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

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No. 1)**

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement
- ☐ **CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY (AS PERMITTED BY RULE 14a-6(e)(2))**
- ☒ Definitive Proxy Statement
- ☐ Definitive Additional Materials
- ☐ Soliciting Material Pursuant to §240.14a-12

Korn/Ferry International



(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☒ **No fee required.**
- ☐ **Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.**

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

☐ **Fee paid previously with preliminary materials.**

☐ **Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.**

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

EXPLANATORY NOTE

Korn/Ferry International (the “Company”) is filing this amendment to its definitive proxy statement to reflect changes to the proxy card. The voting options for Proposal No. 1 have been updated to include a “for,” “against” and “abstain” option. No other changes have been made to the previously filed definitive proxy statement, which was filed with the Securities and Exchange Commission on August 14, 2015.

The Company will treat any “withhold” votes with respect to Proposal No. 1 that were submitted using the Company’s prior proxy card as “against” votes. Any stockholder who previously submitted a proxy and would like to submit a new proxy using the updated voting options may do so by:

- (1) Submitting a later dated proxy by:
 - Telephone (no later than 11:59 p.m. Eastern time on September 23, 2015) by calling 1-800-690-6903;
 - Internet (no later than 11:59 p.m. Eastern time on September 23, 2015) by visiting www.proxyvote.com; or
 - Mail (the new proxy card must be received by the Company before the polls close at the 2015 Annual Meeting of Stockholders); or
- (2) Attending the 2015 Annual Meeting of Stockholders and voting in person.

KORN/FERRY INTERNATIONAL
1900 AVENUE OF THE STARS
SUITE 2600
LOS ANGELES, CA 90067

VOTE BY INTERNET - www.proxyvote.com

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time on September 23, 2015. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time on September 23, 2015. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

M95599-P68838

KEEP THIS PORTION FOR YOUR RECORDS
DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

KORN/FERRY INTERNATIONAL

The Board of Directors recommends you vote **FOR** the following:

1. Election of Directors

Nominees:

	For	Against	Abstain
01) Doyle N. Beneby	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
02) Gary D. Burnison	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
03) William R. Floyd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
04) Christina A. Gold	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against	Abstain
05) Jerry P. Leamon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
06) Debra J. Perry	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
07) George T. Shaheen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
08) Harry L. You	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Board of Directors recommends you vote **FOR** proposals 2 and 3.

2. Proposal to approve the advisory (non-binding) resolution regarding the Company's executive compensation.

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

3. Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the Company's 2016 fiscal year.

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

<input type="text"/>	<input type="text"/>
Signature [PLEASE SIGN WITHIN BOX]	Date

<input type="text"/>	<input type="text"/>
Signature (Joint Owners)	Date

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:
The Annual Report and Notice and Proxy Statement are available at www.proxyvote.com.

M95600-P68838

**KORN/FERRY INTERNATIONAL
2015 Annual Meeting of Stockholders
September 24, 2015 8:00 AM
This proxy is solicited by the Board of Directors**

The undersigned hereby appoints Gary D. Burnison and Robert P. Rozek, and each of them, with power to act without the other and with power of substitution, as proxies and attorneys-in-fact and hereby authorizes them to represent and vote, as provided on the other side, all the shares of Korn/Ferry International (the "Company") common stock which the undersigned is entitled to vote and, in their discretion, to vote upon such other business as may properly come before the 2015 Annual Meeting of Stockholders of the Company to be held September 24, 2015 or any adjournment thereof, with all powers which the undersigned would possess if present at the Meeting.

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED. IF NO DIRECTION IS MADE BUT THE CARD IS SIGNED, THIS PROXY CARD WILL BE VOTED "FOR" THE ELECTION OF ALL NOMINEES UNDER PROPOSAL 1, "FOR" PROPOSALS 2 AND 3, AND IN THE DISCRETION OF THE PROXIES WITH RESPECT TO SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING.

Continued and to be signed on reverse side