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(48,006
)

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137,659

(1) Excludes assets that are fully amortized.
(2) Balance at June 24, 2016, is net of impairment loss of $28.9 million.

Finite-lived intangible assets include customer relationships and technologies of $34.9 million and $0.4 million, respectively, based on our preliminary purchase price allocation relating to our acquisition of the RPO business of Aon Hewitt. Refer to Note 2: Acquisitions, for additional information regarding this acquisition.

Amortization expense of our finite-lived intangible assets was $6.7 million and $12.8 million for the thirteen and twenty-six weeks ended June 24, 2016, respectively, and $4.6 million and $9.7 million for the thirteen and twenty-six weeks ended June 26, 2015, respectively.
The following table provides the estimated future amortization of finite-lived intangible assets as of June 24, 2016 (in thousands):

Remainder of 2016	$12,454
2016	23,150
2017	21,792
2018	17,363
2019	15,687
Thereafter	45,836
Total future amortization	$136,282

We also held indefinite-lived trade names/trademarks of $6.0 million and $16.2 million as of June 24, 2016 and December 25, 2015, respectively. The balance at June 24, 2016 is net of an impairment charge of $4.5 million. In addition, due to a realignment of our branch network, we began amortizing $5.7 million of previously indefinite-lived trade names over their current estimated useful lives of three years, which commenced as of December 26, 2015.

Impairment

We evaluate goodwill annually for impairment at the reporting unit level and whenever circumstances occur indicating that goodwill might be impaired. These events or circumstances could include a significant change in the business climate, operating performance indicators, competition, loss of customers, or sale or disposition of a significant portion of a reporting unit. We monitor the existence of potential impairment indicators throughout the fiscal year.
The impairment test involves comparing the fair value of each reporting unit to its carrying value, including goodwill. We consider our service lines: Labor Ready, Spartan Staffing, CLP Resources, PlaneTechs, Centerline, Staff Management | SMX, SIMOS, PeopleScout, hrX, and MSP to be our reporting units for goodwill. Fair value reflects the price that a market participant would be willing to pay in a potential sale of the reporting unit. If the fair value exceeds carrying value, then we conclude that no goodwill impairment has occurred. If the carrying value of the reporting unit exceeds its fair value, a second step is required to measure the possible goodwill impairment loss. The second step includes hypothetically valuing the tangible and intangible assets and liabilities of the reporting unit as if

the reporting unit had been acquired in a business combination. Then, the implied fair value of the reporting unit's goodwill is compared to the carrying value of that goodwill. If the carrying value of the reporting unit's goodwill

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Notes to Consolidated Financial Statements—(Continued)

exceeds the implied fair value of the goodwill, we recognize an impairment loss in an amount equal to the excess, not to exceed the carrying value.

Determining the fair value of a reporting unit is judgmental in nature and involves the use of significant estimates and assumptions to evaluate the impact of operating and macroeconomic changes on each reporting unit. The fair value of each reporting unit was estimated using a combination of a discounted cash flow methodology and the market valuation approach using publicly traded company multiples in similar businesses. This analysis required significant judgments, including estimation of future cash flows, which is dependent on internal forecasts, estimation of the long-term rate of growth for our business, estimation of the useful life over which cash flows will occur, and determination of our weighted average cost of capital, which is risk-adjusted to reflect the specific risk profile of the reporting unit being tested. The weighted average cost of capital used in our most recent impairment test was risk-adjusted to reflect the specific risk profile of the reporting units and ranged from 12% to 17%. The combined fair values for all reporting units were then reconciled to our aggregate market value of our shares of common stock on the date of valuation, while considering a reasonable control premium.

We performed our annual goodwill impairment analysis as of the first day of our fiscal second quarter and recorded a goodwill impairment charge of $65.9 million with respect to the Staff Management | SMX, PlaneTechs, and hrX reporting units as follows:

- Staff Management | SMX (Exclusive recruitment and on-premise management of a facility's contingent industrial workforce) - In April 2016, we were notified by Amazon and reported their plans to reduce the use of contingent labor and realign their contingent labor vendors for warehousing. They are reducing the use of our services for their warehouse fulfillment centers in the United States and focus our services on their planned expansion of distribution service sites to a national network for delivery direct to the customer. Amazon is our largest customer and represented approximately $354 million, or 13.1%, of total company revenues for the fiscal year ended December 25, 2015, and $106 million, or 8.0%, of total company revenues for the twenty-six weeks ended June 24, 2016, and $125 million, or 10.4%, for the comparable period in the prior year. We estimate that the change in scope of our services will decrease revenues for the remainder of 2016 by approximately $125 million, compared to the prior year. We have lowered our future expectations, which triggered a goodwill impairment of $33.7 million.

- PlaneTechs (Skilled mechanics and technicians to the aviation and transportation industries) - Year-to-date revenues have declined in excess of 30% compared to the prior year as significant projects have been completed for a major aviation customer and their supply chain. There currently are no significant projects in the pipeline. PlaneTechs has been diversifying from providing services to one primary customer without offsetting growth in the broader aviation and transportation marketplace. As a result of significantly underperforming against current year expectations and increased future uncertainty, we have lowered our future expectations, which triggered a goodwill impairment of $17.0 million.

- hrX - (Outsourced recruitment of permanent employees on behalf of clients) - Sales of this service line include our internally developed applicant tracking software (“ATS”). Actual stand alone ATS sales and service were $3.4 million for fiscal 2015 and have recently declined. ATS sales and prospects have underperformed against our expectations. As a result of underperforming against our current year expectations and increased future uncertainty in customer demand, we lowered our future expectations, which triggered a goodwill impairment of $15.2 million.

We generally record acquired intangible assets that have finite useful lives, such as customer relationships, in connection with business combinations. We review intangible assets that have finite useful lives and other long-lived assets whenever an event or change in circumstances indicates that the carrying value of the asset may not be recoverable. Factors considered important that could result in an impairment review include, but are not limited to, significant underperformance relative to historical or planned operating results or significant changes in business strategies. We estimate the recoverability of these assets by comparing the carrying amount of the asset to the future undiscounted cash flows that we expect the asset to generate. An impairment loss is recognized when the estimated undiscounted cash flows expected to result from the use of the asset plus net proceeds expected from disposition of the asset (if any) are less than the carrying value of the asset. When an impairment loss is recognized, the carrying amount of the asset is reduced to its estimated fair value based on discounted cash flow analysis or other valuation techniques. With the change in scope of services by Staff Management | SMX to our largest customer, we have lowered our future expectations, which was the primary trigger of an impairment to our acquired customer relationships intangible asset of $28.9 million. Considerable management judgment was necessary to determine key assumptions, including projected revenue and an appropriate discount rate of 13%. Actual future results could vary from our estimates.

We have indefinite-lived intangible assets related to our Staff Management | SMX and PeopleScout trade names. We test our trade names/trademarks annually for impairment and when indications of potential impairment exist. We utilize the relief from royalty method to determine the fair value of each of our trade names. If the carrying value exceeds the fair value, we recognize an

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Notes to Consolidated Financial Statements—(Continued)

impairment loss in an amount equal to the excess. We used a royalty rate of 10% and a discount rate of 17% in our valuation. Considerable management judgment is necessary to determine key assumptions, including projected revenue, royalty rates, and appropriate discount rates. With the change in scope of services to our largest customer, we have lowered our future expectations, which was the primary trigger of an impairment to the acquired trade name of Staff Management | SMX of $4.5 million.

NOTE 7:WORKERS' COMPENSATION INSURANCE AND RESERVES

We provide workers' compensation insurance for our temporary and permanent employees. The majority of our current workers' compensation insurance policies cover claims for a particular event above a $2.0 million deductible limit, on a "per occurrence" basis. This results in our being substantially self-insured.

For workers' compensation claims originating in Washington, North Dakota, Ohio, Wyoming, Canada, and Puerto Rico (our "monopolistic jurisdictions"), we pay workers' compensation insurance premiums and obtain full coverage under government-administered programs (with the exception of our Labor Ready service line in the state of Ohio where we have a self-insured policy). Accordingly, because we are not the primary obligor, our financial statements do not reflect the liability for workers' compensation claims in these monopolistic jurisdictions. Our workers' compensation reserve is established using estimates of the future cost of claims and related expenses that have been reported but not settled, as well as those that have been incurred but not reported.

Our workers' compensation reserve for claims below the deductible limit is discounted to its estimated net present value using discount rates based on average returns of "risk-free" U.S. Treasury instruments available during the year in which the liability was incurred. The weighted average discount rate was 1.8% at June 24, 2016 and December 25, 2015. Payments made against self-insured claims are made over a weighted average period of approximately 5 years at June 24, 2016.

The table below presents a reconciliation of the undiscounted workers' compensation claims reserve to the discounted workers' compensation reserve for the periods presented as follows (in thousands):

	June 24, 2016	December 25, 2015
Undiscounted workers' compensation reserve	$292,742	$ 284,306
Less discount on workers' compensation reserve	18,624	18,026
Workers' compensation reserve, net of discount	274,118	266,280
Less current portion	66,216	69,308
Long-term portion	$207,902	$ 196,972

Payments made against self-insured claims were $37.2 million and $34.4 million for the twenty-six weeks ended June 24, 2016 and June 26, 2015, respectively.

Our workers' compensation reserve includes estimated expenses related to claims above our self-insured limits ("excess claims"), and we record a corresponding receivable for the insurance coverage on excess claims based on the contractual policy agreements we have with insurance carriers. We discount this reserve and corresponding receivable to its estimated net present value using the discount rates based on average returns of "risk-free" U.S. Treasury instruments available during the year in which the liability was incurred. The claim payments are made and the corresponding reimbursements from our insurance carriers are received over an estimated weighted average period of approximately 16 years. The discounted workers' compensation reserve for excess claims was $53.3 million and $49.0 million as of June 24, 2016 and December 25, 2015, respectively. The discounted receivables from insurance companies, net of valuation allowance, were $49.2 million and $45.2 million as of June 24, 2016 and December 25, 2015, respectively, and are included in Other assets, net on the accompanying Consolidated Balance Sheets.

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Notes to Consolidated Financial Statements—(Continued)

Management evaluates the adequacy of the workers’ compensation reserves in conjunction with an independent quarterly actuarial assessment. Factors considered in establishing and adjusting these reserves include, among other things:

- changes in medical and time loss (“indemnity”) costs;
- changes in mix between medical only and indemnity claims;
- regulatory and legislative developments impacting benefits and settlement requirements;
- type and location of work performed;
- impact of safety initiatives; and
- positive or adverse development of claims.

Workers’ compensation expense consists primarily of changes in self-insurance reserves net of changes in discount, monopolistic jurisdictions’ premiums, insurance premiums, and other miscellaneous expenses. Workers’ compensation expense of $24.6 million and $22.9 million was recorded in Cost of services for the thirteen weeks ended June 24, 2016 and June 26, 2015, respectively. Workers’ compensation expense of $48.7 million and $44.4 million was recorded in Cost of services for the twenty-six weeks ended June 24, 2016 and June 26, 2015, respectively.

NOTE 8: LONG-TERM DEBT

The components of our borrowings were as follows (in thousands):

	June 24, 2016	December 25, 2015
Revolving Credit Facility	$123,900	$ 218,086
Term Loan	26,445	27,578
Total debt	150,345	245,664
Less current portion	2,267	2,267
Long-term debt, less current portion	$148,078	$ 243,397

Revolving credit facility

Effective June 30, 2014, we entered into a Second Amended and Restated Revolving Credit Agreement for a secured revolving credit facility of $300.0 million with Bank of America, N.A., Wells Fargo Bank, National Association, HSBC and PNC Capital Markets LLC ("Revolving Credit Facility") in connection with our acquisition of Seaton. The Revolving Credit Facility, which matures June 30, 2019, amended and restated our previous credit facility, and replaced the Seaton credit facility.

The maximum amount we can borrow under the Revolving Credit Facility is subject to certain borrowing limits. Specifically, we are limited to the sum of 90% of our eligible billed accounts receivable, plus 85% of our eligible unbilled accounts receivable limited to 15% of all our eligible receivables, plus the value of our Tacoma headquarters office building. The real estate lending limit is $17.4 million, and is reduced quarterly by $0.4 million. As of June 24, 2016, the Tacoma headquarters office building liquidation value totaled $14.4 million. The borrowing limit is further reduced by the sum of a reserve in an amount equal to the payroll and payroll taxes for our temporary employees for one payroll cycle and certain other reserves, if deemed applicable. Each borrowing has a stated maturity of 90 days or less. At June 24, 2016, $254.8 million was available under the Revolving Credit Facility, $123.9 million was utilized as a draw on the facility, and $4.8 million was utilized by outstanding standby letters of credit, leaving $126.0 million available for additional borrowings. The letters of credit are primarily used to collateralize a portion of our workers' compensation obligation.

On January 4, 2016, in connection with the acquisition of the RPO business of Aon Hewitt, we entered into a Third Amendment to our Second Amended and Restated Credit Agreement ("Amendment") dated June 30, 2014. The Amendment provided for a temporary $30.0 million increase to our existing $300.0 million revolving line of credit, for a total of $330.0 million. The temporary increase expired in $10.0 million increments on April 1, May 1, and June 1 of 2016.

The Amendment also reduced the minimum excess liquidity requirement from $37.5 million to $10.0 million, which increased to $19.3 million, $28.6 million, and $37.5 million on April 1, May 1, and June 1 of 2016, respectively. Excess liquidity is an amount equal to the unused borrowing capacity under the Revolving Credit Facility plus certain unrestricted cash, cash equivalents, and marketable securities. We are required to satisfy a fixed charge coverage ratio in the event we do not meet the excess liquidity

Notes to Consolidated Financial Statements—(Continued)

requirement. The additional amount available to borrow at June 24, 2016 was $126.0 million and the amount of cash and cash equivalents under control agreements was $22.1 million, for a total of $148.1 million, which was well in excess of the $37.5 million liquidity requirement in effect on June 24, 2016. We are currently in compliance with all covenants related to the Revolving Credit Facility.

Under the terms of the Revolving Credit Facility, we pay a variable rate of interest on funds borrowed that is based on London Interbank Offered Rate (LIBOR) plus an applicable spread between 1.25% and 2.00%. Alternatively, at our option, we may pay interest based upon a base rate plus an applicable spread between 0.25% and 1.00%. The applicable spread is determined by certain liquidity to debt ratios. The base rate is the greater of the prime rate (as announced by Bank of America), the federal funds rate plus 0.50%, or the one-month LIBOR rate plus 1.00%. At June 24, 2016, the applicable spread on LIBOR was 1.75% and the applicable spread on the base rate was 0.5%. As of June 24, 2016, the weighted average interest rate on outstanding borrowings was 2.25%.

A fee of 0.375% is applied against the Revolving Credit Facility's unused borrowing capacity when utilization is less than 25%, or 0.25% when utilization is greater than or equal to 25%. Letters of credit are priced at the margin in effect for LIBOR loans, plus a fronting fee of 0.125%.

Obligations under the Revolving Credit Facility are guaranteed by TrueBlue and material U.S. domestic subsidiaries, and are secured by a pledge of substantially all of the assets of TrueBlue and material U.S. domestic subsidiaries. The Revolving Credit Facility has variable rate interest and approximates fair value as of June 24, 2016 and December 25, 2015.

Term loan agreement

On February 4, 2013, we entered into an unsecured Term Loan Agreement ("Term Loan") with Synovus Bank in the principal amount of $34.0 million. The Term Loan has a five-year maturity with fixed monthly principal payments, which total $2.3 million annually based on a loan amortization term of 15 years. Interest accrues at the one-month LIBOR index rate plus an applicable spread of 1.50%, which is paid in addition to the principal payments. At our discretion, we may elect to extend the term of the Term Loan by five consecutive one-year extensions. At June 24, 2016, the interest rate for the Term Loan was 1.96%.

At June 24, 2016 and December 25, 2015, the remaining balance of the Term Loan was $26.4 million and $27.6 million, respectively, of which $2.3 million is current and is included in Other current liabilities on our Consolidated Balance Sheets. The Term Loan has variable rate interest and approximates fair value as of June 24, 2016 and December 25, 2015.

Our obligations under the Term Loan may be accelerated upon the occurrence of an event of default under the Term Loan, which includes customary events of default, as well as cross-defaults related to indebtedness under our Revolving Credit Facility and other Term Loan specific defaults. The Term Loan contains customary negative covenants applicable to the Company and our subsidiaries such as indebtedness, certain dispositions of property, the imposition of restrictions on payments under the Term Loan, and other Term Loan specific covenants. We are currently in compliance with all covenants related to the Term Loan.

NOTE 9: COMMITMENTS AND CONTINGENCIES

Workers' compensation commitments

Our insurance carriers and certain state workers' compensation programs require us to collateralize a portion of our workers' compensation obligation, for which they become responsible should we become insolvent. The collateral typically takes the form of cash and cash equivalents, highly rated investment grade debt securities, letters of credit, and/or surety bonds. On a regular basis these entities assess the amount of collateral they will require from us relative to our workers' compensation obligation. The majority of our collateral obligations are held in the Trust.

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Notes to Consolidated Financial Statements—(Continued)

We have provided our insurance carriers and certain states with commitments in the form and amounts listed below (in thousands):

	June 24, 2016	December 25, 2015
Cash collateral held by workers' compensation insurance carriers	$25,938	$ 23,133
Cash and cash equivalents held in Trust	25,205	26,046
Investments held in Trust	138,391	126,788
Letters of credit (1)	4,520	4,520
Surety bonds (2)	17,992	17,946
Total collateral commitments	$212,046	$ 198,433

(1) We have agreements with certain financial institutions to issue letters of credit as collateral.

(2) Our surety bonds are issued by independent insurance companies on our behalf and bear annual fees based on a percentage of the bond, which are determined by each independent surety carrier. These fees do not exceed 2.0% of the bond amount, subject to a minimum charge. The terms of these bonds are subject to review and renewal every one to four years and most bonds can be canceled by the sureties with as little as 60 days' notice.

Legal contingencies and developments

We are involved in various proceedings arising in the normal course of conducting business. We believe the liabilities included in our financial statements reflect the probable loss that can be reasonably estimated. The resolution of those proceedings is not expected to have a material effect on our results of operations or financial condition.

NOTE 10: STOCK-BASED COMPENSATION

We record stock-based compensation expense for restricted and unrestricted stock awards, performance share units, and shares purchased under an employee stock purchase plan.

Our 2016 Omnibus Incentive Plan, effective May 11, 2016 (“Incentive Plan), provides for the issuance or delivery of up to 1.54 million shares of our common stock over the full term of the Incentive Plan.

Restricted and unrestricted stock awards and performance share units

Under the Incentive Plan, restricted stock awards are granted to executive officers and key employees and vest annually over three or four years. Unrestricted stock awards granted to our Board of Directors vest immediately. Restricted and unrestricted stock-based compensation expense is calculated based on the grant-date market value. We recognize compensation expense on a straight-line basis over the vesting period, net of estimated forfeitures.

Performance share units have been granted to executive officers and certain key employees. Vesting of the performance share units is contingent upon the achievement of revenue and profitability growth goals at the end of each three-year performance period. Each performance share unit is equivalent to one share of common stock. Compensation expense is calculated based on the grant-date market value of our stock and is recognized ratably over the performance period for the performance share units which are expected to vest. Our estimate of the performance units expected to vest is reviewed and adjusted as appropriate each quarter.

Restricted and unrestricted stock awards and performance share units activity for the twenty-six weeks ended June 24, 2016, was as follows (shares in thousands):

	Shares	Weighted-average grant-date price
Non-vested at beginning of period	1,218	$ 22.63

Granted	540	$ 21.63
Vested	(415)	$ 20.04
Forfeited	(47)	$ 19.90
Non-vested at the end of the period	1,296	$ 23.04

As of June 24, 2016, total unrecognized stock-based compensation expense related to non-vested restricted stock was approximately $13.3 million, which is estimated to be recognized over a weighted average period of 1.77 years. As of June 24, 2016, total unrecognized stock-based compensation expense related to performance share units was approximately $4.6 million, which is estimated to be recognized over a weighted average period of 1.85 years.

Employee stock purchase plan

Our Employee Stock Purchase Plan ("ESPP") reserves for purchase 1.0 million shares of common stock. The plan allows eligible employees to contribute up to 10% of their earnings toward the monthly purchase of the Company's common stock. The employee's purchase price is 85% of the lesser of the fair market value of shares on either the first day or the last day of each month. We consider our ESPP to be a component of our stock-based compensation and accordingly we recognize compensation expense over the requisite service period for stock purchases made under the plan. The requisite service period begins on the enrollment date and ends on the purchase date, the duration of which is one month.

During the twenty-six weeks ended June 24, 2016 and June 26, 2015, participants purchased approximately 45,000 and 34,000 shares from the plan, for cash proceeds of $0.8 million and $0.7 million, respectively.

Stock-based compensation expense

Total stock-based compensation expense, which is included in Selling, general and administrative expenses on our Consolidated Statements of Operations and Comprehensive Income (Loss), was $2.9 million and $2.4 million for the thirteen weeks ended June 24, 2016 and June 26, 2015, respectively, and $6.0 million and $5.8 million for the twenty-six weeks ended June 24, 2016 and June 26, 2015, respectively.

NOTE 11: DEFINED CONTRIBUTION PLANS

We offer both qualified and non-qualified defined contribution plans to eligible employees. Participating employees may elect to defer and contribute a portion of their eligible compensation. The plans offer discretionary matching contributions. The liability for the non-qualified plans was $14.5 million and $12.9 million as of June 24, 2016 and December 25, 2015, respectively. The current and non-current portion of the deferred compensation liability is included in Other current liabilities and Other long-term liabilities, respectively, on our Consolidated Balance Sheets, and is largely offset by restricted investments recorded in Restricted cash and investments on our Consolidated Balance Sheets.

NOTE 12: INCOME TAXES

Our tax provision or benefit from income taxes for interim periods is determined using an estimate of our annual effective tax rate, adjusted for discrete items, if any, that are taken into account in the relevant period. Each quarter we update our estimate of the annual effective tax rate, and if our estimated tax rate changes, we make a cumulative adjustment. Our quarterly tax provision and our quarterly estimate of our annual effective tax rate are subject to variation due to several factors, including variability in accurately predicting our pre-tax and taxable income and loss and the mix of jurisdictions to which they relate, tax credits, audit developments, changes in law, regulations and administrative practices, and relative changes of expenses or losses for which tax benefits are not recognized. Additionally, our effective tax rate can be more or less volatile based on the amount of pre-tax income. For example, the impact of discrete items, tax credits, and non-deductible expenses on our effective tax rate is greater when our pre-tax income is lower. Except as required under U.S. tax law, we do not provide for U.S. taxes on undistributed earnings of our foreign subsidiaries since we consider those earnings to be permanently invested outside of the U.S.

Our effective tax rate for the twenty-six weeks ended June 24, 2016 was 19.1%. The principal difference between the statutory federal income tax rate of 35.0% and our effective income tax rate of 19.1% results from non-deductible goodwill impairment and the estimated 2016 federal Work Opportunity Tax Credit ("WOTC"). In December of 2015, WOTC was restored through 2019 as a result of the Protecting Americans from Tax Hikes Act of 2015. We recognized $2.3 million of discrete tax benefits from prior year WOTC. We also recognized $17.7 million of discrete tax detriment from non-deductible goodwill impairment. Other differences between the statutory federal income tax rate of 35.0% and our effective tax rate of 19.1% result from state and foreign income taxes and certain non-deductible expenses.

Our effective tax rate on earnings for the twenty-six weeks ended June 26, 2015, was 25.1%. The principal difference between the statutory federal income tax rate of 35.0% and our effective income tax rate of 25.1% results from estimated WOTC earned in 2015 from 2014 hires. WOTC had expired for 2015 hires. We also recognized $3.7 million of discrete tax benefits from prior year WOTC and California Enterprise Zone tax credits. Other differences between the statutory federal income tax rate of 35.0% result from state and foreign income taxes and certain non-deductible expenses.

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Notes to Consolidated Financial Statements—(Continued)

As of June 24, 2016 and December 25, 2015, we had gross unrecognized tax benefits of $2.2 million and $2.2 million, respectively, recorded in accordance with current accounting guidance on uncertain tax positions.

NOTE 13: NET INCOME (LOSS) PER SHARE

Diluted common shares were calculated as follows (in thousands, except per share amounts):

	Thirteen weeks ended		Twenty-six weeks ended	
	June 24, 2016	June 26, 2015	June 24, 2016	June 26, 2015
Net income (loss)	$(63,735)	$17,273	$(56,767)	$22,989
Weighted average number of common shares used in basic net income (loss) per common share	41,688	41,240	41,595	41,135
Dilutive effect of non-vested restricted stock	—	235	—	337
Weighted average number of common shares used in diluted net income (loss) per common share	41,688	41,475	41,595	41,472
Net income (loss) per common share:				
Basic	$(1.53)	$0.42	$(1.36)	$0.56
Diluted	$(1.53)	$0.42	$(1.36)	$0.55
Anti-dilutive shares	527	106	446	189

Basic net income (loss) per share is calculated by dividing net income (loss) by the weighted average number of common shares outstanding during the period. Diluted net income (loss) per share is calculated by dividing net income (loss) by the weighted average number of common shares and potential common shares outstanding during the period. Potential common shares include the dilutive effects of vested and non-vested restricted stock, performance share units, and shares issued under the employee stock purchase plan, except where their inclusion would be anti-dilutive.

Anti-dilutive shares primarily include non-vested restricted stock, and performance share units for which the sum of the assumed proceeds, including unrecognized compensation expense, exceeds the average stock price during the periods presented.

NOTE 14: ACCUMULATED OTHER COMPREHENSIVE LOSS

Accumulated other comprehensive loss is reflected as a net decrease to shareholders' equity. Changes in the balance of each component of accumulated other comprehensive loss during the twenty-six weeks ended June 24, 2016 were as follows (in thousands):

	Foreign currency translation adjustment	Unrealized gain (loss) on investments (1)	Total other comprehensive income (loss), net of tax
Balance at beginning of period	$(13,514)	$(499)	$(14,013)
Current-period other comprehensive income	2,094	162	2,256
Balance at end of period	$(11,420)	$(337)	$(11,757)

(1) Consists of deferred compensation plan accounts, which are comprised of mutual funds classified as available-for-sale securities. The tax impact on unrealized gain on marketable securities was de minimis for the

twenty-six weeks ended June 24, 2016.

There were no material reclassifications out of accumulated other comprehensive loss during the twenty-six weeks ended June 24, 2016.

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Notes to Consolidated Financial Statements—(Continued)

NOTE 15: SUPPLEMENTAL CASH FLOW INFORMATION

Supplemental disclosure of cash flow information (in thousands):

	Twenty-six weeks ended	
	June 24, 2016	June 26, 2015
Cash paid (received) during the period for:		
Interest	$ 1,981	$ 1,863
Income taxes	$ (3,845)	$ 3,939

As of June 24, 2016 and June 26, 2015, we had acquired $2.0 million and $0.2 million, respectively, of property, plant and equipment on account that was not yet paid. We finalized our fair value assessment of our acquisition of SIMOS and have recorded net year-to-date non-cash adjustments to the preliminary SIMOS purchase accounting of $3.8 million, with corresponding adjustments to goodwill. These are considered non-cash investing items.

NOTE 16: SEGMENT INFORMATION

Our operating segments are based on the organizational structure for which financial results are regularly evaluated by the chief operating decision maker, our Chief Executive Officer, to determine resource allocation and assess performance. Our service lines are our operating segments. Effective January 4, 2016, our PeopleScout service line acquired certain assets and assumed certain liabilities of the RPO business of Aon Hewitt, which expands our RPO service offering. The RPO business of Aon Hewitt has been substantially integrated into our PeopleScout service line, which is part of our Managed Services reportable segment. Effective December 1, 2015, we acquired SIMOS, which broadens our Staff Management On-premise contingent staffing solution and is part of our Staffing Services reportable segment.

Our reportable segments are described below:

Our Staffing Services segment provides temporary staffing through the following service lines:

- Labor Ready: On-demand general labor;
- Spartan Staffing: Skilled manufacturing and logistics labor;
- CLP Resources: Skilled trades for commercial, industrial, and energy construction as well as building and plant maintenance;
- PlaneTechs: Skilled mechanics and technicians to the aviation and transportation industries;
- Centerline Drivers: Temporary and dedicated drivers to the transportation and distribution industries;
- Staff Management | SMX: Exclusive recruitment and on-premise management of a facility's contingent industrial workforce; and,
- SIMOS: On-premise management and recruitment of a facility's contingent industrial workforce.

Our Managed Services segment provides high-volume permanent employee recruitment process outsourcing and management of outsourced labor service providers through the following service lines:

- PeopleScout: Outsourced recruitment of permanent employees on behalf of clients; and
- Staff Management (MSP): Management of multiple third party staffing vendors on behalf of clients.

We have two measures of segment performance: revenue from services and income from operations. Income from operations for each segment includes net sales to third parties, related cost of sales, and operating expenses directly attributable to the segment. Costs excluded from segment income from operations include various corporate general and administrative expenses, depreciation and amortization expense, and interest and other expense, net. Asset information by reportable segment is not presented since we do not manage our segments on a balance sheet basis. There are no material internal revenue transactions between our reporting segments.

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Notes to Consolidated Financial Statements—(Continued)

Revenue from services and income from operations associated with our segments were as follows (in thousands):

	Thirteen weeks ended		Twenty-six weeks ended	
	June 24, 2016	June 26, 2015	June 24, 2016	June 26, 2015
Revenue from services				
Staffing Services	$625,660	$601,103	$1,228,113	$1,150,815
Managed Services	46,952	26,611	90,479	50,214
Total Company	$672,612	$627,714	$1,318,592	$1,201,029
Income (loss) from operations				
Staffing Services	$(49,453)	$38,834	$(30,248)	$63,117
Managed Services	(2,935)	4,326	5,895	7,750
Depreciation and amortization	(11,694)	(10,397)	(22,983)	(20,917)
Corporate unallocated	(12,744)	(9,053)	(20,891)	(18,517)
Total Company	(76,826)	23,710	(68,227)	31,433
Interest and other expense, net	(887)	(202)	(1,906)	(736)
Income (loss) before tax expense	$(77,713)	$23,508	$(70,133)	$30,697

In the second quarter of fiscal 2016, we finalized the changes to the organizational and reporting structure of our PeopleScout and hrX service lines. As a result, we have combined these service lines and they no longer represent separate reporting units.

NOTE 17: SUBSEQUENT EVENTS

We evaluated events and transactions occurring after the balance sheet date through the date the financial statements were issued, and identified no other events that were subject to recognition or disclosure.

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Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

COMMENT ON FORWARD LOOKING STATEMENTS

Certain statements in this report, other than purely historical information, including estimates, projections, statements relating to our business plans, objectives and expected operating results, and the assumptions upon which those statements are based, are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements may appear throughout this report, including the following sections: “Management’s Discussion and Analysis,” and “Risk Factors.” Forward-looking statements involve risks and uncertainties, and future events and circumstances could differ significantly from those anticipated in the forward-looking statements. Actual events or results may differ materially. These forward-looking statements generally are identified by the words “believe,” “project,” “expect,” “anticipate,” “estimate,” “intend,” “strategy,” “future,” “opportunity,” “plan,” “may,” “should,” be,” “will continue,” “will likely result,” and similar expressions. Forward-looking statements are based on current expectations and assumptions that are subject to risks and uncertainties which may cause actual results to differ materially from the forward-looking statements. We describe risks and uncertainties that could cause actual results and events to differ materially from such forward-looking statements in “Risk Factors” (Part II, Item 1A of this Form 10-Q), “Quantitative and Qualitative Disclosures about Market Risk” (Part I, Item 3), and “Management’s Discussion and Analysis” (Part I, Item 2). We undertake no obligation to update or revise publicly any forward-looking statements, whether because of new information, future events, or otherwise.

The following Management’s Discussion and Analysis (“MD&A”) is intended to help the reader understand the results of operations and financial condition of TrueBlue. Our MD&A is provided as a supplement to, and should be read in conjunction with, our Annual Report on Form 10-K for the fiscal year ended December 25, 2015, and our subsequently filed Quarterly Reports on Form 10-Q. The MD&A is designed to provide the reader of our financial statements with a narrative from the perspective of management on our financial condition, results of operations, liquidity, and certain other factors that may affect future results.

OVERVIEW

TrueBlue, Inc. (the "Company", “TrueBlue,” “we,” “us,” and “our”) is a leading provider of specialized workforce solutions helping clients improve growth and performance by providing staffing, recruitment process outsourcing, and managed service provider solutions. Our workforce solutions meet clients’ needs for a reliable, efficient workforce in a wide variety of industries. Through our workforce solutions, we help approximately 130,000 businesses be more productive and we connect approximately 840,000 people to work each year. We are headquartered in Tacoma, Washington. Revenue grew to $672.6 million for the thirteen weeks ended June 24, 2016, a 7.2% increase compared to the same period in the prior year primarily due to the following:

- Effective December 1, 2015, we acquired SIMOS Insourcing Solutions (“SIMOS”), a leading provider of on-premise workforce management solutions. SIMOS specializes in helping clients streamline warehouse/distribution operations to meet the growing demand for online commerce and supply chain solutions. SIMOS will expand our existing services for on-premise staffing and management of a facility's contingent workforce. SIMOS contributed $36.8 million in revenue or 5.9% of our revenue growth for the thirteen weeks ended June 24, 2016.

- Effective January 4, 2016, we acquired the recruitment process outsourcing ("RPO") business of Aon Hewitt, a leading provider of RPO services. The acquired operations expand and complement our PeopleScout services and will be fully integrated with this service line in 2016. The RPO business of Aon Hewitt contributed $17.5 million in revenue or 2.8% of our revenue growth for the thirteen weeks ended June 24, 2016.

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Organic revenue declined by approximately 1.5% for the thirteen weeks ended June 24, 2016, as compared to the prior year. The decline in organic revenue was primarily due to our largest customer who is reducing their use of contingent labor for their warehouse fulfillment centers in the United States and realigning their use of contingent labor vendors for warehousing and distribution. Organic revenue growth, excluding our largest customer, increased by approximately 1.5%. Revenue trends were mixed across all the geographies and industries we serve. Moderate revenue growth for our small to medium-sized customers was partially offset by revenue trends for our larger national customers. Moderate revenue growth in construction, construction related customers and manufacturing was partially offset by declines in retail and logistics related businesses.

Gross profit as a percentage of revenue for the thirteen weeks ended June 24, 2016 was 25.3% compared to 24.2% for the same period in the prior year. The increase was primarily due to the impact of the acquired SIMOS and Aon Hewitt RPO businesses of 0.8% which carried higher gross margins in comparison to our blended company average and the positive impact of a revenue mix change of 0.4%. This was partially offset by gross margin compression of approximately 0.1% due to increased sensitivity to price increases for higher contingent worker wages in a tightening labor market and increasing minimum wages and benefits in a sluggish economy. Through disciplined pricing, we have reduced the gross margin compression throughout the current quarter.

Selling, general and administrative ("SG&A") expenses increased by $17.9 million to $135.8 million for the thirteen weeks ended June 24, 2016 compared to the same period in 2015. The increase includes expenses related to the acquired operations of SIMOS and the RPO business of Aon Hewitt of approximately $9.9 million. SIMOS was acquired effective December 1, 2015 and the RPO business of Aon Hewitt was acquired effective January 4, 2016. The remaining increase of approximately $8.0 million was due primarily to investments made in selling and recruiting resources for our blue-collar staffing services in the prior year to fuel continued growth. With the current year slowdown in growth, these investments were curtailed and cost control programs commenced in the prior quarter. We have reduced SG&A costs in line with our plans. We will continue to closely monitor and manage our SG&A costs in the current environment of sluggish revenue growth. SG&A expenses as a percentage of revenue increased to 20.2% for the thirteen weeks ended June 24, 2016 from 18.8% for the same period in 2015. The increase of 1.4% is related to the acquired operations of SIMOS and the RPO business of Aon Hewitt.

Loss from operations was $76.8 million for the thirteen weeks ended June 24, 2016, compared to income from operations of $23.7 million for the same period in 2015. Included in the operating results for the thirteen weeks ended June 24, 2016 is a non-cash goodwill and intangible impairment charge to operating expense of $99.3 million. The impairment was primarily driven by a change in the scope of services with our largest customer and other changes in outlook reflecting recent economic and industry conditions. Excluding the impairment charge, net income from operations was $22.4 million or 3.3% as a percent of revenue for the thirteen weeks ended June 24, 2016 compared to net income from operations of $23.7 million or 3.8% as a percent of revenue for the same period in 2015. The decline in performance is primarily due to slowed organic revenue growth and associated gross margin compression and increased cost of operations partially offset by our success with improved pricing and cost management.

Net loss of $63.7 million, or $1.53 per diluted share for the thirteen weeks ended June 24, 2016 compared to $17.3 million, or $0.42 per diluted share, for the same period in 2015. Results include the impairment charge of $99.3 million which is equivalent to $79.6 million after tax or $1.91 per diluted share. Excluding the impairment charge, net income would have been $15.9 million or $0.38 per diluted share.

We believe we are taking the right steps to preserve our operating margin and produce long-term growth for shareholders. We also believe we are in a strong position financially to fund working capital needs for growth opportunities. As of June 24, 2016, we had cash and cash equivalents of $21.8 million and $126.0 million available under the Revolving Credit Facility.

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RESULTS OF OPERATIONS

Total company results

The following table presents selected financial data (in thousands, except percentages and per share amounts):

	Thirteen weeks ended			
	June 24, 2016	% of revenue	June 26, 2015	% of revenue
Revenue from services	$672,612		$627,714	
Total revenue growth %	7.2 %		38.5 %	
Gross profit	$169,924	25.3 %	$151,966	24.2 %
Selling, general and administrative expenses	135,787	20.2 %	117,859	18.8 %
Depreciation and amortization	11,694	1.7 %	10,397	1.7 %
Goodwill and intangible asset impairment charge	99,269	14.8 %	—	— %
Income (loss) from operations	(76,826)	(11.4)%	23,710	3.8 %
Interest and other expense, net	(887)		(202)	
Income (loss) before tax expense	(77,713)		23,508	
Income tax expense	(13,978)		6,235	
Net income (loss)	$(63,735)	(9.5)%	$17,273	2.8 %
Net income (loss) per diluted share	$(1.53)		$0.42	

	Twenty-six weeks ended			
	June 24, 2016	% of revenue	June 26, 2015	% of revenue
Revenue from services	$1,318,592		$1,201,029	
Total revenue growth %	9.8 %		41.4 %	
Gross profit	$320,436	24.3 %	$281,802	23.5 %
Selling, general and administrative expenses	266,411	20.2 %	229,452	19.1 %
Depreciation and amortization	22,983	1.7 %	20,917	1.7 %
Goodwill and intangible asset impairment charge	99,269	7.5 %	—	— %
Income (loss) from operations	(68,227)	(5.2)%	31,433	2.6 %
Interest and other expense, net	(1,906)	(0.1)%	(736)	(0.1)%
Income (loss) before tax expense	(70,133)		30,697	
Income tax expense	(13,366)		7,708	
Net income (loss)	$(56,767)	(4.3)%	$22,989	1.9 %
Net income (loss) per diluted share	$(1.36)		$0.55	

Our year-over-year trends for the twenty-six weeks ended June 24, 2016, compared to the same period in the prior year are significantly impacted by the acquisitions of SIMOS and the RPO business of Aon Hewitt, which further expand on our acquisition of Seaton in 2014. The Seaton acquisition added new services and capabilities to better meet our objective of providing our customers with the talent and flexible workforce solutions they need to enhance their business performance. These service lines have dedicated customer on-site and virtual teams which leverage highly centralized support services for recruiting and delivering services to meet the specialized needs of each customer. These service lines do not operate a branch network and accordingly operate with more flexibility. Effective December 1, 2015, we acquired SIMOS, a leading provider of on-premise workforce management solutions. SIMOS specializes in helping clients streamline warehouse/distribution operations to meet the growing demand for online commerce and supply chain solutions. SIMOS will expand our existing services for on-premise staffing and management of a facility's contingent workforce. Effective January 4, 2016, we acquired the RPO business of Aon

Hewitt, a leading provider of RPO services. The acquired operations expand and complement our PeopleScout services and will be fully integrated with this service line in 2016.

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Revenue from services

Revenue from services was as follows (in thousands, except percentages):

	Thirteen weeks ended		Twenty-six weeks ended	
	June 24, 2016	June 26, 2015	June 24, 2016	June 26, 2015
Revenue from services	$672,612	$627,714	$1,318,592	$1,201,029
Total revenue growth %	7.2 %	38.5 %	9.8 %	41.4 %

Thirteen weeks ended June 24, 2016

Revenue grew to $672.6 million for the thirteen weeks ended June 24, 2016, a 7.2% increase compared to the same period in the prior year primarily due to the acquisitions of SIMOS and the RPO business of Aon Hewitt. Effective December 1, 2015, we acquired SIMOS which contributed $36.8 million in revenue or 5.9% of our revenue growth for the thirteen weeks ended June 24, 2016. Effective January 4, 2016, we acquired the RPO business of Aon Hewitt, which contributed $17.5 million in revenue or 2.8% of our revenue growth for the thirteen weeks ended June 24, 2016.

Organic revenue declined by approximately 1.5% for the thirteen weeks ended June 24, 2016, as compared to the prior year. The decline in organic revenue was primarily due to our largest customer who is reducing their use of contingent labor for their warehouse fulfillment centers in the United States and realigning their use of contingent labor vendors for warehousing and distribution. We were notified of this change in April 2016 and reported Amazon's plan to reduce the use of our contingent labor services in the prior quarter. Organic revenue growth, excluding our largest customer, increased by approximately 1.5%. Revenue trends were mixed across all the geographies and industries we serve. Moderate revenue growth for our small to medium-sized customers was partially offset by revenue trends for our larger national customers. Moderate revenue growth in construction, construction related customers and manufacturing was partially offset by declines in retail and logistics related businesses.

Twenty six weeks ended June 24, 2016

Revenue grew to $1,318.6 million for the twenty-six weeks ended June 24, 2016, a 9.8% increase compared to the same period in the prior year primarily due to the acquisitions of SIMOS and the RPO business of Aon Hewitt. Effective December 1, 2015, we acquired SIMOS, which contributed $72.9 million in revenue or 6.1%of our revenue growth for the twenty-six weeks ended June 24, 2016. Effective January 4, 2016, we acquired the RPO business of Aon Hewitt, which contributed $33.5 million in revenue or 2.8% of our revenue growth for the twenty-six weeks ended June 24, 2016.

Organic revenue increased by approximately 0.9% for the twenty-six weeks ended June 24, 2016, as compared to the prior year. Revenue growth slowed in many of the geographies and industries we serve. This was especially pronounced for our large national customers. Our largest customer is reducing their use of contingent labor for their warehouse fulfillment centers in the United States and realigning their use of contingent labor vendors for warehousing and distribution. Organic revenue growth, excluding our largest customer, increased by approximately 2.8%. Revenue trends were mixed across all the geographies and industries we serve. The decline in organic revenue growth from our national customers was partially offset by stronger growth for our small to medium-sized business customers. Moderate revenue growth in construction, construction related customers and manufacturing was partially offset by declines in retail and logistics related businesses.

The demand for our specialized workforce solutions continues to generate growth as labor markets continue to tighten and our customers need our specialized solutions to find talent. This is in large part offset by certain large national accounts for which project work has slowed and caution in a sluggish economy persists. We continue to see success with our focus on generating organic growth by making it easier for our customers to access reliable workers and for our workers to access work opportunities. Additionally, we are improving the productivity of our customers with temporary workforce solutions which are specialized and tailored to their needs. Furthermore, we continue to make substantial investments in technology solutions that will improve both the customer and worker experience as well as our business efficiency for the longer term.

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Gross profit

Gross profit was as follows (in thousands, except percentages):

	Thirteen weeks ended		Twenty-six weeks ended	
	June 24, 2016	June 26, 2015	June 24, 2016	June 26, 2015
Gross profit	$169,924	$151,966	$320,436	$281,802
Percentage of revenue	25.3 %	24.2 %	24.3 %	23.5 %

Gross profit represents revenue from services less direct costs of services, which consist of payroll, payroll taxes, workers' compensation costs, and reimbursable costs.

Thirteen weeks ended June 24, 2016

Gross profit as a percentage of revenue for the thirteen weeks ended June 24, 2016 was 25.3% compared to 24.2% for the same period in the prior year. The increase was primarily due to the impact of the acquired SIMOS and Aon Hewitt RPO businesses of 0.8% which carried higher gross margins in comparison to our blended company average and the positive impact of a revenue mix change of 0.4%. This was partially offset by gross margin compression of approximately 0.1% due to increased sensitivity to price increases for higher contingent worker wages in a tightening labor market and increasing minimum wages and benefits in a sluggish economy. Through disciplined pricing, we have reduced the gross margin compression throughout the current quarter.

Twenty six weeks ended June 24, 2016

Gross profit as a percentage of revenue for the twenty-six weeks ended June 24, 2016, was 24.3% compared to 23.5% for the same period in the prior year. The increase was primarily due to the impact of the SIMOS and the RPO business of Aon Hewitt acquisitions of 0.9% which carried higher gross margins in comparison to our blended company average, and the positive impact of a revenue mix change offset by gross margin compression due to a reluctance by our customers to accept price increases for our normal mark-ups on higher contingent worker wages in a tightening labor market and increasing minimum wages and benefits in a sluggish economy. Through disciplined pricing, we have reduced the gross margin compression throughout the current period.

Workers’ compensation expense as a percentage of revenue was 3.7% for the twenty-six weeks ended June 24, 2016 and remained unchanged from the same period in the prior year. Our efforts to actively manage the safety of our temporary workers with our safety programs and control increasing costs with our network of workers' compensation service providers have had a positive impact of creating favorable adjustments to workers’ compensation liabilities recorded in prior periods. Continued favorable adjustments to our workers' compensation liabilities are dependent on our ability to continue to lower accident rates and claim costs. However, in line with our expectations, we are experiencing diminishing favorable adjustments to our workers' compensation liabilities as the opportunity for significant reduction to frequency and severity of accident rates diminishes.

Selling, general and administrative expenses

Selling, general and administrative ("SG&A") expenses were as follows (in thousands, except percentages):

	Thirteen weeks ended		Twenty-six weeks ended	
	June 24, 2016	June 26, 2015	March 25, 2016	June 26, 2015
Selling, general and administrative expenses	$135,787	$117,859	$266,411	$229,452
Percentage of revenue	20.2 %	18.8 %	20.2 %	19.1 %

Thirteen weeks ended June 24, 2016

Selling, general and administrative ("SG&A") expenses increased by $17.9 million to $135.8 million for the thirteen weeks ended June 24, 2016 compared to the same period in 2015. The increase includes expenses related to the acquired operations of SIMOS and the RPO business of Aon Hewitt of approximately $9.9 million. SIMOS was acquired effective December 1, 2015 and the RPO business of Aon Hewitt was acquired effective January 4, 2016.

The remaining increase of approximately $8.0 million was due primarily to investments made in selling and recruiting resources for our blue-collar staffing services in the prior year to fuel continued growth. With the current year slowdown in growth, these investments were curtailed and cost control programs commenced in the prior quarter. We have reduced SG&A costs in line with our plans. We will continue to closely monitor and manage our SG&A costs in the current environment of sluggish revenue growth. SG&A expenses as a percentage of revenue increased to 20.2% for the thirteen

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weeks ended June 24, 2016 from 18.8% for the same period in 2015. The increase of 1.4% is related to the acquired operations of SIMOS and the RPO business of Aon Hewitt.
Twenty six weeks ended June 24, 2016

SG&A expenses increased by $37.0 million to $266.4 million for the twenty-six weeks ended June 24, 2016, compared to the same period in 2015. The increase includes expenses related to the acquired operations of SIMOS and the RPO business of Aon Hewitt of approximately $19.3 million. SIMOS was acquired effective December 1, 2015, and the RPO business of Aon Hewitt was acquired effective January 4, 2016. The remaining increase of approximately $17.7 million was due primarily to investments made in selling and recruiting resources for our blue-collar staffing services in the prior year to fuel continued growth. With the current year slowdown in growth, these investments were curtailed and cost control programs commenced in the first quarter. We have reduced SG&A costs in line with our plans. We will continue to closely monitor and manage our SG&A costs in the current environment of sluggish revenue growth. SG&A expenses as a percentage of revenue increased to 20.2% for the twenty-six weeks ended June 24, 2016, from 19.1% for the same period in 2015. The acquired operations of SIMOS and the RPO business of Aon Hewitt represents approximately 1.5% of the increase. Excluding acquired operations, SG&A as a percentage of revenue decreased to 18.7% for the twenty-six weeks ended June 24, 2016, from 19.1% for the same period in 2015. The improvement is primarily due to the success of cost control programs delivering improved leverage of our cost structure on mixed revenue results.
Depreciation and amortization
Depreciation and amortization were as follows (in thousands, except percentages):

	Thirteen weeks ended		Twenty-six weeks ended	
	June 24, 2016	June 26, 2015	June 24, 2016	June 26, 2015
Depreciation and amortization	$11,694	$10,397	$22,983	$20,917
Percentage of revenue	1.7 %	1.7 %	1.7 %	1.7 %

Depreciation and amortization increased to $11.7 million for the thirteen weeks ended June 24, 2016, and $23.0 million for the twenty-six weeks ended June 24, 2016, primarily due to the amortization of acquired finite-lived intangible assets in connection with the SIMOS and RPO business of Aon Hewitt acquisitions. We continue to make significant investments in projects that are designed to further improve our efficiency and effectiveness in recruiting, retaining our temporary workers, and attracting and retaining our customers.
Goodwill and Intangible Asset Impairment Charge
Goodwill and intangible asset impairment charge were as follows (in thousands, except percentages):

	Thirteen weeks ended		Twenty-six weeks ended	
	June 24, 2016	June 26, 2015	June 24, 2016	June 26, 2015
Goodwill and intangible asset impairment charge	$99,269	$ —	$99,269	$ —
Percentage of revenue	14.8 %		7.5 %	

Net loss from operations for the thirteen weeks and twenty-six weeks ended June 24, 2016, includes goodwill and intangible asset impairment charge of $99.3 million. We test goodwill and indefinite-lived intangible assets for impairment annually on the first day of our second quarter and whenever events or circumstances arise that indicate an impairment may exist, such as the loss of key customers and adverse industry and economic conditions.

The impairment was primarily driven by a change in the scope of services with our largest customer, as reported by TrueBlue in April 2016, of $67.1 million, and also other changes in outlook reflecting recent economic and industry conditions of $32.2 million. See Summary of Critical Accounting Estimates for further discussion.

Summary of goodwill and intangible asset impairment charges by service line are follows (in thousands):

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	Customer relationships	Trade name/trademarks	Goodwill	Total
Staff Management | SMX	$ 28,900	$ 4,500	$ 33,700	$ 67,100
PlaneTechs	—	—	17,000	17,000
hrX	—	—	15,169	15,169
Total non-cash impairment charges	$ 28,900	$ 4,500	$ 65,869	$ 99,269

Income taxes

The income tax expense (benefit) and the effective income tax rate were as follows (in thousands, except percentages):

	Thirteen weeks ended		Twenty-six weeks ended	
	June 24, 2016	June 26, 2015	June 24, 2016	June 26, 2015
Income tax expense (benefit)	$ (13,978)	$ 6,235	$ (13,366)	$ 7,708
Effective income tax rate	18.0 %	26.5 %	19.1 %	25.1 %

Our tax provision or benefit from income taxes for interim periods is determined using an estimate of our annual effective tax rate, adjusted for discrete items, if any, that are taken into account in the relevant period. Each quarter we update our estimate of the annual effective tax rate, and if our estimated tax rate changes, we make a cumulative adjustment. Our quarterly tax provision and our quarterly estimate of our annual effective tax rate are subject to variation due to several factors, including variability in accurately predicting our pre-tax and taxable income and loss and the mix of jurisdictions to which they relate, tax credits, audit developments, changes in law, regulations and administrative practices, and relative changes of expenses or losses for which tax benefits are not recognized. Additionally, our effective tax rate can be more or less volatile based on the amount of pre-tax income. For example, the impact of discrete items, tax credits and non-deductible expenses on our effective tax rate is greater when our pre-tax income is lower. Except as required under U.S. tax law, we do not provide for U.S. taxes on undistributed earnings of our foreign subsidiaries since we consider those earnings to be permanently invested outside of the U.S.

A significant driver of fluctuations in our effective income tax rate is the Work Opportunity Tax Credit (“WOTC”). WOTC is designed to encourage hiring of workers from certain disadvantaged targeted categories, and is generally calculated as a percentage of wages over a twelve month period up to worker maximum by targeted category. Based on historical results and business trends we estimate the amount of WOTC we expect to earn related to wages of the current year. However, the estimate is subject to variation because 1) a small percentage of our workers qualify for one or more of the many targeted categories; 2) the targeted categories are subject to different incentive credit rates and limitations; 3) credits fluctuate depending on economic conditions and qualified worker retention periods; and 4) state and federal offices often delay their credit certification processing from a few months to several years and have inconsistent certification rates. We recognize additional prior year hiring credits if credits in excess of original estimates have been certified by government offices. WOTC was restored through December 31, 2019, as a result of the Protecting Americans from Tax Hikes Act of 2015, signed into law on December 18, 2015.

Our effective tax rate for the twenty-six weeks ended June 24, 2016 was 19.1%, which includes a goodwill and intangible asset impairment charge of $99.3 million. Excluding this impairment charge, net income would have been $29.1 million with an effective tax rate of 21.6%, as compared to 25.1% for the same period in 2015, primarily because WOTC was restored. WOTC was retroactively restored from January 1, 2015 through December 31, 2019 as a result of the Protecting Americans from Tax Hikes Act of 2015, signed into law on December 18, 2015. We recognized discrete tax benefits from prior year hiring credits of $2.3 million, compared to $3.7 million for the same period in the prior year.

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Changes to our effective tax rate as a result of hiring credits were as follows:

	Thirteen weeks ended		Twenty-six weeks ended	
	June 24, 2016	June 26, 2015	June 24, 2016	June 26, 2015
Effective income tax rate without hiring credits or goodwill impairment	40.4 %	39.0 %	41.1 %	39.2 %
Hiring credits estimate from current year wages	(11.7)	(1.9)	(11.7)	(1.9)
Effective income tax rate before prior year adjustments	28.7	37.1	29.4	37.3
Additional hiring credits from prior year wages	(2.2)	(10.6)	(7.8)	(12.2)
Goodwill impairment impact	(8.5)%	— %	(2.5)%	— %
Effective income tax rate with hiring credits	18.0 %	26.5 %	19.1 %	25.1 %

Segment results

In the fourth quarter of 2014, we changed our organizational structure as a result of our acquisition of Seaton on June 30, 2014. Legacy TrueBlue operated within the overall staffing industry providing contingent, industrial labor to customers, which we aggregated into one reportable segment in accordance with U.S. generally accepted accounting principles ("GAAP"). The acquisition of Seaton added a full service line providing contingent, industrial labor through an on-premise operation located at the customer's place of business. On-premise staffing is large scale exclusive sourcing, screening, recruitment, and management of a contingent labor workforce. This service line is an operating segment which is aggregated with the Legacy TrueBlue operations and reported as Staffing Services. Effective December 1, 2015, we acquired SIMOS, a leading provider of on-premise workforce management solutions. SIMOS will expand our existing services for on-premise staffing and management of a facility's contingent workforce.

The acquisition of Seaton also added complementary outsourced service offerings in recruitment process outsourcing and managed service provider solutions. Recruitment process outsourcing is high-volume sourcing, screening, and recruitment of permanent employees for all major industries and jobs. Managed service provider solutions provide customers with improved quality and spend management of their contingent labor vendors. The complementary service lines are operating segments which are aggregated and reported as Managed Services. Effective January 4, 2016, we acquired the RPO business of Aon Hewitt, a leading provider of recruitment process outsourcing services. The acquired operations expand and complement our PeopleScout services and will be fully integrated with this service line in 2016.

Revenue from services and income from operations associated with our segments were as follows (in thousands, except percentages):

	Thirteen weeks ended				Twenty-six weeks ended			
	June 24, 2016		June 26, 2015		June 24, 2016		June 26, 2015	
Revenue from services		Revenue growth %		Revenue growth %		Revenue growth %		Revenue growth %
Staffing Services	$625,660	4.1%	$601,103	32.6%	$1,228,113	6.7%	$1,150,815	35.5%
Managed Services	46,952	76.4%	26,611	—%	90,479	80.2%	50,214	—%
Total Company	$672,612	7.2%	$627,714	38.5%	$1,318,592	9.8%	$1,201,029	41.4%
Income (loss) from operations		% of revenue		% of revenue		% of revenue		% of revenue
Staffing Services	$(49,453)	(7.9)%	38,834	6.5%	$(30,248)	(2.5)%	$63,117	5.5%
Managed Services	(2,935)	(6.3)%	4,326	16.3%	5,895	6.5%	7,750	15.4%
	(11,694)		(10,397)		(22,983)		(20,917)	

Depreciation and amortization								
Corporate unallocated	(12,744)		(9,053)		(20,891)		(18,517)	
Total Company	(76,826)	(11.4)%	23,710	3.8%	(68,227)	(5.2)%	31,433	2.6%
Interest and other expense, net	(887)		(202)		(1,906)		(736)	
Income (loss) before tax expense	$(77,713)		$23,508		$(70,133)		$30,697	

Revenue from services

The following table reconciles Staffing Services segment revenues to change in organic revenue (in thousands, except percentages):

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	Thirteen weeks ended				Twenty-six weeks ended			
	June 24, 2016			June 26, 2015	June 24, 2016			June 26, 2015
	Revenue from services	% of Total	% Change	Revenue from services	Revenue from services	% of Total	% Change	Revenue from services
Staffing Services Revenue	$625,660	100.0%	4.1 %	$601,103	$1,228,113	100.0%	6.7 %	$1,150,815
SIMOS Revenue	36,789	5.9 %	—	—	72,933	5.9 %	—	—
Organic Revenue	$588,871	94.1 %	(2.0)%	$601,103	$1,155,180	94.1 %	0.4 %	$1,150,815

Staffing Services revenue growth was primarily due to the SIMOS acquisition which contributed 6.1% and 6.3% of our revenue growth for the thirteen and twenty-six weeks ended June 24, 2016, respectively.

Excluding the SIMOS acquisition, organic revenue declined by 2.0% for the thirteen weeks ended June 24, 2016, and increased by 0.4% for the twenty-six weeks ended June 24, 2016, as compared to the respective prior year periods. The decline in organic revenue was primarily due to our largest customer who is reducing their use of contingent labor for their warehouse fulfillment centers in the United States and realigning their use of contingent labor vendors for warehousing and distribution. Organic revenue growth, excluding our largest customer, increased by approximately 1.1% for the thirteen weeks ended June 24, 2016, and increased by 2.2% for the twenty-six weeks ended June 24, 2016, as compared to the respective prior year periods.

Revenue trends were mixed across all the geographies and industries we serve. Moderate revenue growth for our small to medium-sized customers was partially offset by revenue trends for our larger national customers. Moderate revenue growth in construction, construction related customers and manufacturing was partially offset by declines in retail and logistics related businesses.

The following table presents our Managed Services segment revenues with and without revenues from acquisition as follows (in thousands):

	Thirteen weeks ended				Twenty-six weeks ended			
	June 24, 2016			June 26, 2015	June 24, 2016			June 26, 2015
	Revenue from services	% of Total	% Change	Revenue from services	Revenue from services	% of Total	% Change	Revenue from services
Managed Services	$46,952	100.0%	76.4 %	$26,611	$90,479	100.0%	80.2 %	$50,214
RPO business of Aon Hewitt	17,527	37.3 %	—	—	33,547	37.1 %	—	—
Organic Revenue	$29,425	62.7 %	10.6 %	$26,611	$56,932	62.9 %	13.4 %	$50,214

Managed Services revenue growth was primarily due to the acquisition of the RPO business of Aon Hewitt on January 4, 2016, which contributed 65.8% and 66.8% of our revenue growth for the thirteen and twenty-six weeks ended June 24, 2016, respectively.

Organic revenue grew by 10.6% for the thirteen weeks ended June 24, 2016, and 13.4% for the twenty-six weeks ended June 24, 2016, compared to the respective prior year periods. The organic revenue growth was driven by increased demand for our services in a tightening labor market and serving our customers to acquire new talent. Additionally, we are winning new customers from our pipeline of opportunities which remains strong.

Income from operations

The following table presents our Staffing Services segment operating income with and without acquisition and goodwill and intangible asset impairment charges as follows (in thousands):

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	Thirteen weeks ended				Twenty-six weeks ended			
	June 24, 2016			June 26, 2015	June 24, 2016			June 26, 2015
	Income (loss) from operations	% of revenue	% Change	Income from operations	Income (loss) from operations	% of revenue	% Change	Income from operations
Staffing Services	$(49,453)	(7.9)%	(227.3)%	38,834	$(30,248)	(2.5)%	(147.9)%	$ 63,117
Goodwill and intangible asset impairment charge	84,100	13.4 %			84,100	6.8 %		
Staffing Services excluding impairment charge	34,647	5.5 %	(10.8)%	38,834	53,852	4.4 %	(14.7)%	63,117
SIMOS	6,272	1.0 %			12,779	1.0 %		
	$28,375	4.5 %	(26.9)%	38,834	41,073	3.3 %	(34.9)%	$ 63,117

Included in Staffing Services income (loss) from operations of $49.5 million for the thirteen weeks ended June 24, 2016, and $30.2 million for the twenty six weeks ended June 24, 2016, is a non-cash goodwill and intangible impairment charge to operating expense of $84.1 million. The impairment was primarily driven by a change in the scope of services with our largest customer for Staff Management and other changes in outlook reflecting recent economic and industry conditions for PlaneTechs.

Excluding the goodwill and intangible asset impairment charge, income from operations improved by 5.5% for the thirteen weeks ended June 25, 2016, and 4.4% for the twenty-six weeks ended June 25, 2016 as compared to the respective prior year periods. The improved performance was due in part to the SIMOS acquisition which contributed 1.0% of growth to income from operations for both the thirteen and twenty-six weeks ended June 24, 2016, respectively. The remaining improvement is due to disciplined pricing and cost management. We have experienced increased sensitivity to price increases by our customers for higher contingent worker wages in a tightening labor market and increasing minimum wages and benefits in a sluggish economy. Through disciplined pricing, we have reduced the gross margin compression throughout the current quarter.

SG&A costs increased with investments made in selling and recruiting resources for blue-collar staffing services in the prior year to fuel continued growth. With the slowdown in growth, these investments have been curtailed and cost control programs commencing in the prior quarter have continued to preserve operating margins on mixed revenue results.

The following table presents our Managed Services segment operating income with and without goodwill and intangible asset impairment as follows (in thousands):

	Thirteen weeks ended				Twenty-six weeks ended			
	June 24, 2016			June 26, 2015	June 24, 2016			June 26, 2015
	Income (loss) from operations	% of revenue	% Change	Income from operations	Income from operations	% of revenue	% Change	Income from operations
Managed Services	$(2,935)	(6.3)%	(167.8)%	4,326	$5,895	6.5 %	(23.9)%	$ 7,750
Goodwill impairment charge	15,169	32.3 %			15,169	16.8 %		
Managed services excluding impairment charge	12,234	26.1 %	182.8 %	4,326	21,064	23.3 %	171.8 %	7,750

Included in Managed Services income (loss) from operations of $3.0 million for the thirteen weeks ended June 24, 2016 and $6.9 million for the twenty six weeks ended June 24, 2016 is a non-cash goodwill and intangible impairment charge to operating expense of $15.2 million. The impairment was for changes in outlook reflecting recent economic and industry conditions for hrX. Excluding the goodwill impairment charge, the increase to income from operations is due to the acquired RPO business of Aon Hewitt and organic revenue growth. The RPO business of Aon Hewitt has been substantially integrated with PeopleScout.

Future outlook

The following highlights represent our expectations regarding operating trends for the remainder of fiscal year 2016. These expectations are subject to revision as our business changes with the overall economy.

- Our top priority remains to produce solid organic revenue and gross profit growth, and leverage our cost structure to generate increasing operating income as a percentage of revenue. However, growth slowed through the first half of fiscal 2016 in many of the geographies and industries we serve and gross margin has been under pressure. We have made progress in improving our gross margin and reducing costs to preserve operating margin. However, we could see additional pressure on organic revenue trends and expect continued pressure on gross margin as customers look for cost reductions due to tepid economic conditions.
- In April 2016, we were notified by Amazon of their intent to reduce their use of contingent labor for their larger warehouse fulfillment centers in the United States and realign the use of their contingent labor vendors. Amazon is our largest customer and represented 13.1% of total Company revenues in 2015 and $106 million, or 8.7%, of total company revenues for the twenty six weeks ended June 24, 2016 and $124 million, or 10.3%, for the comparable period in the prior year. Management estimates that the change in scope of our services will decrease revenues for the remainder of 2016 by approximately $125 million, compared to the prior year. Amazon remains a key customer and continues to use our contingent labor services in other areas not impacted by the change in scope of services. We expect to continue to serve them and their needs for contingent labor as they expand their smaller delivery stations to distribute and deliver their products direct to the customer.
- The acquisition of SIMOS provides new capabilities that enhance the value proposition of the on-premise staffing business of our Staff Management service line. The SIMOS business model is based on a productivity-based pricing model where the customer outsources a complete work cell to SIMOS. Through a combination of process redesign and best practices, SIMOS is able to increase the efficiency of a customer's contingent workforce and align the cost of the workforce with the level of demand within a customer's business. We believe this adds an appealing solution to certain parts of our existing on-premise business as well as the broader marketplace.
- PeopleScout is a recognized industry leader of recruitment process outsourcing services, which are in the early stages of their adoption cycles. The acquisition of the RPO business of Aon Hewitt positions PeopleScout as the leading provider of recruitment processing outsourcing solutions and accelerates our global RPO strategy. The acquisition added new services and capabilities to better meet our objective of providing customers with talent and flexible workforce solutions they need to enhance business performance. We expect continued growth with a differentiated service that leverages innovative technology for high-volume scalable sourcing and dedicated client service teams for connecting the best talent to work opportunity, reducing the cost of hiring, and delivering a better outcome for the customer.
- We are committed to technology innovation that makes it easier for our customers to do business with us and easier to connect people to work. We continue making investments in online and mobile applications to improve access, speed, and ease of connecting our customers and workers. We expect these investments will increase the competitive differentiation of our services, improve the efficiency of our service delivery, and reduce our dependence on local branches to find contingent associates and connect them with work.

LIQUIDITY AND CAPITAL RESOURCES

The following discussion highlights our cash flow activities for the twenty-six weeks ended June 24, 2016 and June 26, 2015.

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Cash flows from operating activities

Our cash flows from operating activities were as follows (in thousands):

	Twenty-six weeks ended	
	June 24, 2016	June 26, 2015
Net income (loss)	$(56,767)	$22,989
Adjustments to reconcile net income (loss) to net cash from operating activities:		
Depreciation and amortization	22,983	20,917
Goodwill and intangible asset impairment charge	99,269	—
Provision for doubtful accounts	4,221	3,976
Stock-based compensation	6,042	5,769
Deferred income taxes	(21,404)	(1,537)
Other operating activities	2,264	678
Changes in operating assets and liabilities:		
Accounts receivable	116,112	31,906
Income tax receivable	11,238	5,035
Accounts payable and other accrued expenses	754	5,919
Accrued wages and benefits	(10,897)	2,603
Workers' compensation claims reserve	7,838	4,463
Other assets and liabilities	2,683	3,980
Net cash provided by operating activities	$184,336	$106,698

Net cash provided by operating activities was $184.3 million for the twenty-six weeks ended June 24, 2016, compared to $106.7 million for the same period in 2015.

- Net loss of $56.8 million for the twenty six weeks ended June 24, 2016, includes a non-cash goodwill and intangible asset impairment charge of $99.3 million. Excluding the impairment charge, net income was $22.8 million. .
- The goodwill and intangible asset impairment charge of $99.3 million was primarily driven by a change in the scope of services with our largest customer, as reported by TrueBlue in April 2016, of $67.1 million, and also other changes in outlook reflecting recent economic and industry conditions of $32.2 million. See Summary of Critical Accounting Estimates for further discussion.
- Depreciation and amortization increased over 2015 to $23.0 million primarily due to the amortization of acquired finite-lived intangible assets in connection with the acquisitions of SIMOS and the RPO business of Aon Hewitt.
- The change to deferred income taxes is due primarily to the goodwill and intangible asset impairment charge.
- The change in accounts receivable for the twenty-six weeks ended June 24, 2016, is significantly more than that of the comparable period for the prior year due to a record seasonal peak in the fourth quarter of 2015 and seasonal de-leveraging of accounts receivable in the first two quarters of 2016. In addition, we significantly improved our rate of collections in the twenty-six weeks ended June 24, 2016, as compared to the prior year.
- Income tax receivable declined due primarily to additional Work Opportunity Tax Credit ("WOTC") refunds realized. Income taxes were reduced by WOTC program benefits. The Protecting Americans from Tax Hikes Act of 2015, was signed into law on December 18, 2015, retroactively restoring the WOTC program for all of 2015 through 2019. This tax credit is designed to encourage employers to hire workers from certain targeted groups with higher than average unemployment rates.
- Accounts payable and other accrued expenses decreased primarily due to volume of activity from normal seasonal patterns and timing of payments. The decrease was significantly more than that of the comparable period in the prior year primarily due to a record peak in our normal seasonal patterns in the fourth quarter of 2015 and the timing of payments made in the twenty-six weeks ended June 24, 2016, as compared to the prior year. Additionally, the seasonal patterns and timing of payments in the first quarter of 2015 were lower due to the accelerated vendor payments to facilitate the transition of the acquired Seaton operations to TrueBlue's enterprise resource planning

system prior to the commencement of 2015.

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- Accrued wages and benefits decreased primarily due to reductions in the flex workforce to align with client volume changes.
- Generally, our workers' compensation claims reserve for estimated claims increases as temporary labor services increase and decreases as temporary labor services decline. During the twenty-six weeks ended June 24, 2016, our workers' compensation claims reserve increased as the delivery of temporary labor services increased, which was partially offset by claim payments.

Cash flows from investing activities

Our cash flows from investing activities were as follows (in thousands):

	Twenty-six weeks ended	
	June 24, 2016	June 26, 2015
Capital expenditures	$(11,430)	$(7,459)
Acquisition of businesses, net of cash acquired	(71,863)	—
Sales and maturities of marketable securities	—	1,500
Change in restricted cash and investments	(13,925)	2,772
Net cash used in investing activities	$(97,218)	$(3,187)

Cash flows used in investing activities were $97.2 million for the twenty-six weeks ended June 24, 2016, compared to cash flows used in investing activities of $3.2 million for the same period in 2015.

- Cash used in investing activities of $72 million in 2016 was for the acquisition of the RPO business of Aon Hewitt, effective January 4, 2016.
- The restricted cash and cash equivalents increased by $13.9 million for the twenty-six weeks ended June 24, 2016. This increase was primarily due to an increase in collateral requirements paid to our workers' compensation insurance providers.

Cash flows from financing activities

Our cash flows from financing activities were as follows (in thousands):

	Twenty-six weeks ended	
	June 24, 2016	June 26, 2015
Net proceeds from stock option exercises and employee stock purchase plans	$840	$837
Common stock repurchases for taxes upon vesting of restricted stock	(2,321)	(3,183)
Net change in revolving credit facility	(94,186)	(98,500)
Payments on debt and other liabilities	(1,133)	(1,133)
Other	25	961
Net cash provided by (used in) financing activities	$(96,775)	$(101,018)

Cash flows used in financing activities were $96.8 million for the twenty-six weeks ended June 24, 2016, compared to cash flows used in financing activities of $101.0 million for the same period in 2015.

- The net change in revolving credit facility activities are due to repayments on our Revolving Credit Facility. See Note 8: Long-term Debt, to our Consolidated Financial Statements found in Item 1 of this Quarterly Report on Form 10-Q, for details of our Revolving Credit Facility.

Future outlook

Our cash-generating capability provides us with financial flexibility in meeting our operating and investing needs. Our current financial position is highlighted as follows:

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Our Revolving Credit Facility of up to a maximum of $300.0 million expires on June 30, 2019. The Revolving Credit Facility is an asset backed facility which is secured by a pledge of substantially all of the assets of TrueBlue, Inc. and material U.S.

domestic subsidiaries. The additional amount available to borrow at June 24, 2016, was $126.0 million. We believe the Revolving Credit Facility provides adequate borrowing availability.

- We had cash and cash equivalents of $21.8 million at June 24, 2016. We expect to continue to apply excess cash towards the outstanding balance on our Revolving Credit Facility.

- The majority of our workers' compensation payments are made from restricted cash rather than cash from operations. At June 24, 2016, we had restricted cash and investments totaling $204.4 million.

We believe that cash provided from operations and our capital resources will be adequate to meet our cash requirements for the foreseeable future.

Capital resources

Revolving Credit Facility

See Note 8: Long-term Debt, to our Consolidated Financial Statements found in Item 1 of this Quarterly Report on Form 10-Q, for details of our Revolving Credit Facility.

Restricted Cash and Investments

Restricted cash and investments consist principally of collateral that has been provided or pledged to insurance carriers for workers' compensation and state workers' compensation programs. Our insurance carriers and certain state workers' compensation programs require us to collateralize a portion of our workers' compensation obligation. We have agreements with certain financial institutions that allow us to restrict cash and cash equivalents and investments for the purpose of providing collateral instruments to our insurance carriers to satisfy workers' compensation claims. At June 24, 2016, we had restricted cash and investments totaling $204.4 million. The majority of our collateral obligations are held in a trust at the Bank of New York Mellon ("Trust"). See Note 4: Restricted Cash and Investment, to our Consolidated Financial Statements found in Item 1 of this Quarterly Report on Form 10-Q, for details of our Restricted Cash and Investments.

We established investment policy directives for the Trust with the first priority to ensure sufficient liquidity to pay workers' compensation claims, second to maintain and ensure a high degree of liquidity, and third to maximize after-tax returns. Trust investments must meet minimum acceptable quality standards. The primary investments include U.S. Treasury securities, U.S. agency debentures, U.S. agency mortgages, corporate securities, and municipal securities. For those investments rated by nationally recognized statistical rating organizations the minimum ratings are:

	S&P	Moody's	Fitch
Short-term rating	A-1/SP-1	P-1/MIG-1	F-1
Long-term rating	A-	A3	A-

Workers' compensation insurance, collateral and claims reserves

Workers' compensation insurance

We provide workers' compensation insurance for our temporary and permanent employees. The majority of our current workers' compensation insurance policies cover claims for a particular event above a $2.0 million deductible limit, on a "per occurrence" basis and accordingly, we are substantially self-insured.

For workers' compensation claims originating in Washington, North Dakota, Ohio, Wyoming, Canada and Puerto Rico (our "monopolistic jurisdictions"), we pay workers' compensation insurance premiums and obtain full coverage under government-administered programs (with the exception of our Labor Ready service line in the state of Ohio where we have a self-insured policy). Accordingly, because we are not the primary obligor, our financial statements do not reflect the liability for workers' compensation claims in these monopolistic jurisdictions.

Workers' compensation collateral

Our insurance carriers and certain state workers' compensation programs require us to collateralize a portion of our workers' compensation obligation, for which they become responsible should we become insolvent. The collateral typically takes the form of cash and cash-backed instruments, highly rated investment grade securities, letters of credit, and/or surety bonds. On a regular basis, these entities assess the amount of collateral they will require from us relative to our workers’ compensation obligation.

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Such amounts can increase or decrease independent of our assessments and reserves. We generally anticipate that our collateral commitments will continue to grow as we grow our business. We pay our premiums and deposit our collateral in installments. The majority of the restricted cash and investments collateralizing our self-insured workers' compensation policies are held in the Trust.

Our total collateral commitments were made up of the following components for the fiscal period end dates presented (in thousands):

	June 24, 2016	December 25, 2015
Cash collateral held by workers' compensation insurance carriers	$25,938	$ 23,133
Cash and cash equivalents held in Trust	25,205	26,046
Investments held in Trust	138,391	126,788
Letters of credit (1)	4,520	4,520
Surety bonds (2)	17,992	17,946
Total collateral commitments	$212,046	$ 198,433

(1) We have agreements with certain financial institutions to issue letters of credit as collateral.

(2) Our surety bonds are issued by independent insurance companies on our behalf and bear annual fees based on a percentage of the bond, which is determined by each independent surety carrier. These fees do not exceed 2.0% of the bond amount, subject to a minimum charge. The terms of these bonds are subject to review and renewal every one to four years and most bonds can be canceled by the sureties with as little as 60 days' notice.

Workers' compensation reserve

The following table provides a reconciliation of our collateral commitments to our workers' compensation reserve as of the fiscal period end dates presented (in thousands):

	June 24, 2016	December 25, 2015
Total workers' compensation reserve	$274,118	$ 266,280
Add back discount on workers' compensation reserve (1)	18,624	18,026
Less excess claims reserve (2)	(53,260)	(49,026)
Reimbursable payments to insurance provider (3)	9,387	10,610
Less portion of workers' compensation not requiring collateral (4)	(36,823)	(47,457)
Total collateral commitments	$212,046	$ 198,433

(1) Our workers' compensation reserves are discounted to their estimated net present value while our collateral commitments are based on the gross, undiscounted reserve.

(2) Excess claims reserve includes the estimated obligation for claims above our deductible limits. These are the responsibility of the insurance carriers against which there are no collateral requirements.

(3) This amount is included in restricted cash and represents a timing difference between claim payments made by our insurance carrier and the reimbursement from cash held in the Trust. When claims are paid by our carrier, the amount is removed from the workers' compensation reserve but not removed from collateral until reimbursed to the carrier.

(4) Represents deductible and self-insured reserves where collateral is not required.

Our workers' compensation reserve is established using estimates of the future cost of claims and related expenses, which are discounted to their estimated net present value. We discount our workers' compensation liability as we believe the estimated future cash outflows are readily determinable. The discounted workers' compensation claims reserve was $274.1 million at June 24, 2016.

Our workers' compensation reserve for deductible and self-insured claims is established using estimates of the future cost of claims and related expenses that have been reported but not settled, as well as those that have been incurred but not reported. Reserves are estimated for claims incurred in the current year, as well as claims incurred during prior years.

Management evaluates the adequacy of the workers’ compensation reserves in conjunction with an independent quarterly actuarial assessment. Factors considered in establishing and adjusting these reserves include, among other things:

- changes in medical and time loss (“indemnity”) costs;
- changes in mix between medical only and indemnity claims;
- regulatory and legislative developments impacting benefits and settlement requirements;

- type and location of work performed;
- the impact of safety initiatives; and
- positive or adverse development of claims.

Our workers' compensation claims reserves are discounted to their estimated net present value using discount rates based on returns of "risk-free" U.S. Treasury instruments with maturities comparable to the weighted average lives of our workers' compensation claims. At June 24, 2016, the weighted average rate was 1.8%. The claim payments are made over an estimated weighted average period of approximately 5 years.

Our workers' compensation reserves include estimated expenses related to claims above our deductible limits ("excess claims"), and a corresponding receivable for the insurance coverage on excess claims based on the contractual policy agreements we have with insurance carriers. We discount this reserve and corresponding receivable to its estimated net present value using the discount rates based on average returns of "risk-free" U.S. Treasury instruments available during the year in which the liability was incurred. At June 24, 2016, the weighted average rate was 2.3%. The claim payments are made and the corresponding reimbursements from our insurance carriers are received over an estimated weighted average period of approximately 16 years. The discounted workers' compensation reserve for excess claims and the corresponding receivable for the insurance on excess claims were $53.3 million and $49.0 million as of June 24, 2016 and December 25, 2015, respectively.

Certain workers' compensation insurance companies with which we formerly did business are in liquidation and have failed to pay a number of excess claims to date. We have recorded a valuation allowance against all of the insurance receivables from the insurance companies in liquidation.

We continue to actively manage workers' compensation expense through the safety of our temporary workers with our safety programs and actively control costs with our network of service providers. These actions have had a positive impact creating favorable adjustments to workers' compensation liabilities recorded in prior periods. Continued favorable adjustments to our workers' compensation liabilities are dependent on our ability to continue to aggressively lower accident rates and costs of our claims. We expect diminishing favorable adjustments to our workers' compensation liabilities as the opportunity for significant reduction to frequency and severity of accident rates diminishes.

CONTRACTUAL OBLIGATIONS AND COMMITMENTS

There have been no material changes during the period covered by this Quarterly Report on Form 10-Q, outside of the ordinary course of our business, to the contractual obligations specified in the table of contractual obligations included in Part II, "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" included in our Annual Report on Form 10-K for the fiscal year ended December 25, 2015.

SUMMARY OF CRITICAL ACCOUNTING ESTIMATES

Our critical accounting estimates are discussed in Part II, "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations; Summary of Critical Accounting Estimates" in our Annual Report on Form 10-K for the fiscal year ended December 25, 2015. The following has been updated to reflect the results of our annual goodwill impairment analysis.

Goodwill and indefinite-lived intangible assets

We evaluate goodwill and indefinite-lived intangible assets for impairment on an annual basis as of the first day of our second fiscal quarter, and more frequently if an event occurs or circumstances change that would indicate impairment may exist. These events or circumstances could include a significant change in the business climate, legal factors, operating performance indicators, competition, or sale or disposition of a significant portion of a reporting unit. We monitor the existence of potential impairment indicators throughout the fiscal year.

Goodwill

Goodwill is the excess of the purchase price over the fair value of identifiable net assets acquired in business combinations. If necessary, we reassign goodwill using a relative fair value allocation approach. We test for goodwill impairment at the reporting unit level. We consider our service lines to be our reporting units for goodwill impairment testing. We evaluate our reporting units on an annual basis. We consider our service lines: Labor Ready, Spartan Staffing, CLP Resources, PlaneTechs, Centerline, Staff Management | SMX, SIMOS, PeopleScout, hrX, and MSP to be our reporting units for goodwill. The impairment test involves comparing the fair value of each reporting unit to its carrying value, including goodwill. Fair value reflects the price a market participant would be willing to pay in a potential sale of the reporting unit. If the fair value exceeds carrying value, then we conclude that no goodwill impairment has occurred. If the carrying value of the reporting unit exceeds its fair value, a second step is required to measure possible goodwill impairment loss. The second step includes hypothetically valuing the tangible and intangible assets and liabilities of the reporting unit as if the reporting unit had been acquired in a business combination. Then, the implied fair value of the reporting unit's goodwill is compared to the carrying value of that goodwill. If the carrying value of the reporting unit's goodwill exceeds the implied fair value of the goodwill, we recognize an impairment loss in an amount equal to the excess, not to exceed the carrying value.

Determining the fair value of a reporting unit involves the use of significant estimates and assumptions to evaluate the impact of operational and macroeconomic changes on each reporting unit. The fair value of each reporting unit is estimated using an income approach and applies a fair value methodology based on discounted cash flows. This analysis requires significant estimates and judgments, including estimation of future cash flows, which is dependent on internal forecasts, estimation of the long-term rate of growth for our business, estimation of the useful life over which cash flows will occur, and determination of our weighted average cost of capital, which is risk-adjusted to reflect the specific risk profile of the reporting unit being tested. Our weighted average cost of capital for our most recent impairment test was risk-adjusted to reflect the specific risk profile of the reporting units and ranged from 12% to 17%. We also apply a market approach, which identifies similar publicly traded companies and develops a correlation, referred to as a multiple, to apply to the operating results of the reporting units. The primary market multiples we compare to are revenue and earnings before interest, taxes, depreciation, and amortization. These combined fair values are then reconciled to our aggregate market value of our shares of common stock outstanding on the date of valuation, resulting in a reasonable control premium. We base fair value estimates on assumptions we believe to be reasonable but that are unpredictable and inherently uncertain. Actual future results may differ from those estimates. We consider a reporting unit's fair value to be substantially in excess of its carrying value at 20% or greater.

We performed our annual goodwill impairment analysis and recorded a goodwill impairment charge of $65.9 million with respect to the Staff Management | SMX, PlaneTechs, and hrX reporting units as follows:

- Staff Management | SMX - The service line provides exclusive recruitment and on-premise management of a facility's contingent workforce and represents approximately 28% of total annual company revenue for our fiscal year 2015. In April 2016, we were notified by Amazon and reported their plans to reduce the use of contingent labor and realign their contingent labor vendors for warehousing. They are reducing the use of our services for their warehouse fulfillment centers in the United States and focus our services on their planned expansion of distribution service sites to a national network for delivery direct to the customer. Amazon is our largest customer and represented approximately $354 million, or 13.1%, of total company revenues for the fiscal year ended December 25, 2015 and $106 million, or 8.0%, of total company revenues for the twenty six weeks ended June 24, 2016 and $125 million, or 10.4%, for the comparable period in the prior year. We estimate that the change in scope of our services will decrease revenues for the remainder of 2016 by approximately $125 million, compared to the prior year. We have lowered our future expectations which triggered a goodwill impairment of $33.7 million.

- PlaneTechs - This service line provides skilled mechanics and technicians primarily to the aviation industry representing approximately 3% of total annual company revenue for fiscal 2015. Year to date revenues have declined in excess of 30% compared to the prior year as significant projects have completed for a major aviation customer and their supply chain. There are no significant projects in the pipeline. PlaneTechs has been transitioning from providing services to one primary customer without offsetting growth in the broader aviation and transportation marketplace. As a result of significantly underperforming against current year expectations and increased future uncertainty, we have lowered our future expectations which triggered a goodwill impairment of $17.0 million.

- hrX - This service line provides recruitment process outsourcing (“RPO”) services to the Australian market and sales of our internally developed applicant tracking software (“ATS”) representing on a combined basis less than 1% of total annual company revenue for fiscal 2015. Actual stand alone ATS sales and service were $3.4 million for fiscal 2015 and have recently declined. ATS sales and prospects have underperformed against our expectations. As a result of under performing against our current year expectations and increased future uncertainty in customer demand, we lowered our future expectations, which triggered a goodwill impairment of $15.2 million.

Based on our annual goodwill impairment analysis we determined that SIMOS and PeopleScout were not substantially in excess of their respective carrying values.

The estimated fair value of the SIMOS reporting unit was in excess of its carrying value by approximately 9% as of the assessment date, which is primarily due to the proximity of the goodwill impairment assessment date to the recent acquisition date of SIMOS on December 1, 2015. The SIMOS reporting unit has goodwill of $34.5 million. A discount rate of 13% was used in calculating the fair value of this reporting unit. In the event that the discount rate increases by 1% or the forecasted revenue growth rate declines by approximately 3% or gross margin as a percentage of revenue declines by approximately 1%, the carrying value of the reporting unit would exceed its fair value. Should any one of these events occur, we would be required to measure for possible goodwill impairment. We will continue to monitor the operational performance of this newly acquired reporting unit as it relates to goodwill impairment.

The estimated fair value of the PeopleScout reporting unit was in excess of its carrying value by approximately 12% as of the assessment date. The PeopleScout reporting unit has goodwill of $103.6 million. A discount rate of 12% was used in calculating the fair value of this reporting unit. In the event that the discount rate increases by 1% or the forecasted revenue growth rate declines by approximately 2%, or gross margin as a percentage of revenue declines by approximately 1%, the carrying value of the reporting unit would exceed its fair value. Should any one of these events occur, we would be required to measure for possible goodwill impairment. We will continue to monitor the operational performance of this newly acquired reporting unit as it relates to goodwill impairment.

In the second quarter of fiscal 2016, we finalized the changes to the organizational and reporting structure of our PeopleScout and hrX service lines. As a result, we have combined these service lines and they no longer represent separate reporting units.

Indefinite-lived intangible assets

We have indefinite-lived intangible assets related to our Staff Management | SMX and PeopleScout trade names. We test our trade names annually for impairment, and when indications of potential impairment exist. We utilize the relief from royalty method to determine the fair value of each of our trade names. If the carrying value exceeds the fair value, we recognize an impairment loss in an amount equal to the excess, not to exceed the carrying value. Management uses considerable judgment to determine key assumptions, including projected revenue, royalty rates and appropriate discount rates. We performed our annual indefinite-lived intangible asset impairment test as the first day of our second fiscal quarter and determined that the estimated fair values exceeded the carrying amounts of the PeopleScout reporting unit indefinite-lived trade name and accordingly no impairment loss was recognized. With the change in scope of services to our largest customer, Staff Management | SMX reporting unit's estimated fair value did not exceed its carrying value and accordingly, we recognized an impairment loss of $4.5 million in the thirteen weeks ended June 24, 2016.

Acquired Intangible Assets and Other Long-Lived Assets

We generally record acquired intangible assets that have finite useful lives, such as customer relationships, in connection with business combinations. We review intangible assets that have finite useful lives and other long-lived assets whenever an event or change in circumstances indicates that the carrying value of the asset may not be recoverable. Factors considered important that could result in an impairment review include, but are not limited to, significant underperformance relative to historical or planned operating results or significant changes in business strategies. We estimate the recoverability of these assets by comparing the carrying amount of the asset to the future undiscounted cash flows that we expect the asset to generate. An impairment loss is recognized when the estimated undiscounted cash flows expected to result from the use of the asset plus net proceeds expected from disposition of the asset (if any) are less than the carrying value of the asset. When an impairment loss is recognized, the carrying amount of the asset is reduced to its estimated fair value based on discounted cash flow analysis or other valuation techniques. With the change in scope of services by Staff Management | SMX to our largest customer, we have lowered our future expectations, which was the primary trigger of an impairment to our acquired customer relationships intangible asset of $28.9 million. Considerable management judgment was necessary to determine key assumptions, including projected revenue and an appropriate discount rate of 13%. Actual future results could vary from our estimates.

NEW ACCOUNTING STANDARDS

See Note 1: Summary of Significant Accounting Policies, to our Consolidated Financial Statements included in Item 1 of this Quarterly Report on Form 10-Q.

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our quantitative and qualitative disclosures about market risk are discussed in Part II, Item 7A, "Quantitative and Qualitative Disclosures About Market Risk" in our Annual Report on Form 10-K for the fiscal year ended December 25, 2015.

Item 4. CONTROLS AND PROCEDURES

We maintain disclosure controls and procedures that are designed to ensure that material information required to be disclosed in our periodic reports filed or submitted under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), is recorded, processed, summarized, and reported within the time periods specified in the SEC’s rules and forms. Our disclosure controls and procedures are also designed to ensure that information required to be disclosed in the reports we file or submit under the Exchange Act is accumulated and communicated to management, including our Chief Executive Officer ("CEO") and our Chief Financial Officer ("CFO") as appropriate, to allow timely decisions regarding required disclosure.

We carried out an evaluation, under the supervision and with the participation of management, including our CEO and CFO, of the effectiveness of the design and operation of the disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act. Based upon that evaluation, our CEO and CFO concluded that, as of June 24, 2016, our disclosure controls and procedures are effective.

During the fiscal quarter ended June 24, 2016, there were no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act) that materially affected or are reasonably likely to materially affect internal control over financial reporting.

The certifications required by Section 302 of the Sarbanes-Oxley Act of 2002 are filed as exhibits 31.1 and 31.2, respectively, to this Quarterly Report on Form 10-Q.

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PART II. OTHER INFORMATION

Item 1. LEGAL PROCEEDINGS

See Note 9: Commitments and Contingencies, to our Consolidated Financial Statements found in Part I, Item 1 of this Quarterly Report on Form 10-Q.

Item 1A. RISK FACTORS

Investing in our securities involves risk. The following risk factors and all other information set forth in this Quarterly Report on Form 10-Q should be considered in evaluating our future prospects. If any of the events described below occur, our business, financial condition, results of operations, liquidity, or access to the capital markets could be materially and adversely affected.

Our workforce solutions and services are significantly affected by fluctuations in general economic conditions.

The demand for workforce solutions and services is highly dependent upon the state of the economy and upon the workforce needs of our customers, which creates uncertainty and volatility. As economic activity slows, companies tend to reduce their use of contingent workers and reduce their recruitment of new employees. Significant declines in demand of any region or specific industry in which we have a major presence may severely reduce the demand for our services and thereby significantly decrease our revenues and profits. Deterioration in economic conditions or the financial or credit markets could also have adverse impacts on our customers' ability to pay us for services we have already provided.

It is difficult for us to forecast future demand for our services due to the inherent difficulty in forecasting the direction and strength of economic cycles, and the project nature of our staffing assignments. This situation can be exacerbated by uncertain and volatile economic conditions, which may cause clients to reduce or defer projects for which they utilize our services, thereby negatively affecting demand for them. When it is difficult for us to accurately forecast future demand, we may not be able to determine the optimal level of personnel and investment necessary to profitably take advantage of growth opportunities.

Our workforce solutions and services are subject to extensive government regulation and the imposition of additional regulations that could materially harm our future earnings.

Our workforce solutions and services are subject to extensive regulation. The cost to comply, and any inability to comply with government regulation, could have a material adverse effect on our business and financial results. Increased government regulation of the workplace or of the employer-employee relationship, or judicial or administrative proceedings related to such regulation, could materially harm our business.

Our temporary staffing services employ contingent workers. The wage rates we pay to temporary workers are based on many factors, including government mandated minimum wage requirements, payroll taxes, and benefits. If we are not able to increase the fees charged to customers to absorb any increased costs related to government mandated minimum wages, payroll-related taxes and benefits, our results of operations and financial condition could be adversely affected.

We offer our temporary workers in the United States government mandated health insurance in compliance with the Patient Protection and Affordable Care Act and the Health Care and Education Reconciliation Act of 2010 (collectively, the “ACA”). Because the requirements, regulations, and legislation related to the ACA may change, the full financial effect of the ACA is not yet known, and additional requirements, regulations, or legislation changes could increase our costs. If we are unable to comply with such additional changes, or sufficiently raise the rates we charge our customers to cover any additional costs, such increases in costs could materially harm our business.

We may incur employment related claims and costs that could materially harm our business.

We are in the business of employing people and placing them in the workplaces of other businesses. We incur a risk of liability for claims for personal injury, wage and hour violations, immigration, discrimination, harassment, and other liabilities arising from the actions of our customers and temporary workers. Some or all of these claims may give rise to negative publicity and/or litigation, including class action litigation. A material adverse impact on our financial statements could occur for the period in which the effect of an unfavorable final outcome becomes probable and can be reasonably estimated.

We maintain insurance with respect to certain claims and costs. We cannot be certain that our insurance will be available, or if available, will be in sufficient amount or scope to cover all claims that may be asserted against us. Should the ultimate judgments or settlements exceed our insurance coverage, they could have a material effect on our business. We cannot be certain we will be able to obtain appropriate types or levels of insurance in the future, that adequate replacement policies will be available on acceptable terms, or at all, or that the companies from which we have obtained insurance will be able to pay claims we make under such policies.

We are dependent on workers' compensation insurance coverage at commercially reasonable terms. Unexpected changes in claim trends on our workers' compensation may negatively impact our financial condition.

Our temporary staffing services employ contingent workers for which we provide workers' compensation insurance. Our workers' compensation insurance policies are renewed annually. The majority of our insurance policies are with AIG. Our insurance carriers require us to collateralize a significant portion of our workers' compensation obligation. The majority of collateral is held in trust by a third-party for the payment of these claims. The loss or decline in value of the collateral could require us to seek additional sources of capital to pay our workers' compensation claims. We cannot be certain we will be able to obtain appropriate types or levels of insurance in the future or that adequate replacement policies will be available on acceptable terms. As our business grows or if our financial results deteriorate, the amount of collateral required will likely increase and the timing of providing collateral could be accelerated. Resources to meet these requirements may not be available. The loss of our workers' compensation insurance coverage would prevent us from doing business in the majority of our markets. Further, we cannot be certain that our current and former insurance carriers will be able to pay claims we make under such policies.

We self-insure, or otherwise bear financial responsibility for, a significant portion of expected losses under our workers' compensation program. Unexpected changes in claim trends, including the severity and frequency of claims, changes in state laws regarding benefit levels and allowable claims, actuarial estimates, or medical cost inflation, could result in costs that are significantly different than initially reported. There can be no assurance that we will be able to increase the fees charged to our customers in a timely manner and in a sufficient amount to cover increased costs as a result of any changes in claims-related liabilities.

We actively manage the safety of our temporary workers with our safety programs and actively control costs with our network of workers' compensation related service providers. These activities have had a positive impact creating favorable adjustments to workers' compensation liabilities recorded in prior periods. The benefit of these adjustments has been declining and there can be no assurance that we will be able to continue to reduce accident rates and control costs to produce these results in the future.

Our level of debt and restrictions in our credit agreement could negatively affect our operations and limit our liquidity and our ability to react to changes in the economy.

Extensions of credit under our Second Amended and Restated Revolving Credit Agreement ("Revolving Credit Facility") are permitted based on a borrowing base, which is an agreed percentage of eligible accounts receivable and an agreed percentage of the appraised value of our Tacoma headquarters building, less required reserves and other adjustments. If the amount or quality of our accounts receivable deteriorates, then our ability to borrow under the Revolving Credit Facility will be directly affected. Our lenders can impose additional conditions which may reduce the amounts available to us under the Revolving Credit Facility.

Our principal sources of liquidity are funds generated from operating activities, available cash and cash equivalents, and borrowings under our Revolving Credit Facility. We must have sufficient sources of liquidity to meet our working capital requirements, fund our workers' compensation collateral requirements, service our outstanding indebtedness, and finance investment opportunities. Without sufficient liquidity, we could be forced to curtail our operations or we may not be able to pursue promising business opportunities.

Our Revolving Credit Facility and Term Loan Agreement contain restrictive covenants that require us to maintain certain financial conditions. Our failure to comply with these restrictive covenants could result in an event of default, which, if not cured or waived, could result in our being required to repay these borrowings before their due date. We may not have sufficient funds on hand to repay these loans, and if we are forced to refinance these borrowings on less favorable terms, or are unable to refinance at all, our results of operations and financial condition could be materially adversely affected by increased costs and rates.

Our increased debt levels could have significant consequences for the operation of our business, including: requiring us to dedicate a significant portion of our cash flow from operations to servicing our debt rather than using it for our operations; limiting our ability to obtain additional debt financing for future working capital, capital expenditures, or other corporate purposes; limiting our ability to take advantage of significant business opportunities, such as acquisition opportunities; limiting our ability to react to changes in market or industry conditions; and putting us at a disadvantage compared to competitors with less debt.

Acquisitions and new business initiatives may have an adverse effect on our business.

We expect to continue making acquisitions and entering into new business initiatives as part of our business strategy. This strategy may be impeded, however, if we cannot identify suitable acquisition candidates or new business initiatives, or if acquisition candidates are not available under terms that are acceptable to us. Future acquisitions could result in our incurring additional debt and contingent liabilities, an increase in interest expense, an increase in amortization expense, and/or significant charges related to integration costs. Acquisitions and new business initiatives, including initiatives outside of our workforce solutions and services business, could involve significant unanticipated challenges and risks, including that they may not advance our business strategy, we may not realize our anticipated return on our investment, we may experience difficulty in implementing initiatives or integrating acquired operations, or management's attention may be diverted from our other business. These events could cause material harm to our business, operating results, or financial condition.

If our acquired intangible assets become impaired we may be required to record a significant charge to earnings.

We regularly review acquired intangible assets for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable. We test goodwill and indefinite-lived intangible assets for impairment at least annually. Factors that may be considered a change in circumstances, indicating that the carrying value of the intangible assets may not be recoverable, include: macroeconomic conditions, such as deterioration in general economic conditions; industry and market considerations, such as deterioration in the environment in which we operate; cost factors, such as increases in labor or other costs that have a negative effect on earnings and cash flows; our financial performance, such as negative or declining cash flows or a decline in actual or planned revenue or earnings compared with actual and projected results of relevant prior periods; and other relevant entity-specific events, such as changes in management, key personnel, strategy, or customers, and sustained decreases in share price. We may be required to record a significant charge in our financial statements during the period in which we determine an impairment of our acquired intangible assets has occurred, negatively impacting our financial results.

We operate in a highly competitive industry and may be unable to retain customers or market share.

Our industry is highly competitive and rapidly innovating. Our competitors include large, well-financed competitors, small local competitors, and internet-based companies providing a variety of flexible workforce solutions. We face extensive pricing pressure and must continue to innovate changes in the way we do business in order to remain relevant to our customers. Therefore, there can be no assurance that we will be able to retain customers or market share in the future. Nor can there be any assurance that we will, in light of competitive pressures, be able to remain profitable or, if profitable, maintain our current profit margins.

The loss of or substantial decline in revenue from a major customer could have a material adverse effect on our revenues, profitability, and liquidity.

We experience revenue concentration with large customers. The loss of, or reduced demand for our services related to major customers, could have a material adverse effect on our business, financial condition, and results of operations. In addition, customer concentration exposes us to concentrated credit risk, as a significant portion of our accounts receivable may be from a small number of customers.

Our management information systems may not perform as anticipated and are vulnerable to damage and interruption.

The efficient operation of our business is dependent on our management information systems. We rely heavily on proprietary and third-party management information systems, mobile device technology and related services, and other technology which may not yield the intended results. Our systems may experience problems with functionality and associated delays. The failure of our systems to perform as we anticipate could disrupt our business and could result in decreased revenue and increased overhead costs, causing our business and results of operations to suffer materially. Our primary computer systems and operations are vulnerable to damage or interruption from power outages, computer and telecommunications failures, computer viruses, security breaches, catastrophic events, and errors in usage by our employees. Failure of our systems to perform may require significant additional capital and management resources to resolve, causing material harm to our business.

A data breach, or improper disclosure of, or access to, our confidential and/or proprietary information or our employees' or customers' information could materially harm our business.

Our business involves the use, storage, and transmission of information about applicants, candidates, contingent workers, permanent placements, our employees, and customers. Our contingent workers and employees may have access or exposure to confidential customer information about applicants, candidates, contingent workers, permanent placements, other employees, and customers. We and our third-party vendors have established policies and procedures to help protect the security and privacy of this information. The secure use, storage, and transmission of this information is critical to our business operations. We have experienced cyber-attacks, computer viruses, social engineering schemes, and other means of unauthorized access to our systems. The security controls over sensitive or confidential information and other practices we and our third-party vendors follow may not prevent the improper access to, disclosure of, or loss of such information. Failure to protect the integrity and security of such confidential and/or proprietary information could expose us to regulatory fines, litigation, contractual liability, damage to our reputation, and increased compliance costs.

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Our results of operations could materially deteriorate if we fail to attract, develop and retain qualified employees.
Our performance is dependent on attracting and retaining qualified employees who are able to meet the needs of our customers. We believe our competitive advantage is providing unique solutions for each individual customer, which requires us to have trained and engaged employees. Our success depends upon our ability to attract, develop and retain a sufficient number of qualified employees, including management, sales, recruiting, service and administrative personnel. The turnover rate in the employment services industry is high, and qualified individuals of the requisite caliber and number needed to fill these positions may be in short supply. Our inability to recruit, train, and motivate a sufficient number of qualified individuals may delay or affect the speed of our strategy execution and planned growth. Delayed expansion, significant increases in employee turnover rates or significant increases in labor costs could have a material adverse effect on our business, financial condition and results of operations.
We may be unable to attract sufficient qualified candidates to meet the needs of our customers.
We compete to meet our customers' needs for workforce solutions and services and we must continually attract qualified candidates to fill positions. Attracting qualified candidates depends on factors such as desirability of the assignment, location, and the associated wages and other benefits. We have in the past experienced shortages of qualified candidates and we may experience such shortages in the future. Further, if there is a shortage, the cost to employ these individuals could increase. If we are unable to pass those costs through to our customers, it could materially and adversely affect our business. Organized labor periodically engages in efforts to represent various groups of our contingent workers. If we are subject to unreasonable collective bargaining agreements or work disruptions, our business could be adversely affected.
We may have additional tax liabilities that exceed our estimates.
We are subject to federal taxes and a multitude of state and local taxes in the United States and taxes in foreign jurisdictions. In the ordinary course of our business, there are transactions and calculations where the ultimate tax determination is uncertain. We are regularly subject to audit by tax authorities. Although we believe our tax estimates are reasonable, the final determination of tax audits and any related litigation could be materially different from our historical tax provisions and accruals. The results of an audit or litigation could materially harm our business.
Failure to maintain adequate financial and management processes and controls could lead to errors in our financial reporting.
If our management is unable to certify the effectiveness of our internal controls or if our independent registered public accounting firm cannot render an opinion on the effectiveness of our internal control over financial reporting, or if material weaknesses in our internal controls are identified, we could be subject to regulatory scrutiny and a loss of public confidence. In addition, if we do not maintain adequate financial and management personnel, processes and controls, we may not be able to accurately report our financial performance on a timely basis, which could cause our stock price to fall.
Outsourcing certain aspects of our business could result in disruption and increased costs.
We have outsourced certain aspects of our business to third-party vendors that subject us to risks, including disruptions in our business and increased costs. For example, we have engaged third parties to host and manage certain aspects of our data center, information and technology infrastructure, mobile texting and electronic pay solutions, to provide certain back office support activities, and to support business process outsourcing for our customers. Accordingly, we are subject to the risks associated with the vendors' ability to provide these services to meet our needs. If the cost of these services is more than expected, or if we or the vendors are unable to adequately protect our data and information is lost, or our ability to deliver our services is interrupted, then our business and results of operations may be negatively impacted.
Foreign currency fluctuations may have a material adverse effect on our operating results.
We report our results of operations in United States dollars. The majority of our revenues are generated in the United States. Our international operations are denominated in currencies other than the United States dollar, and unfavorable fluctuations in foreign currency exchange rates could have an adverse effect on our reported financial results. Increases or decreases in the value of the United States dollar against other major currencies could affect our revenues, operating profit, and the value of balance sheet items denominated in foreign currencies. Our exposure to foreign

currencies, in particular the Australian dollar, could have an adverse effect on our business, financial condition, cash flow, and/or results of operations. Furthermore, the volatility of currencies may impact year-over-year comparability.

Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

The table below includes repurchases of our common stock pursuant to publicly announced plans or programs and those not made pursuant to publicly announced plans or programs during the thirteen weeks ended June 24, 2016.

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Period	Total number of shares purchased (1)	Weighted average price paid per share (2)	Total number of shares purchased as part of publicly announced plans or programs	Maximum number of shares (or approximate dollar value) that may yet be purchased under plans or programs at period end (3)
03/26/2016 through 04/22/2016	1,157	$26.36	—	$35.2 million
04/23/2016 through 05/20/2016	1,613	$18.68	—	$35.2 million
05/21/2016 through 06/24/2016	1,527	$20.22	—	$35.2 million
Total	4,297		—	

(1) During the thirteen weeks ended June 24, 2016, we purchased 4,297 shares in order to satisfy employee tax withholding obligations upon the vesting of restricted stock. These shares were not acquired pursuant to any publicly announced purchase plan or program.

(2) Weighted average price paid per share does not include any adjustments for commissions.

(3) Our Board of Directors authorized a $75.0 million share repurchase program in July 2011 that does not have an expiration date. As of June 24, 2016, $35.2 million remains available for repurchase of our common stock under the current authorization.

Item 6. EXHIBITS

Exhibit Number	Exhibit Description
31.1	Certification of Steven C. Cooper, Chief Executive Officer of TrueBlue, Inc., Pursuant to Rule 13a-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Derrek L. Gafford, Chief Financial Officer of TrueBlue, Inc., Pursuant to Rule 13a-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Steven C. Cooper, Chief Executive Officer of TrueBlue, Inc. and Derrek L. Gafford, Chief Financial Officer of TrueBlue, Inc., Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	XBRL Instance Document.
101.SCH	XBRL Taxonomy Extension Schema.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase.
101.DEF	XBRL Taxonomy Extension Definition Linkbase.
101.LAB	XBRL Taxonomy Extension Label Linkbase.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

TrueBlue, Inc.

	/s/ Steven C. Cooper	7/25/2016
	Signature	Date
By:	Steven C. Cooper, Director and Chief Executive Officer	
	/s/ Derrek L. Gafford	7/25/2016
	Signature	Date
By:	Derrek L. Gafford, Chief Financial Officer and Executive Vice President	
	/s/ Norman H. Frey	7/25/2016
	Signature	Date
By:	Norman H. Frey, Chief Accounting Officer and Senior Vice President	