

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)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

95-2623879
(I.R.S. Employer
Identification No.)

1900 Avenue of the Stars, Suite 2600
Los Angeles, California 90067
(Address, including Zip Code, and Telephone Number,
including Area Code, of Registrant's Principal Executive Offices)

KORN/FERRY INTERNATIONAL PERFORMANCE AWARD PLAN
(Full Title of Plan)

Gary D. Burnison
1900 Avenue of the Stars, Suite 2600
Los Angeles, California 90067
(310) 552-1834
(Name, address, zip code, and telephone number,
including area code, of agent for service)

Copy to:
Timothy J. Hart, Esq.
Gibson, Dunn & Crutcher LLP
2029 Century Park East
Los Angeles, California 90067-3026

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share*	Proposed Maximum Aggregate Offering Price*	Amount of Registration Fee
Common Stock, par value \$0.01 per share	3,000,000	\$ 16.57	\$ 49,695,000	\$ 1,525.64

* 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 "Registrant") as reported on The New York Stock Exchange on September 21, 2007.

EXPLANATORY STATEMENT

Pursuant to General Instruction E to Form S-8, this Registration Statement registers additional securities of the same class as other securities for which a registration statement, also filed on Form S-8 and relating to the Korn/Ferry 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, information required to be in the Registration Statement that is not in the earlier registration statements, the required opinions and consents, and the signature page.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

This Registration Statement hereby incorporates by reference the contents of the Registrant's earlier registration statements on Form S-8, Registration No. 333-73147 filed with the Securities and Exchange Commission (the "Commission") on March 1, 1999 and the post-effective amendment to that Form S-8 filed with the Commission on October 26, 1999 and the Registration No. 333-49580 filed with the Commission on November 9, 2000. After giving effect to this filing, an aggregate of 16,000,000 shares of the Registrant's Common Stock will have been registered for issuance pursuant to the Korn/Ferry International Performance Award Plan. In addition, the following documents filed with the Commission are hereby incorporated by reference into this Registration Statement:

- a) the Registrant's Annual Report on Form 10-K for the fiscal year ended April 30, 2007, filed with the Commission on June 29, 2007;
- b) the Registrant's Quarterly Report on Form 10-Q for the quarterly period ended July 31, 2007 filed with the Commission on September 10, 2007;
- c) the Registrant's Current Report on Form 8-K filed with the Commission on June 11, 2007; and
- d) the description of the Registrant's Common Stock contained in the Registrant's Registration Statement filed with the Commission on November 3, 2000 on Form S-3 pursuant to Section 12 of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement contained herein or in a document, all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or amended, to constitute a part of this Registration Statement.

Item 8. Exhibits.

See the attached Exhibit Index that follows the signature page.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 27th day of September, 2007.

KORN/FERRY INTERNATIONAL

By: /s/ Gary D. Burnison
Gary D. Burnison
Chief Executive Officer and Director

We, the undersigned officers and directors of Korn/Ferry International, do hereby constitute and appoint Peter L. Dunn and Gary D. Burnison, 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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Paul C. Reilly</u> Paul C. Reilly	Chairman of the Board	September 27, 2007
<u>/s/ Gary D. Burnison</u> Gary D. Burnison	Chief Executive Officer and Director	September 27, 2007
<u>/s/ James E. Barlett</u> James E. Barlett	Director	September 27, 2007
<u>/s/ Frank V. Cahouet</u> Frank V. Cahouet	Director	September 27, 2007
<u>/s/ Patti S. Hart</u> Patti S. Hart	Director	September 27, 2007

Signature	Title	Date
<u>/s/ Edward D. Miller</u> Edward D. Miller	Director	September 27, 2007
<u>/s/ Ihno Schneevoigt</u> Ihno Schneevoigt	Director	September 27, 2007
<u>/s/ Gerhard Schulmeyer</u> Gerhard Schulmeyer	Director	September 27, 2007
<u>/s/ Ken Whipple</u> Ken Whipple	Director	September 27, 2007
<u>/s/ Harry L. You</u> Harry L. You	Director	September 27, 2007

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of Gibson, Dunn & Crutcher LLP as to the validity of the Common Stock.
23.1	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm
23.2	Consent of Counsel (included in Exhibit 5.1).
24	Power of Attorney (included on signature page).

September 27, 2007

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(310) 552-8500

Korn/Ferry International
1900 Avenue of the Stars, Suite 2600
Los Angeles, CA 90067

Re: Korn/Ferry International
Registration Statement on Form S-8

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8, (the "Registration Statement"), of Korn/Ferry International, a Delaware corporation (the "Company"), filed with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), in connection with the offering by the Company of up to 3,000,000 shares of the Company's common stock, par value \$0.01 per share, (the "Shares").

We have examined the originals, or photostatic or certified copies, of such records of the Company and certificates of officers of the Company and of public officials and such other documents as we have deemed relevant and necessary as the basis for the opinions set forth below. In our examination, we have assumed the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies.

Based upon the foregoing examination and in reliance thereon, and subject to the assumptions stated and in reliance on statements of fact contained in the documents that we have examined, we are of the opinion that the Shares, when issued against payment therefore, will be validly issued, fully paid and non-assessable.

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission.

Very truly yours,

/s/ Gibson, Dunn & Crutcher LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Korn/Ferry International Performance Award Plan of our reports dated June 26, 2007, with respect to the consolidated financial statements of Korn/Ferry International (the Company) included in its Annual Report (Form 10-K) for the year ended April 30, 2007, the Company management's assessment of the effectiveness of internal control over financial reporting, and the effectiveness of internal control over financial reporting of the Company, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Los Angeles, California
September 25, 2007