

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>BURNISON GARY D</u> (Last) (First) (Middle) <u>C/O KORN/FERRY INTERNATIONAL</u> <u>1900 AVENUE OF THE STARS, SUITE 2600</u> (Street) <u>LOS ANGELES CA 90067</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>KORN FERRY INTERNATIONAL [KFY]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">CEO</p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/08/2018</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share	07/08/2018		F		8,501 ⁽¹⁾	D	\$65.69	176,959	D	
Common Stock, par value \$0.01 per share	07/08/2018		A		66,640 ⁽²⁾	A	\$0.00 ⁽³⁾	243,599	D	
Common Stock, par value \$0.01 per share	07/08/2018		F		33,041 ⁽⁴⁾	D	\$65.69	210,588	D	
Common Stock, par value \$0.01 per share	07/11/2018		S		8,000	D	\$62.6708 ⁽⁵⁾	202,558	D	
Common Stock, par value \$0.01 per share	07/12/2018		S		5,849	D	\$61.4458 ⁽⁶⁾	196,709	D	
Common Stock, par value \$0.01 per share	07/12/2018		S		6,151	D	\$63.334 ⁽⁷⁾	190,558	D	
Common Stock, par value \$0.01 per share	07/12/2018		F		4,342 ⁽⁸⁾	D	\$63.57	186,216	D	
Common Stock, par value \$0.01 per share	07/13/2018		S		6,800	D	\$64.8252 ⁽⁹⁾	179,416	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- Represents a reduction in shares to satisfy the tax withholding obligations of the Issuer with respect to the vesting, on July 8, 2018, of 17,145 shares of restricted stock held by the Reporting Person.
- Acquired upon the settlement of Relative TSR performance units granted on July 8, 2015 under the Korn/Ferry International Third Amended and Restated 2008 Stock Incentive Plan as a result of the satisfaction of the performance criteria underlying the award.
- Granted as compensation for services.
- Represents a reduction in shares to satisfy the tax withholding obligations of the Issuer with respect to the settlement, on July 8, 2018, of 66,640 Relative TSR performance units, as described in footnote (2) above.
- This transaction was executed in multiple trades at prices ranging from \$62.12 to \$63.02. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$62.16 to \$63.15. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$63.16 to \$63.62. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- Represents a reduction in shares to satisfy the tax withholding obligations of the Issuer with respect to the vesting, on July 12, 2018, of 8,757 shares of restricted stock held by the Reporting Person.
- This transaction was executed in multiple trades at prices ranging from \$64.625 to \$64.97. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

Remarks:

/s/ Jonathan Kuai, attorney-in-fact 07/13/2018

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.