

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE TO
Amendment No. 1
(Rule 13e-4)

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

KORN/FERRY INTERNATIONAL
(Name of Subject Company (Issuer) and Filing Person (Offeror))

Options to Purchase Common Stock, Par Value \$0.01 Per Share, of Korn/Ferry
International and Stock Appreciation Rights under the Korn/Ferry International
Performance Award Plan, Having an Exercise or Base Price of More than
\$13.00
(Title of Class of Securities)

500643 20 0
(CUSIP Number of Class of Securities (Underlying Common Stock))

Peter L. Dunn, General Counsel
Korn/Ferry International
1800 Century Park East, Suite 900
Los Angeles, California 90067
(310) 552-1834

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications on Behalf of Filing Person)

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

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee
\$25,098,974	\$2,310.00**

* Calculated solely for purposes of determining the filing fee. This amount
assumes that options to purchase 6,733,886 shares of common stock of Korn/Ferry
International having an aggregate value of \$25,098,974 as of February 21, 2002
will be exchanged pursuant to this offer. The aggregate value of such options
was calculated based on the Black-Scholes option pricing model.

**Previously paid.

Check the box if any part of the fee is offset as provided by Rule 0-
11(a)(2) and identify the filing with which the offsetting fee was previously
paid. Identify the previous filing by registration statement number, or the Form
or Schedule, and the date of its filing.

Amount Previously Paid: Not applicable. Filing Party: Not applicable.
Form or Registration No.: Not applicable. Date Filed: Not applicable.

Check the box if the filing relates solely to preliminary communications
made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the
statement relates:

- third party tender offer subject to Rule 14d-1.
 issuer tender offer subject to Rule 13e-4.
 going-private transaction subject to Rule 13e-3.
 amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results
of the tender offer.

INTRODUCTORY STATEMENT

This Amendment No. 1 amends and supplements the Tender Offer Statement on Schedule TO (the "Schedule TO") filed with the Securities and Exchange Commission on February 25, 2002, relating to our offer to exchange options to purchase shares of our common stock, par value \$0.01 per share, and stock appreciation rights under our Performance Award Plan having an exercise or base price of more than \$13.00 for new options to purchase shares of our common stock and stock appreciation rights that we will grant under our Performance Award Plan, upon terms and condition described in the Offer to Exchange dated February 25, 2002 and the related Letter of Transmittal.

ITEMS 1-11. NOT APPLICABLE.

ITEM 12. EXHIBITS.

Item 12 of the Schedule TO is hereby amended and restated as follows so as to add Exhibit (a)(10) attached hereto.

- (a) (1)* Offer to Exchange, dated February 25, 2002.
 - (2)* Form of Letter of Transmittal.
 - (3)* Form of Notice of Withdrawal.
 - (4)* Form of Grant Detail Report.
 - (5)* Cover Letter to Employees, dated February 25, 2002.
 - (6)* Email to employees holding options and stock appreciation rights granted under the Korn/Ferry International Performance Award Plan, dated February 25, 2002, filed as Exhibit (a)(1) on Schedule TO with the Securities and Exchange Commission (the "SEC") on February 25, 2002 and incorporated herein by reference.
 - (7)* Korn/Ferry International Annual Report on Form 10-K for its fiscal year ended April 30, 2001, filed with the SEC on July 30, 2001 and incorporated herein by reference.
 - (8)* Korn/Ferry International Amendment to Form 10-K for its fiscal year ended April 30, 2001, filed on Form 10-K/A with the SEC on August 8, 2001 and incorporated herein by reference.
 - (9)* Korn/Ferry International Quarterly Report on Form 10-Q for its fiscal quarter ended October 31, 2001, filed with the SEC on December 17, 2001 and incorporated herein by reference.
 - (10) Memorandum to all eligible option swap participants, dated March 1, 2002.
- (b) Not applicable.
- (d) (1)* Korn/Ferry International Performance Award Plan, filed with the SEC on September 4, 1998 as Exhibit 10.2 to the Company's Registration Statement on Form S-1 (File No. 333-61697) and incorporated herein by reference.
- (2)* Amendments to the Korn/Ferry International Performance Award Plan, filed with the SEC on July 30, 2001 as Exhibit 10.3 to the Company's Annual Report on Form 10-K and incorporated herein by reference.
- (3)* Form of Replacement Stock Option Agreement Pursuant to the Korn/Ferry International Performance Award Plan.

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(4)* Form of Replacement Stock Appreciation Right Agreement Pursuant to the Korn/Ferry International Performance Award Plan.

(g) Not applicable.

(h) Not applicable.

*Previously filed.

ITEM 13. INFORMATION REQUIRED BY SCHEDULE 13E-3.

Not applicable.

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SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

KORN/FERRY INTERNATIONAL

/s/ Peter L. Dunn

Peter L. Dunn
General Counsel

Date: March 1, 2002

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INDEX TO EXHIBITS

Exhibit Number -----	Description -----
(a) (10)	Memorandum to all eligible option swap participants, dated March 1, 2002.

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MEMORANDUM

To: All Eligible Option Swap Participants

From: Gary Hourihan

Date: March 1, 2002

Subject: Some Helpful Information

Now that you have received the Offer of Exchange explaining the stock option/SAR swap program, many of you likely have questions about how best to decide whether to participate and which options/SARs to forfeit if you decide to participate. An important input in making this decision is to understand the price that Korn/Ferry stock would need to reach in order for you to be better off retaining your existing options or SARs. Determining this price depends primarily on three variables:

- . The exercise price of the options/SARs you forfeit
- . The eventual grant price of the replacement options/SARs
- . The number of existing options/SAR you must forfeit for each new option/SAR received (the swap ratio)

Unfortunately, one of these variables is not known today, since the exercise price of the replacement options/SARs will represent our closing market price on the date the replacement options/SARs are granted. However, it is possible to develop a table that illustrates, assuming various exercise prices for the replacement options/SARs, the price that Korn/Ferry stock would need to reach for someone to be better off holding their existing options/SARs.

As an aid to helping you make a decision regarding the swap, I have developed the attached table covering the major past option/SAR grants, including:

- . The IPO grant on 2/10/99 at \$14.00
- . The FY99 performance grant on 4/20/99 at \$13.4375
- . The special principal and new partner grant on 3/31/00 at \$29.75
- . The FY00 performance grant on 6/6/00 at \$22.4375
- . The FY01 performance grant on 6/27/01 at \$16.04

The table is read as follows:

- . The left column lists different illustrative exercise prices for the replacement options/SARs.
- . The top row lists exercise prices for our major existing option/SAR grants.
- . The dollar figures in the table represent the price that our stock would need to reach prior to the expiration of the replacement options/SARs for the existing options/SARs to be worth more than the replacement grant.

For example, the table illustrates that our stock price would need to reach at least \$30.73 for an FY00 performance option/SAR (granted at \$22.4375) to be more valuable than the replacement options/SARs received from the swap if the exercise price of the replacement grant is \$10.00. If the exercise price of the replacement grant is \$7.00, our stock would need to reach \$32.73 for the existing option/SAR to be worth more. Similarly, our stock would need to reach \$27.39 if the exercise price of the replacement grant is \$15.00.

No single analysis can determine whether swapping a particular option or SAR makes sense. Such a decision depends on multiple factors, including but not limited to (a) the exercise price of the option/SAR being forfeited, (b) our eventual stock price on the date of the replacement grants, (c) individual perspectives on our longer-term stock price performance, (d) each individual's personal time horizon, and (e) special factors that may be applicable to certain individuals, such as local tax issues. This being said, the attached table is intended to provide input that hopefully will help in making an informed decision.

As described in the Offer to Exchange, neither Management nor the Board of Directors makes any recommendation as to whether you should elect to exchange or refrain from electing to exchange your options/SARs. You must make your own decision on this matter. The attached table is for information only.

OPTION/SAR SWAP BREAKEVEN ANALYSIS/(1)/

Stock Price
on Date of

Replacement

Exercise Price of Original Option

Grant	\$13.4375	\$14.00	\$16.04	\$22.4375	\$29.75
\$ 5.00	\$30.30	\$32.00	\$30.77	\$34.06	\$42.12
\$ 6.00	\$28.30	\$30.00	\$29.43	\$33.39	\$41.62
\$ 7.00	\$26.30	\$28.00	\$28.09	\$32.73	\$41.13
\$ 8.00	\$24.30	\$26.00	\$26.77	\$32.06	\$40.62
\$ 9.00	\$22.30	\$24.00	\$25.43	\$31.39	\$40.13
\$10.00	\$20.30	\$22.00	\$24.09	\$30.73	\$39.62
\$11.00	\$18.30	\$20.00	\$22.77	\$30.06	\$39.13
\$12.00	\$16.30	\$18.00	\$21.43	\$29.39	\$38.62
\$13.00	\$14.30	\$16.00	\$20.09	\$28.73	\$38.13
\$14.00	Never	Never	\$18.77	\$28.06	\$37.62
\$15.00	Never	Never	\$17.43	\$27.39	\$37.13
\$16.00	Never	Never	\$16.09	\$26.73	\$36.62
\$17.00	Never	Never	Never	\$26.06	\$36.13
\$18.00	Never	Never	Never	\$25.39	\$35.62
\$19.00	Never	Never	Never	\$24.73	\$35.13
\$20.00	Never	Never	Never	\$24.06	\$34.62

(1) Dollar figures within table illustrate the price that Korn/Ferry stock must attain prior to the expiration date of the replacement option or SAR for the existing option/SAR to be worth more than the replacement option/SAR.