

PROFIT RECOVERY GROUP INTERNATIONAL INC
Form DFAN14A
May 18, 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.

(Name of Registrant as Specified in Its Charter)

(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:

2. Aggregate number of securities to which transaction applies:

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):

4. Proposed maximum aggregate value of transaction:

5. 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.

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 18, 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 Proposal 2, the proposal regarding the company's Shareholder Protection Rights Agreement (the "Rights Plan").

It is the Board's strong conviction that the Rights Plan is in the best interest of shareholders, as it enhances the negotiating position of the Board and is an important tool for maximizing shareholder value. Remember, the interests of the Board are perfectly aligned with the interests of all other shareholders: members of your Board together with their families own approximately 14% of the Company's outstanding shares.

Again, we urge you to vote AGAINST Proposal 2. Your vote is important, no matter how many or how few shares you may own. Please vote today--by telephone, via the Internet, or by returning the enclosed voting instruction form.

Thank you for your cooperation.

Very truly yours,

/s/ John M. Cook

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

MAKE YOUR VOTE COUNT!

Remember, you can vote by telephone, or via the Internet. Simply follow the easy instructions on the enclosed voting instruction form.

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.
