

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): August 13, 2001

**MANPOWER INC.**

(Exact name of registrant as specified in its charter)

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

**1-10686**  
(Commission file number)

**39-1672779**  
(IRS Employer  
Identification No.)

5301 North Ironwood Road  
Milwaukee, Wisconsin 53217  
(Address of principal executive offices)

Registrant's telephone number, including area code: (414) 961-1000

**Item 5. Other Events.**

On August 13, 2001, Manpower Inc. (the "Company") issued a press release announcing an offering of zero-coupon convertible debentures. On August 14, 2001, the Company issued a press release announcing the pricing of the zero-coupon convertible debentures. The Press Releases are attached hereto as exhibits and are incorporated herein by reference, except for references to the Company's website and the information contained therein.

**Item 7. Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated August 13, 2001.
99.2	Press Release dated August 14, 2001.

## SIGNATURE

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

MANPOWER INC.

Date: August 14, 2001

/s/ George P. Herrmann  
George P. Herrmann  
Vice President, Finance & Treasurer

## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated August 13, 2001.
99.2	Press Release dated August 14, 2001.

**Manpower Inc. Announces Offering of Zero-Coupon Convertible Debentures**

MILWAUKEE, WI, USA, 13 August 2001 - Manpower Inc. (NYSE: MAN) today announced that it intends, subject to market and other conditions, to raise approximately \$200 million (excluding proceeds of the over-allotment option, if any) through an offering of 20-year, zero coupon convertible senior debentures to qualified institutional investors. The debentures will be convertible into Manpower common stock, at the option of the holder, at a price to be determined.

Manpower intends to use the proceeds of the sale to repay borrowings under its credit facilities, and advances under its accounts receivable securitization facility.

This press release does not constitute an offer to sell or the solicitation of an offer to buy the securities. Any offers of the securities will be made only by means of a private offering circular. The securities offered have not been registered under the Securities Act of 1933 and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

Manpower Inc. is a world leader in the staffing industry, providing workforce management services and solutions to customers through 3,800 offices in 59 countries. The firm annually provides employment to more than 2.7 million people worldwide and is an industry leader in employee assessment and training. Manpower also provides a range of staffing solutions, engagement and consulting services worldwide under the subsidiary brands of Brook Street, Elan, The Empower Group and Jefferson Wells. More information on Manpower Inc. can be found at the company's Web site, <http://www.manpower.com>.

**Manpower Inc. Prices Zero-Coupon Convertible Debentures**

MILWAUKEE, WI, USA, 14 August 2001 - Manpower Inc. (NYSE: MAN) today announced that it has priced its 20-year, zero-coupon convertible senior debentures due 2021. The debentures are being issued in a private offering that will result in net proceeds of approximately \$200 million. Subject to certain conditions, the debentures will be convertible into Manpower common stock at an initial conversion price of \$39.50 and will carry a 3% yield to maturity. The initial purchasers will have an option to purchase for up to \$40 million additional debentures to cover over-allotments.

Manpower intends to use the proceeds of the sale to repay borrowings under its credit facilities, and advances under its accounts receivable securitization facility.

This press release does not constitute an offer to sell or the solicitation of an offer to buy the securities. Any offers of the securities will be made only by means of a private offering circular. The securities offered have not been registered under the Securities Act of 1933 and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

Manpower Inc. is a world leader in the staffing industry, providing workforce management services and solutions to customers through 3,800 offices in 59 countries. The firm annually provides employment to more than 2.7 million people worldwide and is an industry leader in employee assessment and training. Manpower also provides a range of staffing solutions, engagement and consulting services worldwide under the subsidiary brands of Brook Street, Elan, The Empower Group and Jefferson Wells.