

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* <u>Distefano Michael</u> (Last) (First) (Middle) C/O KORN FERRY 1900 AVENUE OF THE STARS, SUITE 1500 (Street) LOS ANGELES CA 90067 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>KORN FERRY [KFY]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) 07/10/2023	
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		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

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	07/10/2023		F		3,610 ⁽¹⁾	D	\$50.47	34,850 ⁽²⁾	D	
Common Stock, par value \$0.01 per share	07/10/2023		F		1,156 ⁽³⁾	D	\$50.47	33,694	D	
Common Stock, par value \$0.01 per share	07/11/2023		F		629 ⁽⁴⁾	D	\$50.66	33,065	D	
Common Stock, par value \$0.01 per share	07/11/2023		A		15,790 ⁽⁵⁾	A	\$0.00 ⁽⁶⁾	48,855	D	

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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- Represents a reduction in shares to satisfy the tax withholding obligations of the Issuer with respect to the vesting, on July 8, 2023, of 7,280 shares of restricted stock held by the Reporting Person.
- Includes 602 shares previously acquired by the Reporting Person (but not reflected in prior Form 4s) under the Korn Ferry Employee Stock Purchase Plan.
- Represents a reduction in shares to satisfy the tax withholding obligations of the Issuer with respect to the vesting, on July 9, 2023, of 2,330 shares of restricted stock held by the Reporting Person.
- Represents a reduction in shares to satisfy the tax withholding obligations of the Issuer with respect to the vesting, on July 11, 2023, of 1,267 shares of restricted stock held by the Reporting Person.
- Represents restricted stock that vests in four equal annual installments commencing on July 11, 2024.
- Granted as compensation for services.

Remarks:

Chief Executive Officer of Professional Search

/s/ Jonathan Kuai, attorney-in-fact 07/12/2023

** Signature of Reporting Person Date

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

* 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).

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

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 Number.