

UNITED STATES
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): **April 5, 2010**

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.)

One Manpower Place
Milwaukee, Wisconsin
(Address of principal executive offices)

53212
(Zip Code)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.01. Completion of Acquisition or Disposition of Assets

On February 1, 2010, Manpower Inc., a Wisconsin corporation (“Manpower”), entered into an Agreement and Plan of Merger (the “Merger Agreement”) with Taurus Merger Sub, Inc., a Delaware corporation and wholly owned subsidiary of Manpower (“Merger Sub”) and COMSYS IT Partners, Inc., a Delaware corporation (“COMSYS”). Pursuant to the Merger Agreement, Merger Sub commenced an exchange offer on March 4, 2010 (the “Exchange Offer”) to acquire all of the outstanding shares of common stock of COMSYS, par value \$.01 (the “Shares”), in which each validly tendered Share would be exchanged, at the election of the holder, for the following consideration, each subject to proration: (i) \$17.65 in cash, without interest (the “Cash Consideration”), or (ii) a fraction of a share or shares of Manpower common stock, \$.01 par value (the “Stock Consideration” and, together with the Cash Consideration, the “Exchange Offer Consideration”), equal to the exchange rate (the “Exchange Rate”) calculated in accordance with the terms of the Merger Agreement.

The Exchange Offer expired at 12:00 midnight, New York Time, on the evening of April 2, 2010. Based on a preliminary count by the exchange agent for the Exchange Offer, a total of 19,787,017 Shares, representing approximately 89% of Shares outstanding on a fully diluted basis, were validly tendered and not withdrawn in the Exchange Offer, of which 1,599,160 Shares, representing approximately 7% of Shares outstanding on a fully diluted basis, were tendered pursuant to notices of guaranteed delivery. All Shares that were validly tendered and not withdrawn were accepted for payment on April 5, 2010 in accordance with the terms of the Exchange Offer and applicable law.

Of the Shares tendered, Cash Consideration was elected with respect to 17,794,582 Shares and Stock Consideration was elected with respect to 1,992,435 Shares. Based on these preliminary results and the terms of the Merger Agreement, the preliminary proration of the Exchange Offer Consideration was as follows:

- each Share for which Stock Consideration was elected or no election was made was converted into the right to receive 0.304 of a share of Manpower common stock, and
- each Share for which Cash Consideration was elected was converted into the right to receive \$9.81 in cash without interest and 0.135 of a share of Manpower common stock.

These amounts are subject to change based on the final Exchange Offer results. Manpower will announce the final Exchange Offer results and the final proration of the Exchange Offer Consideration as promptly as practicable.

On April 5, 2010, following the exercise of the “top up” option in accordance with the Merger Agreement, Merger Sub filed a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware and, pursuant to the “short form” merger procedures available under Delaware law, the merger of Merger Sub with and into COMSYS (the “Merger”) became effective, with COMSYS continuing as the surviving corporation and as a wholly owned subsidiary of Manpower.

In the Merger, each Share outstanding immediately prior to the Merger, other than Shares owned by Manpower or any direct or indirect wholly owned subsidiary of Manpower or COMSYS, was converted into the right to receive, at the election of the holder thereof and subject to proration, either the Cash Consideration or the Stock Consideration. COMSYS stockholders who do not make an election within 30 days after the letter of election and transmittal is mailed to them will be deemed to have elected the Stock Consideration.

Also on April 5, 2010, Manpower issued a press release announcing the expiration of the Exchange Offer and a press release announcing the completion of the Merger. The press releases are attached hereto as Exhibits 99.1 and 99.2, respectively.

Item 9.01 Financial Statements and Exhibits

(a) Financial Statements of Business Acquired

The report of Ernst & Young LLP dated March 1, 2010 and COMSYS's consolidated balance sheets as of January 3, 2010 and December 28, 2008, and the related consolidated statements of operations, comprehensive income, stockholders' equity and cash flows for each of the three years in the period ended January 3, 2010, are incorporated herein by reference from COMSYS's Annual Report on Form 10-K for the fiscal year ended January 3, 2010 filed with the Securities and Exchange Commission on March 2, 2010.

(b) Pro Forma Financial Information

The required pro forma financial information reflecting the acquisition of COMSYS required by this Item 9.01(b) was included in Manpower's Registration Statement on Form S-4, as amended (File No. 333-165182) and is incorporated herein by reference.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
23.1	Consent of Ernst & Young LLP
99.1	Press release issued on April 5, 2010 announcing the expiration of the Exchange Offer
99.2	Press release issued on April 5, 2010 announcing the completion of the Merger

SIGNATURES

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

Dated: April 8, 2010

MANPOWER INC.

By: /s/ **Michael J. Lynch**

Michael J. Lynch

Vice President, International Support Services and
General Counsel International

EXHIBIT INDEX

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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference of our reports dated March 1, 2010, with respect to the consolidated financial statements of COMSYS IT Partners' Inc. and the effectiveness of internal control over financial reporting of COMSYS IT Partners' Inc., in the Current Report (Form 8-K) of Manpower, Inc. dated April 8, 2010, filed with the Securities and Exchange Commission.

We further consent to the incorporation by reference in the following Registration Statements of Manpower, Inc. Nos. 33-40441, 33-55264, 33-84736, 333-1040, 333-31021, 333-82459, 333-66656, 333-105205, 333-112164, 333-126703, 333-135000 and 333-161765 on Form S-8 and 333-650, 33-95896 and 333-87554 on Form S-4 of our report dated March 1, 2010, with respect to the consolidated financial statements of COMSYS IT Partners' Inc. and the effectiveness of internal control over financial reporting of COMSYS IT Partners' Inc., included in its Form 10-K for the year ended January 3, 2010 filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Phoenix, Arizona
April 6, 2010



FOR IMMEDIATE RELEASE

Contact:
Mike Van Handel
Manpower Inc.
+1.414.906.6305
Michael.vanhandel@manpower.com

**Manpower Inc. Announces Completion and Preliminary Results of
Exchange Offer for COMSYS IT Partners, Inc.**

MILWAUKEE, WI, USA, April 5, 2010 - Manpower Inc. (NYSE:MAN) announced today that it has successfully completed its previously announced exchange offer for all of the outstanding shares of common stock of COMSYS IT Partners, Inc. The exchange offer expired at 12:00 midnight, New York Time, on the evening of April 2, 2010. Based on a preliminary count by the exchange agent for the exchange offer, a total of 19,787,017 COMSYS shares, representing approximately 89% of COMSYS's outstanding common stock on a fully diluted basis, were validly tendered and not withdrawn in the exchange offer, of which 1,599,160 shares, representing approximately 7% of COMSYS's outstanding common stock on a fully diluted basis, were tendered pursuant to notices of guaranteed delivery. All shares that were validly tendered and not withdrawn have been accepted for payment in accordance with the terms of the exchange offer and applicable law.

Of the shares tendered, cash elections were made with respect to 17,794,582 shares and stock elections were made with respect to 1,992,435 shares. Based on these preliminary results and the terms of the merger agreement, the preliminary proration of the exchange offer consideration is as follows:

- each COMSYS share for which a stock election or no election was made will be converted into the right to receive 0.304 of a share of Manpower common stock, and
- each COMSYS share for which a cash election was made will be converted into the right to receive \$9.81 in cash without interest and 0.135 of a share of Manpower common stock.

These amounts are subject to change based on the final exchange offer results. Manpower will announce the final exchange offer results and the final proration of the exchange offer consideration as promptly as practicable.

Manpower intends to exercise its option under the merger agreement to acquire newly issued shares of COMSYS common stock at \$17.65 per share (the same cash consideration offered in the exchange offer) so that together with the shares accepted in the exchange offer (excluding shares tendered pursuant to notices of guaranteed delivery) it owns more than 90% of the outstanding shares of COMSYS common stock. Following the acquisition of the additional COMSYS shares, Manpower intends to complete a short-form merger through the procedures available under Delaware law as soon as practicable. Upon completion of the merger, each share of COMSYS common stock not acquired in the exchange offer will be converted into the right to receive, at the election of the holder, either: (i) \$17.65 in cash, without interest, or (ii) 0.304 of a share of Manpower common stock (the same consideration elections available in the exchange offer), in each case subject to proration.

Important Additional Information

In connection with the exchange offer, Manpower filed a Schedule TO and Registration Statement on Form S-4 (including the prospectus) with the Securities and Exchange Commission (SEC) on March 4, 2010, as amended, and COMSYS filed a Solicitation/Recommendation Statement on Schedule 14D-9 with the SEC on March 4, 2010. **INVESTORS AND STOCKHOLDERS ARE URGED TO READ THESE DOCUMENTS CAREFULLY BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT MANPOWER, COMSYS AND THE TRANSACTION.** Documents filed by Manpower with the SEC may be obtained without charge at the SEC's website at www.sec.gov and at Manpower's website at www.manpower.com. Documents filed by COMSYS with the SEC may be obtained without charge at the SEC's website and at COMSYS's website at www.comsys.com. Copies of the exchange offer materials may also be obtained free of charge from Georgeson Inc., the information agent for the exchange offer, by calling toll-free at 1-866-316-3688.

About Manpower Inc.

Manpower Inc. (NYSE: MAN) is a world leader in the employment services industry, creating and delivering services that enable clients to win in the changing world of work. With more than 60 years of experience, the company offers employers a range of services for the entire employment and business cycle including permanent, temporary and contract recruitment; employee assessment and selection; training; outplacement; outsourcing and consulting. Manpower's worldwide network of nearly 4,000 offices in 82 countries and territories enables the company to meet the needs of 400,000 clients per year, including small and medium size enterprises in all industry sectors, as well as the world's largest multinational corporations. The focus of Manpower's work is on raising productivity through improved quality, efficiency and cost-reduction across the total workforce, enabling clients to concentrate on their core business activities. Manpower Inc. operates under five brands: Manpower, Manpower Professional, Elan, Jefferson Wells and Right Management. More information on Manpower Inc. is available at www.manpower.com.

Forward-Looking Statements

This news release contains statements that are forward-looking in nature and, accordingly, are subject to risks and uncertainties. Actual results may differ materially from those described or contemplated in the forward-looking statements. Factors that may cause actual results to differ materially from those contained in the forward-looking statements include, among others, the

risk that Manpower's business and/or COMSYS's business have been adversely impacted during the pendency of the exchange offer and the merger; the risk that the operations of the two companies will not be integrated successfully; the risk that Manpower's expected cost savings and other synergies from the transaction may not be fully realized, realized at all or take longer to realize than anticipated; the risk that demand for and acceptance of Manpower's or COMSYS's products or services may be reduced; the impact of economic conditions; the impact of competition and pricing; and other factors found in the Manpower's and COMSYS's reports filed with the SEC, including the information under the heading 'Risk Factors' in Manpower's Annual Report on Form 10-K for the year ended December 31, 2009 and COMSYS's Annual Report on Form 10-K for the fiscal year ended January 3, 2010, which information is incorporated herein by reference.

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FOR IMMEDIATE RELEASE

Contact:
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Michael.vanhandel@manpower.com

**Manpower Inc. Announces Completion of
Acquisition of COMSYS IT Partners, Inc.**

MILWAUKEE, WI, USA, April 5, 2010 - Manpower Inc. (NYSE:MAN) announced today that it has successfully completed its acquisition of COMSYS IT Partners, Inc., through the merger of a wholly owned subsidiary of Manpower into COMSYS.

“The acquisition of COMSYS is consistent with our strategy and strengthens the continued expansion of our professional staffing services and outcome-based solutions,” said Jeff Joerres, Manpower Inc. Chairman and CEO. “Both are areas where we have significantly grown organically over the past few years, driven by our strategy to provide clients with all the talent they need, particularly in the high demand skill verticals of IT, engineering, finance and accounting.”

“Our strategy is an outside-in approach, focusing on services that deliver value to our clients and candidates. We grow our capabilities organically and acquire companies for the combination of financial gain, and strategic and cultural fit for our organization. The culture, expertise, client and consultant base that COMSYS brings to our suite of services, when combined with Manpower Professional and Manpower Business Solutions, accelerates us to being a global leader in the US and around the world”, Joerres added.

Manpower previously announced the expiration of its exchange offer for all of the outstanding shares of COMSYS common stock. Based on a preliminary count by the exchange agent for the exchange offer, a total of 19,787,017 COMSYS shares, representing approximately 89% of COMSYS’s outstanding common stock on a fully diluted basis, were validly tendered and not withdrawn in the exchange offer, of which 1,599,160 shares, representing approximately 7% of COMSYS’s outstanding common stock on a fully diluted basis, were tendered pursuant to notices of guaranteed delivery. All shares that were validly tendered and not withdrawn were accepted for payment in accordance with the terms of the exchange offer and applicable law.

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These amounts are subject to change based on the final exchange offer results. Manpower will announce the final exchange offer results and the final proration of the exchange offer consideration as promptly as practicable.

Following Manpower's exercise of its "top-up" option in accordance with the previously announced merger agreement with COMSYS, Manpower completed a short-form merger through the procedures available under Delaware law. In the merger, each share of COMSYS common stock not acquired in the exchange offer was converted into the right to receive, at the election of the holder, either (i) \$17.65 in cash, without interest, or (ii) 0.304 of a share of Manpower common stock (the same consideration elections available in the exchange offer), in each case subject to proration. Manpower will deliver a letter of election and transmittal to these stockholders to enable them to make the election.

As a result of the merger, shares of COMSYS common stock ceased to be traded on the NASDAQ Global Market after the close of trading today.

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