

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported) June 15, 2000

TEAMSTAFF, INC.

(Exact name of Registrant as specified in charter)

New Jersey

0-18492

22-1899798

(State or other jurisdic-
tion of incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

300 Atrium Drive, Somerset, N.J.

08873

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code (732) 748-1700

(Former name or former address, if changed since last report.)

ITEM 5. OTHER EVENTS

TeamStaff held a Special Meeting of its Shareholders on May 31, 2000 to authorize the Board of Directors of the Company to effect a 1:3.5 reverse split of the common stock of the Company. Out of the 27,932,513 shares outstanding on the record date, holders of 22,001,119 shares approved the resolution. The Board of Directors implemented the reverse split on June 2, 2000. Until June 30, 2000, the Company's common stock will trade under the symbol "TSTFD," after which the symbol will again be "TSTF."

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

4.1* Form of Common Stock Certificate.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: June 15, 2000

TEAMSTAFF, INC.
(Registrant)

By /s/ Donald T. Kelly

Donald T. Kelly
Chief Financial Officer

SHARES

SEE REVERSE FOR
CERTAIN DEFINITIONS

[TEAMSTAFF(R) LOGO]
TEAMSTAFF(R)
TEAMSTAFF, INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF NEW JERSEY

CUSIP 87815U 20 4

THIS CERTIFIES THAT

IS THE OWNER OF

FULLY PAID AND NON-ASSESSABLE SHARES OF THE COMMON STOCK \$.001 PAR VALUE OF

===== TEAMSTAFF, INC. =====

transferable on the books of the Corporation by the holder hereof in person or by duly authorized attorney upon surrender of this certificate properly endorsed. This certificate and the shares represented hereby are issued and shall be held subject to the provisions of the Certificate of Incorporation, as amended, of the Corporation (a copy of which is on file with the transfer agent), to all of which the holder by acceptance hereof assents. This certificate is not valid unless countersigned by the Transfer Agent.

WITNESS the facsimile seal of the Corporation and the facsimile signatures of its duly authorized officers.

Dated:

SPECIMEN
D. T. KELLY
SECRETARY

[TEAMSTAFF, INC.
CORPORATE
SEAL
1969
NEW JERSEY]

SPECIMEN
DONALD W. KAPPAUF
PRESIDENT

COUNTERSIGNED:
CONTINENTAL STOCK TRANSFER & TRUST COMPANY
(JERSEY CITY, N.J.) TRANSFER AGENT

BY:

AUTHORIZED OFFICER

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

- TEN COM - as tenants in common
- TEN ENT - as tenants by the entirety
- JT TEN - as joint tenants with right of survivorship and not as tenants in common

UNIF GIFT MIN ACT - _____ Custodian _____
 (Cust) (Minor)
 under Uniform Gifts to Minors
 Act _____
 (State)

Additional abbreviations may also be used though not in the above list.

For value received, _____ hereby sell, assign and transfer unto

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

 | |
 | |

(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS, INCLUDING ZIP CODE, OF ASSIGNEE)

 _____ shares

of the capital stock represented by the within Certificate, and do hereby irrevocably constitute and appoint

_____ Attorney to transfer the said stock on the books of the within named Corporation with full power of substitution in the premises.

Dated _____

NOTICE: THE SIGNATURE TO THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME AS WRITTEN UPON THE FACE OF THE CERTIFICATE IN EVERY PARTICULAR, WITHOUT ALTERATION OR ENLARGEMENT OR ANY CHANGE WHATEVER.