

KORN FERRY INTERNATIONAL
Form DEFR14A
September 10, 2015

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

SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No. 1)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY (AS PERMITTED BY RULE 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

Korn/Ferry International

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

EXPLANATORY NOTE

Korn/Ferry International (the Company) is filing this amendment to its definitive proxy statement to reflect changes to the proxy card. The voting options for Proposal No. 1 have been updated to include a for, against and abstain option. No other changes have been made to the previously filed definitive proxy statement, which was filed with the Securities and Exchange Commission on August 14, 2015.

The Company will treat any withhold votes with respect to Proposal No. 1 that were submitted using the Company's prior proxy card as against votes. Any stockholder who previously submitted a proxy and would like to submit a new proxy using the updated voting options may do so by:

- (1) Submitting a later dated proxy by:

Telephone (no later than 11:59 p.m. Eastern time on September 23, 2015) by calling 1-800-690-6903;

Internet (no later than 11:59 p.m. Eastern time on September 23, 2015) by visiting www.proxyvote.com; or

Mail (the new proxy card must be received by the Company before the polls close at the 2015 Annual Meeting of Stockholders); or

- (2) Attending the 2015 Annual Meeting of Stockholders and voting in person.

