

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * BURNISON GARY D		2. Issuer Name and Ticker or Trading Symbol KORN FERRY [KFY]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) CEO	
(Last) (First) (Middle) C/O KORN FERRY, 1900 AVENUE OF THE STARS, SUITE 2600		3. Date of Earliest Transaction (Month/Day/Year) 06/28/2021			
(Street) LOS ANGELES, CA 90067		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)		Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned			

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)				Price
Common Stock, par value \$0.01 per share	06/28/2021		S		118	D	\$ 72.5	317,978	D	
Common Stock, par value \$0.01 per share	07/08/2021		F		25,270 <u>(1)</u>	D	\$ 66.93	292,258	D	
Common Stock, par value \$0.01 per share	07/09/2021		A		47,960 <u>(2)</u>	A	\$ 0 <u>(3)</u>	340,218	D	
Common Stock, par value \$0.01 per share	07/09/2021		F		23,779 <u>(4)</u>	D	\$ 69.02	316,439	D	
Common Stock, par value \$0.01 per share	07/09/2021		F		12,130 <u>(5)</u>	D	\$ 69.02	304,309	D	
Common Stock, par value \$0.01 per share	07/09/2021		A		26,080 <u>(6)</u>	A	\$ 0 <u>(3)</u>	330,369	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

BURNISON GARY D C/O KORN FERRY 1900 AVENUE OF THE STARS, SUITE 2600 LOS ANGELES, CA 90067	X		CEO	
--	---	--	-----	--

Signatures

/s/ Jonathan Kuai, attorney-in-fact		07/12/2021
<small>**Signature of Reporting Person</small>		<small>Date</small>

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Represents a reduction in shares to satisfy the tax withholding obligations of the Issuer with respect to the vesting, on July 8, 2021, of 51,875 shares of restricted stock held by the Reporting Person.
- (2) Acquired upon the settlement of Relative TSR performance units granted on July 9, 2018 under the Korn Ferry Third Amended and Restated 2008 Stock Incentive Plan as a result of the satisfaction of the performance criteria underlying the award.
- (3) Granted as compensation for services.
- (4) Represents a reduction in shares to satisfy the tax withholding obligations of the Issuer with respect to the settlement, on July 9, 2021, of 47,960 Relative TSR performance units described in footnote (2) above.
- (5) Represents a reduction in shares to satisfy the tax withholding obligations of the Issuer with respect to the vesting, on July 9, 2021, of 24,462 shares of restricted stock held by the Reporting Person.
- (6) Represents restricted stock that vests in four equal annual installments commencing on July 9, 2022.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.