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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 10-Q

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- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended January 31, 2008

or

- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 001-14505

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**KORN/FERRY INTERNATIONAL**

(Exact name of registrant as specified in its charter)

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Delaware  
(State of other jurisdiction  
of incorporation or organization)

95-2623879  
(I.R.S. Employer  
Identification Number)

1900 Avenue of the Stars, Suite 2600, Los Angeles, California 90067  
(Address of principal executive offices) (Zip code)

(310) 552-1834  
(Registrant's telephone number, including area code)

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Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The number of shares outstanding of our common stock as of March 7, 2008 was 46,388,043.

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**KORN/FERRY INTERNATIONAL AND SUBSIDIARIES**  
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**PART I. FINANCIAL INFORMATION**

**Item 1. Condensed Financial Statements**

**KORN/FERRY INTERNATIONAL AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
(in thousands, except per share amounts)

	<u>As of</u> <u>January 31,</u> <u>2008</u> <u>(unaudited)</u>	<u>As of</u> <u>April 30,</u> <u>2007</u>
<b>ASSETS</b>		
Cash and cash equivalents	\$ 223,654	\$ 232,531
Marketable securities	74,691	91,736
Receivables due from clients, net of allowance for doubtful accounts of \$14,062 and \$9,822, respectively	139,965	107,751
Income tax and other receivables	5,987	6,357
Deferred income taxes	10,074	9,524
Prepaid expenses	<u>18,864</u>	<u>16,861</u>
Total current assets	473,235	464,760
Property and equipment, net	31,138	25,999
Cash surrender value of company owned life insurance policies, net of loans	79,458	76,478
Deferred income taxes	46,065	42,013
Goodwill	139,392	124,268
Intangible assets, net	15,638	18,040
Investments and other	<u>10,736</u>	<u>9,933</u>
Total assets	<u>\$ 795,662</u>	<u>\$ 761,491</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Accounts payable	\$ 12,104	\$ 10,383
Income taxes payable	24,468	22,432
Compensation and benefits payable	148,387	158,145
Other accrued liabilities	<u>35,385</u>	<u>38,529</u>
Total current liabilities	220,344	229,489
Deferred compensation and other retirement plans	104,144	91,360
Other liabilities	<u>5,831</u>	<u>7,687</u>
Total liabilities	<u>330,319</u>	<u>328,536</u>
Stockholders' equity:		
Common stock: \$0.01 par value, 150,000 shares authorized, 54,226 and 52,323 shares issued and 46,374 and 47,174 shares outstanding, respectively	388,370	400,126
Retained earnings	79,268	32,344
Unearned restricted stock compensation	(34,675)	(19,567)
Accumulated other comprehensive income	<u>32,927</u>	<u>20,605</u>
Stockholders' equity	465,890	433,508
Less: Notes receivable from stockholders	<u>(547)</u>	<u>(553)</u>
Total stockholders' equity	<u>465,343</u>	<u>432,955</u>
Total liabilities and stockholders' equity	<u>\$ 795,662</u>	<u>\$ 761,491</u>

The accompanying notes are an integral part of these condensed consolidated financial statements.

**KORN/FERRY INTERNATIONAL AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF INCOME**  
(in thousands, except per share amounts)  
(unaudited)

	Three Months Ended January 31,		Nine Months Ended January 31,	
	2008	2007	2008	2007
Fee revenue	\$ 201,156	\$ 165,239	\$ 582,366	\$ 473,720
Reimbursed out-of-pocket engagement expenses	10,935	8,269	32,826	25,721
Total revenue	212,091	173,508	615,192	499,441
Compensation and benefits	138,594	112,343	391,984	318,852
General and administrative expenses	35,255	26,806	101,168	79,431
Out-of-pocket engagement expenses	14,250	10,394	42,664	31,040
Depreciation and amortization	2,812	2,557	7,701	7,214
Total operating expenses	190,911	152,100	543,517	436,537
Operating income	21,180	21,408	71,675	62,904
Interest and other income, net	5,025	3,212	9,769	7,375
Interest expense	1,248	2,548	3,695	7,664
Income before provision for income taxes and equity in earnings of unconsolidated subsidiaries	24,957	22,072	77,749	62,615
Provision for income taxes	9,353	8,100	29,753	23,184
Equity in earnings of unconsolidated subsidiaries, net	652	758	2,469	2,528
Net income	<u>\$ 16,256</u>	<u>\$ 14,730</u>	<u>\$ 50,465</u>	<u>\$ 41,959</u>
Basic earnings per common share	<u>\$ 0.38</u>	<u>\$ 0.37</u>	<u>\$ 1.14</u>	<u>\$ 1.07</u>
Basic weighted average common shares outstanding	<u>43,247</u>	<u>39,650</u>	<u>44,273</u>	<u>39,229</u>
Diluted earnings per common share	<u>\$ 0.37</u>	<u>\$ 0.33</u>	<u>\$ 1.10</u>	<u>\$ 0.95</u>
Diluted weighted average common shares outstanding	<u>44,303</u>	<u>47,449</u>	<u>45,839</u>	<u>46,860</u>

The accompanying notes are an integral part of these condensed consolidated financial statements.

**KORN/FERRY INTERNATIONAL AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(in thousands)  
(unaudited)

	Nine Months Ended	
	January 31,	
	2008	2007
Cash from operating activities:		
Net income	\$ 50,465	\$ 41,959
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	7,701	7,214
Stock compensation expense	1,929	4,377
Amortization of discount on convertible securities	—	590
Loss on disposition of property and equipment	130	171
Provision for doubtful accounts	9,332	6,797
Gain on cash surrender value of life insurance policies	(1,908)	(3,690)
Realized gains on marketable securities	(4,013)	(1,835)
Deferred income taxes	(8,143)	(6,287)
Non-cash compensation arrangements	10,002	5,914
Change in other assets and liabilities, net of effect of acquisitions:		
Deferred compensation	12,784	13,410
Receivables	(41,176)	(39,358)
Prepaid expenses	(2,003)	(1,137)
Investment in unconsolidated subsidiaries	(3,123)	(2,843)
Income taxes payable	1,750	11,313
Accounts payable and accrued liabilities	(7,745)	(3,575)
Other	(2,277)	(2,328)
Net cash provided by operating activities	<u>23,705</u>	<u>30,692</u>
Cash from investing activities:		
Purchase of property and equipment	(12,849)	(8,249)
Sales (Purchase) of marketable securities, net	16,023	(14,529)
Cash paid for acquisitions, net of cash acquired	(4,260)	(23,786)
Premiums on life insurance policies	(1,525)	(1,534)
Dividends received from unconsolidated subsidiaries	2,782	2,178
Net cash provided by (used in) investing activities	<u>171</u>	<u>(45,920)</u>
Cash from financing activities:		
Payments on life insurance policy loans	(1,012)	—
Borrowings under life insurance policies	1,464	1,347
Purchase of common stock	(62,617)	(25,937)
Proceeds from issuance of common stock upon exercise of employee stock options and in connection with an employee stock purchase plan	17,177	19,616
Tax benefit from exercise of stock options	3,473	6,258
Receipts on stockholders' notes	6	5
Net cash (used in) provided by financing activities	<u>(41,509)</u>	<u>1,289</u>
Effect of exchange rates on cash and cash equivalents	<u>8,756</u>	<u>1,516</u>
Net decrease in cash and cash equivalents during the period	(8,877)	(12,423)
Cash and cash equivalents at beginning of the period	<u>232,531</u>	<u>211,768</u>
Cash and cash equivalents at end of the period	<u>\$ 223,654</u>	<u>\$ 199,345</u>

The accompanying notes are an integral part of these condensed consolidated financial statements.

**KORN/FERRY INTERNATIONAL AND SUBSIDIARIES**  
**NOTES TO UNAUDITED CONDENSED CONSOLIDATED STATEMENTS**  
**(in thousands, except per share amounts)**

**1. Summary of Significant Accounting Policies**

*Basis of Presentation*

The condensed consolidated financial statements for the three and nine months ended January 31, 2008 and 2007 include the accounts of Korn/Ferry International and all of its wholly and majority owned/controlled domestic and international subsidiaries (collectively, the "Company"). The condensed consolidated financial statements are unaudited, but include all adjustments, consisting of normal recurring accruals and any other adjustments that management considers necessary for a fair presentation of the results for these periods. These financial statements have been prepared consistently with the accounting policies described in the Company's Annual Report on Form 10-K for the fiscal year ended April 30, 2007 (the "Annual Report") and should be read together with the Annual Report.

*Critical Accounting Policies and Use of Estimates*

The preparation of financial statements in conformity with U.S. generally accepted accounting principles ("GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. As a result, actual results could differ from these estimates. The most significant areas that require management judgment are revenue recognition, deferred compensation and the carrying values of goodwill, other intangible assets and deferred income taxes.

*Cash and Cash Equivalents*

The Company considers cash equivalents to be only those investments which are highly liquid, readily convertible and mature within three months from the date of purchase.

*Available-for-Sale Securities*

The Company considers its marketable securities as available-for-sale as defined in Statement of Financial Accounting Standards ("SFAS") No. 115, "Accounting for Certain Investments in Debt and Equity Securities" ("SFAS No. 115"). These investments are recorded at fair value and are classified as marketable securities in the accompanying consolidated balance sheets as of January 31, 2008 and April 30, 2007. The changes in fair values, net of applicable taxes, are recorded as unrealized gains (losses) as a component of accumulated other comprehensive income in stockholders' equity. Investments are made based on the Company's investment policy which restricts the types of investments that can be made.

*Stock-Based Compensation*

The Company has employee compensation plans under which various types of stock-based instruments are granted. These instruments, as more fully described below, principally include stock options, stock appreciation rights ("SARs"), restricted stock, and an Employee Stock Purchase Plan ("ESPP"). The Company accounts for stock-based instruments in accordance with Statement of Financial Accounting Standards No. 123(R), "Share-Based Payment" ("SFAS No. 123(R)").

**KORN/FERRY INTERNATIONAL AND SUBSIDIARIES**  
**NOTES TO UNAUDITED CONDENSED CONSOLIDATED STATEMENTS—(Continued)**  
(in thousands, except per share amounts)

The following table reflects the components of stock-based compensation expense recognized in the Company's condensed consolidated statements of income for the three and nine months ended January 31, 2008 and 2007:

	Three Months Ended		Nine Months Ended	
	January 31,		January 31,	
	2008	2007	2008	2007
Stock options and SARs	\$ 238	\$ 1,230	\$ 1,265	\$ 4,007
Restricted stock	3,518	2,350	10,357	6,021
Employee Stock Purchase Plan	125	114	399	346
Total stock-based compensation expense, pre-tax	3,881	3,694	12,021	10,374
Tax benefit from stock-based compensation expense	(1,417)	(1,395)	(4,388)	(4,022)
Total stock-based compensation expense, net of tax	<u>\$ 2,464</u>	<u>\$ 2,299</u>	<u>\$ 7,633</u>	<u>\$ 6,352</u>

The Company uses the Black-Scholes option valuation model to estimate the grant date fair value of employee stock options. The expected volatility reflects the consideration of the historical volatility in the Company's publicly traded instruments during the period the option is granted. The Company believes historical volatility in these instruments is more indicative of expected future volatility than the implied volatility in the price of the Company's common stock. The expected life of the option is estimated using historical data to estimate the expected life of the options. The risk-free interest rate is based on the U.S. Treasury zero-coupon issue with a remaining term approximating the expected term of the options. The Company uses historical data to estimate forfeiture rates applied to the gross amount of expense determined using the option valuation model. The assumptions used to estimate the fair value of the stock options using the Black-Scholes option valuation model were as follows for the nine months ended January 31, 2008 and 2007:

	Nine Months Ended	
	January 31,	
	2008	2007
Expected volatility	44.42%	48.05%
Risk-free interest rate	4.60%	4.95%
Expected option life (in years)	4.00	4.00
Expected dividend yield	0.00%	0.00%

The Black-Scholes option pricing model was developed for use in estimating the fair value of traded options. The assumptions used in option valuation models are highly subjective, particularly the expected stock price volatility of the underlying stock.

*Stock Option Plans*

The Company's employee stock option plans provide for option grants designated as either nonqualified, incentive stock options or SARs. Options granted to officers, non-employee directors and other key employees generally vest over a three to five year period, and generally expire ten years from the date of grant. Key employees are eligible to receive a grant of stock options annually with the number of options determined by the employee's performance level. In addition, certain key management periodically receives stock option or restricted stock grants upon commencement of employment.

**KORN/FERRY INTERNATIONAL AND SUBSIDIARIES**  
**NOTES TO UNAUDITED CONDENSED CONSOLIDATED STATEMENTS—(Continued)**  
(in thousands, except per share amounts)

Stock option and SARs information during the nine months ended January 31, 2008 is as follows:

	Options (in thousands)	Weighted- average exercise price	Weighted- average remaining contractual life (Yrs)	Aggregate intrinsic value
Outstanding at April 30, 2007	4,738	\$ 14.52		
Granted	6	21.11		
Exercised	(1,066)	13.40		
Forfeited/expired	(68)	19.02		
Outstanding at January 31, 2008	<u>3,610</u>	<u>\$ 14.78</u>	<u>5.0</u>	<u>\$ 11,821</u>
Exercisable at January 31, 2008	<u>3,277</u>	<u>\$ 14.37</u>	<u>4.7</u>	<u>\$ 11,821</u>

Included in the table above are 61 SARs outstanding and exercisable at January 31, 2008 with a weighted-average exercise price of \$12.42. As of January 31, 2008, there was \$1,519 of total unrecognized compensation cost related to nonvested awards of stock options and SARs. That cost is expected to be recognized over a weighted-average period of 1.5 years. For stock option awards subject to graded vesting, we recognize the total compensation cost on a straight-line basis over the service period for the entire award.

Additional information pertaining to stock options:

	Three Months Ended January 31,		Nine Months Ended January 31,	
	2008	2007	2008	2007
Weighted average fair value of stock options granted	\$ 7.24	\$ 9.83	\$ 8.77	\$ 9.04
Total fair value of stock options and SARs vested	32	109	3,966	9,579
Total intrinsic value of stock options exercised	528	5,694	12,304	16,893
Total intrinsic value of SARs paid	—	70	—	232

*Restricted Stock*

The Company grants restricted stock to executive officers and other senior employees generally vesting over a three to four year period. Restricted stock is granted at a price equal to the fair market value of the common stock on the date of grant. Employees may receive restricted stock annually in conjunction with the Company's performance review as well as throughout the year upon commencement of employment. The fair values of restricted stock shares are determined based on the closing price of the Company's common stock on the grant dates.

Information regarding our restricted stock during the nine months ended January 31, 2008 is as follows:

	Shares (in thousands)	Weighted- average grant date fair value
<b>Nonvested shares</b>		
Nonvested at April 30, 2007	1,356	\$ 19.26
Granted	1,113	24.79
Vested	(476)	19.71
Forfeited	(25)	23.48
Nonvested at January 31, 2008	<u>1,968</u>	<u>\$ 22.27</u>



**KORN/FERRY INTERNATIONAL AND SUBSIDIARIES**  
**NOTES TO UNAUDITED CONDENSED CONSOLIDATED STATEMENTS—(Continued)**  
**(in thousands, except per share amounts)**

As of January 31, 2008, there was \$34,675 of total unrecognized compensation cost related to nonvested awards of shares of restricted stock. That cost is expected to be recognized over a weighted-average period of three years. For restricted stock awards subject to graded vesting, the Company recognizes the total compensation cost on a straight-line basis over the service period for the entire award. In the three and nine months ended January 31, 2008, one and 159 restricted stock shares totaling \$20 and \$4,165, respectively, were repurchased by the Company at the option of the employee to pay for taxes on restricted stock shares vesting in the periods. In the three and nine months ended January 31, 2007, one and 71 restricted shares totaling \$13 and \$1,394, respectively, were repurchased to pay for taxes on restricted stock shares vesting in the periods.

*Employee Stock Purchase Plan*

In October 2003, the Company implemented an ESPP that, in accordance with Section 423 of the Internal Revenue Code, allows eligible employees to authorize payroll deductions of up to 15% of their salary to purchase shares of the Company's common stock at 85% of the fair market price of the common stock on the last day of the enrollment period. The maximum number of shares of common stock reserved for ESPP issuance is 1,500, subject to adjustment for certain changes in the Company's capital structure and other extraordinary events. During the three months ended January 31, 2008 and 2007, employees purchased 78 shares at \$16.00 per share, and 57 shares at \$19.52 per share, respectively. During the nine months ended January 31, 2008 and 2007, employees purchased 151 shares at \$19.06 per share, and 142 shares at \$17.81 per share, respectively. At January 31, 2008, the ESPP had approximately 800 shares available for future issuance.

*Common Stock*

The Company issued approximately 80 and 1,066 common shares as a result of the exercise of stock options, and 78 and 151 common shares in conjunction with the Company's ESPP, in the three and nine months ended January 31, 2008, respectively. The Company issued approximately 465 and 1,560 common shares as a result of the exercise of stock options and 57 and 142 common shares in conjunction with the Company's ESPP in the three and nine months ended January 31, 2007, respectively.

*Reclassifications*

Certain prior period amounts have been reclassified to conform to the current period presentation.

*New Accounting Standards*

In July 2006, the Financial Accounting Standards Board ("FASB") issued FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes" ("FIN 48"). The Company adopted FIN 48 as of May 1, 2007. FIN 48 clarifies the accounting for income taxes by prescribing a minimum threshold for benefit recognition of a tax position for financial reporting purposes. FIN 48 also establishes tax accounting rules for measurement, classification, interest and penalties, disclosure and interim period accounting. As a result of the adoption of FIN 48, the Company recorded a cumulative effect adjustment which reduced retained earnings by \$3,500. As of January 31, 2008, the Company had gross unrecognized benefits of \$10,700, which would impact the effective tax rate if recognized. Interest and penalties related to income tax matters are recorded to income tax expense. As of January 31, 2008, the Company accrued interest related to FIN 48 of \$500. The Company's Federal and state tax return filings remain subject to examination until 2010 and 2011, respectively.

In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements" ("SFAS No. 157"). This statement defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. The statement emphasizes that fair value is a market-based measurement, not an entity-specific measurement and establishes a fair value hierarchy. This statement also clarifies how the assumptions of risk and the effect of restrictions on sales or use of an asset effect the valuation. SFAS No. 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. Early adoption is permitted. The Company is assessing the impact this statement will have on its results of operations and financial position.

In February, 2007, FASB issued SFAS No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities" ("SFAS No. 159") including an amendment of SFAS No. 115. This statement provides companies with an option to report selected financial assets and liabilities at fair value. This statement is effective for fiscal years beginning after November 15, 2007, with early adoption permitted. The Company is assessing the impact this statement will have on its results of operations and financial position.

**KORN/FERRY INTERNATIONAL AND SUBSIDIARIES**  
**NOTES TO UNAUDITED CONDENSED CONSOLIDATED STATEMENTS—(Continued)**  
(in thousands, except per share amounts)

**2. Basic and Diluted Earnings Per Share**

Basic earnings per common share (“basic EPS”) was computed by dividing net income by the weighted average number of common shares outstanding. Diluted earnings per common share (“diluted EPS”) reflects the potential dilution that would occur if all in-the-money outstanding options or other contracts to issue common stock were exercised or converted and was computed by dividing adjusted net income, after assumed conversion of subordinated notes and preferred stock, by the weighted average number of common shares outstanding plus dilutive common equivalent shares. The following is a reconciliation of the numerator and denominator used in the computation of basic and diluted EPS:

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>January 31,</b>		<b>January 31,</b>	
	<b>2008</b>	<b>2007</b>	<b>2008</b>	<b>2007</b>
<b>Net income (Numerator):</b>				
Net income for basic EPS	\$ 16,256	\$ 14,730	\$ 50,465	\$ 41,959
Interest expense on convertible securities, net of related tax effects	36	785	109	2,354
Net income for diluted EPS	<u>\$ 16,292</u>	<u>\$ 15,515</u>	<u>\$ 50,574</u>	<u>\$ 44,313</u>
<b>Shares (Denominator):</b>				
Weighted average shares for basic EPS	43,247	39,650	44,273	39,229
Effect of:				
Convertible subordinated notes	—	4,470	—	4,470
Convertible preferred stock	—	1,117	—	1,117
Warrants	84	131	117	119
Restricted stock	179	308	302	209
Stock options	790	1,770	1,135	1,715
Employee stock purchase plan	3	3	12	1
Adjusted weighted average shares for diluted EPS	<u>44,303</u>	<u>47,449</u>	<u>45,839</u>	<u>46,860</u>
<b>Basic EPS</b>	<u>\$ 0.38</u>	<u>\$ 0.37</u>	<u>\$ 1.14</u>	<u>\$ 1.07</u>
<b>Diluted EPS</b>	<u>\$ 0.37</u>	<u>\$ 0.33</u>	<u>\$ 1.10</u>	<u>\$ 0.95</u>

Assumed exercises or conversions have been excluded in computing the diluted EPS when their inclusion would be anti-dilutive.

**3. Comprehensive Income**

Comprehensive income is comprised of net income and all changes to stockholders’ equity, except those changes resulting from investments by owners (changes in paid in capital) and distributions to owners (dividends).

Total comprehensive income is as follows:

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>January 31,</b>		<b>January 31,</b>	
	<b>2008</b>	<b>2007</b>	<b>2008</b>	<b>2007</b>
Net income	\$ 16,256	\$ 14,730	\$ 50,465	\$ 41,959
Foreign currency translation adjustment	(112)	1,858	15,451	2,429
Unrealized loss on marketable securities, net of taxes	(4,488)	39	(3,129)	248
Comprehensive income	<u>\$ 11,656</u>	<u>\$ 16,627</u>	<u>\$ 62,787</u>	<u>\$ 44,636</u>

**KORN/FERRY INTERNATIONAL AND SUBSIDIARIES**  
**NOTES TO UNAUDITED CONDENSED CONSOLIDATED STATEMENTS—(Continued)**  
(in thousands, except per share amounts)

The accumulated other comprehensive income at January 31, 2008 includes foreign currency translation adjustments, unrealized gains on marketable securities and the implementation effect of SFAS No. 158, net of taxes, of \$34,765, \$(1,503) and \$(335), respectively.

**4. Marketable Securities**

As of January 31, 2008 and April 30, 2007, the Company’s marketable securities included \$49,800 and \$35,200, respectively, held in trust for settlement of the Company’s obligations under its Executive Capital Accumulation Plan (“ECAP”). See additional discussion in Note 5, Deferred Compensation, Retirement Plans and Executive Capital Accumulation Plan.

As of January 31, 2008, approximately \$24,850 of our marketable securities consisted of auction rate securities, which are variable rate debt instruments, having long-term maturities, but whose interest rates are reset through an auction process, most commonly at intervals ranging from seven to 35 days. Substantially all of our auction rate securities are high quality municipal notes or pools of students loans of which substantially all have AAA ratings or otherwise are backed by AAA rated insurance agencies or federal government agencies as of January 31, 2008. They are classified as current in the accompanying balance sheets based on their historically highly liquid nature and because these securities represent the investment of cash that is available for current operations (see Note 8).

As of October 31, 2007, we concluded that it was appropriate to classify certain of our investments previously classified as cash and cash equivalents as marketable securities. To conform to the current period presentation, we have reclassified \$56,600 from cash and cash equivalents to marketable securities as of April 30, 2007.

**5. Deferred Compensation, Retirement Plans and Executive Capital Accumulation Plan**

The Company has several deferred compensation and retirement plans for vice-presidents that provide defined benefit payments to participants based on the deferral of current compensation subject to vesting and retirement or termination provisions. The components of net periodic benefit cost are as follows:

<i>Components of net periodic benefit costs:</i>	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>January 31,</b>		<b>January 31,</b>	
	<b>2008</b>	<b>2007</b>	<b>2008</b>	<b>2007</b>
Service cost	\$ 267	\$ 303	\$ 800	\$ 908
Interest cost	835	752	2,505	2,255
Amortization of actuarial gain	(18)	13	(54)	39
Amortization of net transition obligation	53	53	159	159
<b>Net periodic benefit cost</b>	<b>\$ 1,137</b>	<b>\$ 1,121</b>	<b>\$ 3,410</b>	<b>\$ 3,361</b>

The Company has the Executive Capital Accumulation Plan (“ECAP”) which is intended to provide certain employees an opportunity to defer salary and/or bonus on a pre-tax basis, or make an after-tax contribution. The Company made \$14,500 and \$29,300 in ECAP contributions in the three and nine months ended January 31, 2008, respectively. The Company contribution vests and is generally expensed ratably over a four year period.

**6. Business Segments**

The Company operates in two global business segments: executive recruitment and Futurestep. These segments are distinguished primarily by the candidates’ level of compensation. The executive recruitment business segment is managed by geographic regional leaders. Revenue from leadership development solutions and other consulting engagements is included in executive recruitment. Futurestep’s worldwide operations are managed by the Chief Executive Officer of Futurestep. The executive recruitment geographic regional leaders and the Chief Executive Officer of Futurestep report directly to the Chief Executive Officer of the Company. The Company also operates a Corporate segment to record global expenses of the Company.

**KORN/FERRY INTERNATIONAL AND SUBSIDIARIES**  
**NOTES TO UNAUDITED CONDENSED CONSOLIDATED STATEMENTS—(Continued)**  
(in thousands, except per share amounts)

A summary of the Company's results of operations by business segment is as follows:

	Three Months Ended January 31,		Nine Months Ended January 31,	
	2008	2007	2008	2007
<b>Fee revenue:</b>				
<b>Executive recruitment:</b>				
North America	\$ 94,812	\$ 82,177	\$ 276,988	\$ 237,667
EMEA	46,292	37,872	133,072	104,878
Asia Pacific	25,322	18,608	72,639	55,169
South America	6,617	4,311	19,184	12,777
<b>Total executive recruitment</b>	<b>173,043</b>	<b>142,968</b>	<b>501,883</b>	<b>410,491</b>
<b>Futurestep</b>	<b>28,113</b>	<b>22,271</b>	<b>80,483</b>	<b>63,229</b>
<b>Total fee revenue</b>	<b>\$ 201,156</b>	<b>\$ 165,239</b>	<b>\$ 582,366</b>	<b>\$ 473,720</b>

	Three Months Ended January 31,		Nine Months Ended January 31,	
	2008	2007	2008	2007
<b>Total revenue:</b>				
<b>Executive Recruitment:</b>				
North America	\$ 99,707	\$ 86,657	\$ 292,100	\$ 252,375
EMEA	47,731	39,015	137,203	108,908
Asia Pacific	25,731	19,115	74,221	56,263
South America	6,740	4,375	19,532	13,168
<b>Total executive recruitment</b>	<b>179,909</b>	<b>149,162</b>	<b>523,056</b>	<b>430,714</b>
<b>Futurestep</b>	<b>32,182</b>	<b>24,346</b>	<b>92,136</b>	<b>68,727</b>
<b>Total revenue</b>	<b>\$ 212,091</b>	<b>\$ 173,508</b>	<b>\$ 615,192</b>	<b>\$ 499,441</b>

	Three Months Ended January 31,		Nine Months Ended January 31,	
	2008	2007	2008	2007
<b>Operating income (loss):</b>				
<b>Executive recruitment:</b>				
North America	\$ 16,167	\$ 17,428	\$ 57,346	\$ 51,286
EMEA	7,116	5,996	20,871	17,391
Asia Pacific	5,444	3,622	14,595	10,609
South America	291	231	1,836	1,329
<b>Total executive recruitment</b>	<b>29,018</b>	<b>27,277</b>	<b>94,648</b>	<b>80,615</b>
<b>Futurestep</b>	<b>2,026</b>	<b>2,252</b>	<b>5,642</b>	<b>5,141</b>
<b>Corporate</b>	<b>(9,864)</b>	<b>(8,121)</b>	<b>(28,615)</b>	<b>(22,852)</b>
<b>Total operating income</b>	<b>\$ 21,180</b>	<b>\$ 21,408</b>	<b>\$ 71,675</b>	<b>\$ 62,904</b>

**7. Acquisitions**

The Company acquired Lominger Limited, Inc., a Minnesota corporation, and Lominger Consulting, Inc., a Minnesota corporation (together referred to as the "Lominger Entities"), as well as all of the intellectual property rights of Drs. Robert W. Eichinger and Michael M. Lombardo (the co-founders of the Lominger Entities), on August 8, 2006. The purchase price for the transaction totaled \$24,400, subject to adjustment, and was preliminarily allocated as follows: \$6,600 to goodwill, \$18,100 to purchased intangibles, \$4,500 to total assets acquired and \$4,800 to total liabilities assumed.

**KORN/FERRY INTERNATIONAL AND SUBSIDIARIES**  
**NOTES TO UNAUDITED CONDENSED CONSOLIDATED STATEMENTS—(Continued)**  
**(in thousands, except per share amounts)**

The purchase accounting for the Lominger Entities was completed in the three months ended October 31, 2007. The final purchase price allocation was \$8,700 to goodwill, \$16,000 to purchased intangibles, \$4,500 to total assets acquired and \$4,800 to total liabilities assumed. The adjustments to the preliminary purchase price allocation resulted in a reclassification of \$2,100 from purchased intangibles to goodwill on the consolidated balance sheet as of January 31, 2008.

We account for goodwill and purchased intangibles in accordance with SFAS 142, “Goodwill and Other Intangible Assets” (“SFAS No. 142”). Actual results of operations of the Lominger Entities are included in our condensed consolidated financial statements from August 8, 2006, the effective date of this acquisition.

**8. Subsequent Events**

As discussed in Note 4, our marketable securities include auction rate securities, the interest rates of which are reset through an auction process, most commonly at intervals from seven to 35 days. The same auction process is designed to provide a means by which these securities can be sold, and historically has provided a liquid market for them.

In mid-February 2008, liquidity issues in the global credit markets resulted in the failure of auctions representing some of the auction rate securities we hold, as the amount of securities submitted for sale in those auctions exceeded the amount of bids.

While the recent auction failures will limit our ability to liquidate these securities for some period of time, we do not believe the auction failures will materially impact our ability to fund our working capital needs, capital expenditures or other business requirements. To the extent the current market conditions don’t improve we may have to reclassify our auction rate securities to noncurrent in the future.

## **Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

### **Forward-looking Statements**

*This quarterly report on Form 10-Q may contain certain statements that we believe are, or may be considered to be, "forward-looking" statements, within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These forward-looking statements generally can be identified by use of statements that include phrases such as "believe," "expect," "anticipate," "intend," "plan," "foresee," "may," "will," "estimates," "potential," "continue" or other similar words or phrases. Similarly, statements that describe our objectives, plans or goals are also forward-looking statements. All of these forward-looking statements are subject to risks and uncertainties that could cause our actual results to differ materially from those contemplated by the relevant forward-looking statement. The principal risk factors that could cause actual performance and future actions to differ materially from the forward-looking statements include, but are not limited to, dependence on attracting and retaining qualified and experienced consultants, portability of client relationships, local political or economic developments in or affecting countries where we have operations, currency fluctuations in our international operations, ability to manage growth, restrictions imposed by off-limits agreements, competition, risks related to the growth and results of Futurestep, reliance on information processing systems, and employment liability risk as well as the matters disclosed under the heading "Risk Factors" in Item 1A of the Company's annual report on Form 10-K for fiscal 2007. Readers are urged to consider these factors carefully in evaluating the forward-looking statements. The forward-looking statements included in this Form 10-Q are made only as of the date of this report and we undertake no obligation to publicly update these forward-looking statements to reflect subsequent events or circumstances.*

*The following presentation of management's discussion and analysis of our financial condition and results of operations should be read together with our condensed consolidated financial statements included in this Form 10-Q.*

### **Executive Summary**

Korn/Ferry International and all of its wholly and majority owned/controlled domestic and international subsidiaries (collectively, the "Company," or in the first person, "we," "us" and "our") is a premier provider of talent management solutions. We are the largest provider of executive recruitment, outsourced recruiting and leadership development solutions with the broadest global presence in the recruitment industry. Our services include executive recruitment, middle-management recruitment and outsourced recruitment (through Futurestep), leadership development solutions and executive coaching. Over half of the executive recruitment engagements we performed in the last fiscal year were for board level, chief executive or other senior executive and general management positions. Our 4,742 clients in the last fiscal year included approximately 43% of the FORTUNE 500 companies. We have established strong client loyalty; more than 84% of the executive recruitment assignments we performed during the previous three fiscal years were on behalf of clients for whom we had conducted multiple assignments.

In an effort to maintain our long-term strategy of being the leading provider of executive recruitment, middle-management recruitment, outsourced recruiting and leadership development solutions, our strategic focus for fiscal 2008 will center upon increasing market share and further enhancing the cross-selling of our multi-product strategy. We will continue to address areas of increasing client demand, including Recruitment Process Outsourcing ("RPO") and Leadership Development Solutions ("LDS"). We will explore new products and services, continue to pursue a disciplined acquisition strategy, enhance our technology and processes and aggressively leverage our brand through thought leadership and intellectual capital projects as a means of delivering world-class service to our clients.

Fee revenue increased 22% in the third quarter of fiscal year 2008 to \$201.2 million compared to the prior year's third quarter of \$165.2 million, with increases in all regions. The North America and Europe, the Middle East, and Africa ("EMEA") regions experienced the largest dollar increases in fee revenue. In the third quarter of fiscal 2008, we earned an operating profit of \$21.2 million with operating income from executive recruitment of \$29.0 million and \$2.0 million from Futurestep, offset by corporate expenses of \$9.8 million. This represents a decrease of 1% over the prior year's quarterly operating income of \$21.4 million.

We had no long-term debt or outstanding balance under our credit facility at January 31, 2008. Our working capital increased \$17.6 million in the first nine months of fiscal year 2008 to \$252.9 million at January 31, 2008.

**Critical Accounting Policies**

The following discussion and analysis of our financial condition and operating results are based on our unaudited condensed consolidated financial statements. Preparation of this quarterly report on Form 10-Q requires us to make estimates and assumptions that affect the reported amount of assets and liabilities, disclosure of contingent assets and liabilities at the date of our financial statements, and the reported amounts of revenue and expenses during the reporting periods. Actual results may differ from those estimates and assumptions. In preparing our interim financial statements and accounting for the underlying transactions and balances, we apply our accounting policies as disclosed in our Notes to Unaudited Condensed Consolidated Financial Statements. We consider the policies related to revenue recognition, deferred compensation and the carrying values of goodwill, intangible assets and deferred income taxes as critical to an understanding of our interim consolidated financial statements because their application places the most significant demands on management’s judgment. Specific risks for these critical accounting policies are described in our Fiscal 2007 Annual Report on Form 10-K.

**Results of Operations**

The following table summarizes the results of our operations for the three and nine month periods ended January 31, 2008 and 2007 as a percentage of fee revenue:

	<b>Three Months Ended January 31,</b>		<b>Nine Months Ended January 31,</b>	
	<b>2008</b>	<b>2007</b>	<b>2008</b>	<b>2007</b>
Fee revenue	100.0%	100.0%	100.0%	100.0%
Reimbursed out-of-pocket engagement expenses	5.4	5.0	5.6	5.4
Total revenue	105.4	105.0	105.6	105.4
Compensation and benefits	68.9	68.0	67.3	67.3
General and administrative expenses	17.5	16.2	17.4	16.8
Out-of-pocket engagement expenses	7.1	6.3	7.3	6.6
Depreciation and amortization	1.4	1.5	1.3	1.5
Operating income	10.5	13.0	12.3	13.3
Net income	8.1%	8.9%	8.7%	8.9%

The following tables summarize the results of our operations by business segment. Operating income (loss) is calculated as a percentage of fee revenue of the respective segment (dollars in thousands).

	<b>Three Months Ended January 31,</b>				<b>Nine Months Ended January 31,</b>			
	<b>2008</b>		<b>2007</b>		<b>2008</b>		<b>2007</b>	
	<b>Dollars</b>	<b>%</b>	<b>Dollars</b>	<b>%</b>	<b>Dollars</b>	<b>%</b>	<b>Dollars</b>	<b>%</b>
<b>Fee revenue</b>								
<b>Executive recruitment:</b>								
North America	\$ 94,812	47.1%	\$ 82,177	49.7%	\$276,988	47.6%	\$237,667	50.2%
EMEA	46,292	23.0	37,872	22.9	133,072	22.9	104,878	22.1
Asia Pacific	25,322	12.6	18,608	11.3	72,639	12.5	55,169	11.6
South America	6,617	3.3	4,311	2.6	19,184	3.2	12,777	2.7
<b>Total executive recruitment</b>	173,043	86.0	142,968	86.5	501,883	86.2	410,491	86.6
<b>Futurestep</b>	28,113	14.0	22,271	13.5	80,483	13.8	63,229	13.4
<b>Total fee revenue</b>	201,156	100.0%	165,239	100.0%	582,366	100.0%	473,720	100.0%
Reimbursed out-of-pocket engagement expenses	10,935		8,269		32,826		25,721	
<b>Total revenue</b>	<b>\$212,091</b>		<b>\$173,508</b>		<b>\$615,192</b>		<b>\$499,441</b>	

	Three Months Ended January 31,				Nine Months Ended January 31,			
	2008		2007		2008		2007	
	Dollars	%	Dollars	%	Dollars	%	Dollars	%
<b>Operating income (loss)</b>								
<b>Executive recruitment:</b>								
North America	\$ 16,167	17.1%	\$ 17,428	21.2%	\$ 57,346	20.7%	\$ 51,286	21.6%
EMEA	7,116	15.4	5,996	15.8	20,871	15.7	17,391	16.6
Asia Pacific	5,444	21.5	3,622	19.5	14,595	20.1	10,609	19.2
South America	291	4.4	231	5.4	1,836	9.6	1,329	10.4
<b>Total executive recruitment</b>	29,018	16.8	27,277	19.1	94,648	18.9	80,615	19.6
<b>Futurestep</b>	2,026	7.2	2,252	10.1	5,642	7.0	5,141	8.1
<b>Corporate</b>	(9,864)		(8,121)		(28,615)		(22,852)	
<b>Total operating income</b>	<u>\$ 21,180</u>	10.5%	<u>\$ 21,408</u>	13.0%	<u>\$ 71,675</u>	12.3%	<u>\$ 62,904</u>	13.3%

**Three Months Ended January 31, 2008 Compared to Three Months Ended January 31, 2007**

*Fee Revenue.* Fee revenue increased \$36.0 million, or 22%, to \$201.2 million in the three months ended January 31, 2008 compared to \$165.2 million in the three months ended January 31, 2007. The improvement in fee revenue is attributable mainly to an 11% increase in the number of engagements billed within executive recruitment and a 14%, or \$21.5 million, increase in average fees from all regions. Exchange rates favorably impacted fee revenues by \$10.0 million in the third quarter.

*Executive Recruitment.* Executive recruitment fee revenue increased \$30.1 million, or 21%, to \$173.0 million due to an increase in the number of engagements billed, an increase in average fees and \$1.6 million in fee revenue attributable to the Lominger Entities (Lominger Limited, Inc and Lominger Consulting, Inc., as well as certain related intellectual property, were acquired by the Company in the second quarter of fiscal 2007). During the three months ended January 31, 2008, the number of executive recruitment engagements billed increased by 11% as compared to the same period last year.

North America fee revenue increased \$12.7 million, or 15%, to \$94.8 million in the third quarter of fiscal 2008 primarily due to an 11% increase in the number of engagements billed as well as a 3% increase in average fees as compared to last year. Overall revenue growth was driven by increases of \$2.9 million in the industrial sector, \$2.6 million in the education sector and \$2.0 million in the health sector, which was offset by a decline in the technology sector of \$1.8 million. Exchange rates favorably impacted the revenue for North America by \$1.5 million in the third quarter of fiscal 2008.

EMEA fee revenue was \$46.3 million, an increase of \$8.4 million, or 22%, compared to \$37.9 million in the same period last year. EMEA's increase in fee revenue was driven by a 7% increase in the number of engagements billed and an increase in average fees of 14%. The improved performance in existing offices in Switzerland, France, Germany, and Italy were the primary contributors to the increase in fee revenues. The industrial sector experienced the largest increase in fee revenue over the prior year. Exchange rates favorably impacted EMEA fee revenue by \$4.0 million in the third quarter of fiscal 2008.

Asia Pacific fee revenue increased \$6.7 million, or 36%, to \$25.3 million, compared to the same period last year due to a 14% increase in the number of engagements billed and an increase in average fees of 19%. India, Australia, Korea, and the offices of Greater China (Hong Kong, Shanghai and Beijing) contributed approximately 28%, 20%, 16%, and 16%, respectively, to the increase in fee revenue. The financial and industrial sectors experienced the largest fee revenue increase over the prior year. Exchange rates favorably impacted fee revenue for Asia Pacific by \$1.5 million in the three months ended January 31, 2008.

South America fee revenue was \$6.6 million, an increase of \$2.3 million, or 53%, compared to the same period last year, of which \$0.8 million is attributable to the favorable impact of exchange rates. Overall engagements billed were up 16% and average fees increased 33% within the region compared to the same period in the prior year. The improved performance in existing offices in Brazil and Colombia were the primary contributors to the increase in fee revenue over the prior year.



*Futurestep.* Futurestep's fee revenue increased \$5.9 million, or 26%, to \$28.2 million in the three months ended January 31, 2008 compared to \$22.3 million in the three months ended January 31, 2007. The improvement in Futurestep's fee revenue, reflected across all regions, is due to an increase in average fees resulting from our continued strategic emphasis on larger outsourced recruiting solutions. Of the total increase in fee revenue, North America experienced the largest increase in fee revenue of \$2.6 million, or 34%, to \$10.3 million related to growth from Canada and the United States. Asia fee revenue increased \$1.9 million, or 35%, to \$7.4 million reflecting increased revenue from areas including RPO and individual searches. Europe fee revenue increased \$1.4 million, or 15%, to \$10.5 million, arising from increased business in Norway, France and Germany and a migration to larger engagements offset by a decrease in the United Kingdom. Exchange rates favorably impacted fee revenue by \$2.2 million in the third quarter of fiscal 2008.

*Compensation and Benefits.* Compensation and benefits expense increased \$26.3 million, or 23%, to \$138.6 million in the three months ended January 31, 2008 from \$112.3 million in the three months ended January 31, 2007. The increase in compensation and benefits expenses is primarily due to an 18% increase in global headcount, compared to the same period last year, including a 20% increase in the average number of consultants, coupled with increased revenue-based awards. Exchange rates unfavorably impacted compensation and benefits expenses by \$6.5 million during the three months ended January 31, 2008.

Executive recruitment compensation and benefits costs of \$113.1 million in the three months ended January 31, 2008 increased \$21.2 million, or 23%, compared to \$91.9 million in the same period of the prior year primarily due to consultants hired over the past year. In the current year's third quarter, the average number of consultants increased by 39, or 8%, compared to the same period last year. Exchange rates impacted executive recruitment compensation and benefits expense unfavorably by \$5.1 million. Executive recruitment compensation and benefits expenses in the three months ended January 31, 2008 increased to 65% as a percentage of fee revenue, compared to 64% in the same period last fiscal year.

Futurestep compensation and benefits expense increased \$3.6 million, or 23%, to \$19.1 million from \$15.5 million in the same period in the prior year due to significant investments in our employees which increased Futurestep average consultant headcount by 83% during the three months ended January 31, 2008 compared to the three months ended January 31, 2007. Exchange rates unfavorably impacted Futurestep compensation and benefits expense by \$1.3 million. Futurestep compensation and benefits expense, as a percentage of fee revenue, decreased to 68% from 70% in the same period last year.

Corporate compensation and benefits expense increased \$1.4 million, or 29%, to \$6.3 million primarily from increases in recognition of unearned deferred compensation balances in the current quarter compared to the same period in the prior year.

*General and Administrative Expenses.* General and administrative expenses increased \$8.5 million, or 32%, to \$35.3 million in the three months ended January 31, 2008 compared to \$26.8 million in the three months ended January 31, 2007. Exchange rates unfavorably impacted general and administrative expenses by \$1.9 million in the third quarter of fiscal year 2008.

Executive recruitment general and administrative expenses increased \$6.3 million, or 32%, from \$19.9 million in the third quarter of fiscal year 2007 to \$26.2 million in the third quarter of current fiscal year. This increase was driven by increases in premise and office expense of \$2.2 million, increases in business development expenses of \$1.5 million, \$1.8 million in other types of general expenses including meeting and travel expense, and \$0.6 million in realized foreign exchange losses. Increased premise and office expense was attributable to all regions due to increased rent expense, total space leased and associated utility costs. Business development increased primarily due to the growth in the business. Bad debt expense increased in relation to increase in the level of business and corresponding increase in revenues and accounts receivable balances. Executive recruitment general and administrative expenses, as a percentage of fee revenue, increased to 15% in current quarter from 14% in the same period in prior year.

Futurestep general and administrative expenses increased \$1.9 million, or 48%, to \$5.9 million primarily due to an increase in premise and office expense of \$0.7 million, \$0.6 million in other types of general expenses including meeting and travel expense, and business development expenses of \$0.2 million. Increases in premise and office expense resulted from increase in rent expense noted across all regions and the opening of new offices in Europe and Asia. Futurestep general and administrative expenses, as a percentage of fee revenue, increased to 21% in the current quarter from 18% in the comparable period in the prior year.

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Corporate general and administrative expenses increased \$0.3 million, or 10%, to \$3.2 million primarily due to increased professional fees, travel and meetings and premise and office expenses related to additional office space.

*Out-of-Pocket Engagement Expenses.* Out-of-pocket engagement expenses consist of expenses incurred by candidates and our consultants that are generally billed to clients. In the three months ended January 31, 2008, out-of-pocket engagement expenses of \$14.3 million represent an increase of \$3.9 million, or 38%, over the same period in the prior year. Out-of-pocket engagement expenses as a percentage of fee revenue increased to 7% in the three months ended January 31, 2008 from 6% in the same period in prior year.

*Depreciation and Amortization Expenses.* Depreciation and amortization expense of \$2.8 million in the three months ended January 31, 2008 increased \$0.2 million, or 8%, from the same period in the prior year. This expense relates mainly to computer equipment, software, furniture and leasehold improvements. The increase in depreciation expenses is attributable to an increase in fixed asset balances primarily associated with furniture and fixtures and leasehold improvements related to business expansion, office build out and amortization of software costs that added new functionality in our corporate and executive search segments.

*Operating Income.* Operating income decreased \$0.2 million, or 1%, to \$21.2 million in the third quarter of fiscal 2008, compared to \$21.4 million in the same period in fiscal year 2007. This decrease in operating income resulted from an increase in revenue of \$38.6 million, which was offset by a \$38.8 million increase to operating expenses. The increase in operating expenses was primarily attributable to an increase in compensation and benefits, general and administrative expenses, and the creation of a modest amount of reserves and accruals that are aimed at reducing our cost structure to be more efficient in how we serve clients. While we may have to make allowances for further reserves and accruals amounts in the future, our intent from this initial action is to lay the foundation for improved operating margins going forward.

Executive recruitment operating income increased \$1.7 million, or 6%, to \$29.0 million in the three months ended January 31, 2008 compared to \$27.3 million in the three months ended January 31, 2007. The improvement in executive recruitment operating income is attributable to increased revenues offset by additional compensation expense relating to increased headcount and variable payouts as discussed previously, as well as increased premise and other general administrative expense. The Lominger Entities contributed \$0.6 million, or 35%, of the total increase for the segment during the quarter. Executive recruitment operating income during the current quarter, as a percentage of fee revenue, was 17% in the current quarter compared to 19% in the third quarter of the prior year.

Futurestep operating income decreased by \$0.3 million to \$2.0 million in the three months ended January 31, 2008 as compared to operating income of \$2.3 million in the three months ended January 31, 2007. The decrease in Futurestep operating income is primarily due to a 12% increase in average fees offset by a 23% increase in compensation expense and a 48% increase in general and administrative expenses during the three month ended January 31, 2008 compared to the same period in fiscal year 2007. Futurestep operating income, as a percentage of fee revenue, declined to 7% in the current quarter from 10% in the same period last year.

*Interest Income and Other Income, Net.* Interest income and other income, net increased by \$1.8 million in the three months ended January 31, 2008 from \$3.2 million in the three months ended January 31, 2007. Interest and dividend income increased as a result of higher yields on larger balances of funds available for investment compared to prior year.

*Interest Expense.* Interest expense, primarily related to borrowings under Company Owned Life Insurance Policies (“COLI”) and convertible securities, was \$1.2 million in the three months ended January 31, 2008 compared to \$2.5 million during the three months ended January 31, 2007. The decrease is primarily a result of interest expense on convertible securities in the three months ended January 31, 2007 that was not present in the three months ended January 31, 2008 as the securities were converted into shares of the Company’s common stock in the fourth quarter of fiscal year 2007.

*Provision for Income Taxes.* The provision for income taxes was \$9.4 million in the three months ended January 31, 2008, compared to \$8.1 million in the three months ended January 31, 2007. The provision for income taxes in the third quarter of fiscal year 2008 reflects a 37% effective tax rate, which is comparable to the effective tax rate for the same period in the prior year.

*Equity in Earnings of Unconsolidated Subsidiaries.* Equity in earnings of unconsolidated subsidiaries is comprised of our less than 50% interest in our Mexican subsidiaries. We report our interest in earnings or loss of our Mexican subsidiaries on the equity basis as a one-line adjustment to net income, net of taxes. Equity in earnings was \$0.7 million in the three months ended January 31, 2008 compared to \$0.8 million in the same period during the last fiscal year.

#### **Nine Months Ended January 31, 2008 Compared to Nine Months Ended January 31, 2007**

*Fee Revenue.* Fee revenue increased \$108.7 million, or 23%, to \$582.4 million in the nine months ended January 31, 2008 compared to \$473.7 million in the nine months ended January 31, 2007. The improvement in fee revenue is attributable mainly to a 4% increase in the number of engagements billed within executive recruitment and a 17%, or \$32.3 million, increase in average fees from all regions. Exchange rates favorably impacted fee revenues by \$24.3 million in the current year.

*Executive Recruitment.* Executive recruitment fee revenue increased \$91.4 million, or 22%, to \$501.9 million due to an increase in the number of engagements billed, and a 14% increase in average fees, and \$9.4 million from the Lominger Entities. During the nine months ended January 31, 2008, the number of executive recruitment engagements billed has increased by 11% as compared to the same period last year.

North America fee revenue increased \$39.3 million, or 17%, to \$277.0 million primarily due to a 10% increase in the number of engagements billed as well as a 6% increase in average fees as compared to last year. Overall revenue growth was driven by more significant contributions from the industrial and technology sectors. Exchange rates favorably impacted the revenue for North America by \$2.6 million in the current year.

EMEA fee revenue was \$133.1 million, an increase of \$28.2 million, or 27%, compared to \$104.9 million in the same period last year. EMEA's increase in fee revenue was driven by an 11% increase in the number of engagements billed and an increase in average fees of 14%. Improved performance in existing offices in Germany, Switzerland, France, and the United Kingdom were the primary contributors to the increase in fee revenues. The industrial, technology and financial sectors experienced the strongest growth over the prior year. Exchange rates favorably impacted EMEA fee revenue by \$10.5 million in the current year.

Asia Pacific fee revenue increased \$17.5 million, or 32%, to \$72.6 million, compared to the same period last year due to a 12% increase in the number of engagements billed and an increase in average fees of 18%. Australia, India, and the offices of Greater China (Hong Kong, Shanghai and Beijing), contributed approximately 30%, 26%, and 25%, respectively, to the increase in fee revenue. The financial, technology and industrial sectors experienced the largest increase in fee revenue over the same period in the prior year. Exchange rates favorably impacted fee revenue for Asia Pacific by \$3.7 million in the nine months ended January 31, 2008.

South America fee revenue was \$19.2 million, an increase of \$6.4 million, or 50%, compared to the same period last year, of which \$2.1 million is attributable to the favorable impact of exchange rates. Overall the number of engagements billed increased 6% and average fees increased 41% within the region compared to the same period in the prior year. Improved performance in existing offices in Brazil and Colombia were the primary contributors to the increase in fee revenue over the prior year.

*Futurestep.* Futurestep's fee revenue increased \$17.3 million, or 27%, to \$80.5 million in the nine months ended January 31, 2008 compared to \$63.2 million in the nine months ended January 31, 2007. The improvement in Futurestep's fee revenue, reflected across all regions, is due to a 40% increase in average fees resulting from our continued strategic emphasis on larger outsourced recruiting solutions, partially offset by a 9% decline in number of engagements billed. Of the total increase in fee revenue, North America experienced the largest increase in fee revenue of \$6.9 million, or 30%, to \$29.9 million related to growth from Canada and the United States. Asia fee revenue increased \$5.6 million, or 37%, to \$20.9 million reflecting increased revenue from areas including RPO and individual searches. Europe fee revenue increased \$4.8 million, or 19%, to \$29.7 million, arising from increased business in France, Germany, Italy and Belgium and a migration to larger engagements offset by a decrease in the United Kingdom. Exchange rates favorably impacted fee revenue by \$5.4 million in the first nine months of fiscal year 2008.

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*Compensation and Benefits.* Compensation and benefits expense increased \$73.1 million, or 23%, to \$392.0 million in the nine months ended January 31, 2008 from \$318.9 million in the nine months ended January 31, 2007. The increase in compensation and benefits expenses is primarily due to an 18% increase in global headcount compared to the same period last year, including a 20% increase in the average number of consultants, coupled with increased revenue-based awards. Exchange rates unfavorably impacted compensation and benefits expenses by \$15.8 million during the nine months ended January 31, 2008.

Executive recruitment compensation and benefits costs of \$319.8 million in the nine months ended January 31, 2008 increased \$58.1 million, or 22%, compared to \$261.7 million in the same period of prior year primarily due to consultants hired over the past year. During the nine months ended January 31, 2008, the average number of consultants increased by 43, or 9%, compared to the same period last year. Exchange rates impacted executive recruitment compensation and benefits expense unfavorably by \$12.4 million. Executive recruitment compensation and benefits expenses as a percentage of fee revenue in the nine months ended January 31, 2008, was 64%, and similar to the same period last fiscal year.

Futurestep compensation and benefits expense increased \$11.8 million, or 27%, to \$54.9 million from \$43.1 million in the same period in the prior year due to significant investments in our employees which increased Futurestep's average consultant headcount by 84% during the nine months ended January 31, 2008 compared to the nine months ended January 31, 2007. Exchange rates unfavorably impacted Futurestep compensation and benefits expense by \$3.4 million. Futurestep compensation and benefits expense, as a percentage of fee revenue, was 68% in the nine months ended January 31, 2008 and 2007.

Corporate compensation and benefits expense increased \$3.3 million, or 24%, to \$17.3 million, primarily from increases in recognition of unearned deferred compensation balances in the current year compared to the same period in the prior year.

*General and Administrative Expenses.* General and administrative expenses increased \$21.8 million, or 27%, to \$101.2 million in the nine months ended January 31, 2008 compared to \$79.4 million in the nine months ended January 31, 2007. Exchange rates unfavorably impacted general and administrative expenses by \$4.8 million in the nine months ended January 31, 2008.

Executive recruitment general and administrative expenses increased \$14.8 million, or 25%, from \$58.8 million during the nine months ended January 31, 2007 to \$73.6 million in the current fiscal year. The increase was driven by increases in premise and office expense of \$6.1 million, \$3.7 million in business development expenses, \$1.9 million in bad debt expense and \$2.3 million in other types of general expenses including meetings and travel expense. Increased premise and office expense was attributable to all regions due to increased rent expense, total space leased and associated utility costs. Business development increased primarily due to the growth in the business. Bad debt expense increased in relation to an increase in the level of business and corresponding increase in revenues and accounts receivable balances. Executive recruitment general and administrative expenses, as a percentage of fee revenue, increased to 15% in the current year from 14% in the same period in the prior year.

Futurestep general and administrative expenses increased \$4.8 million, or 39%, to \$17.2 million, in the first nine months of fiscal year 2008 compared to the same period in fiscal year 2007, primarily due to an increase in premise and office expense of \$1.6 million resulting from increases in rent expense noted across all regions and the opening of new offices in Europe and Asia. Other administrative expenses increased \$1.1 million resulting from an increase in travel and meeting expenses. Bad debt expense increased \$0.7 million in relation to an increase in revenues and accounts receivable balances. Futurestep general and administrative expenses, as a percentage of fee revenue, increased to 21% in the current year from 20% in the same period in the prior year.

Corporate general and administrative expenses increased \$2.1 million, or 25%, to \$10.4 million in the first nine months of fiscal year 2008 compared to the same period in fiscal year 2007, primarily due to increased professional fees, travel and meetings and premise and office expenses related to additional office space.

*Out-of-Pocket Engagement Expenses.* Out-of-pocket engagement expenses consist of expenses incurred by candidates and our consultants that are generally billed to clients. In the nine months ended January 31, 2008, out-of-pocket engagement expenses of \$42.7 million represented an increase of \$11.7 million, or 38%, over the same period in the prior year. Out-of-pocket engagement expenses, as a percentage of fee revenue, of 7% for the nine months ended January 31, 2008 remained constant compared to the nine months ended January 31, 2007.

*Depreciation and Amortization Expenses.* Depreciation and amortization expense of \$7.7 million in the nine months ended January 31, 2008 increased \$0.5 million, or 7%, from the same period in the prior year. Depreciation expense relates mainly to computer equipment, software, furniture and leasehold improvements. The increase in depreciation expenses is attributable to an increase in fixed asset balances primarily associated with furniture and fixtures and leasehold improvements related to business expansion, office build-out and amortization of software costs that added new functionality in our corporate and executive search segments.

*Operating Income.* Operating income increased \$8.8 million, or 14%, to \$71.7 million in the nine months ended January 31, 2008 compared to \$62.9 million in the same period in the prior year, resulting from increased revenue of \$115.8 million offset by a \$107.0 million increase in operating expenses, primarily compensation and benefits and general and administrative expenses, in the current year.

Executive recruitment operating income increased \$14.0 million, or 17%, to \$94.6 million in the nine months ended January 31, 2008 compared to \$80.6 million in the nine months ended January 31, 2007. The improvement in executive recruitment operating income is attributable to increased revenues offset by additional compensation expense relating to increased headcount and variable payouts, as discussed previously, as well as increased premise and other general administrative expense. The Lominger Entities contributed \$3.3 million, or 24%, of the total increase for the segment during the current year. Executive recruitment operating income as a percentage of fee revenue was 19% in the nine months ended January 31, 2008 compared to 20% in the same period in the prior year.

Futurestep operating income increased by \$0.5 million to \$5.6 million in the nine months ended January 31, 2008 as compared to operating income of \$5.1 million in the nine months ended January 31, 2007. The increase in Futurestep operating income is primarily due to a 40% increase in average fees during the nine months ended January 31, 2008 compared to the same period in fiscal year 2007. Futurestep operating income, as a percentage of fee revenue, was 7% in the nine months ended January 31, 2008 compared to 8% in the same period last year.

*Interest Income and Other Income, Net.* Interest income and other income, net increased by \$2.4 million in the nine months ended January 31, 2008 from \$7.4 million in the nine months ended January 31, 2007. Interest and dividend income increased as a result of higher yields on larger balances of funds available for investment compared to prior year.

*Interest Expense.* Interest expense, primarily related to borrowings under COLI and convertible securities, was \$3.7 million in the nine months ended January 31, 2008 compared to \$7.7 million during the nine months ended January 31, 2007. The decrease is primarily a result of interest expense on convertible securities in the nine months ended January 31, 2007 that was not present in the nine months ended January 31, 2008 as the securities were converted into shares of the Company's common stock in the fourth quarter of fiscal year 2007.

*Provision for Income Taxes.* The provision for income taxes was \$29.8 million in the nine months ended January 31, 2008 compared to \$23.2 million in the nine months ended January 31, 2007. The provision for income taxes in the current year reflects a 38% effective tax rate. The provision for income taxes for the same period in prior year reflects a 37% effective tax rate.

*Equity in Earnings of Unconsolidated Subsidiaries.* Equity in earnings of unconsolidated subsidiaries is comprised of our less than 50% interest in our Mexican subsidiaries. We report our interest in earnings or loss of our Mexican subsidiaries on the equity basis as a one-line adjustment to net income, net of taxes. Equity in earnings was \$2.5 million in the nine months ended January 31, 2008 and January 31, 2007.

#### **Liquidity and Capital Resources**

We believe that cash on hand, borrowings available under our credit facility and funds from operations will be sufficient to meet our anticipated working capital, debt service requirements, capital expenditures and general corporate requirements. However, adverse changes in our revenue could require us to cut costs and/or obtain financing to meet our cash needs.

As of January 31, 2008 we had \$24.9 million of auction rate securities. Frequent auctions have historically provided a liquid market for our auction rate securities. However, in mid-February 2008, liquidity issues in the global credit markets caused auctions representing some of the auction rate securities we hold to fail because the amount of securities offered for sale exceeded the amount of bids. As a result, the liquidity of our remaining auction rate securities has diminished, and we expect that this decreased liquidity for our auction rate securities will continue as long as the present depressed global credit market environment persists, or until issuers refinance and replace these securities with other instruments. Despite the current auction market, we believe the credit quality of our auction rate securities remains high due to the creditworthiness of the issuers. We continue to collect interest when due and at this time we expect to continue to do so going forward. Additionally, we expect we will receive the principals through either future successful auctions, sales of these securities outside the auction process, the issuers' establishment of different form of financing to replace these securities, or the maturing of the securities.

We are not aware of any trends, demands or commitments that would materially affect liquidity or those that relate to our resources.

#### **Off-Balance Sheet Arrangements**

We have no off-balance sheet arrangements and have not entered into any transactions involving unconsolidated, limited purpose entities.

#### **Item 3. *Quantitative and Qualitative Disclosures About Market Risk***

As a result of our global operating activities, we are exposed to certain market risks, including foreign currency exchange fluctuations and fluctuations in interest. We manage our exposure to these risks in the normal course of our business as described below. We have not utilized financial instruments for trading, hedging or other speculative purposes nor do we trade in derivative financial instruments.

##### *Foreign Currency Risk*

Substantially all our foreign subsidiaries' operations are measured in their local currencies. Assets and liabilities are translated into U.S. dollars at the rates of exchange in effect at the end of each reporting period and revenue and expenses are translated at average rates of exchange during the reporting period. Resulting translation adjustments are reported as a component of comprehensive income on our consolidated Statement of Stockholders' Equity and accumulated other comprehensive income on our consolidated Balance Sheets.

Transactions denominated in a currency other than the reporting entity's functional currency may give rise to transaction gains and losses that impact our results of operations. Historically, we have not realized significant foreign currency gains or losses on such transactions. In the three and nine months ended January 31, 2008, we recognized foreign currency losses, after income taxes, of \$0.3 million and \$0.8 million, respectively, primarily related to our North America operations.

Our primary exposure to exchange losses is based on outstanding intercompany loan balances denominated in U.S. dollars. If the U.S. dollar strengthened 15%, 25% and 35% against the Pound Sterling, the Euro, the Canadian dollar, the Australian dollar and the Yen, our exchange loss would have been \$2.2 million, \$3.6 million and \$5.1 million, respectively, based on outstanding balances at January 31, 2008. If the U.S. dollar weakened by the same increments against the Pound Sterling, the Euro, the Canadian dollar, the Australian dollar and the Yen, our exchange gain would have been \$2.2 million, \$3.6 million and \$5.1 million, respectively, based on outstanding balances at January 31, 2008.

##### *Interest Rate Risk*

We primarily manage our exposure to fluctuations in interest rates through our regular financing activities, which generally are short-term and provide for variable market rates. As of January 31, 2008, we had no outstanding balance on our credit facility. We have \$60.4 million of borrowings against the cash surrender value of COLI contracts as of January 31, 2008 bearing interest primarily at variable rates. The risk of fluctuations in these variable rates is minimized by the fact that we receive a corresponding adjustment to our borrowed funds crediting rate on the cash surrender value on our COLI contracts.

As of February 29, 2008, we held approximately \$23.4 million of marketable securities investments, classified as current assets, with an auction reset feature (“auction rate securities”) whose underlying assets are generally municipal notes or student loans which are substantially backed by the federal government. In mid-February 2008 liquidity issues in the global credit markets caused auctions for some of our auction rate securities to fail, and there is no assurance that currently successful auctions on the other auction rate securities in our investment portfolio will continue to succeed. As a result of the current situation in the auction markets, our ability to liquidate our investment in auction rate securities and fully recover the carrying value of our investment in the near term may be limited or impossible. An auction failure means that the parties wishing to sell securities cannot. If in the future the issuers are unable to successfully close future auctions and their credit ratings deteriorate, we may be required to record an impairment charge on these investments. We believe we will be able to liquidate our investment without significant loss within the next year, however, it could take until the final maturity of the underlying notes (up to 30 years) to realize our investments’ recorded value. Based on our expected operating cash flows, and our other sources of cash, we do not anticipate the potential lack of liquidity on these investments will affect our ability to execute our current business plan.

**Item 4. Controls and Procedures**

(a) Evaluation of Disclosure Controls and Procedures.

As of the end of the period covered by this report, we carried out an evaluation of the effectiveness of the design and operation of our “disclosure controls and procedures” (as defined in the Securities Exchange Act of 1934, as amended (“Exchange Act”), Rules 13a-15(e) and 15d-15(e) under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer. Based upon such evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures are effective.

(b) Changes in Internal Control over Financial Reporting.

During the fiscal quarter ended January 31, 2008, there were no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting, including any corrective actions with regard to significant deficiencies and material weaknesses.

**PART II. OTHER INFORMATION**

**Item 1. Legal Proceedings**

From time to time, we are involved in litigation both as plaintiff and defendant, relating to claims arising out of our operations that is ordinary, routine litigation incidental to the business. As of the date of this report, we are not engaged in any legal proceedings that are expected, individually or in the aggregate, to have a material adverse effect on our business, financial condition or results of operations.

**Item 1A. Risk Factors**

In the Annual Report Form 10-K for the period ended April 30, 2007, the Company described material risk factors facing the business. Additional risks not presently known to us or that we currently deem immaterial may also impair our business operations. As of the date of this report, there have been no material changes to risk factors described in our Annual Report Form 10-K for fiscal 2007.

**Item 2. Unregistered Sales of Equity Securities, Use of Proceeds and Issuer Purchases of Equity Securities**

During the three months ended January 31, 2008, the Company repurchased common stock under the common stock repurchase programs approved by the Board of Directors in November 2007. Pursuant to this program, shares can be repurchased in open market transactions or privately negotiated transactions at the Company's discretion.

	Shares Purchased	Average Price Paid Per Share	Shares Purchased as Part of a Publicly- Announced Program (1)	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Program (1)
November 1, 2007 - November 30, 2007	295,000	\$ 16.92	295,000	\$45.2million
December 1, 2007 - December 31, 2007	1,135	\$ —	—	\$45.2million
January 1, 2008 - January 31, 2008	104,400	\$ 14.29	104,400	\$43.7million
Balance as of January 31, 2008	<u>400,535</u>		<u>399,400</u>	

(1) On November 2, 2007, the Board of Directors approved the repurchase of up to \$50 million of the Company's common stock in a common stock repurchase program. The shares can be repurchased in open market transactions or privately negotiated transactions at the Company's discretion.

**Item 3. Defaults Upon Senior Securities**

Not applicable.

**Item 4. Submission of Matters to a Vote of Security Holders**

No matters were submitted to a vote of security holders during the third quarter of fiscal year 2008.

**Item 5. Other Information**

Not applicable.



**Item 6. Exhibits**

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
3.1	Certificate of Incorporation of the Company, filed as Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q, dated December 15, 1999, and incorporated herein by reference.
3.2	Certificate of Designations of 7.5% Convertible Preferred Stock, filed as Exhibit 3.1 to the Company's Current Report on Form 8-K, dated June 18, 2002, and incorporated herein by reference.
3.3	Amended and Restated Bylaws of the Company, filed as Exhibit 3.3 to the Company's Annual Report on Form 10-K, dated July 29, 2002, and incorporated herein by reference.
10.1	Offer of Employment Letter between the Company and Ana Dutra dated as of January 16, 2008.
31.1	Certification by Chief Executive Officer pursuant to Rule 13a-14(a) under the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification by Chief Financial Officer pursuant to Rule 13a-14(a) under the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Chief Executive Officer and Chief Financial Officer Certification pursuant to 18 U.S.C. Section 1350.

**SIGNATURE**

In accordance with the requirements of the Exchange Act, the registrant has caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

KORN/FERRY INTERNATIONAL

Date: March 11, 2008

By: /s/ STEPHEN J. GIUSTO  
Stephen J. Giusto  
Executive Vice President and  
Chief Financial Officer

**EXHIBIT INDEX**

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DRAFT — SUBJECT TO APPROVAL OF THE COMPENSATION COMMITTEE

January 16, 2008

PERSONAL AND CONFIDENTIAL

Ms. Ana Dutra  
425 Sunset Ridge  
Northfield, IL 60093

Dear Ana:

We are delighted to extend to you this offer of employment with Korn/Ferry International as Executive Vice President and Chief Executive Officer of Leadership Development Solutions (LDS) effective February 15, 2008 or such other date as may be mutually agreed upon. Verbal and written acceptance of this offer of employment must be received within one week from the date of this letter or the offer becomes void. The purpose of this letter is to confirm the terms of this employment offer including, compensation, employee benefits, and professional requirements.

Base Salary

Your entry compensation program will be comprised of a monthly base salary of \$37,500.00 payable in semi-monthly increments.

Annual Incentive Award

You will be eligible for a target annual incentive award (cash and LTIP) of \$650,000. This award will be based on an appraisal of your achievements in meeting MBOs, which will be established and agreed upon by you and Korn/Ferry within sixty (60) days of your date and each year thereafter.

FY08 Stipend

For FY08 (Date of hire through April 30, 2008), Korn/Ferry will pay you \$70,000 cash stipend secured by a promissory note which will be forgiven on the third anniversary of your hire date. This stipend will be prorated based on your actual start date.

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#### FY09 Guaranteed Bonus Award

For FY 2009 (May 1, 2008 through April 30, 2009), your minimum guaranteed cash bonus award will be \$350,000. \$232,500 of this bonus award will be advanced in semi-monthly increments in addition to your base salary.

#### Long-Term Incentive Plan

Management will recommend to the Compensation Committee that you be awarded \$750,000 of restricted shares. This award will be issued effective on the later of your date of hire or the date it is approved by the Committee and will vest in four installments on the 1st, 2nd, 3rd, and 4th anniversary of the effective date of the grant.

#### Make whole provisions

In recognition of the equity you will forfeit from your current employer, Korn/Ferry will give you an equity award of \$750,000 of restricted shares. This award will be issued effective on the later of your date of hire or the date it is approved by the Committee and will "cliff" vest 100% on the third anniversary of the effective date of the grant.

#### Employee Benefits

The following paragraphs describe Korn/Ferry's employee benefit programs as currently constituted. Please be aware that these programs are subject to change. If they are modified in the future, you will continue to be eligible for such benefits as are provided to other Executive Vice Presidents of the firm.

As an Executive Vice President, you will be entitled to ten holidays per year, twenty days vacation, and fifteen days sick leave. You will also be enrolled in the firm's group insurance program which includes life, accidental death and dismemberment, and health benefits.

Life insurance coverage will be three times your base salary up to a maximum of \$1,500,000. You may also enroll for supplemental employee-paid life insurance coverage. If you elect this coverage, you will pay the premium cost through payroll deduction. Your eligibility will take effect 30 days after your first day of employment and your completion of the enrollment forms.

You may also participate in the firm's health benefits plan, which includes medical, dental, and vision care coverage. Based on the plan you select, your monthly contribution for health benefits coverage will range from \$50 — \$180 for the Preferred Provider Plan (PPO) or \$30 — \$120 for the Health Maintenance Organization Plan (HMO) depending on the number of family members covered. Your payments will be made through payroll deductions and may be done on a pre-tax basis if you choose to participate in the Flexible Spending Plan described below. Your eligibility for health benefits will take effect 30 days after your first day of employment and your completion of the enrollment forms.

You will also have the opportunity to enroll in Korn/Ferry's Flexible Benefit Account Plan. This is a Section 125 plan by which you may: (1) defer a portion of your income on a pre-tax basis, (2) pay your contribution for dependent health coverage, (3) be reimbursed for certain health expenses not covered by insurance, and (4) be reimbursed for dependent (child or elder) care expenses. You are eligible to enroll in this plan after you have completed 30 days of employment and have enrolled in the group health plan. If you do not enroll at that time, you must wait until the annual enrollment in December.

After you have completed 30 days of employment, the firm will provide you with short-term disability coverage. This coverage will protect you against loss of income if you are unable to work because you are disabled due to a non-work related illness or injury. If you become disabled, this benefit provides 70 percent of your basic weekly salary to a maximum of \$1,500 per week for up to 12 weeks. You would be eligible to receive benefits under this program after you have been disabled for seven calendar days.

In addition, you may enroll in the firm's group long-term disability insurance program which provides disability benefits of 60 percent of your monthly base salary to a maximum of \$10,000 per month. The monthly premiums for this benefit are based on your salary. If you elect this benefit, the firm will pay 75 percent of the premium and you will pay the remaining 25 percent through payroll deduction. Your eligibility for enrollment for long-term disability benefits will take effect 30 days after your first day of employment.

As an Executive Vice President, the firm will also provide you \$500,000 in travel accident insurance. You may also enroll in the firm's family travel accident insurance program which extends your coverage to 24 hours, whether traveling for business or pleasure, and provides 24-hour coverage to your dependents for travel accidents. If you elect this benefit, you will pay the premium cost through a payroll deduction.

You may participate in the Korn/Ferry International Employee Tax Deferred Savings Plan which is a qualified 401(k) plan. Tax-deferred employee contributions can begin on the fiscal quarterly enrollment period following six months of employment. You will become eligible for employer contributions on the fiscal quarterly enrollment date after you have been employed for one year.

You may also participate in the Korn/Ferry International Employee Stock Purchase Plan. This plan allows you to purchase Korn/Ferry stock at a discount to fair market value. Through payroll deductions, you may purchase the stock at price equal to 85% of the fair market at the end of the offering period. Employee contributions can begin on the first plan enrollment period following six months of employment. If you do not enroll at that time, you may enroll during any following enrollment period.

Your benefits package with enrollment forms and plan descriptions are enclosed in this envelope. Coverage in Korn/Ferry's employee benefits programs is dependent upon your timely completion and our receipt of all forms and materials required for enrollment.

#### Executive Benefits

The following paragraphs describe Korn/Ferry's executive benefit programs as currently constituted. Please be aware that these programs are subject to change. If they are modified in the future, you will continue to be eligible for such benefits as are provided to other Executive Vice Presidents of the firm.

On the date you become eligible for the health benefits plan, you will automatically be enrolled in the Executive Medical Plan. This plan provides you with additional benefit payments, above those paid under the standard group health insurance, as well as reimbursement for certain medical services not covered under the group health insurance. Your coverage under this plan will be a maximum of \$2,500 per year. Further information about this program will be provided with your benefits package.

You will be eligible to participate in the ECAP plan. This is a non-qualified deferred compensation plan which allows participants to make pre-tax deferrals of up to 90% of salary and 100% of bonus. Deferrals you make are immediately 100% vested and you have a choice of investment options. The firm may also make contributions, and these contributions would vest over a three-year period. Full details will be provided to you during the next deferral election period. To the extent permissible under such plan, you may be able to make contributions to the plan within the first six (6) months of your employment.

After completing one year of employment, you may also participate in the College Tuition Program. This partner benefit provides \$2,000 per year up to a maximum of \$8,000 for each dependent child enrolled full-time as an undergraduate in an accredited college or university.

As an Executive Vice President, you will also receive \$450 per month as an automobile allowance.

Professional Requirements

As part of your employment by Korn/Ferry, we also ask that you provide a detailed description of your job history and educational background. A form for this purpose is enclosed. The information you provide concerning past employment and educational history will be verified by the firm. Your employment is contingent on the accuracy of the information you provide.

Pursuant to the Immigration and Nationality Act, our firm is required to verify the identity and employment eligibility of all new hires. In order to comply with this legal obligation, we must complete an Employment Eligibility Verification Form I-9 within three days of hire. We have enclosed a Form I-9 for your review. Please note that you will need to provide either (i) one document from "List A" or (ii) one document from "List B" and one document from "List C" of the form (see page two of the enclosed I-9 Form). If you anticipate having difficulty completing the Form I-9 or producing the required documents, please contact me.

Further, all Korn/Ferry employees are required to review and acknowledge the firm's Code of Business Conduct, Code of Business Conduct and Ethics, Non-Harassment and Non-Discrimination Policy, Information Technology Security Policies and Procedures, Policy Statement Regarding Insider Trading, Media Contacts, and Securities Analysts, Policy Statement Prohibiting Payments to Foreign Government Agencies and Officials, Political Parties, Leaders and Candidates, and False Entries in Books and Records, and the Agreement To Protect Confidential Information which govern all aspects of our professional practice. Copies of the Codes, Policies and Agreement are enclosed. Your employment is contingent on your abiding by the provisions of these documents. Please review them carefully and return the signed acknowledgment forms with your acceptance of this offer. Please keep the Codes and Policies as well as a copy of the Agreement To Protect Confidential Information for your personal files.



Business Information and Non-Competition

Please review the following clause with care. In accepting this offer of employment with Korn/Ferry, you are making a personal commitment to adhere to the provisions set forth below.

In consideration of your employment by Korn/Ferry International, you agree that during the term of your employment, except as necessary to carry on the business of the Corporation, and after the expiration of your employment, you shall not, directly or indirectly, use or disclose to any person, firm, or corporation, any candidate list, personal histories or resumes, employment information, business information, customer lists, business secrets or any other information not generally known in the industry concerning business or policies of the firm, including, but not limited to the firm's list of clients or placement candidates.

You further agree that during the term of your employment, and for the two year period immediately subsequent to the expiration of your employment, you will not directly or indirectly (as owner, principal, agent, partner, officer, employee, independent contractor, consultant, stockholder or otherwise) (1) solicit any executive search assignment from any existing client of the firm or its subsidiaries or affiliates or any person who has been a client of the firm or its subsidiaries or affiliates during the preceding two years, (2) solicit for employment or otherwise attempt to engage the services of any employee of the firm or its subsidiaries or affiliates. The term "client" as used in this clause shall mean only clients as to which you, at any time during the three years preceding termination of employment, contacted or engaged in activities on behalf of the firm.

Acceptance of Employment

You understand that your employment with Korn/Ferry International is an employment "at will" and this arrangement may be altered only in writing by the Vice President of Human Resources of Korn/Ferry International.

Upon your acceptance of this offer of employment, please acknowledge your agreement with the terms set forth in this letter by signing in the designated space below. A copy of this letter is enclosed for your records.

Please also complete and sign the enclosed documents and return them to me with your signed letter:

- Employment and Education History Form
- Code of Business Conduct: Acknowledgment Form
- Code of Business Conduct and Ethics: Acknowledgment Form
- Non-Harassment/Non-Discrimination Policy: Acknowledgment Form
- Policy Statement Prohibiting ...: Acknowledgment Form

- Insider Trading Policy: Acknowledgment Form
- Agreement To Protect Confidential Information
- Personnel Information Form: (Section A)
- I-9 Form
- W-4 Form
- Employee Authorization for Automatic Deposits Form
- Business Travel and Expense Reporting: Acknowledgment Form

I look forward to your joining us and to your success with Korn/Ferry International. If you have any questions, please don't hesitate to call me.

Sincerely,

/s/ Gary D. Burnison  
Chief Executive Officer

ACCEPTED:

/s/ Ana Dutra  
\_\_\_\_\_  
Ana Dutra

\_\_\_\_\_  
Date

## CERTIFICATIONS

I, Gary D. Burnison, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Korn/Ferry International;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my supervision to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report my conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

By: /s/ GARY D. BURNISON  
Name: Gary D. Burnison  
Title: Chief Executive Officer and Director

Date: March 11, 2008

## CERTIFICATIONS

I, Stephen J. Giusto, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Korn/Ferry International;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my supervision to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report my conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

By: /s/ STEPHEN J. GIUSTO \_\_\_\_\_

Name: Stephen J. Giusto

Title: Executive Vice President and  
Chief Financial Officer

Date: March 11, 2008

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code), the undersigned officers of Korn/Ferry International, a Delaware corporation (the "Company"), hereby certifies that, to the best of their knowledge:

(a) the Quarterly Report on Form 10-Q for the quarter ended January 31, 2008 (the "Report") of the Company fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(b) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: March 11, 2008

By: /s/ GARY D. BURNISON  
Name: Gary D. Burnison  
Title: Chief Executive Officer and Director

By: /s/ STEPHEN J. GIUSTO  
Name: Stephen J. Giusto  
Title: Executive Vice President and  
Chief Financial Officer