## PRG SCHULTZ INTERNATIONAL INC Form SC 13G

August 13, 2003

OMB APPROVAL
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#### SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

SCHEDULE 13G (Section 240.13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO SECTIONS 240.13d-1(b), (c) and(d) AND AMENDMENTS THERETO FILED PURSUANT TO SECTION 240.13d-2 (Amendment No. \_\_\_\_\_)1

PRG-Schultz International, Inc.
(Name of Issuer)
Common Stock, no par value
(Title of Class of Securities)
69357C107
(CUSIP Number)
August 4, 2003
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

|\_| Rule 13d-1(b) |X| Rule 13d-1(c) |\_| Rule 13d-1(d)

Page 1 of 32 Pages Exhibit Index Found on Page 24

1 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 the disclosures provided in a prior cover page.

The information required in 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).

13G CUSIP No. 69357C107 -----NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Farallon Capital Partners, L.P. \_\_\_\_\_ CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (b) [ X ] \*\* \*\* The reporting persons making this filing hold an aggregate of 3,356,791 Shares, which is 5.5% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page. SEC USE ONLY -----CITIZENSHIP OR PLACE OF ORGANIZATION California -----SOLE VOTING POWER -0-NUMBER OF -----SHARED VOTING POWER SHARES BENEFICIALLY OWNED BY 668,600 \_\_\_\_\_ EACH SOLE DISPOSITIVE POWER 7 REPORTING PERSON WITH \_\_\_\_\_ SHARED DISPOSITIVE POWER 668,600 \_\_\_\_\_

9	AGGREGATE A	AMOUNT BENI	EFICIALLY OWNED BY EACH REPORTING	G PERSON		
	668,600					
10			TE AMOUNT IN ROW (9) EXCLUDES Instructions)	[ ]		
11	PERCENT OF	CLASS REP	RESENTED BY AMOUNT IN ROW (9)			
	1.1 %					
12	TYPE OF REI	PORTING PE	RSON (See Instructions)			
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		P	age 2 of 32 Pages			
			13G			
CUSIP No. 6						
1	NAMES OF REPORTING PERSONS  I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)					
	Farallon Ca	apital Ins	titutional Partners, L.P.			
	CHECK THE A	======================================		e Instructions) (a) [ ] (b) [ X ]**		
2	**	aggrega class of page,	porting persons making this to of 3,356,791 Shares, which is securities. The reporting person owever, is a beneficial owneries reported by it on this cover	h is 5.5% of the on on this cover r only of the		
3	SEC USE ON			========		
	CITIZENSHI		OF ORGANIZATION	=========		
4	California					
		5	SOLE VOTING POWER			
NUMBER	OF		-0-			
SHARES		6	SHARED VOTING POWER	===========		
BENEFICIA OWNED E			632,500			
EACH	-		SOLE DISPOSITIVE POWER			
REPORTI PERSON W		7	-0-			

SHARED DISPOSITIVE POWER 8 632,500 -----AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 632,500 -----CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) -----PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 1.0 % TYPE OF REPORTING PERSON (See Instructions) Page 3 of 32 Pages 13G \_\_\_\_\_ CUSIP No. 69357C107 \_\_\_\_\_\_

CUSIP No. 69357C107

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Farallon Capital Institutional Partners II, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

(b) [ X ]\*\*

2 \*\* The reporting persons making this filing hold an aggregate of 3,356,791 Shares, which is 5.5% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

CITIZENSHIP OR PLACE OF ORGANIZATION

4

California

5 SOLE VOTING POWER

NUMBER OF

-0
SHARES 6 SHARED VOTING POWER

BENEFICIALLY
OWNED BY 68,400

SEC USE ONLY

	Edgar Filing	: PRG SCH	ULTZ INTERNATIONAL INC - Form SC 13G		
EACH REPORTING PERSON WITH		7	SOLE DISPOSITIVE POWER -0-		
		8	SHARED DISPOSITIVE POWER  68,400		
9	AGGREGATE	AMOUNT BEN	EFICIALLY OWNED BY EACH REPORTING PERSON		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  CERTAIN SHARES (See Instructions) [ ]				
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
12	TYPE OF RE	PORTING PE	RSON (See Instructions)		
		P.	age 4 of 32 Pages		
CUSIP No.	 69357C107 		13G		
1		EPORTING P	ERSONS N NO. OF ABOVE PERSONS (ENTITIES ONLY)		

Farallon Capital Institutional Partners III, L.P. \_\_\_\_\_ CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [ ] (b) [ X ] \*\* 2  $\ensuremath{^{\star\star}}$  The reporting persons making this filing hold an aggregate of 3,356,791 Shares, which is 5.5% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page. -----3 SEC USE ONLY \_\_\_\_\_ CITIZENSHIP OR PLACE OF ORGANIZATION Delaware \_\_\_\_\_

5 SOLE VOTING POWER

	Eugai Filing	. FNG SUN	JETZ INTERNATIONAL INC - Form SC 13G			
NUMBER	OF		-0-			
SHARES BENEFICIALLY		6	SHARED VOTING POWER			
OWNED I	BY		77,600			
EACH		7	SOLE DISPOSITIVE POWER			
REPORT:	-		-0-			
		8	SHARED DISPOSITIVE POWER			
	=======		77,600			
9	AGGREGATE	AMOUNT BENE	FICIALLY OWNED BY EACH REPORTING PERSON			
	77,600					
10		CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  CERTAIN SHARES (See Instructions) [ ]				
PERCENT		CLASS REPF	RESENTED BY AMOUNT IN ROW (9)			
	0.1 %					
12	TYPE OF RE	PORTING PEF	RSON (See Instructions)			
12	PN =====	PN				
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13G

CUSIP No. 69357C107 1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Tinicum Partners, L.P. \_\_\_\_\_ CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [ ] (b) [ X ] \*\* The reporting persons making this filing hold an aggregate of 3,356,791 Shares, which is 5.5% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page. \_\_\_\_\_ SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION

6

		5	SOLE VOTING POWER
NUMBER	OF		-0-
SHARES BENEFICIA		6	SHARED VOTING POWER
OWNED I	BY		34,200
EACH		7	SOLE DISPOSITIVE POWER
REPORT		1	-0-
PERSON WITH			SHARED DISPOSITIVE POWER
		8	34,200
9	AGGREGATE	AMOUNT BEN	EFICIALLY OWNED BY EACH REPORTING PERSON
	34,200		
10			TE AMOUNT IN ROW (9) EXCLUDES Instructions) [ ]
	PERCENT C	F CLASS REP	RESENTED BY AMOUNT IN ROW (9)
11	0.1 %		
12	TYPE OF R	EPORTING PE	RSON (See Instructions)
12	PN 		
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TOUSIP No. 69357C107

\*\* The reporting persons making this filing hold an aggregate of 3,356,791 Shares, which is 5.5% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the

securities reported by it on this cover page.

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7

3	SEC USE ON	 LY		
4	CITIZENSHII	P OR PLACE (	DF ORGANIZATION	
	-=======			
		5	SOLE VOTING POWER	
NUMBER	OF		-0-	
SHARES BENEFICIA		6	SHARED VOTING POWER	
OWNED B	Y		1,875,491	
EACH	-	 7	SOLE DISPOSITIVE POWER	==========
REPORTI	-	,	-0-	
PERSON W	ITH -	8	SHARED DISPOSITIVE POWER	
		0	1,875,491	
9	AGGREGATE	======== AMOUNT BENEE	FICIALLY OWNED BY EACH REPOR	TING PERSON
	1,875,491			
10			E AMOUNT IN ROW (9) EXCLUDES	[ ]
11	PERCENT OF	CLASS REPRE	ESENTED BY AMOUNT IN ROW (9)	
12	IA, OO	PORTING PERS	SON (See Instructions)	
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		Paç	ge 7 of 32 Pages	
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CUSIP No. 6	935/C10/			
1		EPORTING PER	RSONS NO. OF ABOVE PERSONS (ENTIT	IES ONLY)
	Farallon Pa	artners, L.I	L.C.	
	CHECK THE Z	APPROPRIATE	BOX IF A MEMBER OF A GROUP	(See Instructions)     (a) [ ]     (b) [ X ]**

2	Ü	**	aggregate class of page, ho	orting persons making this filing hold and e of 3,356,791 Shares, which is 5.5% of the securities. The reporting person on this cover powever, is a beneficial owner only of the es reported by it on this cover page.	
3	SEC USE	ONLY	=======		
4	CITIZEN		OR PLACE (	DF ORGANIZATION	
			5	SOLE VOTING POWER	
NUMBER (	OF			-0-	
SHARES BENEFICIA	LLY		6	SHARED VOTING POWER	
OWNED B	Y			1,481,300	
EACH			7	SOLE DISPOSITIVE POWER	
REPORTII PERSON W	-		,	-0-	
PERSON W.	/11H			SHARED DISPOSITIVE POWER	
			8	1,481,300	
9	AGGREGA	TE AM	====== OUNT BENEE	FICIALLY OWNED BY EACH REPORTING PERSON	
	1,481,3	00			
10				E AMOUNT IN ROW (9) EXCLUDES  nstructions) [ ]	
	PERCENT	ERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			
11	2.4 %				
	TYPE OF	REPO	======= RTING PERS	SON (See Instructions)	
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		====	======= Pag	ge 8 of 32 Pages	
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CUSIP No. 6					
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1			======= ORTING PEF	RSONS NO. OF ABOVE PERSONS (ENTITIES ONLY)	
	David I			NO. OF ADOVE LEMOONS (ENTITLES ONLI)	

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3	SEC USE ONI	 LY			
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4	United Stat	ces			
	-=======	 5	SOLE VOTING POWER		
NUMBER	OF		-0-		
SHARES		6	SHARED VOTING POWER	=====	
BENEFICIA OWNED B			3,356,791		
EACH	-		SOLE DISPOSITIVE POWER	=====	
REPORTI	-	7	-0-		
PERSON W	ITH -		SHARED DISPOSITIVE POWER	=====	
		8	3,356,791		
9	AGGREGATE A	AMOUNT BENE	======================================	===== RSON	
	3,356,791				
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]				
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
11	5.5 %				
	TYPE OF REE	PORTING PER	SON (See Instructions)		
12	IN				
				=====	

Page 9 of 32 Pages

13G

CUSIP No. 69357C107

1		REPORTING				
	1.K.5. IDI	DENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)				
	Chun R. D:	ing =======				
	CHECK THE	APPROPRIA	TE BOX IF A MEMBER OF A GROUP (See Instructions (a) [ ] (b) [ X ]**			
2	*:	aggreg class page,	eporting persons making this filing hold ate of 3,356,791 Shares, which is 5.5% of the of securities. The reporting person on this cover however, is a beneficial owner only of the transfer of the security o			
3	SEC USE O	NLY				
4	CITIZENSH	IP OR PLAC	E OF ORGANIZATION			
	United Sta	ates				
		5	SOLE VOTING POWER			
NUMBER	OF		-0-			
SHARE BENEFICI	SHARES		SHARED VOTING POWER			
OWNED			3,356,791			
EACH		7	SOLE DISPOSITIVE POWER			
REPORT	_	/	-0-			
PERSON	MITH		SHARED DISPOSITIVE POWER			
		8	3,356,791			
9	AGGREGATE	AMOUNT BE	NEFICIALLY OWNED BY EACH REPORTING PERSON			
	3,356,791					
	====================================	====== THE AGGREG	ATE AMOUNT IN ROW (9) EXCLUDES			
10			Instructions) [ ]			
1.1	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
11	5.5 %					
	TYPE OF RI	====== EPORTING P	ERSON (See Instructions)			
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Page 10 of 32 Pages

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			139		
USIP No. (	======= 69357C107				
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	======				
1	NAMES OF R	-	PERSONS ON NO. OF ABOVE PERSONS (ENTITIES ONLY)		
	Joseph F.	Downes			
	CHECK THE	======= APPROPRIA:	TE BOX IF A MEMBER OF A GROUP (See Instructions)  (a) [ ]  (b) [ X ]**		
2	**	aggrega class o page,	eporting persons making this filing hold are ate of 3,356,791 Shares, which is 5.5% of the of securities. The reporting person on this cover however, is a beneficial owner only of the ties reported by it on this cover page.		
3	SEC USE ON	LY			
4	==== CITIZENSHI	====== P OR PLACI	E OF ORGANIZATION		
	United Sta	tes 			
		5	SOLE VOTING POWER		
NUMBER	OF		-0-		
SHARES		6	SHARED VOTING POWER		
BENEFICIA OWNED B			3,356,791		
EACH			SOLE DISPOSITIVE POWER		
REPORT	ING	7	-0-		
PERSON V	WITH		SHARED DISPOSITIVE POWER		
		8	3,356,791		
9	==== AGGREGATE	======= AMOUNT BEI	NEFICIALLY OWNED BY EACH REPORTING PERSON		
	3,356,791				
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  CERTAIN SHARES (See Instructions) [ ]				
	PERCENT OF	CLASS REI	PRESENTED BY AMOUNT IN ROW (9)		
11	5.5 %				
	TYPE OF RE	PORTING PI	ERSON (See Instructions)		
12	IN				
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Page 11 of 32 Pages

13G \_\_\_\_\_ CUSIP No. 69357C107 -----NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) William F. Duhamel \_\_\_\_\_\_ CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [ ] (b) [ X ] \*\* 2  $\ensuremath{^{\star\star}}$  The reporting persons making this filing hold an aggregate of 3,356,791 Shares, which is 5.5% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page. \_\_\_\_\_ SEC USE ONLY -----CITIZENSHIP OR PLACE OF ORGANIZATION United States -----SOLE VOTING POWER NUMBER OF -0-\_\_\_\_\_ 6 SHARED VOTING POWER SHARES BENEFICIALLY OWNED BY 3,356,791 EACH SOLE DISPOSITIVE POWER REPORTING -0-PERSON WITH \_\_\_\_\_ SHARED DISPOSITIVE POWER 3,356,791 -----AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,356,791 -----CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES 1.0 CERTAIN SHARES (See Instructions) \_\_\_\_\_ PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 5.5 % TYPE OF REPORTING PERSON (See Instructions)

12	IN			
		P:	age 12 of 32 Pages	
			13G	
JSIP No. 6				
1	NAMES OF R		PERSONS ON NO. OF ABOVE PERSONS (ENTITIE	ES ONLY)
	Richard B.	Fried		
	CHECK THE	======= APPROPRIA	TE BOX IF A MEMBER OF A GROUP (S	See Instructions) (a) [ ] (b) [ X ]**
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3	SEC USE ON	LY		
4	CITIZENSHI United Sta		E OF ORGANIZATION	
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SHARES		6	SHARED VOTING POWER	
BENEFICIA OWNED B			3,356,791	
EACH			SOLE DISPOSITIVE POWER	
REPORTI		7	-0-	
PERSON W	TIH		SHARED DISPOSITIVE POWER	
		8	3,356,791	
9	AGGREGATE	AMOUNT BEI	======================================	ING PERSON
	3,356,791			
10			ATE AMOUNT IN ROW (9) EXCLUDES Instructions)	[ ]

	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)							
	5.5 %							
1.0	TYPE OF REPORTING PERSON (See Instructions)							
12	IN =======							
		P	age 13 of 32 Pages					
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	69357C107							
1	NAMES OF F		PERSONS ON NO. OF ABOVE PERSONS (ENTITIES ONLY)					
	Monica R.	Landry						
	CHECK THE	APPROPRIA	TE BOX IF A MEMBER OF A GROUP (See Instructions)  (a) [ ]  (b) [ X ]**					
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3	SEC USE ON	aggreg class page, securi	ate of 3,356,791 Shares, which is 5.5% of the of securities. The reporting person on this cover however, is a beneficial owner only of the					
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3 4	SEC USE ON CITIZENSHI United Sta	aggreg class page, securi	ate of 3,356,791 Shares, which is 5.5% of the of securities. The reporting person on this cover however, is a beneficial owner only of the ties reported by it on this cover page.  E OF ORGANIZATION  SOLE VOTING POWER  -0-					
3 4 NUMBER	SEC USE ON CITIZENSHI United Sta	aggreg class page, securi	ate of 3,356,791 Shares, which is 5.5% of the of securities. The reporting person on this cover however, is a beneficial owner only of the ties reported by it on this cover page.  E OF ORGANIZATION  SOLE VOTING POWER  -0-  SHARED VOTING POWER  3,356,791					
3 4 NUMBER SHARE BENEFICI	SEC USE ON CITIZENSHI United Sta	aggreg class page, securi securi records SEP OR PLAC Rates 5	ate of 3,356,791 Shares, which is 5.5% of the of securities. The reporting person on this cover however, is a beneficial owner only of the ties reported by it on this cover page.  E OF ORGANIZATION  SOLE VOTING POWER  -0-  SHARED VOTING POWER  3,356,791					
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	PERCENT OF	CLASS RE	PRESENTED BY AMOUNT IN ROW (9)	=========				
11	5.5 %							
	TYPE OF REF	PORTING P	======================================					
12	IN	IN						
		P	age 14 of 32 Pages					
			13G					
CUSIP No.	69357C107							
1		NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)						
	William F.	Mellin						
	CHECK THE A	APPROPRIA		Instructions)  a) [ ] b) [ X ]**				
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3	SEC USE ONI	 _Y						
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		 5	SOLE VOTING POWER					
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SHARI	-	6	SHARED VOTING POWER					
BENEFIC: OWNED			3,356,791					
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REPORT		<i>'</i>	-0-					
LEVOON	AA T T T T	8	SHARED DISPOSITIVE POWER	<del></del>				

3,356,791 \_\_\_\_\_ AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,356,791 -----CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) -----PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 5.5 % -----TYPE OF REPORTING PERSON (See Instructions) 12 \_\_\_\_\_ Page 15 of 32 Pages 13G \_\_\_\_\_\_ CUSIP No. 69357C107 \_\_\_\_\_ -----NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Stephen L. Millham \_\_\_\_\_ CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [ ] (b) [ X ] \*\* The reporting persons making this filing hold an aggregate of 3,356,791 Shares, which is 5.5% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page. SEC USE ONLY .\_\_\_\_\_ CITIZENSHIP OR PLACE OF ORGANIZATION United States \_\_\_\_\_ SOLE VOTING POWER NUMBER OF \_\_\_\_\_ 6 SHARED VOTING POWER SHARES BENEFICIALLY 3,356,791 OWNED BY

EACH

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SOLE DISPOSITIVE POWER

REPORTII		-0-						
PERSON W	8	SHARED DISPOSITIVE POWER  3,356,791						
9	AGGREGATE AMOUNT BENEF:	======================================	ERSON					
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  CERTAIN SHARES (See Instructions) [ ]							
11	PERCENT OF CLASS REPRES	SENTED BY AMOUNT IN ROW (9)						
12	TYPE OF REPORTING PERSO	ON (See Instructions)						
	Page	16 of 32 Pages						
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1	NAMES OF REPORTING PERSONAL INC.S. IDENTIFICATION IN Derek C. Schrier	SONS NO. OF ABOVE PERSONS (ENTITIES ONI						
	CHECK THE APPROPRIATE I	· · ·	astructions) [ ] [ X ]**					
2	aggregate class of s page, how	rting persons making this fili of 3,356,791 Shares, which is securities. The reporting person of wever, is a beneficial owner of s reported by it on this cover page	s 5.5% of the on this cover only of the					
3	SEC USE ONLY							
4	CITIZENSHIP OR PLACE OF	F ORGANIZATION						
NUMBER (		SOLE VOTING POWER						

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SHARES BENEFICIALLY OWNED BY		6	SHARED VOTING POWER				
			3,356,791				
EACH	-		SOLE DISPOSITIVE POWER				
REPORTI	NG	7	-0-				
PERSON W	'ITH -		SHARED DISPOSITIVE POWER				
		8	3,356,791				
9	AGGREGATE A	 AMOUNT BEN	EFICIALLY OWNED BY EACH REPORTING PERSON				
	3,356,791						
10			TE AMOUNT IN ROW (9) EXCLUDES Instructions) [ ]				
	PERCENT OF	CLASS REP	RESENTED BY AMOUNT IN ROW (9)				
11	5.5 %	.5 %					
	TYPE OF REPORTING PERSON (See Instructions)						
12	IN						
		Pa	ge 17 of 32 Pages				
			13G				
CUSIP No. 6							
1	NAMES OF RE		ERSONS N NO. OF ABOVE PERSONS (ENTITIES ONLY)				
	Thomas F. S	Steyer					
	CHECK THE A	 APPROPRIAT	E BOX IF A MEMBER OF A GROUP (See Instructions)  (a) [ ]  (b) [ X ]**				
2	**	aggrega class o	porting persons making this filing hold are te of 3,356,791 Shares, which is 5.5% of the f securities. The reporting person on this cover however, is a beneficial owner only of the				

\_\_\_\_\_ CITIZENSHIP OR PLACE OF ORGANIZATION

securities reported by it on this cover page.

United States

3 SEC USE ONLY

		5	SOLE VOTING POWER				
NUMBER	NUMBER OF		-0-				
SHARE:	-	6	SHARED VOTING POWER				
BENEFICIA OWNED 1			3,356,791				
EACH			SOLE DISPOSITIVE POWER				
REPORT		7	-0-				
PERSON I	WITH		SHARED DISPOSITIVE POWER				
			3,356,791				
9	AGGREGATE	====== AMOUNT BENE	FICIALLY OWNED BY EACH REPORTING PERSON				
	3,356,791						
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  CERTAIN SHARES (See Instructions) [ ]						
	PERCENT OF	 CLASS REPR	ESENTED BY AMOUNT IN ROW (9)				
11	5.5 %						
	TYPE OF RE	======= PORTING PER	SON (See Instructions)				
12	IN						
	======	=======					

Page 18 of 32 Pages

13G CUSIP No. 69357C107 \_\_\_\_\_ 1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Mark C. Wehrly CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [ ] (b) [ X ] \*\* 2  $\ensuremath{^{\star\star}}$  The reporting persons making this filing hold an aggregate of 3,356,791 Shares, which is 5.5% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page. ------3 SEC USE ONLY

4	CITIZENS	HIP OR PLAC	E OF ORGANIZATION					
ī	United S	d States						
		5	SOLE VOTING POWER					
NUMBER	OF		-0-					
SHARES BENEFICIALLY		6	SHARED VOTING POWER					
OWNED			3,356,791 					
EACH	I		SOLE DISPOSITIVE POWER					
REPORT	_	7	-0-					
PERSON	WITH		SHARED DISPOSITIVE POWER	SHARED DISPOSITIVE POWER				
		8	3,356,791					
9	AGGREGAT	====== E AMOUNT BE	======================================	G PERSON				
	3,356,79							
10	CHECK IF	CK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES TAIN SHARES (See Instructions) [ ]						
	PERCENT (	====== OF CLASS RE	PRESENTED BY AMOUNT IN ROW (9)					
11	5.5 %							
	TYPE OF REPORTING PERSON (See Instructions)							
12	IN							
		Р	age 19 of 32 Pages					

## Item 1. Issuer

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- (a) Name of Issuer:
  - PRG-Schultz International, Inc. (the "Company")
- (b) Address of Issuer's Principal Executive Offices:
  - 600 Galleria Parkway, Suite 100, Atlanta, Georgia 30339-5986

### Item 2. Identity And Background.

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Title Of Class Of Securities And CUSIP Number (Item 2(d) and (e))

This statement relates to Shares of Common Stock, no par value, (the "Shares") of the Company. The CUSIP number of the Shares is 69357C107.

This statement is filed by the entities and persons listed below, all of whom together are referred to herein as the "Reporting Persons."

### The Partnerships

- (i) Farallon Capital Partners, L.P., a California limited partnership ("FCP"), with respect to the Shares held by it;
- (ii) Farallon Capital Institutional Partners, L.P., a
   California limited partnership ("FCIP"), with respect
   to the Shares held by it;
- (iv) Farallon Capital Institutional Partners III, L.P., a
  Delaware limited partnership ("FCIP III"), with
  respect to the Shares held by it; and
- (v) Tinicum Partners, L.P., a New York limited partnership ("Tinicum"), with respect to the Shares held by it.

FCP, FCIP, FCIP II, FCIP III and Tinicum are together referred to herein as the "Partnerships."

Page 20 of 32 Pages

## The Management Company

(vi) Farallon Capital Management, L.L.C., a Delaware limited liability company (the "Management Company"), with respect to the Shares held by certain accounts managed by the Management Company (the "Managed Accounts").

# The General Partner Of The Partnerships

(vii) Farallon Partners, L.L.C., a Delaware limited liability company which is the general partner of each of the Partnerships (the "General Partner"), with respect to the Shares held by each of the Partnerships.

The Managing Members Of the General Partner And The Management Company

(viii) The following persons who are managing members of
 both the General Partner and the Management Company,
 with respect to the Shares held by the Partnerships
 and the Managed Accounts: David I. Cohen ("Cohen"),
 Chun R. Ding ("Ding"), Joseph F. Downes ("Downes"),
 William F. Duhamel ("Duhamel"), Richard B. Fried
 ("Fried"), Monica R. Landry ("Landry"), William F.
 Mellin ("Mellin"), Stephen L. Millham ("Millham"),
 Derek C. Schrier ("Schrier"), Thomas F. Steyer
 ("Steyer") and Mark C. Wehrly ("Wehrly").

Cohen, Ding, Downes, Duhamel, Fried, Landry, Mellin, Millham, Schrier, Steyer and Wehrly are together referred to herein as the "Individual Reporting Persons."

The citizenship of each of the Partnerships, the General Partner and the Management Company is set forth above. Each of the Individual Reporting Persons is a United States citizen. The address of the principal business office of each of the Reporting Persons is c/o Farallon Capital Management, L.L.C., One Maritime Plaza, Suite 1325, San Francisco, California 94111.

Item 3. If This Statement Is Filed Pursuant To Sections 240.13d-1(b) or

240.13d-2(b) or (c), Check Whether The Person Filing Is An Entity

Specified in (a) - (j):

Not Applicable.

If This Statement Is Filed Pursuant To Section 240.13d-1(c), Check This
----Box. [X]

Item 4. Ownership

The information required by Items 4(a) – (c) and set forth in Rows 5 through 11 of the cover page for each Reporting Person hereto is incorporated herein by reference for each such Reporting Person.

Page 21 of 32 Pages

The Shares reported hereby for the Partnerships are owned directly by the Partnerships and those reported by the Management Company on behalf of the Managed Accounts are owned directly by the Managed Accounts. The General Partner, as general partner to the Partnerships, may be deemed to be the beneficial owner of all such Shares owned by the Partnerships. The Management Company, as investment adviser to the Managed Accounts, may be deemed to be the beneficial owner of all such Shares owned by the Managed Accounts. The Individual Reporting Persons, as managing members of both the General Partner and/or the Management Company, may each be deemed to be the beneficial owner of all such Shares held by the Partnerships and the Managed Accounts. Each of the Management Company, the General Partner and the Individual Reporting Persons hereby disclaims any beneficial ownership of any such Shares.

Item 5. Ownership Of Five Percent Or Less Of A Class

Not Applicable.

Item 6. Ownership Of More Than Five Percent On Behalf Of Another Person

Not Applicable.

Item 7. Identification And Classification Of The Subsidiary Which Acquired

The Security Being Reported On By The Parent Holding Company

Not Applicable.

Item 8. Identification And Classification Of Members Of The Group

The Reporting Persons are filing this Schedule 13G pursuant to Rule 13d-1(c). Consistent with Item 2 of the cover page for each Reporting Person above, the Reporting Persons neither disclaim nor affirm the existence of a group among them.

Item 9. Notice Of Dissolution Of Group

Not Applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Page 22 of 32 Pages

SIGNATURES

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

Dated: August 13, 2003

/s/ Monica R. Landry

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FARALLON PARTNERS, L.L.C., on its own behalf and as General Partner of FARALLON CAPITAL PARTNERS, L.P., FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.,
FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.,
And TINICUM PARTNERS, L.P.
By Monica R. Landry,
Managing Member

/s/ Monica R. Landry

\_\_\_\_\_

FARALLON CAPITAL MANAGEMENT, L.L.C., By Monica R. Landry, Managing Member

/s/ Monica R. Landry

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Monica R. Landry, individually and as attorney-infact for each of David I. Cohen, Chun R. Ding, Joseph F. Downes, William F. Duhamel, Richard B. Fried, William F. Mellin, Stephen L. Millham, Derek C. Schrier, Thomas F. Steyer and Mark C. Wehrly.

The Powers of Attorney, each executed by David I. Cohen, Joseph F. Downes, William F. Duhamel, Richard B. Fried, William F. Mellin, Stephen L. Millham, Thomas F. Steyer and Mark C. Wehrly authorizing Monica R. Landry to sign and file this Schedule 13G on each person's behalf, which were filed with Amendment No. 2 to the Schedule 13D filed with the Securities and Exchange Commission on July 16, 2003, by such Reporting Persons with respect to the Common Stock of New World Restaurant Group, Inc., are hereby incorporated by reference. The Powers of Attorney executed by each of Chun R. Ding and Derek C. Schrier authorizing Monica R. Landry to sign and file this Schedule 13G on his behalf, which was filed with Amendment No. 1 to the Schedule 13D filed with the Securities and Exchange Commission on July 2, 2003, by such Reporting Person with respect to the Common Stock of Salix Pharmaceuticals, Ltd., is hereby incorporated by reference.

Page 23 of 32 Pages

#### EXHIBIT INDEX

EXHIBIT	1	Power	of	Attorney	granted	bу	Thomas F. Steyer
EXHIBIT	2	Power	of	Attorney	granted	bу	David I. Cohen
EXHIBIT	3	Power	of	Attorney	granted	bу	Joseph F. Downes
EXHIBIT	4	Power	of	Attorney	granted	bу	William F. Duhamel
EXHIBIT	5	Power	of	Attorney	granted	by	Richard B. Fried
EXHIBIT	6	Power	of	Attorney	granted	by	Monica R. Landry
EXHIBIT	7	Power	of	Attorney	granted	by	William F. Mellin

EXHIBIT 8

Power of Attorney granted by Stephen L. Millham

Page 24 of 32 Pages

EXHIBIT 1 to SCHEDULE 13G

#### POWER OF ATTORNEY

The undersigned hereby appoints Mark C. Wehrly his true and lawful attorney-in-fact and agent to execute and file with the Securities and Exchange Commission any Schedule 13D, Schedule 13G, any amendments thereto or any related documentation which may be required to be filed in his individual capacity as a result of the undersigned's position as managing member of FCMLLC and/or FPLLC, and granting unto each said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing which he might or could do in person, hereby ratifying and confirming all that each said attorney-in-fact and agent, may lawfully do or cause to be done by virtue hereof. The authority of Mark C. Wehrly under this Power of Attorney shall continue with respect to the undersigned until the undersigned is no longer required to File Schedule 13Ds or 13Gs unless revoked earlier in writing.

Date: June 30, 2003

By: /s/ Thomas F. Steyer

Name: Thomas F. Steyer

Page 25 of 32 Pages

EXHIBIT 2 to SCHEDULE 13G

#### POWER OF ATTORNEY

The undersigned hereby appoints Mark C. Wehrly his true and lawful attorney-in-fact and agent to execute and file with the Securities and Exchange Commission any Schedule 13D, Schedule 13G, any amendments thereto or any related documentation which may be required to be filed in his individual capacity as a result of the undersigned's position as managing member of FCMLLC and/or FPLLC, and granting unto each said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing which he might or could do in person, hereby ratifying and confirming all that each said attorney-in-fact and agent, may lawfully do or cause to be done by virtue hereof. The authority of Mark C. Wehrly under this Power of Attorney shall continue with respect to the undersigned until the undersigned is no longer required to File Schedule 13Ds or 13Gs unless revoked earlier in writing.

Date: June 30, 2003

By: /s/ David I. Cohen

Name: David I. Cohen

EXHIBIT 3 to SCHEDULE 13G

#### POWER OF ATTORNEY

The undersigned hereby appoints Mark C. Wehrly his true and lawful attorney-in-fact and agent to execute and file with the Securities and Exchange Commission any Schedule 13D, Schedule 13G, any amendments thereto or any related documentation which may be required to be filed in his individual capacity as a result of the undersigned's position as managing member of FCMLLC and/or FPLLC, and granting unto each said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing which he might or could do in person, hereby ratifying and confirming all that each said attorney-in-fact and agent, may lawfully do or cause to be done by virtue hereof. The authority of Mark C. Wehrly under this Power of Attorney shall continue with respect to the undersigned until the undersigned is no longer required to File Schedule 13Ds or 13Gs unless revoked earlier in writing.

Date: June 30, 2003

By: /s/ Joseph F. Downes

Name: Joseph F. Downes

Page 27 of 32 Pages

EXHIBIT 4 to SCHEDULE 13G

#### POWER OF ATTORNEY

The undersigned hereby appoints Mark C. Wehrly his true and lawful attorney-in-fact and agent to execute and file with the Securities and Exchange Commission any Schedule 13D, Schedule 13G, any amendments thereto or any related documentation which may be required to be filed in his individual capacity as a result of the undersigned's position as managing member of FCMLLC and/or FPLLC, and granting unto each said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing which he might or could do in person, hereby ratifying and confirming all that each said attorney-in-fact and agent, may lawfully do or cause to be done by virtue hereof. The authority of Mark C. Wehrly under this Power of Attorney shall continue with respect to the undersigned until the undersigned is no longer required to File Schedule 13Ds or 13Gs unless revoked earlier in writing.

Date: June 30, 2003

By: /s/ William F. Duhamel

Name: William F. Duhamel

Page 28 of 32 Pages

EXHIBIT 5 to SCHEDULE 13G

#### POWER OF ATTORNEY

The undersigned hereby appoints Mark C. Wehrly his true and lawful attorney-in-fact and agent to execute and file with the Securities and Exchange Commission any Schedule 13D, Schedule 13G, any amendments thereto or any related documentation which may be required to be filed in his individual capacity as a result of the undersigned's position as managing member of FCMLLC and/or FPLLC, and granting unto each said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing which he might or could do in person, hereby ratifying and confirming all that each said attorney-in-fact and agent, may lawfully do or cause to be done by virtue hereof. The authority of Mark C. Wehrly under this Power of Attorney shall continue with respect to the undersigned until the undersigned is no longer required to File Schedule 13Ds or 13Gs unless revoked earlier in writing.

Date: June 30, 2003

By: /s/ Richard B. Fried

Name: Richard B. Fried

Page 29 of 32 Pages

EXHIBIT 6 to SCHEDULE 13G

#### POWER OF ATTORNEY

The undersigned hereby appoints Mark C. Wehrly her true and lawful attorney-in-fact and agent to execute and file with the Securities and Exchange Commission any Schedule 13D, Schedule 13G, any amendments thereto or any related documentation which may be required to be filed in her individual capacity as a result of the undersigned's position as managing member of FCMLLC and/or FPLLC, and granting unto each said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing which she might or could do in person, hereby ratifying and confirming all that each said attorney-in-fact and agent, may lawfully do or cause to be done by virtue hereof. The authority of Mark C. Wehrly under this Power of Attorney shall continue with respect to the undersigned until the undersigned is no longer required to File Schedule 13Ds or 13Gs unless revoked earlier in writing.

Date: June 30, 2003

By: /s/ Monica R. Landry

Name: Monica R. Landry

Page 30 of 32 Pages

EXHIBIT 7

to

SCHEDULE 13G

#### POWER OF ATTORNEY

The undersigned hereby appoints Mark C. Wehrly his true and lawful attorney-in-fact and agent to execute and file with the Securities and Exchange Commission any Schedule 13D, Schedule 13G, any amendments thereto or any related documentation which may be required to be filed in his individual capacity as a result of the undersigned's position as managing member of FCMLLC and/or FPLLC, and granting unto each said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing which he might or could do in person, hereby ratifying and confirming all that each said attorney-in-fact and agent, may lawfully do or cause to be done by virtue hereof. The authority of Mark C. Wehrly under this Power of Attorney shall continue with respect to the undersigned until the undersigned is no longer required to File Schedule 13Ds or 13Gs unless revoked earlier in writing.

Date: June 30, 2003

By: /s/ William F. Mellin

Name: William F. Mellin

Page 31 of 32 Pages

EXHIBIT 8 to SCHEDULE 13G

#### POWER OF ATTORNEY

The undersigned hereby appoints Mark C. Wehrly his true and lawful attorney-in-fact and agent to execute and file with the Securities and Exchange Commission any Schedule 13D, Schedule 13G, any amendments thereto or any related documentation which may be required to be filed in his individual capacity as a result of the undersigned's position as managing member of FCMLLC and/or FPLLC, and granting unto each said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing which he might or could do in person, hereby ratifying and confirming all that each said attorney-in-fact and agent, may lawfully do or cause to be done by virtue hereof. The authority of Mark C. Wehrly under this Power of Attorney shall continue with respect to the undersigned until the undersigned is no longer required to File Schedule 13Ds or 13Gs unless revoked earlier in writing.

Date: July 2, 2003 By: /s/ Stephen L. Millham

Name: Stephen L. Millham

Page 32 of 32 Pages