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PRG SCHULTZ INTERNATIONAL INC
Form 8-K
April 28, 2004

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): APRIL 28, 2004

PRG-SCHULTZ INTERNATIONAL, INC.
(Exact name of registrant as specified in charter)

Commission File Number: 000-28000

GEORGIA
(State or other jurisdiction of
incorporation)

58-2213805
(IRS Employer Identification
No.)

600 GALLERIA PARKWAY
SUITE 100
ATLANTA, GEORGIA
(Address of principal executive offices)

30339-5949
(Zip Code)

Registrant's telephone number including area code: (770) 779-3900

(Former name or former address, if changed since last report)

ITEM 5. OTHER EVENTS

As a result of a recent change in the domestic corporate governance policy issued by Institutional Shareholder Services, Inc. ("ISS") that results in a withhold vote recommendation for any director nominee that serves as director for more than six public companies, Jacquelyn M. Ward, a director of the registrant, resigned from the board of directors effective immediately. She advised the registrant that her decision to resign was not because of any disagreement with the registrant on any matter relating to the registrant's operations, policies or practices, but was based solely on her desire to comply with this provision in the revised ISS policy.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PRG-SCHULTZ INTERNATIONAL, INC.

Date: April 28, 2004

By: /s/ Clinton McKellar, Jr.

Clinton McKellar, Jr.
General Counsel and Secretary