operating lease liabilities, current and $54.3 million of noncurrent lease liabilities within operating lease liabilities, noncurrent in the consolidated balance sheet on the date of adoption. No adjustment to the beginning balance of earnings invested in the business was necessary as a result of adopting this standard.

ROU assets represent our right to use an underlying asset for the lease term and lease liabilities represent our obligation to make lease payments arising from the lease. Operating lease ROU assets and liabilities are recognized at commencement date based on the present value of lease payments over the lease term. Since most of the Company's leases do not have an implicit borrowing rate, we use our incremental borrowing rate based on the information available at commencement date in determining the present value of lease payments. Our leases may include options allowing us in our sole discretion to extend or terminate the lease, and when it is reasonably certain that we will exercise those options, we will include those periods in our lease term. Variable costs, such as payments for insurance and tax payments, are expensed when the obligation for those payments is incurred.

The components of lease expense were as follows (in millions of dollars):

| Description | Statement of Earnings Location | Second Quarter 2019 | June Year to Date 2019 |
|---|---|---|---|
| Operating lease cost | Selling, general and administrative expenses | $ 6.7 | $ 13.7 |
| Short-term lease cost | Selling, general and administrative expenses | 0.9 | 1.6 |
| Variable lease cost | Selling, general and administrative expenses | 1.7 | 3.5 |
| Total lease cost | | $ 9.3 | $ 18.8 |

Supplemental consolidated balance sheet information related to leases was as follows (in millions of dollars):

| Description | Balance Sheet Location | As of Second Quarter-End 2019 |
|---|---|---|
| ROU Assets: | | |
| Operating | Operating lease right-of-use assets | $ 66.9 |
| Financing | Property and equipment | 1.7 |
| Total lease assets | | $ 68.6 |
| | | |
| ROU Liabilities: | | |
| Operating - current | Operating lease liabilities, current | $ 20.3 |
| Financing - current | Accounts payable and accrued liabilities | 0.4 |
| Operating - noncurrent | Operating lease liabilities, noncurrent | 49.3 |
| Financing - noncurrent | Other long-term liabilities | 1.1 |
| Total lease liabilities | | $ 71.1 |

Weighted average remaining lease terms and discount rates for June year to date 2019 was as follows:

| | June Year to Date 2019 |
|---|---|
| Weighted average remaining lease term (years): | |
| Operating leases | 4.1 |
| Financing leases | 3.9 |
| Weighted average discount rate: | |
| Operating leases | 5.9% |
| Financing leases | 5.1% |

Other information related to leases was as follows (in millions of dollars):

| | Second Quarter 2019 | June Year to Date 2019 |
|---|---|---|
| Cash paid for amounts included in the measurement of lease liabilities: | | |
| Operating cash flows from operating leases | $ 6.6 | $ 13.5 |
| Financing cash flows from financing leases | 0.2 | 0.2 |
| | | |
| ROU assets obtained in exchange for new lease obligations: | | |
| Operating leases | $ 2.7 | $ 4.0 |
| Financing leases | 0.8 | 1.7 |

Maturities of lease liabilities as of second quarter-end 2019 were as follows (in millions of dollars):

| | Operating Leases | Financing Leases |
|---|---|---|
| 2019, remaining | $ 12.7 | $ 0.2 |
| 2020 | 21.5 | 0.5 |
| 2021 | 17.2 | 0.5 |
| 2022 | 12.0 | 0.5 |
| 2023 | 6.8 | — |
| 2024 | 3.8 | — |
| Thereafter | 4.3 | — |
| Total future lease payments | 78.3 | 1.7 |
| Less: Imputed interest | 8.6 | 0.2 |
| Total | $ 69.7 | $ 1.5 |

Maturities of operating leases accounted for under ASC 840 as of year-end 2018 were as follows (in millions of dollars):

| | |
|---|---|
| Fiscal year: | |
| 2019 | $ 26.7 |
| 2020 | 20.4 |
| 2021 | 15.2 |
| 2022 | 9.8 |
| 2023 | 4.7 |
| Later years | 4.9 |
| | |
| Total | $ 81.7 |

**16. Contingencies**

The Company is continuously engaged in litigation, threatened litigation, or investigations arising in the ordinary course of its business, such as matters alleging auto liability, employment discrimination, wage and hour violations, claims for indemnification or liability, or violations of privacy rights, anti-competition regulations, breach of contract and claims or actions related to customer or supplier bankruptcy proceedings or insolvency actions, which could result in a material adverse outcome. We record accruals for loss contingencies when we believe it is probable that a liability has been incurred and the amount of loss can be reasonably estimated. Such accruals are recorded in accounts payable and accrued liabilities and in accrued workers' compensation and other claims in the consolidated balance sheet. At second quarter-end 2019 and year-end 2018, the gross accrual for litigation costs amounted to $11.0 million and $12.8 million, respectively.

The Company maintains insurance coverage which may cover certain claims. When claims exceed the applicable loss limit and realization of recovery of the claim from existing insurance policies is deemed probable, the Company records receivables from the insurance company for the excess amount, which are included in prepaid expenses and other current assets in the consolidated balance sheet. At second quarter-end 2019 and year-end 2018, the related insurance recoveries amounted to $4.6 million and $6.1 million, respectively.

The Company estimates the aggregate range of reasonably possible losses, in excess of amounts accrued, is $0.1 million to $3.7 million as of second quarter-end 2019. This range includes matters where a liability has been accrued but it is reasonably possible that the ultimate loss may exceed the amount accrued and for matters where a loss is believed to be reasonably possible, but a liability has not been accrued. The aggregate range only represents matters in which we are currently able to estimate a range of loss and does not represent our maximum loss exposure. The estimated range is subject to significant judgment and a variety of assumptions and only based upon currently available information. For other matters, we are currently not able to estimate the reasonably possible loss or range of loss.

While the ultimate outcome of these matters cannot be predicted with certainty, we believe that the resolution of any such proceedings will not have a material adverse effect on our financial condition, results of operations or cash flows.

We are also currently engaged in litigation with a customer over a disputed accounts receivable balance for services rendered, which is recorded as a long-term receivable in other assets in the consolidated balance sheet. While we believe the balance of approximately $10 million is collectible, there is a reasonably possible risk of an unfavorable outcome.

## 17. Segment Disclosures

The Company’s segments are based on the organizational structure for which financial results are regularly evaluated by the Company’s chief operating decision-maker (the Company’s CEO) to determine resource allocation and assess performance. The Company’s three reportable segments, (1) Americas Staffing, (2) GTS and (3) International Staffing, reflect how the Company delivers services to customers and how its business is organized internally. Intersegment revenue represents revenue earned between the reportable segments and is eliminated from total segment revenue from services.

Americas Staffing represents the Company’s branch-delivered staffing business in the U.S., Canada, Puerto Rico, Mexico and Brazil. International Staffing represents the EMEA region branch-delivered staffing business. Americas Staffing and International Staffing both deliver temporary staffing, as well as direct-hire placement services, in office-clerical, light industrial, and professional/technical specialties within their geographic regions. Americas Staffing also includes educational staffing in the U.S.

GTS combines the delivery structure of the Company’s outsourcing and consulting group and centrally delivered staffing business. It reflects the trend of customers towards the adoption of holistic talent solutions which combine contingent labor, full-time hiring and outsourced services. GTS includes centrally delivered staffing, RPO, CWO, BPO, PPO, KellyConnect, career transition/outplacement services and talent advisory services.

Corporate expenses that directly support the operating units have been allocated to Americas Staffing, GTS and International Staffing based on work effort, volume or, in the absence of a readily available measurement process, proportionately based on gross profit realized. Unallocated corporate expenses include those related to incentive compensation, law and risk management, certain finance and accounting functions, executive management, corporate campus facilities, IT production support, certain legal costs and expenses related to corporate initiatives that do not directly benefit a specific operating segment.

The following tables present information about the reported revenue from services and gross profit of the Company by segment, along with a reconciliation to consolidated earnings (loss) before taxes and equity in net earnings (loss) of affiliate, for the second quarter and June year to date 2019 and 2018. Asset information by reportable segment is not presented, since the Company does not produce such information internally nor does it use such data to manage its business.

| | Second Quarter | | June Year to Date | |
|---|---|---|---|---|
| | 2019 | 2018 | 2019 | 2018 |
| | (In millions of dollars) | | | |
| Revenue from Services: | | | | |
| Americas Staffing | $ 597.6 | $ 604.0 | $ 1,224.1 | $ 1,208.3 |
| Global Talent Solutions | 505.9 | 500.7 | 1,006.9 | 986.5 |
| International Staffing | 268.1 | 286.6 | 527.0 | 571.3 |
| Less: Intersegment revenue | (4.1) | (4.4) | (7.9) | (9.3) |
| Consolidated Total | $ 1,367.5 | $ 1,386.9 | $ 2,750.1 | $ 2,756.8 |

| | Second Quarter | | June Year to Date | |
|---|---|---|---|---|
| | 2019 | 2018 | 2019 | 2018 |
| | (In millions of dollars) | | | |
| Earnings from Operations: | | | | |
| Americas Staffing gross profit | $ 108.8 | $ 108.5 | $ 226.0 | $ 216.5 |
| Americas Staffing SG&A expenses | (93.2) | (90.7) | (194.4) | (182.6) |
| Americas Staffing Earnings from Operations | 15.6 | 17.8 | 31.6 | 33.9 |
| Global Talent Solutions gross profit | 99.7 | 92.7 | 200.1 | 184.5 |
| Global Talent Solutions SG&A expenses | (74.3) | (75.0) | (149.0) | (150.8) |
| Global Talent Solutions Earnings from Operations | 25.4 | 17.7 | 51.1 | 33.7 |
| International Staffing gross profit | 36.1 | 39.9 | 70.7 | 79.0 |
| International Staffing SG&A expenses | (32.6) | (33.5) | (63.9) | (67.6) |
| International Staffing Earnings from Operations | 3.5 | 6.4 | 6.8 | 11.4 |
| Less: Intersegment gross profit | (0.6) | (0.6) | (1.2) | (1.3) |
| Less: Intersegment SG&A expenses | 0.6 | 0.6 | 1.2 | 1.3 |
| Net Intersegment Activity | — | — | — | — |
| Corporate | (9.7) | (21.5) | (37.9) | (46.6) |
| Consolidated Total | 34.8 | 20.4 | 51.6 | 32.4 |
| Gain (loss) on investment in Persol Holdings | 61.2 | (52.5) | 74.4 | (28.8) |
| Other income (expense), net | 0.2 | 0.6 | (0.9) | (1.1) |
| Earnings (loss) before taxes and equity in net earnings (loss) of affiliate | $ 96.2 | $ (31.5) | $ 125.1 | $ 2.5 |

## 18. New Accounting Pronouncements

### Recently Adopted

In June 2018, the Financial Accounting Standards Board ("FASB") issued ASU 2018-07 simplifying the accounting for nonemployee share-based payment awards by expanding the scope of ASC Topic 718, Compensation - Stock Compensation, to include share-based payment transactions for acquiring goods and services from nonemployees. Under the new standard, most of the guidance on stock compensation payments to nonemployees would be aligned with the requirements for share-based payments granted to employees. The ASU is effective for annual reporting periods beginning after December 15, 2018, including interim reporting periods within those annual reporting periods, with early adoption permitted. The adoption of this guidance did not have a material impact on our consolidated financial statements and related disclosures.

In January 2017, the FASB issued ASU 2017-04 simplifying the accounting for goodwill impairment for all entities. The new guidance eliminates the requirement to calculate the implied fair value of goodwill (Step 2 of the current two-step goodwill impairment test under ASC 350). Instead, entities will record an impairment charge based on the excess of a reporting unit's carrying amount over its fair value (Step 1 of the current two-step goodwill impairment test). The ASU is effective prospectively for reporting periods beginning after December 15, 2019, with early adoption permitted for annual and interim goodwill impairment testing dates after January 1, 2017. We elected to early adopt ASU-2017-04 as of year-end 2018 and the adoption of this ASU did not have an impact on our goodwill impairment testing process or our consolidated financial statements.

In February 2016, the FASB issued ASU 2016-02 amending the existing accounting standards for lease accounting and requiring lessees to recognize lease assets and lease liabilities for all leases with lease terms of more than 12 months, including those classified as operating leases. Both the asset and liability will initially be measured at the present value of the future minimum lease payments, with the asset being subject to adjustments such as initial direct costs. Consistent with current U.S. GAAP, the presentation of expenses and cash flows will depend primarily on the classification of the lease as either a finance or an operating lease. The new standard also requires additional quantitative and qualitative disclosures regarding the amount, timing and uncertainty of cash flows arising from leases in order to provide additional information about the nature of an organization's leasing activities. An additional optional transition method to adopt the new lease standard at the adoption date, as compared to the beginning of the earliest period presented, and recognize a cumulative-effect adjustment to the beginning balance of retained earnings in the period of adoption is allowed. We adopted this guidance with the optional transition method effective December 31, 2018. See Leases footnote for the impact on the consolidated financial statements.

### Not Yet Adopted

In August 2018, the FASB issued ASU 2018-15, which aligns the requirements for capitalizing implementation costs incurred in a hosting arrangement that is a service contract with the requirements for capitalizing implementation costs incurred to develop or obtain internal-use software (and hosting arrangements that include an internal-use software license). The ASU is effective for annual reporting periods beginning after December 15, 2019, including interim reporting periods within those annual periods, with early adoption permitted. Entities have the option to apply the guidance prospectively to all implementation costs incurred after the date of adoption or retrospectively. We are currently evaluating the impact of the new guidance on our consolidated financial statements and related disclosures.

In August 2018, the FASB issued ASU 2018-13 which eliminates, adds and modifies certain fair value measurement disclosures. The ASU is effective for annual reporting periods beginning after December 15, 2019, including interim reporting periods within those annual periods, with early adoption permitted. We do not expect the adoption of this standard to have a material impact to our consolidated financial statements.

In June 2016, the FASB issued ASU 2016-13, as clarified in ASU 2019-04 and ASU 2019-05, amending how entities will measure credit losses for most financial assets and certain other instruments that are not measured at fair value through net income. The guidance requires the application of a current expected credit loss model, which is a new impairment model based on expected losses. Under this model, an entity recognizes an allowance for expected credit losses based on historical experience, current conditions and forecasted information rather than the current methodology of delaying recognition of credit losses until it is probable a loss has been incurred. This ASU is effective for interim and annual reporting periods beginning after December 15, 2019 with early adoption permitted for annual reporting periods beginning after December 15, 2018. We are currently evaluating the impact of the new guidance on our consolidated financial statements and related disclosures. This

ASU applies to trade accounts receivable and may have an impact on our calculation of the allowance for uncollectible accounts receivable.

Management has evaluated other recently issued accounting pronouncements and does not believe that any of these pronouncements will have a significant impact on our consolidated financial statements and related disclosures.

**Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations.**

## Executive Overview

### The Talent Solutions Industry

The labor markets are in the midst of change due to automation, secular shifts in labor supply and demand and skills gaps. Global demographic trends are reshaping and redefining the way in which companies find and use talent. In response, the talent solutions industry is adjusting how it sources, recruits, trains and places talent.

Our industry is evolving to meet businesses’ growing demand for talent, whether delivered as a single individual or as part of a total workforce solution. Companies in our industry are using novel sourcing approaches—including gig platforms, independent contractors and other talent pools—to create workforce solutions that are flexible, responsive to the labor market, and tailored to meet clients’ needs. Increasingly, clients are looking for talent advisors and partners to help them with program design, employer branding and differentiated sourcing strategies.

In addition, today’s companies are elevating their commitment to talent, with the growing realization that meeting the changing needs and requirements of talent is essential to remain competitive. The ways in which people view, find, and conduct work are undergoing fundamental shifts. And as the demand for skilled talent continues to climb, workers’ changing ideas about the integration of work into life are becoming more important. In this increasingly talent-driven market, a diverse set of workers, empowered by technology, is seeking to take greater control over their career trajectories.

### Our Business

Kelly Services is a recruiting, talent and global workforce solutions company serving customers of all sizes in a variety of industries. We offer innovative outsourcing and consulting services, as well as staffing on a temporary, temporary-to-hire and direct-hire basis. We provide commercial and professional/technical staffing through our branch networks in our Americas Staffing and International Staffing segments and, in APAC, we provide staffing solutions to customers through PersolKelly Asia Pacific, our joint venture with Persol Holdings, a leading provider of HR solutions in Japan. For the U.S. education market, Kelly Educational Staffing (“KES”) is the leading provider of substitute teachers to more than 7,000 schools nationwide.

We also provide a suite of talent fulfillment and outcome-based solutions through our Global Talent Solutions (“GTS”) segment, which delivers integrated talent management solutions on a global basis. GTS provides CWO, RPO, BPO, Advisory and Talent Fulfillment solutions to help customers plan for, manage and execute their acquisition of contingent labor, full-time labor and free agents, and gain access to service providers and qualified talent quickly, at competitive rates, with minimized risk.

We earn revenues from customers that procure the services of our temporary employees on a time and materials basis, that use us to recruit permanent employees, and that rely on our talent advisory and outsourcing services. Our working capital requirements are primarily generated from temporary employee payroll and customer accounts receivable. The nature of our business is such that trade accounts receivable are our most significant asset. Average days sales outstanding varies within and outside the U.S. but was 57 days on a global basis as of the 2019 second quarter end and 55 days as of both the 2018 year end and 2018 second quarter end. Since receipts from customers generally lag temporary employee payroll, working capital requirements increase substantially in periods of growth.

### Our Strategic Intent and Outlook

Kelly is committed to being a leading talent solutions provider in the markets in which we choose to compete, which is the foundation of our strategy in 2019 and beyond. This strategic intent is underpinned by our Noble Purpose, “We connect people to work in ways that enrich their lives,” and by our strategic pillars:

- Leadership position via scale or specialty
- Embracing the future of work
- Being the destination for top talent
- Investing in innovation and efficiency

By aligning ourselves with our Noble Purpose and executing against these strategic pillars, we expect to achieve new levels of growth and efficiency as we develop further specializations across our product portfolio.

In 2018 we also became a more focused company. We sold our healthcare and legal specialty operations, which allows us to place a greater focus on our commercial, education, engineering and science specialties. In education, we successfully integrated our 2017 acquisition of Teachers On Call ("TOC"). In engineering, we identified two companies that will immediately expand our engineering portfolio: on January 2, 2019, we acquired Global Technology Associates, LLC ("GTA") and NextGen Global Resources LLC ("NextGen"), leaders in the growing 5G telecoms market. These position Kelly as one of the leading engineering workforce solutions companies in this fast-growing technology space. Both companies provide services to the largest carriers and original equipment manufacturers in the telecommunications industry.

Other investments to date include our ongoing commitment to embracing the future of work, as the Kelly Innovation Fund participated in the seed fundraising round for Kenzie Academy, a U.S. tech apprenticeship program that develops modern tech workers. To strengthen our position in the portion of the workforce that participate as independent contractors, we have a minority equity investment in Business Talent Group ("BTG"), a U.S.-based marketplace that connects highly skilled independent talent to some of the world's largest businesses.

We also made investments in technology during 2018, particularly that which supports greater efficiency in finding talent to answer customer needs. We are making substantial investments in our front and middle office platforms, which, when deployed, will streamline the processes and workflows associated with recruiting, onboarding and reassigning workers. These investments will create the platform from which we can deploy operational improvements that will enhance the experience of the hundreds of thousands of job seekers who interact and work with Kelly each year.

In the first quarter of 2019, we completed our review of our commercial staffing operations delivered by our U.S. branch network and reorganized our operations to improve geographic coverage and operational efficiency. The new structure will allow us to refine our focus on specialties within the commercial staffing portfolio, including light industrial, electronic assembly, office professionals and contact center staffing. During the first six months of 2019, we recorded total restructuring charges of $5.7 million as a result of these actions.

Kelly continues to focus on accelerating the execution of our strategic plan and making the necessary investments and adjustments to advance that strategy. Our objective is to become an even more competitive, consultative and profitable company, and we are reshaping our business to make that goal a reality. We will measure our progress against both revenue and gross profit growth, as well as earnings and conversion rate. We expect:

- To grow higher-margin specialty and outsourced solutions, creating a more balanced portfolio that yields benefits from improved mix;
- To integrate our investments in specialty solutions with significant growth opportunities, such as our acquisitions of GTA and NextGen;
- To deliver structural improvements in costs through investments in technology and process automation; and
- To continue to improve our conversion rate.

**Financial Measures**

The constant currency ("CC") change amounts in the following tables refer to the year-over-year percentage changes resulting from translating 2019 financial data into U.S. dollars using the same foreign currency exchange rates used to translate financial data for 2018. We believe that CC measurements are a useful measure, indicating the actual trends of our operations without distortion due to currency fluctuations. We use CC results when analyzing the performance of our segments and measuring our results against those of our competitors. Additionally, substantially all of our foreign subsidiaries derive revenues and incur cost of services and selling, general and administrative ("SG&A") expenses within a single country and currency which, as a result, provides a natural hedge against currency risks in connection with their normal business operations.

CC measures are non-GAAP (Generally Accepted Accounting Principles) measures and are used to supplement measures in accordance with GAAP. Our non-GAAP measures may be calculated differently from those provided by other companies, limiting their usefulness for comparison purposes. Non-GAAP measures should not be considered a substitute for, or superior to, measures of financial performance prepared in accordance with GAAP.

Reported and CC percentage changes in the following tables were computed based on actual amounts in thousands of dollars.

Return on sales (earnings from operations divided by revenue from services) and conversion rate (earnings from operations divided by gross profit) in the following tables are ratios used to measure the Company's operating efficiency.

Days sales outstanding ("DSO") represents the number of days that sales remain unpaid for the period being reported. DSO is calculated by dividing average net sales per day (based on a rolling three-month period) into trade accounts receivable, net of allowances at the period end. Although secondary supplier revenues are recorded on a net basis (net of secondary supplier expense), secondary supplier revenue is included in the daily sales calculation in order to properly reflect the gross revenue amounts billed to the customer.

**Results of Operations**
**Total Company - Second Quarter**
(Dollars in millions)

| | 2019 | 2018 | Change | CC Change |
|---|---|---|---|---|
| Revenue from services | $ 1,367.5 | $ 1,386.9 | (1.4)% | (0.2)% |
| Gross profit | 244.0 | 240.5 | 1.4 | 2.6 |
| SG&A expenses excluding restructuring charges | 222.1 | 220.1 | 0.9 | 1.9 |
| Restructuring charges | (0.6) | — | NM | NM |
| Total SG&A expenses | 221.5 | 220.1 | 0.6 | 1.6 |
| Gain on sale of assets | 12.3 | — | NM | |
| Earnings from operations | 34.8 | 20.4 | 70.7 | |
| Earnings from operations excluding restructuring charges | 34.2 | 20.4 | 67.7 | |
| Diluted earnings (loss) per share | 2.12 | (0.40) | NM | |
| | | | | |
| Permanent placement income (included in revenue from services) | 15.7 | 17.3 | (9.7) | (7.5) |
| Gross profit rate | 17.8% | 17.3% | 0.5 pts. | |
| Conversion rate | 14.2 | 8.5 | 5.7 | |
| Conversion rate excluding restructuring charges | 14.0 | 8.5 | 5.5 | |
| Return on sales | 2.5 | 1.5 | 1.0 | |
| Return on sales excluding restructuring charges | 2.5 | 1.5 | 1.0 | |

Total Company revenue from services for the second quarter of 2019 declined 1.4% in comparison to the prior year and declined 0.2% on a CC basis, reflecting the strengthening of the U.S. dollar against several currencies, primarily the Euro. As noted in the following discussions, revenue decreased in Americas Staffing and International Staffing and increased in GTS. Revenue from services for the second quarter of 2019 includes the results of NextGen and GTA acquisitions, which added approximately 280 basis points to the total revenue growth rate.

The gross profit rate increased by 50 basis points from the prior year. As noted in the following discussions, increases in the gross profit rate in Americas Staffing and GTS were partially offset by a decrease in the International Staffing gross profit rate. The NextGen and GTA acquisitions accounted for approximately 30 basis points of the gross profit rate growth.

Total SG&A expenses increased 0.6% on a reported basis (1.6% on a CC basis), due primarily to the addition of SG&A expenses from the NextGen and GTA acquisitions. Included in total SG&A expenses for the second quarter of 2019 is a restructuring credit of $0.6 million, related primarily to the adjustments of previously accrued severance charges for U.S. branch-based staffing operations.

Gain on sale of assets primarily represents the excess of the proceeds over the cost of an unused parcel of land located near the Company headquarters sold during the second quarter of 2019.

Diluted earnings per share for the second quarter of 2019 was $2.12, as compared to diluted loss per share of $0.40 for the second quarter of 2018. Included in 2019 second quarter diluted earnings per share is approximately $1.07 per share related to the gain on the investment in Persol Holdings, net of tax. Included in 2018 first quarter diluted loss per share is approximately $0.94 per share related to the loss on the investment in Persol Holdings, net of tax.

**Americas Staffing - Second Quarter**
(Dollars in millions)

| | 2019 | 2018 | Change | CC Change |
|---|---|---|---|---|
| Revenue from services | $ 597.6 | $ 604.0 | (1.0)% | (0.9)% |
| Gross profit | 108.8 | 108.5 | 0.2 | 0.4 |
| SG&A expenses excluding restructuring charges | 93.8 | 90.7 | 3.4 | 3.6 |
| Restructuring charges | (0.6) | — | NM | NM |
| Total SG&A expenses | 93.2 | 90.7 | 2.7 | 3.0 |
| Earnings from operations | 15.6 | 17.8 | (12.4) | |
| Earnings from operations excluding restructuring charges | 15.0 | 17.8 | (15.8) | |
| | | | | |
| Gross profit rate | 18.2% | 18.0% | 0.2 pts. | |
| Conversion rate | 14.3 | 16.4 | (2.1) | |
| Conversion rate excluding restructuring charges | 13.8 | 16.4 | (2.6) | |
| Return on sales | 2.6 | 2.9 | (0.3) | |
| Return on sales excluding restructuring charges | 2.5 | 2.9 | (0.4) | |

The change in Americas Staffing revenue from services reflects an 8% decrease in hours volume, partially offset by the impact of the January 2019 acquisition of NextGen and a 2% increase in average bill rates. The decrease in hours volume was primarily due to the short-term disruption resulting from the restructure of the U.S. branch-based staffing in the first quarter of 2019 and slower achievement of the related benefits. The increase in average bill rates was the result of wage increases and stronger revenue growth in our service lines with higher pay rates. Americas Staffing represented 44% of total Company revenue in the second quarter of both 2019 and 2018.

From a product perspective, the change in revenue reflects lower volume in commercial, including light industrial and office services. These decreases were partially offset by growth in educational staffing and professional/technical, including engineering (due primarily to the NextGen acquisition) and science products.

The Americas Staffing gross profit rate increased in comparison to the prior year. The gross profit rate was positively impacted by the addition of NextGen, partially offset by the increase in workers compensation costs in the U.S. We regularly update our estimates of open workers' compensation claims. As a result, we increased our estimated costs of prior year workers' compensation costs in Americas Staffing by $0.9 million for the second quarter of 2019, compared to a decrease of $0.6 million in the second quarter of 2018.

Total SG&A expenses increased 2.7% from the prior year, due primarily to the addition of NextGen SG&A expenses, partially offset by lower salary costs as a result of the first quarter restructuring and lower performance-based compensation. Included in total SG&A expenses for the second quarter of 2019 is a restructuring credit of $0.6 million, representing adjustments to previously accrued severance costs primarily related to U.S. branch-based staffing operations.

**GTS - Second Quarter**
(Dollars in millions)

| | 2019 | 2018 | Change | CC Change |
|---|---|---|---|---|
| Revenue from services | $ 505.9 | $ 500.7 | 1.0% | 1.4% |
| Gross profit | 99.7 | 92.7 | 7.5 | 8.2 |
| Total SG&A expenses | 74.3 | 75.0 | (0.9) | (0.2) |
| Earnings from operations | 25.4 | 17.7 | 43.0 | |
| | | | | |
| Gross profit rate | 19.7% | 18.5% | 1.2 pts. | |
| Conversion rate | 25.4 | 19.1 | 6.3 | |
| Return on sales | 5.0 | 3.5 | 1.5 | |

Revenue from services increased 1.0% compared to last year, due primarily to the increase in revenue from the GTA acquisition, combined with program expansion in our BPO and KellyConnect products. These increases were partially offset by lower demand from a number of customers in centrally delivered staffing. GTS revenue represented 37% of total Company revenue in the second quarter of 2019 and 36% in the second quarter of 2018.

The increase in the GTS gross profit rate was due to improving product mix coupled with lower employee-related costs.

Total SG&A expenses decreased 0.9% from the prior year, due to effective cost management, as we continue to align our resources and spending levels with volumes and gross profit in our products. These decreases were partially offset by an increase in the SG&A expenses related to the January 2019 acquisition of GTA.

**International Staffing - Second Quarter**
(Dollars in millions)

| | 2019 | 2018 | Change | CC Change |
|---|---|---|---|---|
| Revenue from services | $ 268.1 | $ 286.6 | (6.5)% | (1.8)% |
| Gross profit | 36.1 | 39.9 | (9.4) | (4.8) |
| Total SG&A expenses | 32.6 | 33.5 | (2.6) | 1.9 |
| Earnings from operations | 3.5 | 6.4 | (44.8) | |
| | | | | |
| Gross profit rate | 13.5% | 13.9% | (0.4) pts. | |
| Conversion rate | 9.7 | 16.0 | (6.3) | |
| Return on sales | 1.3 | 2.2 | (0.9) | |

International Staffing revenue from services decreased 6.5% from prior year, primarily due to the effect of currency exchange rates. On a CC basis, revenue declined 1.8%, due primarily to revenue declines in France, related to decreases in hours volume, and Germany, reflecting current market conditions. These decreases were partially offset by increased revenue in Russia, due to higher hours volume. International Staffing represented 20% of total Company revenue in the second quarter of 2019 and 21% in the second quarter of 2018.

The International Staffing gross profit rate decreased primarily due to unfavorable customer mix and lower permanent placement income. Permanent placement income, which is included in revenue from services and has very low direct costs of services, has a disproportionate impact on gross profit rates.

The decrease in total SG&A expenses was primarily due to the effect of currency exchange rates.

**Results of Operations**
**Total Company - June Year to Date**
(Dollars in millions)

| | 2019 | 2018 | Change | CC Change |
|---|---|---|---|---|
| Revenue from services | $ 2,750.1 | $ 2,756.8 | (0.2)% | 1.3% |
| Gross profit | 495.6 | 478.7 | 3.5 | 4.9 |
| SG&A expenses excluding restructuring charges | 450.6 | 446.3 | 1.0 | 2.3 |
| Restructuring charges | 5.7 | — | NM | NM |
| Total SG&A expenses | 456.3 | 446.3 | 2.2 | 3.6 |
| Gain on sale of assets | 12.3 | — | NM | |
| Earnings from operations | 51.6 | 32.4 | 59.3 | |
| Earnings from operations excluding restructuring charges | 57.3 | 32.4 | 76.9 | |
| Diluted earnings per share | 2.68 | 0.35 | NM | |
| | | | | |
| Permanent placement income (included in revenue from services) | 31.6 | 33.9 | (6.8) | (3.8) |
| Gross profit rate | 18.0% | 17.4% | 0.6 pts. | |
| Conversion rate | 10.4 | 6.8 | 3.6 | |
| Conversion rate excluding restructuring charges | 11.6 | 6.8 | 4.8 | |
| Return on sales | 1.9 | 1.2 | 0.7 | |
| Return on sales excluding restructuring charges | 2.1 | 1.2 | 0.9 | |

Total Company revenue from services for the first six months of 2019 declined 0.2% in comparison to the prior year and increased 1.3% on a CC basis, reflecting the strengthening of the U.S. dollar against several currencies, primarily the Euro. As noted in the following discussions, revenue increased in Americas Staffing and GTS, and decreased in International Staffing. Revenue from services for the first six months of 2019 includes the results of NextGen and GTA acquisitions, which added approximately 280 basis points to the total revenue growth rate.

The gross profit rate increased by 60 basis points from the prior year. As noted in the following discussions, increases in the gross profit rate in Americas Staffing and GTS were partially offset by a decrease in the International Staffing gross profit rate. The NextGen and GTA acquisitions accounted for approximately 20 basis points of the gross profit rate growth.

Total SG&A expenses increased 2.2% on a reported basis (3.6% on a CC basis), due primarily to the addition of SG&A expenses from the NextGen and GTA acquisitions. Also included in SG&A expenses for the first six months of 2019 are restructuring charges of $5.7 million, related primarily to the U.S. branch-based staffing operations.

Gain on sale of assets primarily represents the excess of the proceeds over the cost of an unused parcel of land located near the Company headquarters sold during the second quarter of 2019.

Diluted earnings per share for the first six months of 2019 was $2.68, as compared to diluted earnings per share of $0.35 for the first six months of 2018. Included in diluted earnings per share for the first six months of 2019 is approximately $1.31 per share related to the gain on the investment in Persol Holdings, net of tax. Included in first quarter diluted earnings per share for the first six months of 2018 is approximately $0.51 per share related to the loss on the investment in Persol Holdings, net of tax.

**Americas Staffing - June Year to Date**
(Dollars in millions)

| | 2019 | 2018 | Change | CC Change |
|---|---|---|---|---|
| Revenue from services | $ 1,224.1 | $ 1,208.3 | 1.3% | 1.6% |
| Gross profit | 226.0 | 216.5 | 4.4 | 4.7 |
| SG&A expenses excluding restructuring charges | 188.7 | 182.6 | 3.3 | 3.6 |
| Restructuring charges | 5.7 | — | NM | NM |
| Total SG&A expenses | 194.4 | 182.6 | 6.4 | 6.8 |
| Earnings from operations | 31.6 | 33.9 | (6.6) | |
| Earnings from operations excluding restructuring charges | 37.3 | 33.9 | 10.2 | |
| | | | | |
| Gross profit rate | 18.5% | 17.9% | 0.6 pts. | |
| Conversion rate | 14.0 | 15.6 | (1.6) | |
| Conversion rate excluding restructuring charges | 16.5 | 15.6 | 0.9 | |
| Return on sales | 2.6 | 2.8 | (0.2) | |
| Return on sales excluding restructuring charges | 3.1 | 2.8 | 0.3 | |

The change in Americas Staffing revenue from services reflects the impact of the January 2019 acquisition of NextGen, combined with a 3% increase in average bill rates, partially offset by a 6% decrease in hours volume. The increase in average bill rates was the result of wage increases and stronger revenue growth in our service lines with higher pay rates. The decrease in hours volume was primarily due to the short-term disruption resulting from the restructure of the U.S. branch-based staffing in the first quarter of 2019 and slower achievement of the related benefits. Americas Staffing represented 45% of total Company revenue in the first six months of 2019 and 44% in the first six months of 2018.

From a product perspective, the increase in revenue reflects an increase in professional/technical, including engineering (due primarily to the NextGen acquisition) and science products, combined with an increase in educational staffing. These increases were partially offset by decreases in our commercial office services and light industrial volume.

The Americas Staffing gross profit rate increased in comparison to the prior year. The gross profit rate was positively impacted by the addition of NextGen, lower payroll taxes and higher permanent placement income. Permanent placement income, which is included in revenue from services and has very low direct costs of services, has a disproportionate impact on gross profit rates.

Total SG&A expenses increased 6.4% from the prior year, due primarily to the addition of NextGen SG&A expenses during 2019. Also included in total SG&A expenses for the first six months of 2019 are restructuring charges of $5.7 million, representing severance costs primarily related to U.S. branch-based staffing operations.

**GTS - June Year to Date**
(Dollars in millions)

| | 2019 | 2018 | Change | CC Change |
|---|---|---|---|---|
| Revenue from services | $ 1,006.9 | $ 986.5 | 2.1% | 2.5% |
| Gross profit | 200.1 | 184.5 | 8.5 | 9.3 |
| Total SG&A expenses | 149.0 | 150.8 | (1.2) | (0.4) |
| Earnings from operations | 51.1 | 33.7 | 51.4 | |
| | | | | |
| Gross profit rate | 19.9% | 18.7% | 1.2 pts. | |
| Conversion rate | 25.5 | 18.3 | 7.2 | |
| Return on sales | 5.1 | 3.4 | 1.7 | |

Revenue from services increased 2.1% compared to last year, due primarily to the increase in revenue from the GTA acquisition, combined with program expansion in our BPO and KellyConnect products. These increases were partially offset by lower demand from a number of customers in centrally delivered staffing. GTS revenue represented 37% of total Company revenue in the first six months of 2019 and 36% in the first six months of 2018.

The increase in the GTS gross profit rate was due to improving product mix coupled with lower employee-related costs.

Total SG&A expenses decreased 1.2% from the prior year, due to effective cost management, as we continue to align our resources and spending levels with volumes and gross profit in our products. These decreases were partially offset by an increase in the SG&A expenses related to the January 2019 acquisition of GTA.

**International Staffing - June Year to Date**
(Dollars in millions)

| | 2019 | 2018 | Change | CC Change |
|---|---|---|---|---|
| Revenue from services | $ 527.0 | $ 571.3 | (7.8)% | (1.6)% |
| Gross profit | 70.7 | 79.0 | (10.5) | (4.5) |
| Total SG&A expenses | 63.9 | 67.6 | (5.5) | 0.4 |
| Earnings from operations | 6.8 | 11.4 | (40.0) | |
| | | | | |
| Gross profit rate | 13.4% | 13.8% | (0.4) pts. | |
| Conversion rate | 9.6 | 14.4 | (4.8) | |
| Return on sales | 1.3 | 2.0 | (0.7) | |

International Staffing revenue from services decreased 7.8% from prior year, primarily due to the effect of currency exchange rates. On a CC basis, revenue declined 1.6%, due primarily to revenue declines in France, related to decreases in hours volume, and Germany, reflecting current market conditions. These decreases were partially offset by increased revenue in Russia, due to higher hours volume. International Staffing represented 19% of total Company revenue in the first six months of 2019 and 21% in the first six months of 2018.

The International Staffing gross profit rate decreased primarily due to unfavorable customer mix and lower permanent placement income.

The decrease in total SG&A expenses was primarily due to the effect of currency exchange rates.

## Financial Condition

Historically, we have financed our operations through cash generated by operating activities and access to credit markets. Our working capital requirements are primarily generated from temporary employee payroll and customer accounts receivable. Since receipts from customers generally lag payroll to temporary employees, working capital requirements increase substantially in periods of growth. Conversely, when economic activity slows, working capital requirements may substantially decrease. This may result in an increase in our operating cash flows; however, any such increase would not be sustainable in the event that an economic downturn continued for an extended period. As highlighted in the consolidated statements of cash flows, our liquidity and available capital resources are impacted by four key components: cash, cash equivalents and restricted cash, operating activities, investing activities and financing activities.

***Cash, Cash Equivalents and Restricted Cash***

Cash, cash equivalents and restricted cash totaled $42.5 million at the end of the second quarter of 2019 and $40.1 million at year-end 2018. As further described below, we generated $73.5 million of cash from operating activities, used $79.6 million of cash for investing activities and generated $8.6 million of cash from financing activities.

***Operating Activities***

In the first six months of 2019, we generated $73.5 million of net cash from operating activities, as compared to generating $33.2 million in the first six months of 2018, representing recurring working capital changes.

Trade accounts receivable totaled $1.3 billion at the end of the second quarter of 2019. Global DSO was 57 days at the end of the second quarter of 2019 and 55 days at the end of the second quarter of 2018.

Our working capital position (total current assets less total current liabilities) was $461.8 million at the end of the second quarter of 2019, a decrease of $41.2 million from year-end 2018. The current ratio (total current assets divided by total current liabilities) was 1.5 at the end of the second quarter of 2019 and 1.6 at year-end 2018. Both ratios were impacted by our acquisitions described within investing activities.

***Investing Activities***

In the first six months of 2019, we used $79.6 million of cash for investing activities, as compared to using $10.9 million in the first six months of 2018. The year-over-year increase in cash used for investing activities was primarily due to $50.8 million for the acquisition of NextGen in January 2019, net of the cash received, and $35.6 million for the acquisition of GTA in January 2019, net of the cash received, partially offset by proceeds of $13.8 million from primarily the sale of unused land during the second quarter of 2019.

***Financing Activities***

In the first six months of 2019, we generated $8.6 million of cash from financing activities, as compared to using $20.5 million in the first six months of 2018. The change in cash used in financing activities was primarily related to short-term borrowing activities. Debt totaled $19.3 million at the end of the second quarter of 2019 and was $2.2 million at year-end 2018. Debt-to-total capital (total debt reported in the consolidated balance sheet divided by total debt plus stockholders' equity) is a common ratio to measure the relative capital structure and leverage of the Company. Our ratio of debt-to-total capital was 1.5% at the end of the second quarter of 2019 and 0.2% at year-end 2018.

The change in short-term borrowings in the first six months of 2019 was primarily due to borrowings on our securitization facility. The change in short-term borrowings in the first six months of 2018 was primarily due to payments on our revolving credit facility.

We made dividend payments of $5.9 million in the first six months of both 2019 and 2018.

### *New Accounting Pronouncements*

See New Accounting Pronouncements footnote in the Notes to Consolidated Financial Statements of this Quarterly Report on Form 10-Q for a description of new accounting pronouncements.

### *Contractual Obligations and Commercial Commitments*

There are no material changes in our obligations and commitments to make future payments from those included in the Company's Annual Report on Form 10-K filed February 14, 2019. We have no material unrecorded commitments, losses, contingencies or guarantees associated with any related parties or unconsolidated entities.

### *Liquidity*

We expect to meet our ongoing short-term and long-term cash requirements principally through cash generated from operations, available cash and equivalents, securitization of customer receivables and committed unused credit facilities. We are reviewing our real estate portfolio in the U.S. and other potential sources of liquidity, such as the CICE wage subsidy receivable in France, in an effort to potentially monetize such sources. Additional funding sources could include public or private bonds, asset-based lending, additional bank facilities, issuance of equity or other sources.

We utilize intercompany loans, dividends, capital contributions and redemptions to effectively manage our cash on a global basis. We periodically review our foreign subsidiaries' cash balances and projected cash needs. As part of those reviews, we may identify cash that we feel should be repatriated to optimize the Company's overall capital structure. As of the 2019 second quarter end, these reviews have not resulted in any specific plans to repatriate a majority of our international cash balances. We expect much of our international cash will be needed to fund working capital growth in our local operations. The majority of our international cash is concentrated in a cash pooling arrangement (the "Cash Pool") and is available to fund general corporate needs internationally. The Cash Pool is a set of cash accounts maintained with a single bank that must, as a whole, maintain at least a zero balance; individual accounts may be positive or negative. This allows countries with excess cash to invest and countries with cash needs to utilize the excess cash.

We manage our cash and debt very closely to optimize our capital structure. As our cash balances build, we tend to pay down debt as appropriate. Conversely, when working capital needs grow, we tend to use corporate cash and cash available in the Cash Pool first, and then access our borrowing facilities.

As of the end of the second quarter of 2019, we had $150.0 million of available capacity on our $150.0 million revolving credit facility and $130.3 million of available capacity on our $200.0 million securitization facility. The securitization facility carried $17.0 million of short-term borrowings and $52.7 million of standby letters of credit related to workers' compensation. Together, the revolving credit and securitization facilities provide the Company with committed funding capacity that may be used for general corporate purposes. While we believe these facilities will cover our working capital needs over the short term, if economic conditions or operating results change significantly, we may need to seek additional sources of funds. As of the end of the second quarter of 2019, we met the debt covenants related to our revolving credit facility and securitization facility.

We monitor the credit ratings of our major banking partners on a regular basis and have regular discussions with them. Based on our reviews and communications, we believe the risk of one or more of our banks not being able to honor commitments is insignificant. We also review the ratings and holdings of our money market funds and other investment vehicles regularly to ensure high credit quality and access to our invested cash.

## Forward-Looking Statements

Certain statements contained in this report are “forward-looking” statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include statements which are predictive in nature, which depend upon or refer to future events or conditions, or which include words such as “expects,” “anticipates,” “intends,” “plans,” “believes,” “estimates,” or variations or negatives thereof or by similar or comparable words or phrases. In addition, any statements concerning future financial performance (including future revenues, earnings or growth rates), ongoing business strategies or prospects, and possible future actions by us that may be provided by management, including oral statements or other written materials released to the public, are also forward-looking statements. Forward-looking statements are based on current expectations and projections about future events and are subject to risks, uncertainties and assumptions about our Company and economic and market factors in the countries in which we do business, among other things. These statements are not guarantees of future performance, and we have no specific intention to update these statements.

Actual events and results may differ materially from those expressed or forecasted in forward-looking statements due to a number of factors. The principal important risk factors that could cause our actual performance and future events and actions to differ materially from such forward-looking statements include, but are not limited to, competitive market pressures including pricing and technology introductions and disruptions, changing market and economic conditions, our ability to achieve our business strategy, the risk of damage to our brand, the risk our intellectual property assets could be infringed upon or compromised, our ability to successfully develop new service offerings, our exposure to risks associated with services outside traditional staffing, including business process outsourcing, our increasing dependency on third parties for the execution of critical functions, the risks associated with past and future acquisitions, exposure to risks associated with investments in equity affiliates including PersolKelly Asia Pacific, material changes in demand from or loss of large corporate customers as well as changes in their buying practices, risks particular to doing business with the government or government contractors, risks associated with conducting business in foreign countries, including foreign currency fluctuations, the exposure to potential market and currency exchange risks relating to our investment in Persol Holdings, risks associated with violations of anti-corruption, trade protection and other laws and regulations, availability of qualified full-time employees, availability of temporary workers with appropriate skills required by customers, liabilities for employment-related claims and losses, including class action lawsuits and collective actions, risks arising from failure to preserve the privacy of information entrusted to us or to meet our obligations under global privacy laws, the risk of cyber attacks or other breaches of network or information technology security, our ability to sustain critical business applications through our key data centers, our ability to effectively implement and manage our information technology projects, our ability to maintain adequate financial and management processes and controls, risk of potential impairment charges triggered by adverse industry developments or operational circumstances, unexpected changes in claim trends on workers’ compensation, unemployment, disability and medical benefit plans, the impact of changes in laws and regulations (including federal, state and international tax laws), competition law risks, the risk of additional tax or unclaimed property liabilities in excess of our estimates, our ability to realize value from our tax credit and net operating loss carryforwards, our ability to maintain specified financial covenants in our bank facilities to continue to access credit markets, and other risks, uncertainties and factors discussed in this report and in our other filings with the Securities and Exchange Commission. Actual results may differ materially from any forward-looking statements contained herein, and we have no intention to update these statements. Certain risk factors are discussed more fully under “Risk Factors” in Part I, Item 1A of the Company’s Annual Report on Form 10-K.

## Item 3. Quantitative and Qualitative Disclosures About Market Risk.

We are exposed to foreign currency risk primarily related to our foreign subsidiaries. Exchange rates impact the U.S. dollar value of our reported earnings, our investments in and held by subsidiaries, local currency denominated borrowings and intercompany transactions with and between subsidiaries. Our foreign subsidiaries primarily derive revenues and incur expenses within a single country and currency which, as a result, provide a natural hedge against currency risks in connection with normal business operations. Accordingly, changes in foreign currency rates vs. the U.S. dollar generally do not impact local cash flows. Intercompany transactions which create foreign currency risk include services, royalties, loans, contributions and distributions.

In addition, we are exposed to interest rate risks through our use of the multi-currency line of credit and other borrowings. A hypothetical fluctuation of 10% of market interest rates would not have had a material impact on 2019 second quarter earnings.

We are exposed to market and currency risks on our investment in Persol Holdings, which may be material. The investment is stated at fair value and is marked to market through net earnings. Foreign currency fluctuations on this yen-denominated investment are reflected as a component of other comprehensive income (loss). See Fair Value Measurements footnote in the Notes to Consolidated Financial Statements of this Quarterly Report on Form 10-Q for further discussion.

We are exposed to market risk as a result of our obligation to pay benefits under our nonqualified deferred compensation plan and our related investments in company-owned variable universal life insurance policies. The obligation to employees increases and decreases based on movements in the equity and debt markets. The investments in mutual funds, as part of the company-owned variable universal life insurance policies, are designed to mitigate, but not eliminate, this risk with offsetting gains and losses.

**Item 4. Controls and Procedures.**

Based on their evaluation as of the end of the period covered by this Form 10-Q, the Company's Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) are effective at a reasonable assurance level.

There were no changes in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

**Item 1. Legal Proceedings.**

The Company is continuously engaged in litigation, threatened ligation, or investigations arising in the ordinary course of its business, such as matters alleging employment discrimination, wage and hour violations, claims for indemnification or liability or violations of privacy rights, anti-competition regulations, breach of contract and claims or actions related to customer or supplier bankruptcy proceedings or insolvency actions, which could result in a material adverse outcome. We record accruals for loss contingencies when we believe it is probable that a liability has been incurred and the amount of loss can be reasonably estimated. Such accruals are recorded in accounts payable and accrued liabilities and in accrued workers' compensation and other claims in the consolidated balance sheet. The Company maintains insurance coverage which may cover certain claims. When claims exceed the applicable loss limit and realization of recovery of the claim from existing insurance policies is deemed probable, the Company records receivables from the insurance company for the excess amount, which are included in prepaid expenses and other current assets in the consolidated balance sheet.

While the outcome of these matters cannot be predicted with certainty, we believe that the resolution of any such proceedings will not have a material adverse effect on our financial condition, results of operations or cash flows.

We are also currently engaged in litigation with a customer over a disputed accounts receivable balance for services rendered, which is recorded as a long-term receivable in other assets in the consolidated balance sheet. While we believe the balance is collectible, there is a reasonably possible risk of an unfavorable outcome.

In January 2018, the Hungarian Competition Authority initiated proceedings against the Company, along with a local industry trade association and its members due to alleged infringement of national competition regulations. We are fully cooperating with the investigation, and are supplying materials and information to comply with the Authority's undertakings. The Company does not believe that resolution of this matter will have a material adverse effect upon the Company's competitive position, results of operations, cash flows or financial position.

**Item 1A. Risk Factors.**

There have been no material changes in the Company's risk factors previously disclosed in Part I, Item 1A of the Company's Annual Report filed on Form 10-K for year ended December 30, 2018.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.**

(a) Sales of Equity Securities Not Registered Under the Securities Exchange Act of 1933

None.

(c) Issuer Repurchases of Equity Securities

During the second quarter of 2019, we reacquired shares of our Class A common stock as follows:

| Period | Total Number of Shares (or Units) Purchased | Average Price Paid per Share (or Unit) | Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs | Maximum Number (or Approximate Dollar Value) of Shares (or Units) That May Yet Be Purchased Under the Plans or Programs (in millions of dollars) |
|---|---|---|---|---|
| April 1, 2019 through May 5, 2019 | 329 | $ 22.70 | — | $ — |
| May 6, 2019 through June 2, 2019 | 2,415 | 25.09 | — | $ — |
| June 3, 2019 through June 30, 2019 | 56 | 25.26 | — | $ — |
| Total | 2,800 | $ 24.81 | — | |

We may reacquire shares sold to cover employee tax withholdings due upon the vesting of restricted stock and performance shares held by employees. Accordingly, 2,800 shares were reacquired in transactions during the quarter.

**Item 3. Defaults Upon Senior Securities.**

Not applicable.

**Item 4. Mine Safety Disclosures.**

Not applicable.

**Item 5. Other Information.**

Not applicable.

**Item 6. Exhibits.**

See Index to Exhibits required by Item 601, Regulation S-K, set forth on page 46 of this filing.

## 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, thereunto duly authorized.

KELLY SERVICES, INC.

Date: August 7, 2019

/s/ Olivier G. Thirot
Olivier G. Thirot

Executive Vice President and
Chief Financial Officer
(Principal Financial Officer)

Date: August 7, 2019

/s/ Laura S. Lockhart
Laura S. Lockhart

Vice President, Corporate Controller
and Chief Accounting Officer
(Principal Accounting Officer)

**INDEX TO EXHIBITS**
**REQUIRED BY ITEM 601,**
**REGULATION S-K**

| Exhibit No. | Description |
|---|---|
| 3.2 | Kelly Services, Inc. Amended and Restated Bylaws (Reference is made to Exhibit 3.1 to the Form 8-K/A filed with the Commission on April 17, 2019, which is incorporated herein by reference). |
| 31.1 | Certification Pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act, as amended. |
| 31.2 | Certification Pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act, as amended. |
| 32.1 | Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 32.2 | Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 101.INS | Inline XBRL Instance Document - the instance document does not appear in the Interactive Data file because its XBRL tags are embedded within the Inline XBRL document. |
| 101.SCH | Inline XBRL Taxonomy Extension Schema Document. |
| 101.CAL | Inline XBRL Taxonomy Extension Calculation Linkbase Document. |
| 101.DEF | Inline XBRL Taxonomy Extension Definition Linkbase Document. |
| 101.LAB | Inline XBRL Taxonomy Extension Label Linkbase Document. |
| 101.PRE | Inline XBRL Taxonomy Extension Presentation Linkbase Document. |

Exhibit 31.1

**CERTIFICATIONS**

I, George S. Corona, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Kelly Services, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 7, 2019

/s/ George S. Corona

George S. Corona

President and
Chief Executive Officer

Exhibit 31.2

**CERTIFICATIONS**

I, Olivier G. Thirot, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Kelly Services, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
    - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
    - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
    - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
    - (d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
    - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
    - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 7, 2019

/s/ Olivier G. Thirot

Olivier G. Thirot

Executive Vice President and
Chief Financial Officer

Exhibit 32.1

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Kelly Services, Inc. (the “Company”) on Form 10-Q for the period ended June 30, 2019 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, George S. Corona, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 7, 2019

/s/ George S. Corona
George S. Corona
President and
Chief Executive Officer

A signed original of this written statement required by Section 906 has been provided to Kelly Services, Inc. and will be retained by Kelly Services, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32.2

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Kelly Services, Inc. (the “Company”) on Form 10-Q for the period ended June 30, 2019 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Olivier G. Thirot, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 7, 2019

/s/ Olivier G. Thirot
Olivier G. Thirot
Executive Vice President and
Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to Kelly Services, Inc. and will be retained by Kelly Services, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.