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FRIEDMAN FLEISCHER & LOWE CAPITAL PARTNERS LP

Form 144/A

June 30, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 144

NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

ATTENTION: Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker

1(a) NAME OF ISSUER (Please type or print)

Korn/Ferry International

1(b) IRS IDENT. NO.
95-2623879

(c) SEC FILE NO.
|001-14505

1(d) ADDRESS OF ISSUER STREET
1800 Century Park East, Suite 900

1(d) CITY STATE ZIP CODE
Los Angeles CA 90067

1(e) TELEPHONE

AREA CODE NUMBER
310 |552-1834

2(a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD
Friedman Fleischer & Lowe Capital Partners, L.P.*

2(b) IRS IDENT. NO. (c) RELATIONSHIP TO ISSUER
52-2137801 10% Stockholder

2(d) ADDRESS STREET
One Maritime Plaza, Suite 1000

2(d) CITY STATE ZIP CODE
San Francisco CA 94111

INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.

SEC USE

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| 3(a) Title of the Class of Securities to be Sold | (b) Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities | ONLY Broker- Dealer File Number | (c) Number of Shares or Other Units to be Sold (See instr. 3(c)) | (d) Aggregate Market Value (See instr. 3(d)) | (e) Number of Shares or Other Units Outstanding (See instr. 3(e)) | (f) 6 |
|--|--|---|--|---|---|----------|
| Common Stock (1) | Credit Suisse First Boston Capital LLC c/o Credit Suisse First Boston LLC 11 Madison Avenue New York, NY 10011 | | 1,646,080 | \$30,666,470 | 37,894,244 | 6 |

INSTRUCTIONS:

- 1.(a) Name of issuer
 - (b) Issuer's I.R.S. Identification Number
 - (c) Issuer's S.E.C. file number, if any
 - (d) Issuer's address, including zip code
 - (e) Issuer's telephone number, including area code

- 2.(a) Name of person for whose account the securities are to be sold
 - (b) Such person's I.R.S. identification number, if such person is an entity
 - (c) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
 - (d) Such person's address, including zip code

- 3.(a) Title of the class of securities to be sold
 - (b) Name and address of each broker through whom the securities are intended to be sold
 - (c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
 - (d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice
 - (e) Number of shares or other units of the class outstanding, or if debit securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer
 - (f) Approximate date on which the securities are to be sold
 - (g) Name of each securities exchange, if any, on which the securities are intended to be sold

- (1) In accordance with the procedures described in the Commission's interpretive letter to Goldman, Sachs & Co. dated December 20, 1999, this Form 144/A is being filed in connection with the sale of 3,354 shares of 7.5% Convertible Series A Preferred Stock of the Issuer, and 7.5% Convertible Subordinated Notes due 2010 of the Issuer with an aggregate principal amount of \$13,419,244 (collectively, the "Convertible Securities"), all of which are convertible into the aggregate amount of 1,646,080 shares of the Issuer's Common Stock, to Credit Suisse First Boston Capital LLC pursuant to a Forward Sale Contract entered into as of June 25, 2004. The Forward Sale Contract will provide that the selling

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person listed in Item 2(a) of this Form 144 will be required to deliver the Convertible Securities in June, 2006.

TABLE I - SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

| Title of the Class | Date You Acquired | Nature of Acquisition | Name of Person from Whom Acquired (If gift, also give date donor acquired) | Transaction | Amount of Securities Acquired | D P |
|--------------------|-------------------|-----------------------|--|-------------|-------------------------------|--------|
| Common Stock | 6/13/02 | Private Sale | Issuer | | 5,059,254 | 6 |

INSTRUCTIONS:

1. If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

TABLE II - SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

| Name and Address of Seller | Title of Securities Sold | Date of Sale | Amount of Securities | Gros Proc |
|---|--------------------------|--------------|----------------------|--------------|
| FFL Executive Partners, L.P. One Maritime Plaza, Suite 1000 San Francisco, CA 94111 | Common Stock | 6/25/04 | 29,778 (2) | \$579 |

REMARKS: This amendment was filed to amend a Form 144 filed on 6/24/04 in order to adjust the number of securities sold by the Reporting Person. Such adjustment was required because a number of the securities sold in the transaction were owned by an affiliate of the Reporting Person, FFL Executive Partners, L.P., which is concurrently filing a Form 144.

(2) Sold pursuant to a substantially similar Forward Sale Contract as the

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Reporting Person.

* This statement is being filed by Friedman Fleischer & Lowe GP, LLC ("FFL GP") as the designated filer on behalf of Friedman Fleischer & Lowe Capital Partners, L.P. FFL GP is the sole general partner of Friedman Fleischer & Lowe Capital Partners, L.P.

INSTRUCTIONS:

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed.

June 25, 2004

/s/ David Lowe

(DATE OF NOTICE)

(SIGNATURE)

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed.

Any copies not manually signed shall bear typed or printed signatures.

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001).