

KORN FERRY INTERNATIONAL

Form 4

December 05, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Kaye Stephen D

(Last) (First) (Middle)

C/O KORN/FERRY
INTERNATIONAL, 1900 AVENUE
OF THE STARS, SUITE 2600

(Street)

LOS ANGELES, CA 90067

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

KORN FERRY INTERNATIONAL
[KFY]

3. Date of Earliest Transaction
(Month/Day/Year)
12/01/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
CEO of Hay Group

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|--------------------------------------|---|--|--|---|
| Common Stock, par value \$0.01 per share | 12/01/2016 | | J | 43,526 (1) (2) (3) | A (1) (2) (3) | 74,636 | D |
| Common Stock, par value \$0.01 per share | 12/01/2016 | | F | 2,241 (4) | D \$ 25.38 | 72,395 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 10) |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| Kaye Stephen D C/O KORN/FERRY INTERNATIONAL 1900 AVENUE OF THE STARS, SUITE 2600 LOS ANGELES, CA 90067 | CEO of Hay Group |

Signatures

/s/ Jonathan Kuai,
attorney-in-fact 12/05/2016

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) As previously disclosed, on December 1, 2015, Korn/Ferry International (the "Company") completed its acquisition of all the issued and outstanding shares and non-interest bearing convertible preferred equity certificates of HG (Luxembourg) S.a.r.l pursuant to that certain Stock Purchase Agreement dated as of September 23, 2015 (the "Purchase Agreement"), by and between HG (Bermuda) Limited ("HG Bermuda") and the Company. Pursuant to the Purchase Agreement, the Company paid HG Bermuda an aggregate purchase price of approximately \$477 million, consisting of (a) approximately \$259 million in cash, net of estimated acquired cash and after giving effect to estimated purchase price adjustments as described in the Purchase Agreement, and (b) 5,922,136 shares of the Company's common stock (the "Consideration Shares"), representing an aggregate value of \$218 million based on the volume weighted average price of the Company's common stock on The New York Stock Exchange

(2)

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(Continued from Footnote 1) on each of the 20 consecutive trading days ending on September 21, 2015. Pursuant to the Purchase Agreement, at the closing of the acquisition, HG Bermuda and certain shareholders of HG Bermuda, including the reporting person, executed a lockup agreement (the "Lockup Agreement") with the Company prohibiting HG Bermuda, during the restricted period under the Lockup Agreement, from transferring any Consideration Shares, subject to certain limited exceptions. In accordance with the Lockup Agreement, on December 1, 2016, one-third of the Consideration Shares (the "Released Consideration Shares") were released from the lockup restrictions, and concurrent therewith HG Bermuda distributed on a pro rata basis and for no consideration to each of its shareholders and former shareholders (including the reporting person) his/her/its pro rata portion of the Released Consideration Shares.

- (3) (Continued from Footnote 2) The reporting person acquired 43,526 shares of the Company's common stock upon this pro rata distribution, without payment of consideration.
- (4) Represents a reduction in shares to satisfy the tax withholding obligations of the Company with respect to the vesting, on December 1, 2016, of 6,527 shares of restricted stock held by the reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.