

Edgar Filing: PRG SCHULTZ INTERNATIONAL INC - Form SC TO-C

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

(Continued on following pages)

SCHEDULE TO

This Tender Offer Statement on Schedule TO (this "Schedule TO"), is filed by PRG-Schultz International, Inc., a Georgia corporation (the "Company"), relating to a potential issuer tender offer of the Company to exchange certain new debt and equity securities of the Company in exchange for all its outstanding 4-3/4% Convertible Subordinated Notes due 2006. This Tender Offer Statement on Schedule TO is filed pursuant to the reporting requirements of Rule 13e-4(c)(1) of the Securities Exchange Act of 1934, as amended. The Company has not commenced any offer as of the date of this Schedule T-0.

This communication is for informational purposes only and is not intended to serve as a solicitation to purchase securities. Any solicitation to purchase securities will be made only pursuant to an Offering Circular and Letter of Transmittal, which the Company expects to mail to noteholders and file with the Securities and Exchange Commission ("Commission") in January 2006. Before tendering notes, noteholders should read these documents carefully as they will contain important information. Noteholders will also be able to obtain copies of these and other documents filed with the Commission in connection with the tender offer for free at the Commission's website at www.sec.gov and from the Company.

ITEM 12 EXHIBITS.

99.(a)(5) Press Release of the Company, dated December 27, 2005.

EXHIBIT INDEX

Exhibit Number	Description
99.(a)(5)	Press Release of the Company, dated December 27, 2005