KORN FERRY INTERNATIONAL
Form DEF 14A
August 12, 2010

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A
(Rule 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT
Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant þ
Filed by a Party other than the Registrant o
Check the appropriate box:

o Preliminary Proxy Statement
o Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
þ Definitive Proxy Statement
o Definitive Additional Materials
o Soliciting Material Pursuant to (§) 240.14a-12

(Name of Registrant As Specified In Its Charter)
KORN/FERRY INTERNATIONAL

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

þ No Fee required
o 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:

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(1) Amount previously paid:

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

(3) Filing Party:

(4) Date Filed:

Notes:

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1900 Avenue of the Stars, Suite 2600
Los Angeles, California 90067

August 12, 2010

Dear Stockholders:

It is my pleasure to invite you to attend the 2010 Annual Meeting of Stockholders (the Annual Meeting) of Korn/Ferry International. The Annual Meeting will be held on September 14, 2010 at 10:00 a.m. Pacific time at the Hyatt Regency Century Plaza Hotel in Century City located at 2025 Avenue of the Stars, Los Angeles, California 90067.

At the Annual Meeting we will vote on the items of business discussed in the attached notice and provide a report on our business operations.

We are delighted that you have chosen to invest in Korn/Ferry International and hope that, whether or not you attend the Annual Meeting, you will vote your shares as soon as possible. You may submit a proxy by mail by completing, signing and dating the enclosed proxy card and returning it in the postage prepaid envelope provided. You may also submit a proxy by telephone or via the Internet by following the instructions attached to the proxy card. *Your vote is very important*, and voting by proxy will ensure your representation at the Annual Meeting. You may revoke your proxy in accordance with the procedures described in the Proxy Statement at any time prior to the time it is voted at the Annual Meeting. If you attend the Annual Meeting, you may vote in person even if you previously provided a proxy by mail, telephone or the Internet.

Sincerely,

Kenneth Whipple
Chair of the Board

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1900 Avenue of the Stars, Suite 2600
Los Angeles, California 90067

NOTICE OF 2010 ANNUAL MEETING
To Be Held On September 14, 2010

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to be Held on September 14, 2010.
The Proxy Statement and accompanying Annual Report to Stockholders are available at http://ir.kornferry.com

To the Stockholders:

On September 14, 2010, Korn/Ferry International (the Company , we , its and our) will hold its 2010 Annual Meetin of Stockholders (the Annual Meeting) at the Hyatt Regency Century Plaza Hotel in Century City located at 2025 Avenue of the Stars, Los Angeles, California 90067. The Annual Meeting will begin at 10:00 a.m. Pacific time.

Only stockholders who owned our common stock as of the close of business on July 27, 2010 (the Record Date) can vote at the Annual Meeting or any adjournments or postponements thereof. The purposes of the Annual Meeting are to:

1. Elect the two directors named in the Proxy Statement accompanying this notice to serve on the Board of Directors (the Board) until the 2013 Annual Meeting of Stockholders;

2. Ratify the appointment of Ernst & Young LLP as the Company s independent registered public accounting firm for the Company s 2011 fiscal year; and

3. Transact any other business that may be properly presented at the Annual Meeting.

The Board unanimously recommends that you vote FOR the approval of each of the two proposals outlined in the Proxy Statement accompanying this notice.

A quorum comprised of the holders of a majority of the outstanding shares of our common stock on the Record Date must be present or represented by proxy for the transaction of business at the Annual Meeting. Accordingly, it is important that your shares be represented. Whether or not you plan to attend the Annual Meeting, please vote promptly by mail, telephone or Internet. You may revoke your proxy at any time before it is voted by (1) sending a written revocation to the Corporate Secretary, (2) submitting a later-dated proxy, or (3) attending the Annual Meeting and voting in person.

This Proxy Statement is first being mailed to our stockholders on or about August 12, 2010. Please read the proxy materials carefully. Your vote is important and we appreciate your cooperation in considering and acting on the matters presented.

By Order of the Board of Directors,

Peter L. Dunn
Corporate Secretary and
General Counsel

August 12, 2010

Los Angeles, California

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QUESTIONS AND ANSWERS ABOUT THE PROXY MATERIALS AND THE ANNUAL MEETING

1. Q: Why am I receiving this Proxy Statement and the other enclosed materials?

A: The Board is providing these materials to you in connection with, and soliciting proxies for use at, the Annual Meeting, which will take place on September 14, 2010. As a stockholder on the Record Date, you are invited to attend the Annual Meeting and you are requested to vote on each of the proposals described in this Proxy Statement. You do not need to attend the Annual Meeting to vote your shares.

2. Q: What information is included in this Proxy Statement?

A: The information included in this Proxy Statement relates to, among other things, the proposals to be voted on at the Annual Meeting, the voting process and the compensation of the Company s directors and executive officers.

3. Q: What proposals will be voted on at the Annual Meeting?

A: (1) The election of the two directors named in this Proxy Statement to serve on the Board until the 2013 Annual Meeting of Stockholders; and

(2) The ratification of the appointment of Ernst & Young LLP as the Company s independent registered public accounting firm for the Company s 2011 fiscal year.

4. Q: How does the Board recommend I vote on each of the proposals?

A: The Board recommends that you vote your shares FOR all of its nominees to the Board, and FOR the ratification of the appointment of Ernst & Young LLP as the Company s independent registered public accounting firm for the Company s 2011 fiscal year.

5. Q: Who is entitled to vote at the Annual Meeting?

A: Holders of the Company s common stock as of July 27, 2010 are entitled to vote at the Annual Meeting.

6. Q: How many votes is each share of common stock entitled to?

A: Each share of Company common stock outstanding as of the Record Date is entitled to one vote. As of the Record Date, there were 46,434,732 shares of Company common stock issued and outstanding.

7. Q: How do I vote?

A: You can vote in person at the Annual Meeting or by proxy. There are three ways to vote by proxy:

(1) By Mail you can vote by mail by completing, signing and dating each proxy card you received and returning it in the postage prepaid envelope provided;

(2) By Telephone you can vote by telephone by calling (866) 540-5760 and following the instructions on the proxy card; or

(3) By Internet you can vote over the Internet at www.proxyvoting.com/kfy by following the instructions on the proxy card.

8. Q: Can I revoke my proxy after I have submitted it?

A. Yes, once you have submitted your proxy, you have the right to revoke your proxy at any time before it is voted by:

(1) Sending a written revocation to the Corporate Secretary;

(2) Submitting a later dated proxy; or

(3) Attending the Annual Meeting and voting in person.

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If your shares are held in the name of a broker, bank or other nominee, you will receive instructions from the holder of record on how to vote your shares. You must follow the instructions of the holder of record in order for your shares to be voted.

9. Q: Who will count the votes?

A: Representatives of BNY Mellon Shareholder Services, the Company s transfer agent, will count the votes and act as the inspector of election at the Annual Meeting.

10. Q: What does it mean if I receive more than one proxy card?

A: It means that your shares are registered differently and are in more than one account. Sign and return (or vote by telephone or over the Internet) all proxy cards to ensure that all your shares are voted.

11. Q: What shares are covered by the enclosed proxy card(s)?

A: The shares on the enclosed proxy card(s) represent all shares owned by you as of the Record Date (if you receive more than one proxy card, however, please see Question 10). These shares include shares (1) held directly in your name as the stockholder of record and (2) held for you as the beneficial owner through a broker, bank or other nominee. If you do not return your proxy card(s) or vote by telephone or over the Internet, your shares may not be voted. If you own shares that are held in our 401(k) plan, you will receive a proxy card for those shares also. While the trustees of the 401(k) plan will vote those shares, you are requested to return that proxy card to advise the trustees of your wishes with respect to the matters to be voted on.

12. Q: What is the difference between holding shares as a stockholder of record and as a beneficial owner ?

A: You are a stockholder of record if your shares are registered directly in your name with the Company s transfer agent. In that case, these proxy materials have been sent directly to you by the Company. As the stockholder of record, you have the right to grant your voting proxy to the Company or to vote in person at the Annual Meeting. We have enclosed a proxy card for you to use.

You are a beneficial owner if your shares are held in a brokerage account, including an Individual Retirement Account, by a bank or other nominee, including our 401(k) plan. If you are considered to be the beneficial owner of shares held in street name , these proxy materials are being forwarded to you by your broker, bank or other nominee, who is considered, with respect to those shares, to be the stockholder of record. As the beneficial owner, you have the right to direct your broker, bank or other nominee on how to vote your shares. However, because you are not the stockholder of record, you may not vote your shares in person at the Annual Meeting. Your broker, bank or other nominee has enclosed a voting instruction card for you to use.

13. Q: What if a beneficial owner does not provide the stockholder of record with voting instructions for a particular proposal?

A: If you are a beneficial owner and you do not provide the stockholder of record with voting instructions for a particular proposal, your shares may constitute broker non- votes with respect to that proposal. Broker non-votes are shares held by a broker, bank or other nominee with respect to which the holder of record does not have discretionary power to vote on a particular proposal and with respect to which instructions were never received from the beneficial owner. Shares which constitute broker non-votes with respect to a particular proposal will not be considered present and entitled to vote on that proposal at the Annual Meeting even though the same shares will be considered present for purposes of establishing a quorum and may be entitled to vote on other proposals. However, in certain circumstances, such as the appointment of the independent registered public accounting firm, the broker, bank or other nominee has discretionary authority and therefore is permitted to vote your shares even if the broker, bank or other nominee does not receive voting instructions from you. Due to recent changes to these rules, however, the election of directors at the Annual Meeting will not be considered a routine matter and as a result, your broker, bank or other nominee will not have discretion to vote in the election of directors at the Annual Meeting unless you provide applicable instructions to do so. Therefore, we strongly encourage you to follow the voting instructions on the materials you receive.

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14. Q: What is the requirement to conduct business at the Annual Meeting?

A: In order to conduct business at the Annual Meeting, a quorum must be established. A quorum is a majority in voting power of the outstanding shares of common stock. A quorum must be present in person or represented by proxy at the Annual Meeting for business to be conducted. As discussed below, abstentions and broker non-votes will be counted for purposes of determining the presence of a quorum.

15. Q: How are votes counted?

A: Shares of common stock that reflect abstentions are treated as present and entitled to vote for the purposes of establishing a quorum and for purposes of determining the outcome of any matter submitted to the stockholders for a vote. However, abstentions do not constitute a vote for or against any matter and thus will be disregarded in the calculation of a plurality. Shares of common stock that reflect broker non-votes are treated as present and entitled to vote for the purposes of establishing a quorum. However, for the purposes of determining the outcome of any matter as to which the broker or nominee has indicated on the proxy that it does not have discretionary authority to vote, those shares will be treated as not present and not entitled to vote with respect to that matter, even though those shares are considered present and entitled to vote for the purposes of establishing a quorum and may be entitled to vote on other matters.

16. Q: What is the voting requirement to approve each proposal?

A: Directors are elected by a plurality. Therefore, the two nominees who receive the most votes will be elected. Abstentions and broker non-votes will not affect the outcome of the election. In respect of Proposal No. 2, to be approved, the proposal must receive the affirmative vote of a majority of the shares of common stock present or represented by proxy and entitled to vote on the proposal. In determining the outcome of this proposal, abstentions have the effect of a negative vote, but broker non-votes will not affect the outcome.

17. Q: What happens if additional matters (other than the proposals described in this Proxy Statement) are presented at the Annual Meeting?

A: The Board is not aware of any additional matters to be presented for a vote at the Annual Meeting; however, if any additional matters are properly presented at the Annual Meeting, your proxy, whether submitted by mail, telephone or over the Internet, gives Gary D. Burnison and Michael A. DiGregorio authority to vote on those matters in their discretion.

18. Q: Who will bear the cost of the proxy solicitation?

A: The entire cost of the proxy solicitation will be borne by the Company. Upon request, we will also reimburse brokerage houses and other custodians, nominees and fiduciaries for their reasonable out-of-pocket expenses for forwarding proxy and solicitation materials to beneficial owners.

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PROPOSAL NO. 1   ELECTION OF DIRECTORS

The Board is divided into three classes, with one class elected at each annual meeting of stockholders. Directors of each class are elected to serve for three year terms. At the Annual Meeting, we will elect the two directors named in this Proxy Statement and the Board for the coming year will be comprised of eight directors. The directors elected at the Annual Meeting will serve as Class 2013 Directors for a term of three years. The nominees for election at the Annual Meeting to serve as Class 2013 Directors are Messrs. Gary Burnison and Edward Miller. Detailed biographical information regarding each of these nominees, as well as the other members of the Board whose service will continue beyond the Annual Meeting, is provided under the heading Board of Directors. We do not expect any of the nominees to become unavailable to stand for election, but should this happen the Board will designate a substitute for each unavailable nominee. Proxies voting for any unavailable nominee will be cast for that nominee s substitute. Each of the nominees has consented to be named as a nominee in this Proxy Statement.

Required Vote

Directors are elected by a plurality. Therefore, the two nominees who receive the highest number of votes will be elected as directors.

Recommendation of the Board

The Board unanimously recommends that you vote FOR each of the nominees named above for election as a director.

PROPOSAL NO. 2 RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee has approved the appointment of Ernst & Young LLP as the Company s independent registered public accounting firm for fiscal 2011. Ernst & Young LLP has served as the Company s independent registered public accounting firm since March 2002. Ernst & Young LLP has unrestricted access to the Audit Committee to discuss audit findings and other financial matters. Neither the Company s certificate of incorporation nor its bylaws requires that the stockholders ratify the selection of Ernst & Young LLP as the Company s independent registered public accounting firm. However, we are requesting ratification because we believe it is a matter of good corporate practice. If the Company s stockholders do not ratify the selection, the Audit Committee will reconsider whether or not to retain Ernst & Young LLP, but may, nonetheless, retain Ernst & Young LLP as the Company s independent registered public accounting firm. Even if the selection is ratified, the Audit Committee in their discretion may change the appointment at any time if they determine that such change would be in the best interests of the Company and its stockholders. Representatives of Ernst & Young LLP will attend the Annual Meeting to answer appropriate questions and may also make a statement if they so desire.

Required Vote

Ratification of the appointment of Ernst & Young LLP as the Company s independent registered public accounting firm requires the affirmative vote of a majority of those shares present, either in person or by proxy, and entitled to vote.

Recommendation of the Board

The Board unanimously recommends that you vote FOR the ratification of the appointment of Ernst & Young LLP as the Company s independent registered public accounting firm for fiscal 2011.

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THE BOARD OF DIRECTORS

The Board is divided into three classes: (1) Class 2011 Directors, who will serve until the 2011 Annual Meeting of Stockholders; (2) Class 2012 Directors, who will serve until the 2012 Annual Meeting of Stockholders; and (3) Class 2013 Directors, who will serve until the 2013 Annual Meeting of Stockholders. Following the Annual Meeting there will be three Class 2011 Directors, three Class 2012 Directors, and two Class 2013 Directors.

Director Qualifications

The Board believes that the Board, as a whole, should possess a combination of skills, professional experience and diversity of backgrounds necessary to oversee the Company s business. In addition, the Board believes there are certain attributes every director should possess, as reflected in the Board s membership criteria discussed below. Accordingly, the Board and the Nominating and Corporate Governance Committee consider the qualifications of directors and director candidates individually and in the broader context of the Board s overall composition and the Company s current and future needs.

The Nominating and Corporate Governance Committee is responsible for developing and recommending Board membership criteria to the full Board for approval. The criteria, which are set forth in the Company s Corporate Governance Guidelines include a reputation for integrity, honesty and adherence to high ethical standards, strong management experience, current knowledge and contact in the Company s industry or other industries relevant to the Company s business, and the ability to commit sufficient time and attention to Board and committee activities. The Nominating and Corporate Governance Committee seeks a variety of occupational, educational, and personal backgrounds on the Board in order to obtain a range of viewpoints and perspectives and to enhance the diversity of the Board in such areas as professional experience, geography, race, gender, ethnicity and age. While the Nominating and Corporate Governance Committee does not have a formal policy with respect to diversity, the Nominating and Corporate Governance Committee believes that it is essential that Board members represent diverse viewpoints and backgrounds. The Nominating and Corporate Governance Committee periodically evaluates the composition of the Board to assess the skills and experience that are currently represented on the Board, as well as the skills and experience that the Board will find valuable in the future, given the Company s current situation and strategic plans. This periodic assessment enables the Board to update the skills and experience it seeks in the Board as a whole, and in individual directors, as the Company s needs evolve and change over time and to assess effectiveness of efforts at pursuing diversity. In identifying director candidates from time to time, the Nominating and Corporate Governance Committee may establish specific skills and experience that it believes the Company should seek in order to constitute a balanced and effective board.

In evaluating director candidates, and considering incumbent directors for renomination to the Board, the Nominating and Corporate Governance Committee takes into account a variety of factors. These include each nominee s independence, financial literacy, personal and professional accomplishments, and experience, each in light of the composition of the Board as a whole and the needs of the Company in general, and for incumbent directors, past performance on the Board. The table below sets forth information about the two nominees for Class 2013 Directors and the directors whose terms of office continue beyond the Annual Meeting, including each such person s specific experience, qualifications, attributes and skills that led our Board to conclude that such nominee/director should serve on our Board. The process undertaken by the Nominating and Corporate Governance Committee in recommending qualified director candidates is described below under Corporate Governance Board Committees Nominating and Corporate Governance Committee.

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Nominees for Class 2013 Directors

The following table sets forth certain information regarding the nominees for Class 2013 Directors.

Name	Age	Business Experience	Director Since
Gary D. Burnison	49	Mr. Burnison has served as President and Chief Executive Officer of the Company since July 2007. He was the Executive Vice President and Chief Financial Officer of the Company from March 2002 until June 30, 2007. He also served as Chief Operating Officer of the Company from November 2003 until June 30, 2007. From 1999 to 2001, Mr. Burnison was Principal and Chief Financial Officer of Guidance Solutions and from 1995 to 1999 he served as an executive officer and member of the board of directors of Jefferies and Company, an investment bank and brokerage firm. Prior to that, Mr. Burnison was a partner at KPMG Peat Marwick. Mr. Burnison s current service as the President and Chief Executive Officer and formerly as Chief Operating Officer, brings to the Board in-depth knowledge of the Company s business, operations, employees and strategic opportunities.	2007
Edward D. Miller	69	Mr. Miller is the former President and Chief Executive Officer of AXA Financial, Inc., where he held such positions from August 1997 through May 2001. During that time, he also served as Chairman and Chief Executive Officer of AXA Financial, Inc. s principal subsidiary, AXA Client Solutions, and as a director of AXA Financial, Equitable Life, Alliance Capital and Donaldson, Lufkin & Jenrette. He also served as a member of the supervisory board and as a senior advisor to the Chief Executive of AXA Group from June 2001 through April 2003. Currently, in addition to his service as a director of the Company, he is also a director and member of the compensation committee of American Express Company and a member of the Advisory Boards of CAI and Hudson Clean Energy and previously served as a director of KeySpan Corporation and TOPPS Company, Incorporated. Mr. Miller s executive management, board and committee chair experience allow him to bring valuable insight and specific knowledge to the Board.	2002

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Class 2011 Directors

The following table sets forth certain information regarding the Class 2011 Directors.

Name	Age	Business Experience	Director Since
Gerhard Schulmeyer	71	Mr. Schulmeyer is owner of Gerhard LLC, a management consulting company. From January 2002 to July 2006, Mr. Schulmeyer was Professor of Practice at the MIT Sloan School of Management. Mr. Schulmeyer also served as President and Chief Executive Officer of Siemens Corporation, the holding company for the U.S. business of Siemens AG (Munich, Germany), a world leader in electrical engineering and electronics in the information and communications, automation and control, power, transportation, medical and lighting fields, from 1999 until 2001. From 1994 through 1998, Mr. Schulmeyer was President and Chief Executive Officer of Siemens Nixdorf, Munich/Paderborn. Mr. Schulmeyer previously served on the board of directors of Alcan Inc. from July 1996 to October 2007, Zurich Financial Services from July 1998 to April 2007, and Ingram Micro, Inc. from July 1999 to June 2010. Mr. Schulmeyer s senior executive management positions in large multi-national corporations, and his international operational experience, business acumen, academic credentials, and board and committee experience allow him to bring valuable insight and knowledge to the Board.	1999
Harry L. You	51	Mr. You has served as Executive Vice President, Office of the Chairman, of EMC Corporation, an information infrastructure solutions company, since February 2008. Mr. You was the Chief Executive Officer of BearingPoint, Inc., a management and technology consulting company, from March 2005 until November 2007. Mr. You was the Chief Financial Officer and Executive Vice President of Oracle Corporation from July 2004 through March 2005. From July 2001 through July 2004, Mr. You was the Chief Financial Officer of Accenture Ltd. Prior to that, he was a managing director with Morgan Stanley, a subsidiary of Morgan Stanley & Co., Inc., and Senior Vice President of the General Industrial Group at Lehman Brothers Inc. Mr. You s executive management, financial accounting expertise and technology sector experience allow him to bring valuable insight and knowledge to the Board.	2004
Debra J. Perry	59	Ms. Perry has been a managing member of Perry Consulting LLC, an advisory firm specializing in credit risk management and governance within the financial industry, since 2008. From 2005 to 2008, she served on the board of directors of MBIA Inc. and provided various	2008

advisory services. She worked at Moody s Corporation from 1992 to 2004. From 2001 to 2004, Ms. Perry was a senior managing director in the Global Ratings and Research Unit of Moody s Investors Service, Inc. where she oversaw the Americas Corporate Finance, Leverage Finance and Public Finance departments. From 1999 to 2001, Ms. Perry served as Chief Administrative Officer and Chief Credit Officer, and from 1996 to 1999, she was a group managing director for the Finance, Securities and Insurance Rating Groups of Moody s Corporation. Ms. Perry is also a member of the board of directors and chair of the human resources and compensation committee of CNO Financial Group, Inc. (formerly Conseco, Inc.) Ms. Perry s executive management, corporate governance, finance and analytical expertise and her board and committee experiences allow her to bring valuable insight and knowledge to the Board.

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Class 2012 Directors

The following table sets forth certain information regarding the Class 2012 Directors.

Name	Age	Business Experience	Director Since
Kenneth Whipple	75	Mr. Whipple is currently non-executive Chair of the Board of the Company. He recently retired as Chairman and a director of CMS Energy Corporation, who through its subsidiaries operates an energy company in Michigan. Mr. Whipple served as Chairman of CMS Energy Corporation from May 2002 until his retirement in May 2010 and as a director from 1993 until his retirement in May 2010. Mr. Whipple also previously served as Chief Executive Officer of CMS Energy Corporation from May 2002 through September 2004. Mr. Whipple served as Executive Vice President of Ford Motor Company from 1988 to 1999. He served as Chairman and Chief Executive Officer of Ford Motor Credit Company from 1997 to 1999. He previously served as Chairman and Chief Executive Officer of Ford of Europe, Inc. from 1986 to 1988. He is a member of the Advisory Board of Miller Buckfire & Co., LLC. Mr. Whipple s chairman, executive management, and board experiences allow him to bring valuable insight and knowledge to the Board.	2004
Denise Kingsmill	63	Baroness Kingsmill was appointed to Great Britain s House of Lords in 2006. She was invested as Commander, Order of the British Empire (C.B.E) in 2000, and currently sits on the House of Lords Economic Affairs Committee. From 1997 to 2003, Baroness Kingsmill was Deputy Chairman of the Competition Commission and also chaired the United Kingdom s Department of Trade and Industry s accounting for people task force. She also served as a senior advisor to the Royal Bank of Scotland from 2005 until 2008. Baroness Kingsmill is a member of the Microsoft European Policy Board, a member of the PriceWaterhouseCoopers Advisory Board, an independent non-executive director of British Airways PLC since November 2004 and a non-executive director for Horizon Acquisition Company PLC. She also served as a senior advisor and member of the Board of Trustees for Cambridge University Business School. Baroness Kingsmill s advisory, director and international market experience allow her to bring valuable insight and knowledge to the Board.	2009
George Shaheen	66	Mr. Shaheen was Chairman and Chief Executive Officer of Entity Labs, a privately held technology solution company from 2006 through 2009. He was Chief Executive Officer of Siebel Systems, Inc., a CRM software company, which was purchased by Oracle in January 2006, from April 2005 to January 2006. He was Chief Executive Officer and Global	2009

Managing Partner of Andersen Consulting, which later became Accenture, from 1989 to 1999. He then became CEO and Chairman of the Board of Webvan Group, Inc. from 1999 to 2001. Mr. Shaheen serves on the boards of NetApp, PRA International, 24/7 Customer, Voxify, newScale and Univita Health. He is a member of the Advisory Board of the Marcus & Millichap Company, and the Strategic Advisory Board of Genstar Capital. He has served as IT Governor of the World Economic Forum, and was a member of the Board of Advisors for the Northwestern University Kellogg Graduate School of Management. He has also served on the Board of Trustees of Bradley University. Mr. Shaheen received a BS degree and a MBA from Bradley University. Mr. Shaheen s executive management, consulting, board and advisory experiences allow him to bring valuable insight and knowledge to the Board.

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CORPORATE GOVERNANCE

The Board held seven meetings during fiscal 2010. Each of the directors attended at least 75% of the Board meetings and the meetings of committees of which they were members in fiscal 2010. Directors are expected to attend each annual meeting of stockholders. All directors attended the 2009 Annual Meeting of Stockholders in person.

Director Independence

The Board has determined that as of the date hereof a majority of the Board is independent under the independence standards of the New York Stock Exchange (NYSE). The Board has determined that the following directors and director-nominees are independent under the independence standards of the NYSE: Kenneth Whipple, Edward Miller, Debra Perry, Gerhard Schulmeyer, Harry You, Denise Kingsmill and George Shaheen and that James Barlett, Patti Hart and Ihno Schneevoigt were each independent within the independence standards of the NYSE during their term of service on the Board in fiscal 2010. For a director to be independent , the Board must affirmatively determine that such director does not have any material relationship with the Company. To assist the Board in its determination, the Board reviews director independence in light of the categorical standards set forth in the NYSE s Listed Company Manual. Under these standards, a director cannot be deemed independent if, among other things:

- the director is, or has been within the last three years, an employee of the Company, or an immediate family member is, or has been within the last three years, an executive officer of the Company;

- the director has received, or has an immediate family member who received, during any 12 month period within the last three years, more than $120,000 in direct compensation from the Company, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service);

- (1) the director or an immediate family member is a current partner of a firm that is the Company s internal or external auditor, (2) the director is a current employee of such a firm, (3) the director has an immediate family member who is a current employee of such a firm and personally works on the Company s audit, or (4) the director or an immediate family member was within the last three years a partner or employee of such firm and personally worked on the Company s audit within that time;

- the director or an immediate family member is, or has been within the last three years, employed as an executive officer of another company where any of the Company s present executive officers at the same time serve or served on that company s compensation committee; or

- the director is a current employee, or an immediate family member is a current executive officer, of a company that has made payments to, or received payments from, the Company for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of $1 million or 2% of the other company s consolidated gross revenues.

The independent directors of the Board meet regularly in executive sessions outside the presence of management.

Board Leadership Structure

The Company s Corporate Governance Guidelines provide that the Board is free to select its Chair and CEO in the manner it considers to be in the best interests of the Company and that the role of Chair and CEO may be filled by a single individual or two different persons. This provides the Board with flexibility to decide what leadership structure is in the best interest of the Company at any point in time. Currently, the Board is led by an independent, non-executive Chair, Mr. Kenneth Whipple. The Board has determined that having an independent director serve as Chair of the Board is in the best interests of the Company at this time as it allows the Chair to focus on the effectiveness and independence of the Board while the CEO focuses on executing the Company s strategy and managing the Company s business. In the future, the Board may determine that it is in the bests interests of the Company to combine the role of Chair and CEO.

Board s Oversight of Enterprise Risk and Risk Management

The Board plays an active role, both as a whole and also at the committee level, in overseeing management of the Company s risks. Management is responsible for the Company s day-to-day risk management activities. The Company, through its internal auditor, has established an enterprise risk framework for identifying, aggregating, quantifying and evaluating risk across the enterprise. The risk framework is integrated with the Company s annual planning, audit scoping and control evaluation management by its internal auditor. The review of risk management is a dedicated periodic agenda item for the Audit Committee, whose responsibilities include periodically reviewing management s financial risk assessment and risk management policies, the Company s major financial risk exposures, and the steps management has taken to monitor and control such exposures. The Company s other Board committees also consider and address risk during the course of their performance of their committee responsibilities. Specifically, the Compensation and Personnel Committee oversees the Company s assessment and management of risk related to the Company s compensation plans, policies and overall philosophy, discussed in more detail below, and the Nominating and Corporate Governance Committee oversees risks associated with operations of the Board and its governance structure. Further, at each Board meeting the General Counsel reports on litigation and other legal risks that may affect the Company. The full Board monitors risks through regular reports from each of the Committee chairs and the General Counsel, and is apprised of particular risk management matters in connection with its general oversight and approval of corporate matters. We believe the division of risk management responsibilities described above provides an effective framework for evaluating and addressing the risks facing the Company, and that our Board leadership structure supports this approach because it allows our independent directors, through the independent committees and non-executive Chair, to exercise effective oversight of the actions of management.

Assessment of Risk Related to Compensation Programs. During fiscal year 2010, the Company completed an inventory of its executive and non-executive compensation programs globally, with particular emphasis on incentive compensation plans and programs. Based on this inventory, the Company evaluated the primary components of its compensation plans and practices to identify whether those components, either alone or in combination, properly balanced compensation opportunities and risk.

Board Committees

Although the full Board considers all major decisions, the Company s bylaws permit the Board to have the following standing committees to more fully address certain areas of importance: (1) an Audit Committee, (2) a Compensation and Personnel Committee and (3) a Nominating and Corporate Governance Committee. The members of the standing committees as of the date hereof are set forth in the table below:

Name	Audit	Compensation and Personnel	Nominating and Corporate Governance
Denise Kingsmill		X	
Edward D. Miller		X	X (Chair)
Gerhard Schulmeyer		X (Chair)	X
George Shaheen	X		**X**
Debra J. Perry	X (Chair)		
Harry L. You	X		

Audit Committee. Among other things, the Audit Committee is directly responsible for the appointment, compensation, retention and oversight of the independent registered public accounting firm, reviews the independent registered public accounting firm s qualifications and independence, reviews the plans and results of the audit engagement with the independent registered public accounting firm, approves professional services provided by the independent registered public accounting firm, approves financial reporting principles and policies, considers the range of audit and non-audit fees, reviews the adequacy of the Company s internal accounting controls and works to ensure the integrity of financial information supplied to stockholders. The Audit Committee is also available to receive reports, suggestions, questions and recommendations from the Company s independent registered public accounting firm, the Chief Financial Officer and the General Counsel. It also confers with these parties in order to help assure the sufficiency and effectiveness of the programs being followed by corporate officers in the area of compliance with legal and regulatory requirements, business conduct and conflicts of interest. The Audit Committee is composed entirely of non-employee directors whom the Board has determined are independent directors under the applicable listing standards of the NYSE and the applicable rules of the Securities and Exchange Commission (SEC). The Board, in its business judgment, has determined that Messrs. You and Shaheen qualify as audit committee financial experts as that term is defined in Item 407(d)(5) of Regulation S-K under the Securities Exchange Act of 1934, as amended (the Exchange Act), and that Ms. Perry is financially literate, under the NYSE rules. The Audit Committee met seven times in fiscal 2010. The Audit Committee operates pursuant to a written charter adopted by the Board, which is available on the Company s website at *www.kornferry.com* in the Corporate Governance section of the Media & Investors webpage and in print to any stockholder that requests it. Any such request should be addressed to Korn/Ferry International, 1900 Avenue of the Stars, Suite 2600, Los Angeles, California 90067, Attention: Corporate Secretary.

Compensation and Personnel Committee. Among other things, the Compensation and Personnel Committee approves and oversees the Company s compensation programs, including incentive and stock option programs provided to members of the Company s senior management group, including the Company s Chief Executive Officer, Chief Financial Officer and three other most highly compensated executive officers, reviews the compensation of directors for service on the Board and its committees, and approves or recommends to the Board, as required, specific compensation actions, including salary adjustments, annual cash bonuses, stock option grants and employment contracts for the Chief Executive Officer and other members of the Company s senior management group. The Compensation and Personnel Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee consisting solely of members of the Compensation and Personnel Committee who are non-employee directors and outside directors. The Board has determined that all members of the Compensation and Personnel Committee are independent directors under the applicable listing standards of the NYSE. The Compensation and Personnel Committee met five times during fiscal 2010. The Compensation and Personnel Committee operates pursuant to a written charter adopted by the Board, which is available on the Company s website at *www.kornferry.com* in the Corporate Governance section of the Media & Investors webpage and in print to any stockholder that requests it. Any such request should be addressed to Korn/Ferry International, 1900 Avenue of the Stars, Suite 2600, Los Angeles, California 90067, Attention: Corporate Secretary.

Nominating and Corporate Governance Committee. Among other things, the Nominating and Corporate Governance Committee recommends criteria to the Board for the selection of nominees to the Board, evaluates all proposed nominees, recommends nominees to the Board to fill vacancies on the Board, and, prior to each annual meeting of stockholders, recommends to the Board a slate of nominees for election to the Board by the stockholders at the annual meeting. The Nominating and Corporate Governance Committee also seeks possible nominees for the Board and otherwise serves to aid in attracting qualified nominees to be elected to the Board. In evaluating nominations, the Nominating and Corporate Governance Committee considers a variety of criteria, including business experience and skills, independence, judgment, integrity, the ability to commit sufficient time and attention to Board activities and the absence of potential conflicts with the Company s interests. While the Nominating and Corporate Governance Committee does not have a formal policy with respect to diversity, it also takes into account the diversity of the Board when considering director nominees. The Board has determined that all members of the Nominating and Corporate Governance Committee are independent directors under the applicable listing standards of the NYSE. The Nominating and Corporate Governance Committee met six times in fiscal 2010. The Nominating and Corporate Governance Committee operates pursuant to a written charter adopted by the Board, which is available on the Company s website at *www.kornferry.com* in the Corporate Governance section of the Media & Investors webpage and in print to any stockholder that requests it. Any such request should be addressed to Korn/Ferry International, 1900 Avenue of the Stars, Suite 2600, Los Angeles, California 90067, Attention: Corporate Secretary. Stockholders may recommend director nominees by mailing submissions to Korn/Ferry International, 1900 Avenue of the Stars, Suite 2600, Los Angeles, California 90067, Attention: Corporate Secretary. Any stockholder recommendations for director are evaluated in the same manner as all other candidates considered by the Nominating and Corporate Governance Committee.

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Code of Business Conduct and Ethics

The Board has adopted a Code of Business Conduct and Ethics that is applicable to all directors, employees and officers (including the Company s Chief Executive Officer, Chief Financial Officer and Principal Accounting Officer). Among other things, the Code of Business Conduct and Ethics requires directors, employees and officers to maintain the confidentiality of all information entrusted to them (except when disclosure is authorized or legally mandated); to deal fairly with the Company s clients, service providers, suppliers, competitors and employees; to protect Company assets; and for those who have a role in the preparation and/or review of information included in the Company s public filings, to report such information accurately and honestly. It also prohibits directors, employees and officers from using or attempting to use their position at the Company to obtain an improper personal benefit. The Code of Business Conduct and Ethics is available on the Company s website at *www.kornferry.com* in the Corporate Governance section of the Media & Investors webpage and in print to any stockholder that requests it. Any such request should be addressed to Korn/Ferry International, 1900 Avenue of the Stars, Suite 2600, Los Angeles, California 90067, Attention: Corporate Secretary. We intend to post on the Company s website amendments, if any, to the Code of Business Conduct and Ethics, as well as any waivers thereunder, with respect to our officers as required to be disclosed by the SEC rules.

Corporate Governance Guidelines

The Board has adopted Corporate Governance Guidelines, which among other things, impose limits on the number of directorships each member of the Board may hold (the Chief Executive Officer of the Company may not sit on more than two boards of directors of public companies (other than the Company), while all other directors may not sit on more than six boards of directors of public companies (other than the Company)); specifies the criteria to be considered for a director candidates; and requires non-management directors to meet periodically without management. Additionally, the guidelines require that, when a director s principal occupation or business association changes substantially during his or her tenure as a director, that director is required to provide written notice of such change to the chair of the Nominating and Corporate Governance Committee, and agree to resign from the Board if the Board determines to accept such resignation. The Nominating and Corporate Governance Committee must then review and assess the circumstances surrounding such change, and recommend to the Board any appropriate action to be taken. The Corporate Governance Guidelines are available on the Company s website at *www.kornferry.com* in the Corporate Governance section of the Media & Investors webpage and in print to any stockholder that requests it. Any such request should be addressed to Korn/Ferry International, 1900 Avenue of the Stars, Suite 2600, Los Angeles, California 90067, Attention: Corporate Secretary.

COMPENSATION DISCUSSION AND ANALYSIS

Business and Competitive Environment

The Company is a premier provider of human capital management solutions. It is a leading provider of executive search, leadership consulting services and middle management solutions. The Company helps its clients with their human capital needs by identifying, developing and deploying executives and building leadership teams across the globe. The Company s access to and influence with key decision makers provides a unique positioning among human capital management companies. The Company s unique global positioning allows it to maintain enhanced brand visibility and to attract and retain high-caliber consultants.

The Company provides its services to a broad range of clients through the expertise of more than 473 consultants located in 36 countries throughout the world. As such, executive officers in the Company need to have the skills and experience to manage and motivate an organization spread over a large number of countries with varying business and regulatory environments. The market for these talented individuals is competitive, and as such, the Company s compensation philosophy is focused on ensuring the right candidates can be attracted, retained and properly rewarded for their contributions.

Oversight of Compensation Programs

The Compensation and Personnel Committee of the Board has been delegated authority by the Board for the oversight of compensation for the Company s senior management and the Company s overall compensation programs, including its Performance Award Plan and the Amended and Restated 2008 Plan. The Compensation and Personnel Committee has direct responsibility for determining the compensation of the named executive officers, as defined below.

The Compensation and Personnel Committee retained Towers Watson and Pay Governance LLC as compensation consultants to assist in the assessment of the competitiveness of the named executive officers compensation taking into consideration the factors discussed below under Executive Compensation Philosophy. . In addition to the foregoing, Towers Watson was also engaged by the Company during fiscal 2010 to perform a valuation of our deferred compensation liabilities. The fees for these additional services did not exceed $120,000. Pay Governance LLC was solely engaged for assistance with the assessment of named executive officers compensation.

Throughout this Proxy Statement, the individuals who served as the Company s Chief Executive Officer and Chief Financial Officer during fiscal 2010, as well as the other individuals included in the Summary Compensation Table on page 21, are collectively referred to as the named executive officers.

Executive Compensation Philosophy

In establishing and assessing the compensation programs and compensation policies for the named executive officers, the Compensation and Personnel Committee is guided by the following principles:

The total compensation (base salary and annual and long-term incentive payments) of the named executive officers must be competitive with those of other major executive recruiting firms (and to some extent a broader group of human capital companies and similarly sized publicly traded companies), recognizing the Company s size and complexity relative to its peers;

Individual cash bonuses and equity-based awards should be closely tied to the performance of the Company as a whole, as well as to the team and individual performance of the named executive officer; and

The interests of senior management and the Company s stockholders should be closely aligned through direct management ownership of Company common stock, and by providing a meaningful portion of each named executive officer s total compensation in the form of equity-based incentives.

Because a number of the Company s peer organizations are privately-held, precise information regarding executive officer compensation practices among the Company s competitor group is difficult to obtain. In addition, even when such data is available, meaningful differences in size, complexity and organizational structure among the Company s competitor group make direct comparisons of compensation practices problematic. In assessing the competitiveness of the Company s named executive officer compensation, the Compensation and Personnel Committee relies on information obtained from the proxies of publicly-traded competitors, information derived from data obtained from other public sources with respect to competitor organizations, and the general knowledge of the Compensation and Personnel Committee and its consultant with regard to the market for senior management positions. The Company s peer group for the purposes of this analysis consists of the following companies:

Heidrick & Struggles	Kelly Services	Kforce

True Blue (formerly Labor Ready)	Manpower	Towers Watson
Robert Half	Spherion	Hudson Highland Group

The peer group is primarily selected based upon criteria such as business lines, operating model, revenue size, customer base and entities with which the Company competes for stockholder investment. The difference between the 2009 and 2010 peer group is that MPS Group was eliminated after its acquisition by Adecco.

The Company does not set a relative percentile positioning for total compensation as a target for named executive officer pay levels. Rather, the Company reviews total compensation and the mix of the compensation components relative to the peer group as one of the factors in determining if compensation is adequate to attract and

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retain the named executive officers with the unique set of skills necessary to manage and motivate a global human capital management firm with over 473 consultants operating in more than 76 offices in 36 countries.

Elements of Compensation

The Company s named executive officer compensation program consists of three main elements: (1) base salary, (2) annual incentives, and (3) long term incentives. The Company also provides its named executive officers with perquisites and other benefits such as health insurance and retirement benefits. The Company strives to align the mix and level of each compensation element in a manner that is consistent with attracting, retaining and rewarding the best talent available to achieve its strategic objectives.

Base Salary

Base salary is intended to compensate named executive officers for services rendered during the fiscal year and to provide sufficient fixed cash income for retention and recruiting purposes. Named executive officer base salary levels are reviewed on an annual basis by the Compensation and Personnel Committee. To assess base salary levels, competitive data is compiled for the peer group listed above, and additional data is obtained from other sources with respect to non-public competitor organizations. The Compensation and Personnel Committee also uses its and its compensation consultants general knowledge of the market for senior management positions in assessing base salary levels. The data gathered regarding the peer group companies is also reviewed and assessed by Towers Watson and Pay Governance LLC. Further, the Compensation and Personnel Committee takes into consideration the results of individual appraisals for each named executive officer and, with respect to the Chief Executive Officer s direct reports, input from the Chief Executive Officer.

In light of the economic environment at the time, effective July 1, 2009, Mr. Burnison requested, and Board agreed to, a temporary salary reduction of $75,000. This temporary reduction expired on April 30, 2010. Based upon the Company s above market performance in fiscal year 2010, and also taking into consideration competitive data, the Compensation and Personnel Committee increased Mr. Burnison s base salary from $675,000 to $700,000 effective May 1, 2010.

There were no changes to the base salaries of the Company s other names executive officers during fiscal year 2010 as the Compensation and Personnel Committee determined based on competitive data and general market knowledge that the base salary levels of the other named executive officers were appropriate.

Annual Bonuses

Annual bonuses are intended to motivate and reward named executive officers for achieving performance and strategic goals over a one-year period. The Compensation and Personnel Committee determines annual bonus amounts based upon a number of factors including performance goals, strategic objectives, competitive data, individual performance, and the terms of employment contracts. While the Compensation and Personnel Committee does not target a particular position relative to its peer group, in determining the annual bonus awards for each named executive officer, the Compensation and Personnel Committee does consider the range of annual incentives that the peer group provides to similarly situated executives and intends that annual bonuses provided to each named executive officer fall within that range. The annual bonus awards for fiscal year 2010 fell within this range. While the Compensation and Personnel Committee does take into consideration performance against performance goals and strategic objectives for the year, it retains discretion in determining actual bonus payouts. Annual bonuses are typically not guaranteed and the level of annual bonus varies from year-to-year depending upon the performance of the Company and the individual. Annual bonuses are typically paid in cash, but the Compensation and Personnel Committee has discretion to pay a portion of the annual bonus in equity or other long-term incentives.

The performance goals with respect to our annual bonus program typically include metrics such as revenue, operating income, earnings per share or earnings per share growth. The Company also typically selects various strategic objectives such as recruiting and retention, productivity of consultants, diversification of revenues, brand awareness and customer satisfaction against which named executive officers are measured. These various factors are not given specific weights; the Compensation and Personnel Committee retains the ability to consider these

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factors as it deems appropriate. The Compensation and Personnel Committee then compares the achievement of the performance goals and strategic objectives against the target and maximum annual bonus amounts as described in the named executive officers employment contracts.

The performance goals for fiscal 2010 were revenues of $425 million and break-even cash-flow. The Company for purposes of this performance goal has defined cash-flow as earnings before interest, taxes, depreciation and amortization adding back non-cash amortization of long term compensation. Actual results for fiscal 2010 were revenues of $572 million and positive cash flow of $50.5 million. These performance goals were chosen by the Compensation and Personnel Committee in light of the extremely challenging macroeconomic environment that existed at the beginning of fiscal year 2010. Revenue and cash flow are considered appropriate and significant metrics for performance due to their importance to investors and as an indication of the performance of the Company. The Compensation and Personnel Committee also took into consideration the need to preserve the revenue generation capability of the Company in setting the performance goals for fiscal 2010.

The strategic objectives for fiscal 2010 consisted of maintaining the Company s position with regard to recruitment and retention of executives and key employees, increasing the productivity of consultants, diversification of Company revenues, maintaining and expanding brand awareness and increasing client satisfaction. Strong performance against these objectives is considered difficult to achieve, and, despite this, the Company performed very well against the strategic objectives in fiscal 2010 in addition to its strong performance against the financial performance goals.

Consistent with past practice, in determining annual bonus amounts for fiscal 2010, the Compensation and Personnel Committee considered a number of factors, including performance goals, strategic objectives, competitive data, individual performance, and the terms of employment contracts. In assessing performance against the Company s performance goals, the Compensation and Personnel Committee noted the Company s above market performance during fiscal 2010 which surpassed analyst expectations and projections and the Company s stock price growth, year over year, of 53% (based on the stock price at the close of fiscal year 2009 of $10.59 and the stock price at the close of fiscal year 2010 of $16.21).

In determining Mr. Burnison s and Mr. DiGregorio s annual bonus for fiscal 2010, the Compensation and Personnel Committee considered the Company s performance against the Company s performance goals and its strategic objectives. Noting the Company s above market performance and the difficulty of the Company s objectives in the economic environment that existed during 2010, the Compensation and Personnel Committee determined that Mr. Burnison and Mr. DiGregorio performed these objectives well. In addition, in determining Mr. Burnison s and Mr. DiGregorio s annual bonus for fiscal 2010, the Compensation and Personnel Committee considered Mr. Burnison s and Mr. DiGregorio s individual performances as Chief Executive Officer and Chief Financial Officer, respectively.

In addition to the factors discussed above, when determining the amount of Mr. McNabb s annual bonus amount for fiscal 2010, the Compensation and Personnel Committee considered the performance of Futurestep relative to the strategic objectives established for Futurestep for the fiscal year, the performance of Futurestep, Mr. McNabb s individual performance, Mr. McNabb s additional responsibilities for worldwide strategic account management, and the transition of leadership responsibilities for Futurestep to Mr. Mulrooney. The strategic objectives established for Futurestep for fiscal 2010 consisted of maintaining the business unit s position with regard to recruitment and retention of executives and key employees, increasing the productivity of consultants, diversifying business unit revenues, maintaining and expanding brand awareness and increasing client satisfaction. The Compensation and Personnel Committee, noting in particular the additional responsibilities of Mr. McNabb regarding worldwide strategic account management during fiscal 2010 and the difficulty of the Futurestep objectives in the economic environment that existed during the fiscal year, determined that Mr. McNabb performed these objectives well.

In addition to the factors described above, when determining the amount of Ms. Dutra s annual bonus amount for fiscal 2010, the Compensation and Personnel Committee first considered the performance of the Leadership and Talent Consulting line of business (LTC) relative to strategic objectives established for LTC for the fiscal year, the performance of LTC and Ms. Dutra s individual performance. The strategic objectives established for LTC for fiscal 2010 consisted of recruitment and retention of executives and key employees, increasing the productivity of consultants, integration of acquisitions, maintaining and expanding brand awareness and increasing client satisfaction. The Compensation and Personnel Committee, noting the difficulty of these objectives in the face of challenging economic conditions, determined that Ms. Dutra performed these objectives well.

For Messrs. Burnison, DiGregorio, McNabb, and Ms. Dutra, the Compensation and Personnel Committee awarded annual bonuses as follows: Mr. Burnison $650,000, Mr. DiGregorio $622,500, Mr. McNabb $550,000, and Ms. Dutra $450,000. Mr. Mulrooney did not receive a bonus for fiscal year 2010.

Long-term Incentives

Long-term incentives are intended to align the named executive officers interests with those of stockholders and encourage the achievement of the long-term goals of the Company. Long-term incentives are also designed to motivate and help retain top talent. To accomplish these objectives the Compensation and Personnel Committee has discretion to make grants of options, time-based restricted stock or performance award shares under its equity plans (the Performance Award Plan for awards granted prior to passage of the A&R 2008 Plan, and the A&R 2008 Plan for awards granted thereafter) and time-based vesting contributions to the Company s non-qualified deferred compensation plan. In fiscal 2010, the Compensation and Personnel Committee determined to award a mix of time- and performance-based restricted stock. Time-based restricted stock aligns the interests of the named executive officers with stockholders as the future value of the award is dependant upon the Company s performance, but also adds an element of retention as the award is expected to have value even in a difficult economic environment.

The Compensation and Personnel Committee determines long-term incentive award amounts based upon a number of factors including competitive data, total overall compensation provided to each named executive officer, Company performance, historic grants, and the terms of employment agreements, if applicable. The various factors are not given specific weights; the Compensation and Personnel Committee retains discretion to consider items as it deems appropriate. While the Compensation and Personnel Committee does not target a particular position relative to its peer group, in determining the long-term incentive awards for each named executive officer the Compensation and Personnel Committee does consider the range of long-term incentives that the peer group provides to similarly situated executives and intends that long-term incentives provided to each named executive officer fall within that range. The awards for fiscal year 2010 fell within this range.

Historically and in fiscal year 2010, our Chief Executive Officer received annual equity grants equal to 2x his base salary, paid 50% in performance shares and 50% in time-based restricted stock, which amount falls within the range of long-term incentives provided by the peer group companies. The Compensation and Personnel Committee determined for fiscal 2010 that this was an appropriate level of equity grant to motivate our Chief Executive Officer to meet the Company s long-term goals.

In fiscal year 2010, the Company granted the following long term incentive awards:

Mr. Burnison was awarded 69,230 shares of restricted stock, with performance related vesting. The performance shares have a three-year performance period after which the initial award of one-times base salary may increase to two-times base salary or decrease to the point where none of the shares may vest, depending upon the Company s total stockholder return (the TSR) over the three-year performance period relative to the peer group of companies listed above. Such shares are subject to full forfeiture and will only vest if the Company meets certain performance targets at the end of three years from the grant date. If the Company s TSR is less than zero, then the pay-outs will be modified to reduce the percentage of the target.

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The table below outlines the vesting of the performance shares relative to the peer group.

Relative Ranking*	**Payout as % of Target**
1	200%
2	180%
3	160%
4	140%
5	120%
6(target)	**100%**
7	75%
8	50%
9 (threshold)	25%
10	0%
11	0%

* Relative Ranking refers to the Company s TSR over the three-year performance period relative to the TSR of each of the peer group companies over the same three-year performance period.

Mr. Burnison was awarded 69,230 time-based restricted stock grants. The restricted stock awarded vests in four equal annual installments beginning on July 8, 2010. In addition, Mr. Burnison was also awarded 41,030 time-based restricted stock grants. The restricted stock awarded vested on July 8, 2010. Mr. Burnison received such grant in recognition of his performance during fiscal 2009 and the Company s strong performance against strategic performance goals.

Mr. DiGregorio was awarded time-based stock options for 54,600 shares pursuant to the terms of his employment agreement with the Company. The stock options awarded vest in four equal annual installments beginning on June 8, 2010 and have an exercise price of $11.60.

Based upon the considerations discussed above, time-based stock options were awarded to the other named executive officers in the following amounts: Ms. Dutra, 31,560 stock options and Mr. McNabb, 25,640 stock options. The stock options awarded vest in four equal annual installments beginning on July 8, 2010 and have an exercise price of $9.75.

Time-based restricted stock grants were awarded to the named executive officers as follows: Ms. Dutra 20,510 shares and Mr. McNabb, 16,670 shares. The restricted stock awarded vests in four equal annual installments beginning on July 8, 2010. These time-based restricted stock grants were awards primarily to further align their interests with the interests of the Company s stockholders and to bring their total compensation within the range paid by peer companies for executive officers in Ms. Dutra s and Mr. McNabb s position.

As discussed in further detail below under Employment Agreements pursuant to the employment agreement Mr. Mulrooney entered into on March 29, 2010, Mr. Mulrooney was awarded a equity grant of $400,000 of restricted shares of the Company.

In fiscal year 2011, the Company granted the following long term incentive awards, in part to reward named executive officer performance in fiscal year 2010.

Mr. Burnison was awarded 42,750 time-based restricted stock grants. The restricted stock awarded vests in four equal annual installments beginning on June 17, 2011. Mr. Burnison was also awarded an additional grant of 34,830 shares of restricted stock in recognition of his performance and the Company s above market performance during fiscal year 2010. This restricted stock award vests in full on June 17, 2011. Mr. Burnison also received 42,750 shares of restricted stock, with performance related vesting to be determined by the Compensation and Personnel Committee.

Time-based restricted stock grants were awarded to the named executive officers as follows: Mr. DiGregorio 12,800, Ms. Dutra 19,200 and Mr. McNabb, 9,600 shares. The restricted stock awarded vests in four equal

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annual installments beginning on July 12, 2011. These time-based restricted stock grants were awarded primarily to further align the foregoing named executive officers interests with the interests of the Company s stockholders and to bring their total compensation within the range paid by peer companies for executive officers in Mr. DiGregorio s, Ms. Dutra s and Mr. McNabb s position.

Mr. DiGregorio, Ms. Dutra and Mr. McNabb also received 12,800, 9,600 and 4,800 shares of restricted stock, respectively, with performance related vesting to be determined by the Compensation and Personnel Committee.

Perquisites and Other Personal Benefits

The Company provides named executive officers the same benefits that are provided to all employees including medical, dental and vision benefits, group term life insurance and participation in the Company s 401(k) plan. In addition, the named executive officers receive benefits provided to all employees at the level of vice president and above including an automobile allowance, participation in the Company s nonqualified deferred compensation plan and reimbursement for medical expenses not reimbursed under the group medical plan, typically up to $2,500 per annum.

Nonqualified Deferred Compensation Plan

The Company maintains a nonqualified deferred compensation plan, known as the Korn/Ferry International Executive Capital Accumulation Plan (ECAP). Pursuant to the ECAP, the named executive officers, along with all other U.S.-based vice presidents, may defer up to 90% of their salary and/or up to 100% of their annual incentive award into the ECAP. Participants in the ECAP make elections on how they would like their deemed account invested from a set line up of 17 pre-determined mutual funds. At its discretion, the Company may make contributions to the ECAP on behalf of a participant. All Company matching and performance contributions to the ECAP are approved by the Compensation and Personnel Committee including the amounts to the named executive officers disclosed under All Other Compensation in the Summary Compensation Table on page 21.

Stock Ownership Guidelines

To further align the named executive officers interests with those of our stockholders, in June 2007 the Board and the Nominating and Corporate Governance Committee adopted stock ownership guidelines for the Company. Under the stock ownership guidelines, the Chief Executive Officer is required to own two times his annual salary in common stock of the Company and the Chief Financial Officer is required to own one and one half times his annual salary in common stock of the Company, and all other named executive officers are required to own one time their annual salary in common stock of the Company. Non-employee directors are required to own one time their annual cash retainer received for service on the Board. Stock included for determining satisfaction of the guidelines includes direct stock ownership and does not include unvested restricted stock awards. The named executive officers and directors have five years from the later of effective date of the Company s stock ownership guidelines and the appointment to such position to meet the ownership requirements. As of April 30, 2010, all the named executive officers met the ownership guidelines or are expected to meet the applicable ownership guidelines within the specified time period.

Employment Agreements

Each of the Company s named executive officers is covered by an employment agreement that provides for a minimum annual level of salary, cash bonus potential, and stock option and benefit eligibility. The agreements with Messrs. Burnison, DiGregorio and McNabb, also provide for a severance benefit in the event of a termination of employment without cause or, in the case of certain of the named executive officers, for good reason, as such terms are defined in the agreements. It is the Compensation and Personnel Committee s belief that such agreements are necessary from a competitive perspective and also contribute to the stability of the management team.

Our change in control benefits for Mr. Burnison include a gross-up payment in connection with Section 280G of the Code (referred to as the Section 280G gross-up). The Section 280G tax on excess parachute payments is assessed, in part, based on Form W-2 income over the five year period (or lesser period if the executive officer has

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not been employed with the employer for a full five years) preceding a termination in connection with a change in control. Thus, the amount of tax imposed varies depending on factors such as whether the executive officer elected to defer compensation or to exercise stock options and how long the executive officer has been employed with the Company. The Section 280G gross-up payment is intended to make certain that the payments and benefits actually received by Mr. Burnison, net of tax, are consistent with our compensation decisions and do not vary arbitrarily due to the operation of the tax rules. For these reasons, we believe that the provision of the Section 280G gross-up payment for Mr. Burnison is appropriate. The Company will no longer provide for Section 280G gross-up payments in future employment and/or severance arrangements.

Please refer to the Employment Agreements and Potential Payments Upon Termination or Change of Control for further discussion of these employment agreements.

Financial Restatements

The Company does not currently have a policy requiring a specific course of action with respect to compensation adjustments following later restatements of financial results. Under those circumstances, the Compensation and Personnel Committee would evaluate whether adjustments are appropriate based upon the facts and circumstances surrounding the restatement and existing laws.

Internal Revenue Code Section 162(m)

As one of the factors in the review of compensation matters, the Compensation and Personnel Committee considers the anticipated tax treatment to the Company. The deductibility of some types of compensation for named executive officers depends upon the timing of a named executive officer s vesting or exercise of previously granted rights or on whether such plans qualify as performance-based plans under the provisions of the tax laws. The Compensation and Personnel Committee usually seeks to satisfy the requirements necessary to allow the compensation of its named executive officers to be deductible under Section 162(m) of the Internal Revenue Code, as amended, but may also approve compensation that is not deductible under Section 162(m).

COMPENSATION AND PERSONNEL COMMITTEE REPORT ON EXECUTIVE COMPENSATION

The Compensation and Personnel Committee has reviewed and discussed the Compensation Discussion and Analysis (the CD&A) for the fiscal year ended April 30, 2010 with management. In reliance on the reviews and discussions with management relating to the CD&A, the Compensation and Personnel Committee has recommended to the Board, and the Board has approved, that the CD&A be included in this Proxy Statement.

Compensation and Personnel Committee

Gerhard Schulmeyer, Chair
Denise Kingsmill
Edward D. Miller

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

From May 1, 2009 to September 10, 2009, the Compensation and Personnel Committee was comprised of former director Mr. Schneevoigt, and current directors Messrs. Schulmeyer and Whipple and from September 10, 2009 until present, the Compensation and Personnel Committee has been comprised of Messrs. Schulmeyer and Miller, and Baroness Kingsmill. During fiscal 2010, at all times, all members of the Compensation and Personnel Committee were independent , none were employees or former employees of the Company and none had any relationship with the

Company requiring disclosure under Item 404 of Regulation S-K. None of our executive officers served on the compensation committee or board of directors of another entity whose executive officer(s) served on our Compensation and Personnel Committee or Board.

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COMPENSATION OF EXECUTIVE OFFICERS AND DIRECTORS

Fiscal Year 2010, 2009 and 2008 Summary Compensation Table

The following table sets forth information with respect to the total compensation paid or earned by each of the named executive officers in fiscal 2010, 2009 and 2008.

and Principal Position	Fiscal Year	Salary ($)	Bonus(1) ($)	Stock Awards ($)(2)	Option Awards ($)(2)	Non-Equity Incentive Plan Compensation ($)	Change in Pension Value and Nonqualified Deferred Compensation Earnings ($)	All Other Compensation ($)	Total
D. Burnison, ent and Executive Officer	2010	589,424(3)	650,000	1,750,029	0	0	0	8,713(4)	2,998
	2009	658,333	0	1,349,920	0	0	0	15,785	2,024
	2008	558,333	1,150,000	2,049,875	0	0	0	146,591(5)	3,904
el A. DiGregorio, tive Vice-ent and Chief cial Officer	2010	417,148	622,500	0	286,650	0	0	8,220(6)	1,334
t H. McNabb, tive Vice-ent of Ferry ational, Premier Partnerships*	2010	432,693	550,000	162,533	113,072	0	0	17,865(7)	1,276
	2009	450,000	225,000	249,920	0	0	0	25,981	950
	2008	450,000	550,000	450,107	0	0	0	279,852	1,729
utra, Chief tive Vice ent and Chief tive Officer of rship and Talent lting	2010	432,693	450,000	199,973	139,180	0	0	8,633(8)	1,230
	2009	450,000	450,000	0	0	0	0	7,013	907
	2008	95,481	70,000(9)	1,500,008	0	0	0	1,148	1,666
Mulrooney, Executive of Korn/Ferry ational	2010	22,884	0	400,012	0	0	0	10,989(10)	433

step, Inc.*

* Effective April 5, 2010, Mr. Mulrooney assumed the role of Chief Executive Officer of Korn/Ferry International Futurestep, Inc. from Mr. Robert McNabb, who held the position from November 2003 until April 5, 2010.

(1) Reflects bonuses earned in the fiscal year and paid in the following fiscal year.

(2) Represents the grant date fair value of awards granted during the applicable fiscal year, calculated in accordance with Accounting Standards Codification, 718, Compensation-Stock Compensation. The assumptions used to calculate the valuation of the awards are set forth in Note 4 to the notes to consolidated financial statements in our Annual Report on Form 10-K for the fiscal year ended April 30, 2010. The amounts reflected with respect to performance-based stock awards in the above table are based upon the probable outcome. Mr. Burnison received a performance-based stock award in fiscal 2010, of which the maximum outcome would be $1,349,986 (resulting in a grant date fair value of stock awards for the year of $2,425,022).

(3) Reflects (a) a temporary salary reduction from $675,000 to $600,000 effective July 1, 2009 and expiring April 30, 2010 and (b) an additional $23,076 of foregone salary pursuant to the Company s furlough policy that was in effect during fiscal 2010.

(4) Represents an auto allowance of $5,400, executive long term disability insurance premium and/or imputed income of $969, executive life insurance premium and/or imputed income of $223, and executive medical benefits premium of $2,121.

(5) All other compensation amount for fiscal 2008 for Mr. Burnison includes the Employee Stock Purchase Plan (ESPP) discount. The ESPP discount is not included for fiscal 2010 and 2009 as inclusion is not required pursuant to SEC rules.

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(6) Represents an auto allowance of $4,950, executive long term disability insurance premium and/or imputed income of $800, executive life insurance premium and/or imputed income of $349, and executive medical benefits premium of $2,121.

(7) Represents an auto allowance of $7,200, country club membership dues of $7,800, executive life insurance premium and/or imputed income of $744, and executive medical benefits premium of $2,121.

(8) Represents an auto allowance of $5,400, executive long term disability insurance premium and/or imputed income of $967, executive life insurance premium and/or imputed income of $145, and executive medical benefits premium of $2,121.

(9) Represents a cash stipend of $70,000 secured by a promissory note to be forgiven on the third anniversary of Ms. Dutra s hire date.

(10) Represents an auto allowance of $428, a cash stipend of $8,333 (pursuant to his employment agreement), executive life insurance premium and/or imputed income of $107, and executive medical benefits premium of $2,121.

Fiscal Year 2010 Grants of Plan-Based Awards