

KORN FERRY INTERNATIONAL

Form S-8

September 10, 2009

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As filed with the Securities and Exchange Commission on September 10, 2009
Registration No. 333-____

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

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

KORN/FERRY INTERNATIONAL
(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

95-2623879
(I.R.S. Employer
Identification No.)

**1900 Avenue of the Stars, Suite 2600
Los Angeles, California 90067**
(Address, including Zip Code, of Registrant's Principal Executive Offices)

**KORN/FERRY INTERNATIONAL AMENDED AND RESTATED 2008 STOCK INCENTIVE
PLAN**

(Full Title of Plan)

Gary D. Burnison
1900 Avenue of the Stars, Suite 2600
Los Angeles, California 90067
(310) 552-1834
(Name, address, zip code, and telephone number,
including area code, of agent for service)

Copy to:
Bruce D. Meyer, Esq.
Gibson, Dunn & Crutcher LLP
333 South Grand Avenue
Los Angeles, California 90071

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.

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

CALCULATION OF REGISTRATION FEE

Title 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, par value \$0.01 per share	2,360,000(1)	\$12.83(2)	\$30,278,800(2)	\$1,689.56

(1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the Securities Act), this Registration Statement also covers such indeterminable number of additional shares of common stock of the Registrant as may become issuable to prevent dilution in the event of stock splits, stock dividends or similar transactions pursuant to the terms of the Korn/Ferry International Amended and Restated 2008 Stock Incentive Plan.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and Rule 457(h) of the Securities Act, based upon the average of

the high and low
prices of the
common stock
of the Registrant
on the New
York Stock
Exchange on
September 4,
2009.

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EXPLANATORY STATEMENT

This Registration Statement on Form S-8 (this Registration Statement) is filed by Korn/Ferry International, a Delaware corporation (the Registrant), relating to 2,360,000 shares of its common stock, par value \$0.01 per share (the Common Stock), issuable to eligible persons under the Korn/Ferry International Amended and Restated 2008 Stock Incentive Plan (the Plan), which 2,360,000 shares are in addition to the 2,500,000 shares of Common Stock registered on the Registrant s Form S-8 filed on April 17, 2009, as amended by the Form S-8/A filed on June 5, 2009 (Commission File No. 333-158632) (the Prior Registration Statement) with the Securities and Exchange Commission (the Commission). The contents of the Prior Registration Statement are incorporated herein by reference and made a part of this Registration Statement, except as amended hereby.

Pursuant to General Instruction E to Form S-8, because this Registration Statement registers additional securities under the Plan of the same class as those to which the Prior Registration Statement relates and is effective, this Registration Statement consists only of the following: the facing page, the required statement regarding incorporation by reference, information required to be in this Registration Statement that is not in the Prior Registration Statement, the required opinions and consents, and the signature page.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, which have previously been filed by the Registrant with the Commission, are incorporated by reference herein and shall be deemed to be a part hereof:

- a) the Registrant s Annual Report on Form 10-K for the fiscal year ended April 30, 2009, filed with the Commission on June 29, 2009;
- b) the Registrant s Quarterly Report on Form 10-Q for the quarterly period ended July 31, 2009, filed with the Commission on September 9, 2009;
- c) the Registrant s Current Reports on Form 8-K filed with the Commission on May 20, 2009, June 5, 2009 and June 12, 2009; and
- d) the description of the Registrant s common stock contained in the Registration Statement filed with the Commission on November 3, 2000 on Form S-3 pursuant to Section 12 of the Securities and Exchange Act of 1934, as amended (the Exchange Act), including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement contained herein or in a document, all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in

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any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or amended, to constitute a part of this Registration Statement.

Item 8. Exhibits.

Exhibit No.	Description
4.1	Certificate of Incorporation of the Registrant, filed as Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q, filed December 15, 1999, and incorporated herein by reference.
4.2	Second Amended and Restated Bylaws of the Registrant, filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed April 29, 2009, and incorporated herein by reference.
4.3	Form of Common Stock Certificate of the Registrant, filed as Exhibit 4.1 to the Registrant's Registration Statement on Form S-3 (File No. 333-49286), filed November 3, 2000, and incorporated herein by reference.
5.1*	Opinion of Gibson, Dunn & Crutcher LLP.
23.1*	Consent of Ernst & Young LLP.
23.2*	Consent of Counsel (included in Exhibit 5.1).
24.1*	Power of Attorney (included on signature page).
99.1*	Korn/Ferry International Amended and Restated 2008 Stock Incentive Plan.

* Filed herewith.

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Pursuant to the requirements of the Securities Act of 1933, the Registrant, Korn/Ferry International, 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 Los Angeles, State of California, on this 10th day of September, 2009.

KORN/FERRY INTERNATIONAL

By: /s/ Gary D. Burnison
 Gary D. Burnison
 Chief Executive Officer and Director

We, the undersigned officers and directors of Korn/Ferry International, do hereby constitute and appoint Peter L. Dunn and Gary D. Burnison, and each of them, our true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for each of us and in each of our names, places and stead, in any and all capacities, to sign any and all amendments to this Registration Statement, and to file the same, with exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary or desirable to be done in and about the premises, as fully to all intents and purposes as each of us might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents, or any of them, or his/her substitute, 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
/s/ Gary D. Burnison Gary D. Burnison	Chief Executive Officer (Principal Executive Officer) and Director	September 10, 2009
/s/ Michael A. DiGregorio Michael A. DiGregorio	Chief Financial Officer and Executive Vice President (Principal Financial Officer)	September 10, 2009
/s/ Mark Neal Mark Neal	VP, Finance (Principal Accounting Officer)	September 10, 2009
/s/ Kenneth Whipple Kenneth Whipple	Chair of the Board and Director	September 10, 2009
/s/ James E. Barlett James E. Barlett	Director	September 10, 2009

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Signature	Title	Date
/s/ Denise Kingsmill Denise Kingsmill	Director	September 10, 2009
/s/ Edward D. Miller Edward D. Miller	Director	September 10, 2009
/s/ Debra Perry Debra Perry	Director	September 10, 2009
/s/ Gerhard Schulmeyer Gerhard Schulmeyer	Director	September 10, 2009
/s/ George Shaheen George Shaheen	Director	September 10, 2009
/s/ Harry L. You Harry L. You	Director	September 10, 2009

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