#### PRG SCHULTZ INTERNATIONAL INC

Form SC 13D/A March 27, 2006

SEC POTENTIAL 1746 (11-02)

PERSONS WHO ARE TO RESPOND TO THE COLLECTION OF INFORMATION CONTAINED IN THIS FORM ARE NOT REQUIRED TO RESPOND UNLESS THE FORM DISPLAYS A CURRENTLY VALID OMB CONTROL NUMBER.

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

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SCHEDULE 13D (AMENDMENT NO. 8)

Under the Securities Exchange Act of 1934

PRG-SCHULTZ INTERNATIONAL, INC.

(Name of Company)

Common Stock \_\_\_\_\_\_

(Title of Class of Securities)

69357C107

(CUSIP Number of Class of Securities)

Andre Weiss, Esq. Schulte Roth & Zabel LLP 919 Third Avenue New York, New York 10022 (212) 756-2431

.\_\_\_\_\_

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

March 17, 2006

\_\_\_\_\_\_

(Date of Event which Requires Filing of this Schedule)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. [ ]

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter

disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

# SCHEDULE 13D

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CUSIP NO.	69357C1	07		PAGE 2 OF 10 PAGES		
			_			
1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  Parkcentral Global Hub, Limited					
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) [] (b) [X]					
3	SEC USE ONLY					
4	SOURCE OF FUNDS*  See Item 3					
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) [ ]					
6	CITIZENSHIP OR PLACE OF ORGANIZATION					
	Bermuda					
		7	SOLE VOTING POWER	 R		
				s issuable upon cor le Notes and Series 5)		
NUMBER OF	-	8	SHARED VOTING POW	 WER		
SHARES BENEFICIALL	Y		0			
OWNED BY EACH		9	SOLE DISPOSITIVE	POWER		
REPORTING PERSON WITH			23,271,478 shares issuable upon conversion of Senior Convertible Notes and Series A Preferred Stock (See Item 5)			
	_	10	SHARED DISPOSITIV	VE POWER		

NUMBER OF SHARES	8	SHARED VOTING POWER				
		4,527,750 shares issuable upon conversions Senior Convertible Notes and Series A Postock (See Item 5)				
	7	SOLE VOTING POWER				
	Texas					
6	CITIZENSHIP OR PLACE OF ORGANIZATION					
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) [ ]					
	See Item 3					
4	SOURCE OF FUNDS*					
3	SEC USE ONLY					
2	CHECK THE APPROPRIA		) [ ] ) [X]			
	Petrus Securities,	LP				
1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)					
CUSIP NO.	69357C107	PAGE 3 OF 10 PAGES				
		PAGE 2 OF 10 PAGE				
		SCHEDULE 13D				
	CO 					
14	TYPE OF REPORTING PERSON*					
	30.9% (see Item 5)					
13	PERCENT OF CLASS RE	EPRESENTED BY AMOUNT IN ROW (11) (see Item	m 5)			
12	CHECK BOX IF THE ACIN ROW (11) EXCLUDE		[ ]			
		issuable upon conversion of Senior Conver Preferred Stock (See Item 5)	tible			
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON					

Y		0		
	9	SOLE DISPOSITIVE POWER		
		· · · · ·		
	10	SHARED DISPOSITIVE POWER		
		0		
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON				
27,799,228 shares issuable upon conversion of Senior Convertible Notes and Series A Preferred Stock (See Item 5)				
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* [ ]				
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
30.9% (see Item 5)				
TYPE OF REPORTING PERSON*				
PN				
	27,799,228 Notes and S CHECK BOX I IN ROW (11) PERCENT OF 30.9% (see	9  AGGREGATE AMOUNT BE 27,799,228 shares i Notes and Series A  CHECK BOX IF THE AC IN ROW (11) EXCLUDE  PERCENT OF CLASS RE 30.9% (see Item 5)	9 SOLE DISPOSITIVE POWER  4,527,750 shares issuable upon conversion Senior Convertible Notes and Series A Prestock (See Item 5)  10 SHARED DISPOSITIVE POWER  0  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON  27,799,228 shares issuable upon conversion of Senior Convert Notes and Series A Preferred Stock (See Item 5)  CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  30.9% (see Item 5)  TYPE OF REPORTING PERSON*	

This Amendment No. 8 amends the Statement on Schedule 13D (the "Schedule 13D") filed with the Securities and Exchange Commission on December 21, 2005 by Parkcentral Global Hub, Limited, a Bermuda Company and Petrus Securities, LP, a Texas Limited Partnership (collectively, the "Reporting Persons"). This amendment to the Schedule 13D relates to the shares of Common Stock (the "Shares") of PRG-Schultz International, Inc., a Georgia corporation (the "Company"). The following amendments to the Schedule 13D are hereby made. Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Schedule 13D.

#### ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Item 5 is hereby supplemented by the following:

Pursuant to the Company's exchange offer, on March 17, 2006, each Reporting Person exchanged all of its 4.75% Convertible Subordinated Notes due 2006 for 11.0% Senior Notes due 2011, 10.0% Senior Convertible Notes due 2011 ("Senior Convertible Notes") and 9.0% Senior Series A Convertible Participating Preferred Stock ("Series A Preferred Stock") of the Company. As a result of this exchange, (i) Parkcentral Global Hub, Limited holds principal amount of \$9,621,600 of Senior Convertible Notes and 20,045 shares of Series A Preferred Stock over which it has sole voting and dispositive power and (ii) Petrus Securities, LP holds principal amount of \$1,872,000 of Senior Convertible Notes and 3,900 shares of Series A Preferred Stock over which it has sole voting and dispositive power. Together, the Reporting Persons may be deemed to beneficially own (i) principal amount of \$11,493,600 of Senior Convertible Notes, which is convertible into 17,682,466 shares of Common Stock (assuming shareholder approval of an increase in the Company's authorized common stock) and (ii)

23,945 shares of Series A Preferred Stock, which is convertible into 10,116,763 shares of Common Stock.

Based upon the Form 10-K filed by the Company on March 23, 2006, as of February 28, 2006, there were 62,112,307 shares of Common Stock outstanding. Therefore, each Reporting Person may be deemed to be the beneficial owner of securities representing 30.9% of the Common Stock.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

Item 6 is hereby amended and restated in its entirety as follows:

As of March 17, 2006, the Noteholders' Committee ceased to function. As a consequence, the group for purposes of Rule 13d-5(b) that may have been deemed to have been created thereby ceased to exist.

The Reporting Persons have no oral or written agreements, understandings or arrangements with each other or any other person relating to acquiring, holding, voting or disposing of any securities of the Company or otherwise with respect to the Company.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

- 1. Joint Filing Agreement dated March 27, 2006.
- 2. Press release, dated March 20, 2006

#### SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: March 27, 2006

PARKCENTRAL GLOBAL HUB LIMITED

By: /s/ David Radunsky

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Name: David Radunsky

Title: Chief Operating Officer

Parkcentral Capital Management, L.P. Advisor to Parkcentral Global Hub Limited

PETRUS SECURITIES, LP

By: /s/ David Radunsky

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Name: David Radunsky

Title: Chief Operating Officer

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#### EXHIBIT INDEX

- 1. Joint Filing Agreement dated March 27, 2006.
- 2. Press release, dated March 20, 2006.

#### EXHIBIT 1

#### JOINT FILING UNDERTAKING

The undersigned, being duly authorized thereunto, hereby execute this agreement as an exhibit to this Schedule 13D to evidence the agreement of the below-named parties, in accordance with the rules promulgated pursuant to the Securities Exchange Act of 1934, to file this Schedule jointly on behalf of each such party.

Dated as of March 27, 2006

PARKCENTRAL GLOBAL HUB LIMITED

By: /s/ David Radunsky

Name: David Radunsky

Title: Chief Operating Officer

Parkcentral Capital Management, L.P. Advisor to Parkcentral Global Hub Limited

PETRUS SECURITIES, LP

By: /s/ David Radunsky

Name: David Radunsky

Title: Chief Operating Officer