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ITEM 8.01. OTHER EVENTS.

On December 16, 2004, PRG-Schultz International, Inc. (the "Company") announced that it has been awarded a contract to provide audit recovery services to the State of Arizona. The press release announcing the contract is filed as Exhibit 99.1 to this report on Form 8-K and is incorporated herein by reference.

Except for the historical information contained in this report, the statements made by the Company in this report are forward-looking statements that involve risks and uncertainties, including statements and implied assertions regarding: whether other governmental entities may pursue recovery audit services, whether those who do so will retain the Company to provide such services, whether and to what extent such audits will identify significant overpayments, and whether the Company's audit will ultimately save money for Arizona taxpayers. All such statements are subject to the safe harbor created by the Private Securities Litigation Reform Act of 1995. PRG-Schultz's future financial performance and future events could differ significantly from the expectations of management and from results expressed or implied in the Press Release. The outcome of such contingencies may be affected by a number of factors. See the "Risk Factors" section of PRG-Schultz's Form 10-K filed March 5, 2004 with the Securities and Exchange Commission, for a discussion of certain risks and uncertainties that may impact such forward looking statements. PRG-Schultz disclaims any obligation or duty to update or modify these forward-looking statements.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

- (a) Financial Statements.
- (b) Pro Forma Financial Information.
- (c) Exhibits.

Exhibit Number -----	Description -----
99.1	December 16, 2004 Press Release Announcing Contract with the State of Arizona

SIGNATURES

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

PRG-SCHULTZ INTERNATIONAL, INC.

Date: December 21, 2004

By: /s/ Clinton McKellar, Jr.

Clinton McKellar, Jr.
General Counsel and Secretary

