

KORN FERRY INTERNATIONAL
Form DEFA14A
September 12, 2008

**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

Filed by a Party other than the Registrant

Check the appropriate box:

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

(Name of Registrant As Specified In Its Charter)

KORN/FERRY INTERNATIONAL

(Name of Person(s) Filing Proxy Statement)

Payment of Filing Fee (Check the appropriate box):

- No Fee required
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

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

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

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

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

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

the Form or Schedule and the date of its filing.

- (1) Amount previously paid:
 - (2) Form Schedule or Registration Statement No.:
 - (3) Filing Party:
 - (4) Date Filed:
-

September 11, 2008

Dear Fellow Stockholder:

YOUR VOTE IS IMPORTANT

According to our latest records, we have not yet received your proxy for Korn/Ferry International's annual meeting of stockholders to be held on September 23, 2008. **Your Board of Directors recommends that stockholders vote FOR the nominees in proposal 1 and FOR proposals 2 and 3.**

Please take a moment of your time to ensure that your shares are represented at the meeting by voting today by telephone, *via* the Internet, or by signing and returning the enclosed proxy card in the envelope provided.

Thank you for your assistance.

Sincerely,

Paul C. Reilly

Chairman of the Board

Important

Telephone and Internet Voting is Available

Please follow the easy instructions on the enclosed proxy card to vote by telephone or via the Internet.

This Proxy, when properly executed, will be voted in the manner directed by the stockholder. If no direction is given, this Proxy will be voted FOR the election of all nominees for Ple ase election as directors, FOR the ratification of independent registered public accounting firm and FOR the approval of the Korn/Ferry International 2008 Stock Incentive Plan. Mark Here for Address Change or Comments SEE REVERSE SIDE FOR AGAIN ST ABSTAIN 1. To elect as Class 2011 Directors: 2. To ratify the appointment of Ernst & Young LLP FOR all nominees WITHHOLD AUTHORITY as n i dependent registered public accounting firm 01 Debra Perry, lis ted (except as t o vote for all nominees for fiscal 2009. marked t o t h e contrary) listed at left 02 Gerhard Schulmeyer and FOR AGAIN ST ABSTAIN 03 Harry You 3. To approve the Korn/Ferry International 2008 Stock Incentive Plan. FOR AGAIN ST ABSTAIN 4. To act upon any other matters that may properly INSTRUCTION: To wit hhold authority to vote for an n i dividual nominee, check the come before the meeting and any adjournments FOR box and write the nominee s name in the space provided: or postponements thereof. IMPORTANT PLEASE SIGN, DATE AND RETURN THIS PROXY PROMPTLY IN THE ENCLOSED ENVELOPE, WHICH REQUIRES NO POSTAGE IF MAILED IN THE UNITED STATES. Signature Signature Date NOTE: (Please sign EXACTLY as your name appears on this card. Joint owners should each sign. Attorney-in-fact, executors, administrators, trustees, guardians or corporation officers should give their FULL title. This proxy shall be valid and may be voted regardless of the form of signature however.) FOLD AND DETACH HERE WE ENCOURAGE YOU TO TAKE ADVANTAGE OF INTERNET OR TELEPHONE VOTING, BOTH ARE AVAILABLE 24 HOURS A DAY, 7 DAYS A WEEK. Internet and telephone voting is available through 11:59 PM Eastern Time the day prior to annual meeting day. Your Internet or telephone vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card. INTERNET TELEPHONE <http://www.proxyvoting.com/kfy> 1-866-540-5760 Use the Internet to vote your proxy. OR Use any touch-tone telephone to Have your proxy card in hand vote your proxy. Have your proxy when you access the web site. card in hand when you call. If you vote your proxy by Internet or by telephone, you do NOT need to mail back your proxy card. To vote by mail, mark, sign and date your proxy card and return it n i the enclosed postage-paid envelope. Choose MLink(SM)for fast, easy and secure 24/7 onli ne access to your future proxy materials , n i vestment plan statements, tax documents and more. Simply log on to Investor ServiceDirect(®)at www.bnymel on.com/shareowner/isd where step-by-step in structio ns will prompt you through enrollm ent.

PROXY FOR THE 2008 ANNUAL MEETING OF STOCKHOLDERS THIS PROXY IS SOLICITED BY THE BOARD OF DIRECTORS The undersigned hereby acknowledges receipt of the accompanying Notice of Annual Meeting of Stockholders, to be held on September 23, 2008, and the related Proxy Statement and Korn/Ferry International's Annual Report on Form 10-K for the fiscal year ended April 30, 2008, and hereby appoints Paul C. Reilly and Gary D. Burnison, and each of them the attorney(s), agent(s) and proxy(ies) of the undersigned, with full power of substitution, to vote all stock of Korn/Ferry International which the undersigned is entitled to vote, for the matters indicated on the reverse side of this proxy card in the manner designated on the reverse side, or if not indicated by the undersigned in their discretion, and to vote in their discretion with respect to such other matters (including matters incidental to the conduct of the meeting) as may properly come before the meeting and all adjournments and postponements thereof. **THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT STOCKHOLDERS VOTE FOR THE PROPOSALS.** Address Change/Comments (Mark the corresponding box on the reverse side) **FOLD AND DETACH HERE PRINT AUTHORIZATION (THIS BOXED AREA DOES NOT PRINT)** To commence printing on this proxy card please sign, date and fax this card to: 212-691-9013 SIGNATURE:____DATE:____TIME:____Registered Quantity (common)____1040____Broker Quantity____200____