

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-2**  
REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933

**BARRETT BUSINESS SERVICES, INC.**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State of incorporation)

**52-0812977**  
(IRS Employer Identification No.)

**4724 S.W. Macadam Avenue  
Portland, Oregon 97239  
(503) 220-0988**  
(Address and telephone number of registrant's principal executive offices)

**William W. Sherertz  
President and Chief Executive Officer  
Barrett Business Services, Inc.  
4724 S.W. Macadam Avenue  
Portland, Oregon 97239  
Telephone (503) 220-0988**  
(Name, address, and telephone number of agent for service)

**With copies to:**

**Mary Ann Frantz, Esq.  
David G. Post, Esq.  
Miller Nash LLP  
111 S.W. Fifth Avenue, Suite 3400  
Portland, Oregon 97204-3699  
(503) 224-5858**

**Ellen S. Bancroft, Esq.  
Joo Ryung Kang, Esq.  
Dorsey & Whitney LLP  
38 Technology Drive  
Irvine, California 92618  
(949) 932-3600**

**Approximate date of commencement of proposed sale to the public:**  
As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. ☐

If the registrant elects to deliver its latest annual report to security holders, or a complete and legible facsimile thereof, pursuant to Item 11(a)(1) of this Form, check the following box. ☐

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☒ 333-126496.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐ \_\_\_\_\_.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐ \_\_\_\_\_.

If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box. ☐

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to Be Registered	Amount to Be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common stock, \$.01 par value	274,850 shares(1)	\$16.25	\$4,466,313	\$526

(1) Includes 35,850 shares that may be sold upon the exercise of the underwriters' over-allotment option.



**Incorporation by Reference of Registration Statement on Form S-2, Registration No. 333-126496**

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, for the sole purpose of registering additional securities of the same class as were included in the Registration Statement on Form S-2 (File No. 333-126496) filed by Barrett Business Services, Inc. with the Securities and Exchange Commission on July 11, 2005, as amended by Amendment No. 1 thereto filed on July 26, 2005 and by Amendment No. 2 thereto filed on July 26, 2005, which was declared effective by the Securities and Exchange Commission on July 27, 2005. The information in that Registration Statement, including the exhibits thereto, is incorporated herein by reference except to the extent it is modified or amended in this Registration Statement. This Registration Statement covers the registration of an additional 274,850 shares of our common stock, of which 75,000 shares will be sold by a selling stockholder.

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## 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-2 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Portland, state of Oregon, on the 28<sup>th</sup> day of July, 2005.

### BARRETT BUSINESS SERVICES, INC.

By: /s/ MICHAEL D. MULHOLLAND

Michael D. Mulholland  
Vice President-Finance, Treasurer and Secretary

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on the 28<sup>th</sup> day of July, 2005.

Signature	Title
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*	President, Chief Executive Officer and Chairman of the Board (Principal Executive Officer)
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William W. Sherertz	
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/s/ MICHAEL D. MULHOLLAND	Vice President—Finance, Treasurer and Secretary (Principal Financial Officer)
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Michael D. Mulholland	
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*	Controller and Assistant Secretary (Principal Accounting Officer)
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James D. Miller	
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Thomas J. Carley	Director
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James B. Hicks, Ph.D.	Director
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Jon L. Justesen	Director
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Anthony Meeker	Director
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Nancy B. Sherertz	Director

\* Signed pursuant to a power of attorney filed with the Securities and Exchange Commission on July 11, 2005, as Exhibit 24.1 to the registrant's Registration Statement on Form S-2 (Registration No. 333-126496).

By: /s/ MICHAEL D. MULHOLLAND

Michael D. Mulholland  
*Attorney-in-fact*

## INDEX TO EXHIBITS

- 5.1 Opinion of Miller Nash LLP as to the legality of the securities being registered.
  - 23.1 Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.
  - 23.2 Consent of Miller Nash LLP (included in Exhibit 5.1).
  - 24.1 Power of attorney of certain officers and directors. Incorporated by reference to Exhibit 24.1 to the registrant's Registration Statement on Form S-2 (Registration No. 333-126496)
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## QuickLinks

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Miller Nash LLP  
111 S.W. Fifth Avenue, Suite 3400  
Portland, Oregon 97204-3699  
(503) 224-5858  
(503) 224-0155 fax

July 28, 2005

Barrett Business Services, Inc.  
4724 S.W. Macadam Avenue  
Portland, Oregon 97239

Re: Barrett Business Services, Inc.; Registration Statement on Form S-2

Ladies and Gentlemen:

We are acting as counsel for Barrett Business Services, Inc., a Maryland corporation (the "Company"), in connection with the Registration Statement on Form S-2 filed by the Company with the Securities and Exchange Commission (the "Commission") on July 28, 2005 (the "Registration Statement"), under Rule 462(b) of the Securities Act of 1933 (the "Act"). The Registration Statement incorporates by reference the contents of the Company's Registration Statement on Form S-2 (Registration No. 333-126496), as amended by Amendment Nos. 1 and 2, declared effective by the Commission on Wednesday, July 27, 2005.

The Registration Statement relates to the registration under the Act of (i) 199,850 shares of the Company's common stock, \$0.01 par value (including 35,850 shares subject to the underwriters' over-allotment option), that may be offered and sold by the Company (the "Company Shares") and (ii) 75,000 shares of the Company's common stock, \$0.01 par value, that may be offered and sold by a stockholder of the Company named in the Registration Statement (the "Selling Stockholder's Shares").

We have examined originals or copies, certified or otherwise identified to our satisfaction, of such corporate records, certificates of public officials, and other documents as we deemed necessary or relevant as a basis for this opinion.

Based upon the foregoing, we are of the opinion that (i) the Company Shares will be legally issued, fully paid, and nonassessable when issued, sold, and delivered in accordance with the Registration Statement, the resolutions adopted by the Company's Board of Directors by unanimous written consent dated July 27, 2005, and an underwriting agreement that has been executed by the Company, the selling stockholders and the underwriters named therein substantially in the form incorporated by reference into the Registration Statement and (ii) the Selling Stockholder's Shares have been legally issued and are fully paid and nonassessable. This opinion is limited to matters governed by the Maryland General Corporation Law.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement and to the use of our name under the caption "Legal Matters" in the Prospectus incorporated by reference into the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ MILLER NASH LLP

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the use in this Registration Statement on Form S-2 of our report dated March 9, 2005, except as to the stock split described in Note 1, which is as of May 19, 2005, relating to the financial statements of Barrett Business Services, Inc., for the year ended December 31, 2004, which appears in such Registration Statement. We also consent to the references to us under the headings "Selected Consolidated Financial Information" and "Experts" in such Registration Statement.

/s/ PricewaterhouseCoopers LLP  
Portland, Oregon  
July 27, 2005

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QuickLinks

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