

KORN FERRY INTERNATIONAL  
Form 8-K  
March 09, 2005

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**Current Report**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): March 7, 2005**

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**KORN/FERRY INTERNATIONAL**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-14505**  
(Commission File Number)

**95-2623879**  
(IRS Employer  
Identification No.)

**1900 Avenue of the Starts, Suite 2600, Los Angeles, California 90067**

(Address of principal executive offices)

**Registrant's telephone number, including area code: (310) 552-1834**

**Not Applicable**

**(Former Name or Former Address, if Changed Since Last Report)**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01 Entry into a Material Definitive Agreement**

On March 7, 2005, Korn/Ferry International (the Company) entered into an amendment to its employment agreement with Paul C. Reilly, the Company's Chairman and Chief Executive Officer. Under the prior employment agreement, dated May 24, 2001, as amended on December 1, 2001, as further amended on July 1, 2003, and as further amended on March 10, 2004 (as amended, the Employment Agreement), Mr. Reilly was entitled to the acceleration of certain unvested benefits upon specified termination events (the Termination Provisions). The Employment Agreement was amended to account for Mr. Reilly's participation in the Company's Executive Capital Accumulation Plan (the Accumulation Plan) and to provide for similar treatment of Mr. Reilly's Accumulation Plan benefits pursuant to the Termination Provisions.

**Signatures**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

KORN/FERRY INTERNATIONAL

Date: March 8, 2005

By: /s/ Gary D. Burnison

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Gary D. Burnison  
Chief Operating Officer, Chief Financial

Officer and Executive Vice-President