

## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K  
CURRENT REPORTPursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934Date of Report (Date of earliest event reported) August 3, 2004TEAMSTAFF,INC.

(Exact name of Registrant as specified in charter)

New Jersey	0-18492	22-1899798
(State or other jurisdiction 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 7: Financial Statements, Pro Forma Financial Information and Exhibits.**

(a) Financial Statements.

None

(b) Pro Forma Financial Information

None

(c) Exhibits.

The following exhibit is filed herewith:

Exhibit No.	Description
99.1	Investor Presentation

**Item 9: Regulation FD Disclosure.**

The slides attached as Exhibit 99.1 to this Form 8-K have been included in TeamStaff, Inc.'s investor relations presentations as of August 3, 2004. At that time, these materials were also posted to the "Investor Relations" section of the registrant's website, [www.teamstaff.com](http://www.teamstaff.com).

The information in this report (including Exhibit 99.1) is furnished pursuant to Item 9 and shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that Section. The information in this report will not be deemed an admission as to the materiality of any information required to be disclosed solely to satisfy the requirements of Regulation FD. The furnishing of these slides is not intended to, and does not, constitute a determination or admission by TeamStaff that the information in the slides is material or complete, or that investors should consider this information before making an investment decision with respect to any security of TeamStaff.

This Current Report on Form 8-K includes forward-looking statements and assumptions, which reflect the registrant's current view with respect to future events and financial performance. These forward-looking statements are subject to certain risks and uncertainties, which could cause actual results to differ materially from historical and anticipated results. Specifically, the reported values of the registrant's community development assets are based on projected events, including price growth, sales pace and expected costs. The words "believe," "expect," "anticipate," "hypothetical" and similar expressions identify forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of their dates. The registrant undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. For a discussion of certain factors that could cause actual results to differ materially from historical or anticipated results, the registrant's Form 10-K for the year ended September 30, 2003 and Form 10-Q for quarters ended December 31, 2003 and March 31, 2004.

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: August 3, 2004

TEAMSTAFF, INC.  
(Registrant)By: /s/ Edmund C. Kenealy  
Edmund C. Kenealy,  
Vice President, General Counsel  
and Secretary



Annual Shareholders Meeting  
August 3<sup>rd</sup>, 2004

NASDAQ: TSTF



## TeamStaff Board and Management

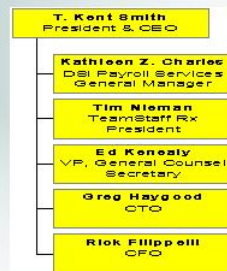
### Board of Directors

Chairman, T. Stephen Johnson  
Vice-Chairman, Karl W. Dieckmann

#### Directors

Martin J. Delaney  
Ben Dyer  
Rocco J. Marano  
T. Kent Smith

### Management Team



## Forward-Looking Statements

*This presentation contains "forward-looking statements" as defined by the Federal Securities Laws. TeamStaff's actual results could differ materially from those described in such forward-looking statements as a result of certain risk factors, including but not limited to: (i) regulatory and tax developments; (ii) changes in direct costs and operating expenses; (iii) the estimated costs and effectiveness of capital projects and investments in technology infrastructure; (iv) ability to effectively implement its business strategies including, but not limited to, its new business strategy for its temporary medical staffing division, and operating efficiency initiatives; (v) the effectiveness of sales and marketing efforts, including TeamStaff's marketing arrangements with other companies; (vi) changes in the competitive environment in the temporary staffing, permanent placement and payroll processing industries; (vii) dependence upon key personnel; and (viii) other one-time events and other important factors disclosed previously and from time to time in TeamStaff's filings with the U.S. Securities and Exchange Commission. These factors are described in further detail in TeamStaff's filings with the U.S. Securities and Exchange Commission.*

# Agenda

1. Welcome and Introductions
2. Company Overview & Turnaround Progress
3. Healthcare Staffing Industry Trends
4. TeamStaff Rx Growth Strategies
5. DSI Growth Strategies
6. Financials
7. Summary

## Overview Of TeamStaff

*TeamStaff is a 35-year-old leader in two attractive market segments: Healthcare staffing and payroll administration services*

 TEAMSTAFF.RX THE STAFFING SOLUTION	HealthCare Staffing Industry Allied Health Travel Segment	8 <sup>th</sup> Largest Public Top 3 in Segment
 DSi PAYROLL SERVICES A Division of TeamStaff® Inc.	Payroll Industry Construction Segment	\$4.4 Million Revenue 39% EBITDA* LTM

\*Note: a presentation of the most directly comparable financial measures calculated and presented in accordance with GAAP and a reconciliation of the differences between the non-GAAP financial measures presented above and the most directly comparable financial measures calculated and presented in accordance with GAAP are available at the investor relations section of our website: [www.teamstaff.com](http://www.teamstaff.com).

## Our Turnaround Progress

- ❖ **New & experienced leadership team**
- ❖ **Sold PEO**
- ❖ **Re-Positioned TeamStaff Rx**
  - ❖ **Expanded remote sales force and relationship selling**
  - ❖ **Created One-Stop Shop** with three Alliances
  - ❖ **Introduced VIP Program** as differentiator
- ❖ **Restructured and lowered corporate overhead costs** by \$3.5 million, or 41%
- ❖ Closer to **profitability**

## The Past 18 Months Have Been “Stormy,” But Industry Analysts Forecast Growth Ahead

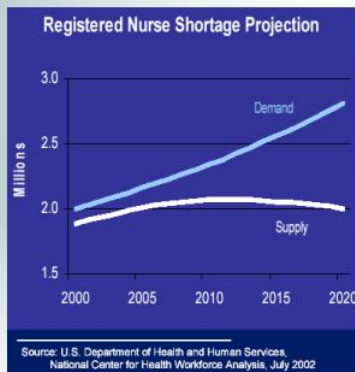


Change vs. Prior Year	2000 (E)	2001 (E)	2002 (E)	2003 (E)	2004 (P)	2005 (P)
Change		+26%	+25%	-8.5%	-3%	+10%

Source: Staffing Industry Analysts, Inc. estimates and projections

## Industry Dynamics Are Very Attractive

- ❖ U.S. population over 65 is expected to grow over 14% by 2010, increasing need for healthcare services
- ❖ Legislative mandates on overtime and staffing ratios increase shortage



**Nursing  
Supply/Demand  
Imbalance**

## TeamStaff Rx Participates In Two High-Margin Healthcare Staffing Industry Segments of a \$10.4 Billion Industry

Per Diem  
Nursing  
\$5.6

TSTF-20%

Travel Nursing  
\$1.6

TSTF-80%

Allied Health/Other  
\$2.2

Locum Tenens  
(Physicians)  
\$1.0

## TeamStaff Rx Is the Third Largest Travel Allied Healthcare Provider In A Fragmented Landscape

Allied	Nurse	
Travel	Travel (13-Week)	Per Diem (Hourly, Daily & Weekly)
<ul style="list-style-type: none"> <li>CompHealth -- \$290</li> <li>Club Staffing -- \$60e</li> <li><b>TeamStaff Rx (TSTF) -- \$58</b></li> <li>Aureus Medical -- \$45e</li> <li>Resources on Call -- \$25e</li> </ul>	<ul style="list-style-type: none"> <li>AMN HealthCare (AHS) -- \$714</li> <li>Cross Country (CCRN) -- \$687</li> <li>Intelistaff/StarMed -- \$234</li> <li>US Nursing -- \$190</li> <li>On Assignment (ASGN) -- \$117</li> </ul>	<ul style="list-style-type: none"> <li>Medical Staffing Network (MRN) -- \$513</li> <li>Maxim -- \$298</li> <li>Favorite Nurses --\$200</li> <li>Nursefinders -- \$185</li> <li>ATC Healthcare (AHN) -- \$149</li> </ul>

Source: Staffing Industry Report; TSTF estimates 2003

## There Are Three Major Healthcare Staffing Industry Trends, Repeating The 1990s Clerical/Light Industrial Staffing Experience

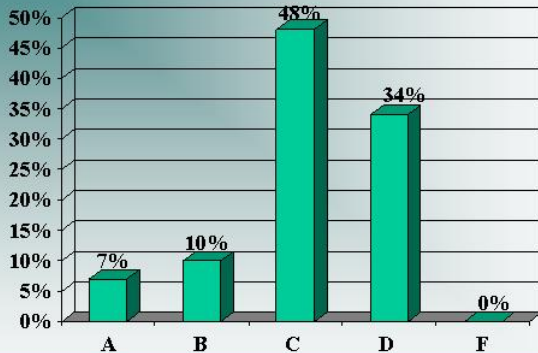
Vendor Consolidation	One-Stop Shopping	Industry Consolidation
<ul style="list-style-type: none"> <li>41% of Healthcare Organizations Plan to Consolidate Vendors</li> <li>Currently narrowing to about 10 Providers</li> <li>Eventually to 3-5 Providers</li> <li>Timeframe over 3-5 years</li> </ul>	<ul style="list-style-type: none"> <li>Travel Nursing adding Travel Allied, and vice versa</li> <li>'Per Diem' Nurse firms adding Travel, and vice versa</li> <li>Later, Locum Tenens added</li> </ul>	<ul style="list-style-type: none"> <li>Purchase additional service offerings to create 1-Stop Shop</li> <li>Purchases to add scale</li> <li>Purchases to realize Top 5 industry size objectives</li> </ul>
<ul style="list-style-type: none"> <li>Larger, quality providers survive and benefit</li> </ul>	<ul style="list-style-type: none"> <li>Alliances struck</li> <li>Acquisition possibilities</li> </ul>	<ul style="list-style-type: none"> <li>Roll-up potential</li> </ul>

## TeamStaff Rx's Growth Strategy Is Guided by Hospitals' Desire to Have Fewer, Higher Quality Vendors Who Offer More Services

Vision: To be the Largest and Most Respected Travel Allied HealthCare Staffing Provider, Offering Clients both One-Stop Shopping and Vendor Management Capability

	Allied	Nurse	Locum Tenens
Travel	Organic Growth Add Selected Modalities Acquisitions	Acquisitions Alliance (PPR)	Acquisitions Alliance (tbd)
Per Diem	Alliance (Med-Pro)	Alliance (Top 5 Firm)	
Permanent	Organic Growth	Organic Growth	

## While Customers View Healthcare Staffing Firms as Lagging in Quality, TeamStaff Rx Ratings Were 95.1% During 2004



Industry standards for Client Satisfaction ranks as follows:

7% = A Ranking, 10% = B Ranking, 48% = C Ranking, 34% = D Ranking, Noone received a F Ranking

Source: Staffing Industry Analysts, Inc. 2003 Survey of Staffing Purchasers; TeamStaff Rx Customer Survey

## TeamStaff Rx Sales Force Will Double By The End of 2004, With Most Geographically Distributed

Regional Account Managers



- Northeast Territory
- Southeast Territory
- Central Atlantic Territory
- Metro Memphis Territory
- Mid America Territory
- West Coast Territory

Telemarketers



- Region #1
- Region #2
- Region #3
- Region #4
- Govt. Services Admin

**Although We Have an Appetite for Acquisitions to Increase Our Offerings and Drive Scale, Sellers are in Short Supply and There is an Abundance of Eager Buyers**

## Our VIP Program Was The “First” for a Travel Allied Company

*Cost-Saving Solutions For A First-Class Mess!*

Our New “VIP” Staffing Services  
Are Truly **BEYOND Compare**

- Cost-Containment Model Saves 5%-20%
- Optimized Vendor Management Technologies
- Automated ‘One-Click’ Reporting
- Onsite & ‘Virtual’ Account Managers
- Streamlined Procedures & More

Learn more about the new Vendor Integration Program (VIP) now being offered by TeamStaff Rx. Talk to us today!

**TEAMSTAFF Rx**  
The Rx in Staffing Solutions

- Cost-Containment Model Saves 5% to 20%
- Optimized Vendor Management Technologies
- Automated ‘One-Click’ Reporting
- Onsite & ‘Virtual’ Account Managers
- Streamlined Procedures & More



- ❖ **Construction industry niche market with client retention in excess of 90%**
- ❖ **LTM Revenues \$4.4 million with 39% EBITDA\***
- ❖ **Doubling the size of the sales force**
- ❖ **Targeting new geographic territories**
- ❖ **Broadening the client service offering**
- ❖ **Freshening marketing efforts—advertising, website, lead generation and sales collateral**

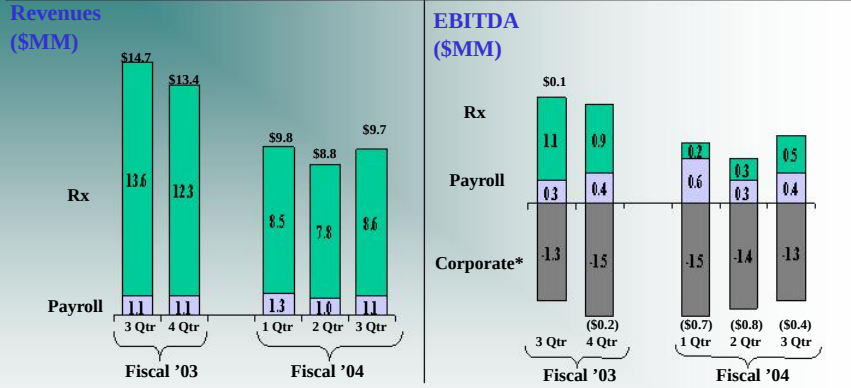
\*Note: a presentation of the most directly comparable financial measures calculated and presented in accordance with GAAP and a reconciliation of the differences between the non-GAAP financial measures presented above and the most directly comparable financial measures calculated and presented in accordance with GAAP are available at the investor relations section of our website: [www.teamstaff.com](http://www.teamstaff.com).

## Public Staffing Firms 2004 Sequential Quarterly Revenue Results and Guidance Reflect The Industry Downturn, While Rx Has Started Recovering

	<u>March, 2004</u> <u>Sequential Quarter Actuals</u>	<u>June, 2004</u> <u>Sequential Quarter Guidance</u>
AMN (Travel Nurse)	+1%	(4.9)%***
Cross Country (Travel Nurse)	(2)%	(4-6)%
MSN (Nurse Per-Diem)	(1)%	Flat
ATC Healthcare	(6.3)%*	(3.4)%**

\* February quarter ending actuals \*\*May quarter ending actuals \*\*\*June quarter ending actuals

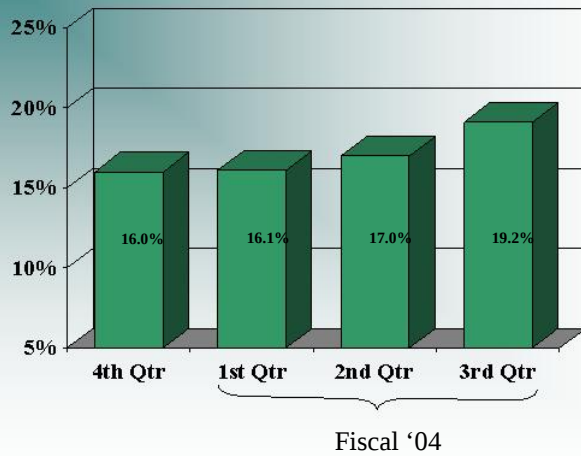

## Continuing Operations: Quarterly Revenues/EBITDA\*



\*Excludes former CEO and CFO severance and supplemental retirement plan obligations

\*Note: a presentation of the most directly comparable financial measures calculated and presented in accordance with GAAP and a reconciliation of the differences between the non-GAAP measures presented above and the most directly comparable financial measures calculated and presented in accordance with GAAP are available at the investor relations section of our website: www.teamstaff.com.

## Rx Gross Margins Are Improving With Focus



### TeamStaff, Inc. Analysis of Annualized Corporate Expenses June 30, 2004 vs. September 30, 2003 (\$ in Thousands)

Corporate Overhead:	6/30/2004	9/30/2003	Expense Reduction
Salaries and Related	\$ 2,264	\$ 4,172	\$ 1,908
Insurance	996	1,687	691
Audit Fees	160	350	190
Investor Relations	140	180	40
IT and Related (non employee)	411	883	470
Legal Fees	96	200	104
Occupancy Cost	236	284	48



All Other	829	887	58
Total Annualized Corporate Overhead	\$5,132	\$8,643	\$3,511

Note: September 2003 numbers include overhead related to PEO division sold November 17, 2003.

## Balance Sheets

(\$MM)	6/30/04 (unaudited)	9/30/03
Cash	\$3.5	\$4.3
Restricted Cash	1.8	1.2
Accounts Receivable	3.6	4.9
Prepaid Workers' Compensation	4.3	3.7
Other Current Assets	1.4	1.5
<b>Total Current Assets</b>	<b>14.6</b>	<b>15.6</b>
Fixed Assets, Net	1.0	1.2
Intangibles	5.9	5.9
Other	17.8	15.5
Assets Held For Sale	-----	22.4
<b>Total Assets</b>	<b>\$39.3</b>	<b>\$60.6</b>
Current Liabilities	\$5.0	\$7.3
Other Liabilities	1.7	1.8
Liabilities Held for Sale	1.2	16.4
<b>Total Liabilities</b>	<b>7.9</b>	<b>25.5</b>
Stockholders' Equity	31.4	35.1
<b>Total Liabilities and Stockholders' Equity</b>	<b>\$39.3</b>	<b>\$60.6</b>

## Summary Of TeamStaff Opportunities

- ❖ Long-term growth of Healthcare Staffing Industry
- ❖ Rx turning while Industry projected to return in 2005
- ❖ Sales force expansion and local, relationship selling
- ❖ One-stop shop with Alliances
- ❖ VIP Program as a differentiator
- ❖ Appetite for acquisitions to bolster offerings & scale
- ❖ Experienced staffing industry leadership team
- ❖ Upside with DSi growth plans