

SECURITIES AND EXCHANGE COMMISSION  
 WASHINGTON, D.C. 20549

FORM S-8  
 Registration Statement  
 under  
 The Securities Act of 1933

KORN/FERRY INTERNATIONAL  
 (Exact name of registrant as specified in its charter)

<TABLE>	
<S>	<C>
Delaware	95-2623879
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
</TABLE>	

1800 Century Park East, Suite 900  
 Los Angeles, California 90067  
 (Address of Principal Executive Offices)

KORN/FERRY INTERNATIONAL PERFORMANCE AWARD PLAN  
 (Full title of the plan)

Peter L. Dunn  
 1800 Century Park East, Suite 900  
 Los Angeles, California 90067  
 (310) 843-4100  
 (Name, address and telephone number,  
 including area code, of agent for service)

Copy to:

Steven B. Stokdyk  
 Sullivan & Cromwell  
 1888 Century Park East, 21st Floor  
 Los Angeles, California 90067

CALCULATION OF REGISTRATION FEE

<TABLE>  
 <CAPTION>

Title of Securities to be Registered of	Amount to be Registered	Proposed Maximum Offering Price Per Share*	Proposed Maximum Aggregate Offering Price*	Amount
Registration Fee	<C>	<C>	<C>	<C>
Common Stock, par value \$0.01 per share \$55,092	6,000,000	\$34.78	\$208,680,000	

</TABLE>

\*Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h), based on the average of the high and low prices of the Common Stock of Korn/Ferry International (the "Company") as reported on The New York Stock Exchange on November 1, 2000.

International Performance Award Plan, is effective. Therefore, this Registration Statement consists only of the following: the facing page, the required statement (regarding incorporation by reference) set forth below, the required opinions and consents, and the signature page.

This Registration Statement hereby incorporates by reference the contents of Registrant's earlier registration statement on Form S-8, Registration No. 333-73147 filed with the Commission on March 1, 1999 and the post-effective amendment to Form S-8 filed with the Commission on October 26, 1999. After giving effect to this filing, an aggregate of 13,000,000 shares of the Registrant's Common Stock have been registered for issuance pursuant to the Korn/Ferry International Performance Award Plan.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Pursuant to the above-mentioned instruction to Form S-8, the only exhibits required with this filing are the opinions and consents, as listed below.

Item 8. Exhibits.

See the attached Exhibit Index that follows the signature page.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant, Korn/Ferry International, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Los Angeles, State of California, on this 8th day of November, 2000.

KORN/FERRY INTERNATIONAL

By: /s/ Elizabeth S.C.S. Murray  
 -----  
 Elizabeth S.C.S. Murray  
 Chief Financial Officer, Treasurer and  
 Executive Vice President

We, the undersigned officers and directors of Korn/Ferry International, do hereby constitute and appoint Peter L. Dunn and Elizabeth S.C.S. Murray, and each of them, our true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for each of us and in each of our names, places and stead, in any and all capacities, to sign any and all amendments to this registration statement, and to file the same, with exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary or desirable to be done in and about the premises, as fully to all intents and purposes as each of us might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents, or any of them, or his/her substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<TABLE> <CAPTION>	Signature -----	Title -----	Date ----
<S> /s/ Richard M. Ferry ----- Richard M. Ferry	<C> Chair of the Board and Director	<C>	November 8, 2000
/s/ Windle B. Priem ----- Windle B. Priem	Chief Executive Officer, President and Director (Principal Executive Officer)		November 2, 2000
/s/ Elizabeth S.C.S. Murray ----- Elizabeth S.C.S. Murray	Chief Financial Officer, Treasurer and Executive Vice President (Principal Financial Officer)		November 8, 2000

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<S>	<C>	<C>
/s/ Donald E. Jordan ----- Donald E. Jordan	Senior Vice President of Finance (Principal Accounting Officer)	November 8, 2000
/s/ James E. Bartlett ----- James E. Bartlett	Director	November 1, 2000
/s/ Frank V. Cahouet ----- Frank V. Cahouet	Director	November 3, 2000
/s/ Peter L. Dunn ----- Peter L. Dunn	Director	November 8, 2000
----- Timothy K. Friar	Director	
----- Sakie T. Fukushima	Director	
/s/ Patti S. Hart ----- Patti S. Hart	Director	November 8, 2000
/s/ Scott E. Kingdom ----- Scott E. Kingdom	Director	November 8, 2000
/s/ Charles D. Miller ----- Charles D. Miller	Director	November 8, 2000
/s/ Gerhard Schulmeyer ----- Gerhard Schulmeyer	Director	November 8, 2000

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&lt;TABLE&gt;

<S>	<C>	<C>
/s/ Mark C. Thompson ----- Mark C. Thompson	Director	November 8, 2000

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## EXHIBIT INDEX

&lt;TABLE&gt;

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Exhibit No. -----	Description -----
<S>	<C>
5.1	Opinion of Sullivan & Cromwell as to the validity of the Common Stock.
23.1	Consent of Arthur Andersen LLP.
23.2	Consent of Counsel (included in Exhibit 5.1).
24	Power of Attorney (included on signature page).

&lt;/TABLE&gt;

Korn/Ferry International,  
1800 Century Park East,  
Los Angeles, CA 90067.

Ladies and Gentlemen:

In connection with the registration under the Securities Act of 1933 (the "Act") of 6,000,000 shares (the "Securities") of Common Stock, par value \$0.01 per share, of Korn/Ferry International, a Delaware corporation (the "Company"), we, as your counsel, have examined such corporate records, certificates and other documents, and such questions of law, as we have considered necessary or appropriate for the purposes of this opinion. Upon the basis of such examination, we advise you that, in our opinion, when the registration statement relating to the Securities (the "Registration Statement") has become effective under the Act, the terms of the sale of the Securities have been duly established in conformity with the Company's certificate of incorporation and Performance Award Plan, and the Securities have been duly issued and sold as contemplated by the Registration Statement, the Securities will be validly issued, fully paid and nonassessable.

The foregoing opinion is limited to the General Corporation Law of the State of Delaware, and we are expressing no opinion as to the effect of the laws of any other jurisdiction.

We have relied as to certain matters on information obtained from public officials, officers of the Company and other sources believed by us to be responsible.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ SULLIVAN & CROMWELL

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this registration statement of our reports dated June 13, 2000, included in Korn/Ferry International's Form 10-K for the year ended April 30, 2000 and to all references to our Firm included in this registration statement.

/s/ ARTHUR ANDERSEN LLP

Los Angeles, California  
November 8, 2000