Edgar Filing: PRG SCHULTZ INTERNATIONAL INC - Form DEFA14A

PRG SCHULTZ INTERNATIONAL INC Form DEFA14A April 29, 2002

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934

(Amendment No.)

	(International No.)
Filed	by the Registrant [X]
Filed	by a Party other than the Registrant []
Check the appropriate box:	
[] [X]	Preliminary Proxy Statement [] Confidential, for Use of the Definitive Proxy Statement Commission Only (as permitted by Definitive Additional Materials Soliciting Material Pursuant to ss.240.14a-12
	PRG-SCHULTZ INTERNATIONAL, INC. (Name of Registrant as Specified In Its Charter)
	N/A
	(Name of Person(s) Filing Proxy Statement if other than the Registrant)
Payment of Filing Fee (Check the appropriate box):	
[X]	No fee required.
[]	Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
	 Title of each class of securities to which transaction applies: Aggregate number of securities to which transaction applies: Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): Proposed maximum aggregate value of transaction: Total fee paid:
[]	Fee paid previously with preliminary materials.
[]	Check box if any part of the fee is offset as provided by Exchange Act Rule $0-11(a)(2)$ and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
	<pre>1) Amount Previously Paid: 2) Form, Schedule or Registration Statement No.: 3) Filing Party: 4) Date Filed:</pre>

PRG-SCHULTZ INTERNATIONAL, INC. 2300 WINDY RIDGE PARKWAY SUITE 100 NORTH

Edgar Filing: PRG SCHULTZ INTERNATIONAL INC - Form DEFA14A

ATLANTA, GA 30339-8426

April 29, 2002

Dear Fellow Shareholder:

The Annual Meeting of Shareholders of PRG-Schultz International, Inc. will be held on May 15, 2002. According to our latest records, we have not yet received your proxy. THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR PROPOSALS 1, 2, 4 AND 5, AND AGAINST PROPOSAL 3.

As you may remember, at the 2001 Annual Meeting, shareholders approved a proposal that the Company redeem the Shareholder Rights Plan, because it contains a "continuing director" provision. PLEASE NOTE THAT, UPON SHAREHOLDER APPROVAL OF PROPOSAL 2, THE "CONTINUING DIRECTOR" PROVISION OF THE COMPANY'S RIGHTS PLAN WILL BE IMMEDIATELY REMOVED.

YOUR VOTE IS IMPORTANT, NO MATTER HOW MANY OR HOW FEW SHARES YOU MAY OWN. Please vote today by signing, dating and returning the enclosed proxy card.

Thank you for your cooperation.

Very truly yours,

John M. Cook President and Chief Executive Officer

IMPORTANT NOTE: TO ENSURE THAT YOUR VOTE IS RECEIVED

BEFORE THE MEETING, YOU MAY RETURN YOUR PROXY BY FAX TO:

212-750-5799

(PLEASE FAX BOTH SIDES OF THE PROXY CARD.)

If you have any questions, or need assistance in voting

your shares, please call our proxy solicitor,

INNISFREE M&A INCORPORATED

TOLL-FREE, AT 1-888-750-5834.