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SCHULTZ ANDREW H

Form 3

February 01, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 FORM 3

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

1. Name and Address of Reporting Person
 SCHULTZ, ANDREW H.
 9241 LBJ Freeway, Suite 100
 Dallas, TX 75243
 USA
2. Date of Event Requiring Statement (Month/Day/Year)
 January 24, 2002
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Issuer Name and Ticker or Trading Symbol
 PRG-SCHULTZ INTERNATIONAL, INC.
 PRGX
5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 Director 10% Owner Officer (give title below) Other
 (specify below)
 Executive Vice President
6. If Amendment, Date of Original (Month/Day/Year)
7. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I -- Non-Derivative Securities Beneficially Owned

1. Title of Security	2. Amount of Securities Beneficially Owned	3. Ownership Form: Direct (D) or Indirect (I)	4. Nature of Beneficial
Common Stock (1)	15,522,758 (2)	D	

Table II -- Derivative Securities Beneficially Owned

1. Title of Derivative Security	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Underlying Securities	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security (Direct or Indirect)

Explanation of Responses:

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(1) All shares beneficially owned were acquired pursuant to the acquisition by PRG-Schultz International, Inc. of the business of Howard Schultz & Associates International, Inc., and affiliates, in a transaction exempt pursuant to Rule 16b-3.

(2) Includes 3,725,336 shares held by a trust as to which reporting person is both trustee and beneficiary.

SIGNATURE OF REPORTING PERSON

/s/ Andrew H. Schultz, by Clinton McKellar, Jr., Gen. Counsel
Andrew H. Schultz, by Clinton McKellar, Jr., Gen. Counsel

DATE

January 31, 2002

CONFIRMING STATEMENT

This Statement confirms that the undersigned has authorized and designated the General Counsel or the Chief Financial Officer of PRG-Schultz International, Inc. to execute and file on the undersigned's behalf all Forms 3, 4 and 5 (including any amendments thereto) that the undersigned may be required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of PRG-Schultz International, Inc. The authority of the General Counsel or the Chief Financial Officer of PRG-Schultz International, Inc. under this Statement shall continue until the undersigned is no longer required to file Forms 3, 4 and 5 with regard to the undersigned's ownership of or transactions in securities of PRG-Schultz International, Inc., unless earlier revoked in writing. The undersigned acknowledges that the General Counsel or the Chief Financial Officer of PRG-Schultz International, Inc. is not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

Dated as of January 24, 2002

/s/ Andrew Schultz

Andrew Schultz

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