

FORM 10-K/A

For the fiscal year ended April 30, 2001

Commission File Number 001-14505

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(310) 556-8553

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

<TABLE>

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Securities registered pursuant to Section 12(g) of the Act: None

Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. []

The number of shares outstanding of our common stock as of July 26, 2001 was 37,501,527 shares. The aggregate market value of the Registrant's common stock held by non-affiliates of the Registrant on July 26, 2001 (assuming that the Registrant's only affiliates are its officers, directors and 10% or greater stockholders) was approximately \$546,143,922, based upon the closing market price of \$15.69 on that date of a share of common stock as reported on the New York Stock Exchange.

Portions of the registrant's definitive Proxy Statement for its 2001 Annual Meeting of Stockholders scheduled to be held on September 25, 2001 are incorporated by reference into Part III of this Form 10-K.

This Form 10-K/A amends the Form 10-K previously filed by the registrant with the Securities and Exchange Commission on July 30, 2001 solely for the purpose of replacing page F-3 to correct the date headings in the columns.

KORN/FERRY INTERNATIONAL AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS
(in thousands, except per share amounts)

<TABLE>
<CAPTION>

	April 30,	
	2001	2000
	-----	-----
<S>	<C>	<C>
ASSETS		

Cash and cash equivalents.....	\$ 88,463	\$ 86,975
Marketable securities.....	16,397	59,978
Receivables due from clients, net of allowance for doubtful accounts of \$13,319 and \$12,538.....	91,513	101,506
Other receivables.....	11,299	8,112
Deferred income taxes.....	8,821	3,814
Prepaid expenses.....	9,909	7,453
	-----	-----
Total current assets.....	226,402	267,838
	-----	-----
Property and equipment:		
Computer equipment and software.....	48,715	32,532
Furniture and fixtures.....	24,223	18,175
Leasehold improvements.....	23,814	15,304
Automobiles.....	1,889	1,793
	-----	-----
	98,641	67,804
Less: Accumulated depreciation and amortization.....	(43,652)	(31,992)
	-----	-----
Property and equipment, net.....	54,989	35,812
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Cash surrender value of company owned life insurance policies, net of loans.....	54,361	50,632
Marketable securities and other investments.....	6,894	1,129
Deferred income taxes.....	24,942	17,790
Goodwill and other intangibles, net of accumulated amortization of \$20,872 and \$8,709.....	128,066	96,643
Other.....	4,675	6,150
	-----	-----
Total assets.....	\$500,329	\$475,994
	=====	=====
LIABILITIES AND SHAREHOLDERS' EQUITY		

Notes payable and current maturities of long-term debt.....	\$ 11,881	\$ 16,147
Accounts payable.....	13,360	11,896
Income taxes payable.....	2,728	407
Compensation and related taxes.....	110,702	117,259
Other accrued liabilities.....	32,523	39,081
	-----	-----
Total current liabilities.....	171,194	184,790
Deferred compensation.....	41,522	37,483
Long-term debt.....	11,842	16,916
Other.....	2,319	2,361
	-----	-----
Total liabilities.....	226,877	241,550
	-----	-----
Non-controlling shareholders' interest.....	3,286	3,220
	-----	-----
Shareholders' equity:		
Common stock, \$0.01 par value, 150,000 shares authorized, 38,082 and 37,257 shares issued and 37,516 and 36,748 shares outstanding.....	296,069	283,277
Deficit.....	(4,602)	(35,615)
Accumulated other comprehensive loss.....	(16,598)	(7,300)
	-----	-----
Shareholders' equity.....	274,869	240,362
Less: Notes receivable from shareholders.....	(4,703)	(9,138)
	-----	-----
Total shareholders' equity.....	270,166	231,224
	-----	-----
Total liabilities and shareholders' equity.....	\$500,329	\$475,994
	=====	=====

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The accompanying notes are an integral part of these consolidated financial statements.

SIGNATURE

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this amended report to be signed on its behalf by the undersigned, thereunto duly authorized.

KORN/FERRY INTERNATIONAL

August 8, 2001

/s/ Elizabeth S.C.S. Murray

By:

Elizabeth S.C.S. Murray
Chief Financial Officer, Treasurer
and
Executive Vice President