

PROFIT RECOVERY GROUP INTERNATIONAL INC  
Form DFAN14A  
May 17, 2001

SCHEDULE 14A INFORMATION

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

Filed by the Registrant  [X]  
Filed by a Party other than the Registrant  [ ]

Check the appropriate box:

- [ ] Preliminary Proxy Statement
- [ ] Confidential, for Use of the Commission Only  
(as permitted by Rule 14a-6(e)(2))
- [ ] Definitive Proxy Statement
- [X] Definitive Additional Materials
- [ ] Soliciting Material Pursuant to ss. 240.14a-12

The Profit Recovery Group International, Inc.

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(Name of Registrant as Specified in Its Charter)

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(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)(4) and 0-11.

1. Title of each class of securities to which transaction applies:  
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2. Aggregate number of securities to which transaction applies:  
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3. 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):  
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4. Proposed maximum aggregate value of transaction:  
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5. Total fee paid:  
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- [ ] 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.

1. Amount Previously Paid:  
-----
2. Form Schedule or Registration Statement No.:

3. Filing Party: \_\_\_\_\_

4. Date Filed: \_\_\_\_\_

THE PROFIT RECOVERY GROUP INTERNATIONAL, INC.  
2300 Windy Ridge Parkway  
Suite 100 North  
Atlanta, GA 30339-8426

May 17, 2001

Dear Fellow Shareholder:

The Annual Meeting of Shareholders of The Profit Recovery Group International, Inc. will be held on May 25, 2001. Your Board of Directors unanimously recommends that you vote AGAINST the Shareholder Proposal (Proposal 2).

Your vote is important, no matter how many or how few shares you may own. Please help your company avoid the expense of further solicitation by signing, dating and returning the enclosed proxy card today.

Thank you for your cooperation.

Very truly yours,

/s/ John M. Cook

John M. Cook  
Chairman of the Board  
and Chief Executive Officer

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IMPORTANT NOTE:

To ensure that your vote is received before the Meeting,  
you may return your proxy by fax to:  
212-750-5799 (fax)  
(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.  
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