

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

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**FORM 8-K**

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**CURRENT REPORT**

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

**Date of Report (Date of earliest event reported): November 28, 2012**

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**KORN/FERRY INTERNATIONAL**

(Exact Name of Registrant as Specified in its Charter)

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**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: (310) 552-1834**

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

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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.**

- (d) On November 28, 2012, the Board of Directors (the “Board”) of Korn/Ferry International, a Delaware corporation (the “Company”), elected Jerry Leamon as a director of the Company to fill the existing vacancy created by the retirement of former director Kenneth Whipple. The Board also appointed Mr. Leamon to replace George T. Shaheen on the Audit Committee of the Board. Mr. Leamon will serve as a Class 2015 Director until the earlier of (i) the Company’s 2015 Annual Meeting of Stockholders and the election and qualification of his successor and (ii) his death, resignation or removal from the Board. There are no arrangements or understandings between Mr. Leamon and any other persons pursuant to which he was selected as a director. There is no information that is required to be disclosed with respect to Mr. Leamon pursuant to Item 404(a) of Regulation S-K.

As a non-employee director, Mr. Leamon will receive the standard compensation amounts (pro-rated for the portion of fiscal year 2013 coinciding with Mr. Leamon’s Board service) payable to non-employee directors of the Company, as described in the Company’s 2012 Proxy Statement, filed with the Securities and Exchange Commission on August 27, 2012.

The Company issued a press release announcing the appointment of Mr. Leamon to the Company’s Board on December 3, 2012. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated into this Item 5.02 by this reference.

**Item 9.01. Financial Statements and Exhibits.**

- (d) Exhibits

Exhibit 99.1 Press Release dated December 3, 2012

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**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.

**KORN/FERRY INTERNATIONAL**

(Registrant)

Date: December 3, 2012

/s/ Robert P. Rozek

(Signature)

Name: Robert P. Rozek

Title: Executive Vice President and Chief Financial Officer



KORN/FERRY INTERNATIONAL

# NEWS

**MEDIA CONTACTS**

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[dan.gugler@kornferry.com](mailto:dan.gugler@kornferry.com)**KORN/FERRY INTERNATIONAL  
ANNOUNCES JERRY LEAMON AND WILLIAM FLOYD AS NEW DIRECTORS**

**LOS ANGELES, Dec. 3, 2012** – Korn/Ferry International (NYSE:KFY), a premier global provider of talent management solutions, today announced that it has appointed Jerry P. Leamon as Director of the Company’s Board to fill the existing vacancy created by the retirement of former Director Kenneth Whipple. The Board also appointed Mr. Leamon to serve on the Audit Committee of the Board. Mr. Leamon joins William R. Floyd, who was also recently elected to Korn/Ferry’s Board of Directors and appointed to serve on the Compensation and Personnel Committee of the Board.

“Jerry and Bill bring a new dimension of talent and skill to the Korn/Ferry Board that are a strong fit for the firm,” said Gary D. Burnison, Chief Executive Officer of Korn/Ferry International. “Their diverse backgrounds, and the makeup of our Board overall, are well aligned to Korn/Ferry’s vision as the premier talent solutions advisory in the world.”

“I am pleased to welcome Jerry and Bill to Korn/Ferry’s Board of Directors,” said George Shaheen, Non Executive Chairman of the Korn/Ferry Board of Directors. “Their forward thinking, vast global experience and deep knowledge of the issues pertinent to the direction of Korn/Ferry will be a great addition to the Board and our strategy moving forward.”

Mr. Leamon brings nearly 40 years of global professional services experience to Korn/Ferry, including 30 years of service as a partner at Deloitte & Touche LLP, where from 1996 until 2011 he served as a Global Managing Partner of Deloitte. For 12 years he served on the Board of Directors of Deloitte’s global organization and for six years on the Board of Directors of Deloitte’s U.S. member firm.

Mr. Leamon holds a B.B.A. in Accounting from the University of Cincinnati and a CPA certification.

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Mr. Floyd has over 30 years of experience in service industries, including restaurants, lodging and healthcare. His prior positions include, among others, Chairman and Chief Executive Officer of Physiotherapy Associates, Chairman, President and CEO of Beverly Enterprises, Inc., President and Chief Executive Officer of Choice Hotels International, Inc. and various executive positions with PepsiCo, Inc.'s restaurant group, including as Chief Operating Officer of Kentucky Fried Chicken and Taco Bell Corp.

Mr. Floyd also recently served as Chairman of the Board of Buffet Holdings, Inc., which through its subsidiaries, owns and operates a chain of restaurants in the United States.

Mr. Floyd holds an M.B.A. in Marketing and Finance from the Wharton School of the University of Pennsylvania, and a B.A. from the University of Pennsylvania.

**About Korn/Ferry International**

Korn/Ferry International is a premier global provider of talent management solutions, with a presence throughout the Americas, Asia Pacific, Europe, the Middle East and Africa. The firm delivers services and solutions that help clients cultivate greatness through the attraction, engagement, development and retention of their talent. Visit [www.kornferry.com](http://www.kornferry.com) for more information on Korn/Ferry International, and [www.kornferryinstitute.com](http://www.kornferryinstitute.com) for thought leadership, intellectual property, and research.

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