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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 12, 2007

KORN/FERRY INTERNATIONAL

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-14505
(Commission File Number)

95-2623879
(IRS Employer
Identification No.)

1900 Avenue of the Stars, Suite 2600
Los Angeles, California
(Address of principal executive offices)

90067
(Zip Code)

Registrant's telephone number, including area code: c/o (310) 552-1834

Not Applicable
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

Korn/Ferry International issued a press release today announcing that it has hired Stephen Giusto as its Executive Vice President and Chief Financial Officer, with his employment effective November 1, 2007.

Appointment of New Chief Financial Officer

On October 12, 2007, Korn/Ferry International announced that Stephen Giusto had been named its Chief Financial Officer, effective November 1, 2007. In this capacity Mr. Giusto will serve as Korn/Ferry International's principal financial officer, following Gary Burnison who previously served as Korn/Ferry International's CFO and is currently its CEO since July 1, 2007.

Mr. Giusto joins Korn/Ferry International from Resources Global Professionals, where he served as Chief Financial Officer and Executive Vice President of Corporate Development. Prior to co-founding Resources Global Professionals in 1996 as a subsidiary of Deloitte & Touche, Mr. Giusto held various positions in Deloitte & Touche's Real Estate practice. Mr. Giusto was admitted to the Deloitte & Touche partnership in 1996. Mr. Giusto graduated with a Bachelor in Science degree in Business Administration from Cal Poly San Luis Obispo in 1985, and is a Certified Public Accountant.

Pursuant to the terms of his employment agreement with Korn/Ferry International, which was approved by the Compensation Committee on October 9, 2007, Mr. Giusto will receive an annual base salary of \$400,000, and is eligible for an annual target cash incentive award equal to 100% of base salary with the ability to earn additional amounts up to a maximum cash award equal to 200% of base salary. Upon commencing employment, Mr. Giusto will receive an initial, one-time equity grant of 17,000 shares of restricted stock which will vest in three equal annual installments from the effective date of grant of November 1, 2007.

Mr. Giusto will also have the opportunity to receive long-term incentives comprised of 50% time-vested restricted shares and 50% performance shares. The expected value of the time-vested restricted shares is equivalent to 100% of Mr. Giusto's base salary, vesting ratably over 4 years. The expected value of the performance shares' target award is equivalent to 100% of Mr. Giusto's base salary at the start of the 3-year performance cycle.

In the event that Mr. Giusto's employment is terminated by Korn/Ferry International without "cause", or by Mr. Giusto for "good reason" prior to a change in control or more than 12 months after a change in control, Korn/Ferry International will pay Mr. Giusto severance payments equal to his pro rata annual target bonus, one time salary and target bonus paid over 12 months, vesting of equity that would have vested in the following 12 months, performance shares, and COBRA reimbursements.

In the event that Mr. Giusto's employment is terminated by Korn/Ferry International without "cause" or by Mr. Giusto for "good reason" within 12 months following a change in control, Korn/Ferry International will pay Mr. Giusto severance payments equal to his pro rata annual target bonus, one and one-half times salary and target bonus paid over 12 months, vesting of all equity, performance shares, and COBRA reimbursements.

A copy of the Press Release announcing the appointment of Mr. Giusto is attached as Exhibit 99.1 to this current report and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated October 12, 2007 announcing employment of new chief financial officer

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: October 12, 2007

KORN/FERRY INTERNATIONAL

/s/ Peter L. Dunn

(Signature)

Name: Peter L. Dunn

Title: General Counsel



MEDIA CONTACT:

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KORN/FERRY NAMES STEPHEN GIUSTO AS CHIEF FINANCIAL OFFICER

LOS ANGELES, October 12, 2007 — Korn/Ferry International (NYSE:KFY), a premier global provider of talent management solutions, today announced that Stephen Giusto has joined the firm as Executive Vice President and Chief Financial Officer. Since 1999 Mr. Giusto has served as Chief Financial Officer of Resources Connection, Inc. (NASDAQ:RECN), a global professional services firm. At Korn/Ferry, Mr. Giusto assumes the position previously held by Gary D. Burnison, who was appointed Chief Executive Officer in July 2007.

“Steve has a proven track record in building and scaling a publicly-traded professional services firm, and we are confident he will help us achieve our growth targets as a true talent management solutions provider,” said Mr. Burnison.

Mr. Giusto co-founded Resources Connection in 1996 and was appointed CFO in 1999. Prior to Resources Connection, Mr. Giusto was a partner in the real estate practice of Deloitte & Touche LLP.

Mr. Giusto will be based in Korn/Ferry’s headquarter offices in Los Angeles, and will report directly to Mr. Burnison. In his new role he will oversee all aspects of the company’s finance and accounting, including financial reporting and investor relations, as well as managing the company’s balance sheet, capital structure, and reporting and control mechanisms.

About Korn/Ferry International

Korn/Ferry International, with more than 80 offices in 39 countries, is a premier global provider of talent management solutions. Based in Los Angeles, the firm delivers an array of solutions that help clients to identify, deploy, develop, retain and reward their talent. For more information on the Korn/Ferry International family of companies, visit www.kornferry.com.

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