

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

KELLY SERVICES, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

38-1510762
(I.R.S. Employer
Identification Number)

**999 West Big Beaver Road
Troy, Michigan 48084**
(Address of Principal Executive Offices)

**Kelly Services, Inc. Equity Incentive Plan
Kelly Services, Inc. 1999 Non-Employee Directors Stock Option Plan
Kelly Services, Inc. 2008 Non-Employee Directors Stock Plan**
(Full Title of the Plan)

James M. Polehna
Vice President and Corporate Secretary
Kelly Services, Inc.
999 West Big Beaver Road
Troy, Michigan 48084
(248) 362-4444
(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee (2)
Class A common stock, par value \$1.00 per share	2,200,000(1)(2)	\$15.95	\$35,090,000	\$4,078

- (1) This Registration Statement includes 2,200,000 shares of Class A common stock, par value \$1.00 per share, of Kelly Services, Inc. (the "Registrant"), offered or to be offered by the Registrant under the Kelly Services, Inc. Equity Incentive Plan, the Kelly Services, Inc. 1999 Non-Employee Directors Stock Option Plan and the Kelly Services, Inc. 2008 Non-Employee Directors Stock Plan (the "Plans"). Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also includes an indeterminate number of additional shares of Class A common stock that may become issuable pursuant to the anti-dilution provisions of the Plans.
- (2) Estimated in accordance with paragraphs (c) and (h) of Rule 457 under the Securities Act, solely for purposes of calculating the registration fee. The fee with respect to the shares registered herein is based on the average of the high and low sale prices of the Registrant's shares of Class A common stock reported by the Nasdaq Global Market on December 16, 2014.

Explanatory Note

This Registration Statement on Form S-8 (this "Registration Statement") is being filed to register an additional 2,200,000 shares of Class A common stock, par value \$1.00 per share, available for issuance under the Kelly Services, Inc. Equity Incentive Plan (the "Equity Incentive Plan") and the Kelly Services, Inc. 1999 Non-Employee Directors Stock Option Plan and the Kelly Services, Inc. 2008 Non-Employee Directors Stock Plan (collectively, the "Director Plans").

The Registrant registered 100,000 shares of Class A common stock for issuance under the Director Plans on a Form S-8 Registration Statement (File No. 333-114837) filed with the Securities and Exchange Commission (the "SEC") on April 26, 2004. The Registrant initially registered 1,100,000 shares of Class A common stock for issuance under the Equity Incentive Plan on a Form S-8 Registration Statement (File No. 333-125091) filed with the SEC on May 20, 2005. On May 13, 2010, the Registrant registered an additional 2,000,000 shares of Class A common stock for issuance under the Equity Incentive Plan on a Form S-8 Registration Statement (File No. 333-166798). Pursuant to General Instruction (E) of Form S-8, the contents of the Registration Statements No. 333-114837, 333-125091 and 333-166798 are incorporated herein by reference, except that the provisions contained in Part II of the Form S-8 Registration Statements No. 333-14837, 333-125091 and 333-166798 are modified as set forth in this Registration Statement.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents filed with the SEC are incorporated herein by reference:

1. The Registrant's Annual Report on Form 10-K for the year ended December 29, 2013;
2. The Registrant's Quarterly Reports on Form 10-Q for the quarters ended March 30, 2014, June 29, 2014 and September 28, 2014;
3. The Registrant's Current Reports on Form 8-K filed with the SEC on January 30, 2014, March 5, 2014, May 7, 2014, May 8, 2014, July 1, 2014, August 1, 2014, August 6, 2014, August 11, 2014, October 28, 2014, October 31, 2014, November 5, 2014 and December 17, 2014; and
4. The description of the Registrant's Class A common stock contained in its Registration Statement on Form 8-A, as filed with the Securities and Exchange Commission on June 14, 1984, including any amendments or reports filed with the Commission for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, subsequent to the filing of this Registration Statement and prior to the filing of a post-effective amendment that indicates that all of the securities offered hereby have been sold or which deregisters all such securities remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be part hereof from the date of filing such documents.

ITEM 8. EXHIBITS.

The Exhibits to this Registration Statement are listed in the Exhibit Index and are incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Troy, State of Michigan, on December 19, 2014.

KELLY SERVICES, INC.

By: /s/ Carl T. Camden
Carl T. Camden
President and Chief Executive Officer

POWER OF ATTORNEY

We, the undersigned officers and directors of Kelly Services, Inc., hereby, severally constitute and appoint each of Patricia A. Little and James A. Polehna as our true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, in any and all capacities, to sign this Registration Statement on Form S-8 and any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto such attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as she/he might or could do in person, hereby ratifying and confirming all that such attorney-in-fact and agent, or her/his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Carl T. Camden</u> Carl T. Camden	President, Chief Executive Officer and Director (<i>Principal Executive Officer</i>)	December 19, 2014
<u>/s/ Patricia A. Little</u> Patricia A. Little	Executive Vice President and Chief Financial Officer (<i>Principal Financial Officer</i>)	December 19, 2014
<u>/s/ Terence E. Adderley</u> Terence E. Adderley	Executive Chairman and Chairman of the Board of Directors	December 19, 2014
<u>/s/ Carol M. Adderley</u> Carol M. Adderley	Director	December 19, 2014
<u>/s/ Robert S. Cubbin</u> Robert S. Cubbin	Director	December 19, 2014
<u>/s/ Jane E. Dutton</u> Jane E. Dutton	Director	December 19, 2014
<u>/s/ Terrence B. Larkin</u> Terrence B. Larkin	Director	December 19, 2014

<u>/s/ Conrad L. Mallett, Jr.</u> Conrad L. Mallett, Jr.	Director	December 19, 2014
<u>/s/ Leslie A. Murphy</u> Leslie A. Murphy	Director	December 19, 2014
<u>/s/ Donald R. Parfet</u> Donald R. Parfet	Director	December 19, 2014
<u>/s/ Toshio Saburi</u> Toshio Saburi	Director	December 19, 2014
<u>/s/ B. Joseph White</u> B. Joseph White	Director	December 19, 2014

KELLY SERVICES, INC.
INDEX TO EXHIBITS

EXHIBIT NO.	DESCRIPTION
4.1	Rights of security holders are defined in Articles Fourth, Fifth, Seventh, Eighth, Ninth, Tenth, Eleventh, Twelfth, Thirteenth and Fourteenth of the Restated Certificate of Incorporation, effective May 6, 2009 (filed with the Securities and Exchange Commission as Exhibit 3.1 to the Registrant's Form 8-K filed May 8, 2009, and incorporated by reference).
4.2	Bylaws of the Registrant, effective May 6, 2009 (filed with the Securities and Exchange Commission as Exhibit 3.2 to the Registrant's Form 8-K filed May 8, 2009, and incorporated by reference).
5.1*	Opinion of General Counsel of Kelly Services, Inc. as to the legality of the securities being registered that constitute original issue shares.
10.1	Kelly Services, Inc. Equity Incentive Plan, as amended and restated on December 31, 2011 (filed with the Securities and Exchange Commission as Exhibit 10.2 to the Registrant's Form 10-Q filed August 8, 2012, and incorporated by reference).
10.2	Kelly Services, Inc. 1999 Non-Employee Directors Stock Option Plan (filed with the Securities and Exchange Commission as Exhibit 10.4 to the Registrant's Form 10-Q filed May 11, 2011, and incorporated by reference).
10.3	Kelly Services, Inc. 2008 Non-Employee Directors Stock Plan (filed with the Securities Exchange Commission as Exhibit 10.5 to the Form 10-K filed with the Commission on February 14, 2013, and incorporated by reference).
23.1*	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.
23.2*	Consent of General Counsel of Kelly Services, Inc. (included as part of Exhibit 5.1).
24.1*	Power of Attorney (included on signature page).

* Filed herewith.

[KELLY SERVICES, INC. LETTERHEAD]

December 19, 2014

Kelly Services, Inc.
999 West Big Beaver Road
Troy, Michigan 48084

Re: Form S-8 Registration Statement Kelly Services, Inc. Equity Incentive Plan, Kelly Services, Inc. 1999
Non-Employee Directors Stock Option Plan and Kelly Services, Inc. 2008 Non-Employee Directors Stock Plan.

Ladies and Gentlemen:

I am the General Counsel of Kelly Services, Inc., a Delaware corporation (the "Company"). I am issuing this opinion in connection with the preparation of a registration statement on Form S-8 (the "Registration Statement") being filed on the date hereof with the Securities and Exchange Commission (the "SEC") under the Securities Act of 1933, as amended (the "Act") relating to the offering from time to time of up to 2,200,000 additional shares of the Company's Class A Common Stock, par value \$1.00 per share (the "Shares"), pursuant to the Kelly Services, Inc. Equity Incentive Plan, the Kelly Services, Inc. 1999 Non-Employee Directors Stock Option Plan and the Kelly Services, Inc. 2008 Non-Employee Directors Stock Plan (the "Plans").

In my capacity as counsel to the Company, I have examined a copy of the Plans and such corporate proceedings, documents, records and matters of law as I have deemed necessary to enable me to render this opinion.

For purposes of this opinion, I have assumed the authenticity of all documents submitted to me as originals, the conformity to the originals of all documents submitted to me as copies and the authenticity of the originals of all documents submitted to me as copies. I have also assumed the legal capacity of all natural persons, the genuineness of the signatures of persons signing all documents in connection with which this opinion is rendered, the authority of such persons signing on behalf of the parties thereto other than the Company and the due authorization, execution and delivery of all documents by the parties thereto other than the Company. As to any facts material to the opinions expressed herein, I have relied upon the statements and representations of officers and other representatives of the Company.

My opinion expressed below is subject to the qualifications that I express no opinion as to the applicability of, compliance with, or effect of (i) any bankruptcy, insolvency, reorganization, fraudulent transfer, fraudulent conveyance, moratorium or other similar law affecting the enforcement of creditors' rights generally, (ii) general principles of equity (regardless of whether enforcement is considered in a proceeding in equity or at law), (iii) public policy considerations which may limit the rights of parties to obtain certain remedies and (iv) any laws except the Delaware General Corporation Law.

Based upon and subject to the foregoing qualifications, assumptions and limitations and the further limitations set forth below, I hereby advise you that in my opinion, the Shares have been duly authorized and reserved for issuance under the Plans by all necessary corporate action on the part of the Company and, when (i) the Registration Statement becomes effective under the Act, (ii) the Shares have been duly executed and delivered on behalf of the Company countersigned by the Company and transfer agent/registrar, and (iii) the Shares are issued in accordance with the terms of the Plans upon receipt of the consideration to be paid therefor, the Shares will be validly issued, fully paid and nonassessable.

I hereby consent to the filing of this opinion with the SEC as Exhibit 5.1 to the Registration Statement. In giving this consent, I do not hereby admit that I am in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the SEC.

I do not find it necessary for the purposes of this opinion, and accordingly I do not purport to cover herein, the application of the securities or “Blue Sky” laws of the various states to the issuance and sale of the Shares.

This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein. I assume no obligation to revise or supplement this opinion should the Delaware General Corporation Law be changed by legislative action, judicial decision or otherwise.

This opinion is furnished to you in connection with the filing of the Registration Statement and is not to be used, circulated, quoted or otherwise relied upon for any other purpose.

Very truly yours,

/s/ Peter W. Quigley

Peter W. Quigley

Senior Vice President and General Counsel

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 13, 2014 relating to the financial statements, financial statement schedule, and the effectiveness of internal control over financial reporting, which appears in Kelly Services Inc.'s Annual Report on Form 10-K for the year ended December 29, 2013.

/s/ PricewaterhouseCoopers LLP

Detroit, Michigan

December 19, 2014