

RIGHT MANAGEMENT CONSULTANTS INC
Form SC 13D/A
November 03, 2003

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(Amendment No. 2)*

Under the Securities Exchange Act of 1934

Right Management Consultants, Inc.

(Name of Issuer)

Common Stock, \$0.01 par value per share

(Title of Class of Securities)

766573109

(CUSIP Number)

Philip U. Hammarskjold
HFP Recapitalization Corp.
c/o Hellman & Friedman Capital Partners IV, L.P.
One Maritime Plaza, 12th Floor
San Francisco, CA 94111
(415) 788-5111

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

October 31, 2003

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of ss.ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Edgar Filing: RIGHT MANAGEMENT CONSULTANTS INC - Form SC 13D/A

CUSIP No. 766573109

SCHEDULE 13D

Page 2 of 25

1. NAME OR REPORTING PERSON

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

HFP Recapitalization Corp.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS*:

See Item 3

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION:

Delaware

7. SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

-0-

8. SHARED VOTING POWER

-0-

9. SOLE DISPOSITIVE POWER

-0-

10. SHARED DISPOSITIVE POWER

-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

Edgar Filing: RIGHT MANAGEMENT CONSULTANTS INC - Form SC 13D/A

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

0.0%

14. TYPE OF REPORTING PERSON

CO

*See Instructions Before Filling Out!

CUSIP No. 766573109

SCHEDULE 13D

Page 3 of 25

1. NAME OR REPORTING PERSON

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

Richard J. Pinola

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS*:

See Item 3

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION:

U.S.A.

7. SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

2,725,137

8. SHARED VOTING POWER

-0-

9. SOLE DISPOSITIVE POWER

2,725,137

10. SHARED DISPOSITIVE POWER

-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Edgar Filing: RIGHT MANAGEMENT CONSULTANTS INC - Form SC 13D/A

2,725,137

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

|_ |

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

11.1%

14. TYPE OF REPORTING PERSON

IN

*See Instructions Before Filling Out!

CUSIP No. 766573109

SCHEDULE 13D

Page 4 of 25

1. NAME OR REPORTING PERSON

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

Joseph T. Smith

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) |_ |

(b) |X |

3. SEC USE ONLY

4. SOURCE OF FUNDS*:

See Item 3

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

|_ |

6. CITIZENSHIP OR PLACE OF ORGANIZATION:

U.S.A.

7. SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

750,047

8. SHARED VOTING POWER

-0-

9. SOLE DISPOSITIVE POWER

Edgar Filing: RIGHT MANAGEMENT CONSULTANTS INC - Form SC 13D/A

WITH

750,047

10. SHARED DISPOSITIVE POWER

-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

750,047

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

|_ |

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

3.2%

14. TYPE OF REPORTING PERSON

IN

*See Instructions Before Filling Out!

CUSIP No. 766573109

SCHEDULE 13D

Page 5 of 25

1. NAME OR REPORTING PERSON

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

John J. Gavin

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) |_ |

(b) |X |

3. SEC USE ONLY

4. SOURCE OF FUNDS*:

See Item 3

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e)

|_ |

6. CITIZENSHIP OR PLACE OF ORGANIZATION:

U.S.A.

Edgar Filing: RIGHT MANAGEMENT CONSULTANTS INC - Form SC 13D/A

7. SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

571,880

8. SHARED VOTING POWER

-0-

9. SOLE DISPOSITIVE POWER

571,880

10. SHARED DISPOSITIVE POWER

-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

571,880

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

2.5%

14. TYPE OF REPORTING PERSON

IN

*See Instructions Before Filling Out!

CUSIP No. 766573109

SCHEDULE 13D

Page 6 of 25

1. NAME OR REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

G. Lee Bohs

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS*:

See Item 3

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

Edgar Filing: RIGHT MANAGEMENT CONSULTANTS INC - Form SC 13D/A

|_ |

6. CITIZENSHIP OR PLACE OF ORGANIZATION:

U.S.A.

7. SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

17,627

8. SHARED VOTING POWER

-0-

9. SOLE DISPOSITIVE POWER

17,627

10. SHARED DISPOSITIVE POWER

-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

17,627

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

|_ |

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

0.1%

14. TYPE OF REPORTING PERSON

IN

*See Instructions Before Filling Out!

CUSIP No. 766573109

SCHEDULE 13D

Page 7 of 25

1. NAME OR REPORTING PERSON

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

Charles J. Mallon

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) |_ |

(b) |X|

3. SEC USE ONLY

Edgar Filing: RIGHT MANAGEMENT CONSULTANTS INC - Form SC 13D/A

4. SOURCE OF FUNDS*:

See Item 3

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

|_ |

6. CITIZENSHIP OR PLACE OF ORGANIZATION:

U.S.A.

7. SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

130,407

8. SHARED VOTING POWER

-0-

9. SOLE DISPOSITIVE POWER

130,407

10. SHARED DISPOSITIVE POWER

-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

130,407

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

|_ |

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

0.6%

14. TYPE OF REPORTING PERSON

IN

*See Instructions Before Filling Out!

CUSIP No. 766573109

SCHEDULE 13D

Page 8 of 25

1. NAME OR REPORTING PERSON

Edgar Filing: RIGHT MANAGEMENT CONSULTANTS INC - Form SC 13D/A

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

Theodore A. Young

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS*:

See Item 3

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION:

U.S.A.

7. SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

11,125

8. SHARED VOTING POWER

-0-

9. SOLE DISPOSITIVE POWER

11,125

10. SHARED DISPOSITIVE POWER

-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,125

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

0.0%

14. TYPE OF REPORTING PERSON

IN

*See Instructions Before Filling Out!

Edgar Filing: RIGHT MANAGEMENT CONSULTANTS INC - Form SC 13D/A

CUSIP No. 766573109

SCHEDULE 13D

Page 9 of 25

1. NAME OR REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

William McCusker

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS*:

See Item 3

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION:

U.S.A.

7. SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

9,856

8. SHARED VOTING POWER

-0-

9. SOLE DISPOSITIVE POWER

9,856

10. SHARED DISPOSITIVE POWER

-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,856

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

Edgar Filing: RIGHT MANAGEMENT CONSULTANTS INC - Form SC 13D/A

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

0.0%

14. TYPE OF REPORTING PERSON

IN

*See Instructions Before Filling Out!

CUSIP No. 766573109

SCHEDULE 13D

Page 10 of 25

1. NAME OR REPORTING PERSON

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

Howard H. Mark

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS*:

See Item 3

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION:

U.S.A.

7. SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

46,449

8. SHARED VOTING POWER

-0-

9. SOLE DISPOSITIVE POWER

46,449

10. SHARED DISPOSITIVE POWER

-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Edgar Filing: RIGHT MANAGEMENT CONSULTANTS INC - Form SC 13D/A

46,449

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

|_ |

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

0.2%

14. TYPE OF REPORTING PERSON

IN

*See Instructions Before Filling Out!

CUSIP No. 766573109

SCHEDULE 13D

Page 11 of 25

1. NAME OR REPORTING PERSON

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

Geoffrey S. Boole

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) |_ |

(b) |X |

3. SEC USE ONLY

4. SOURCE OF FUNDS*:

See Item 3

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

|_ |

6. CITIZENSHIP OR PLACE OF ORGANIZATION:

Canada

7. SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

37,477

8. SHARED VOTING POWER

-0-

9. SOLE DISPOSITIVE POWER

Edgar Filing: RIGHT MANAGEMENT CONSULTANTS INC - Form SC 13D/A

WITH

37,477

10. SHARED DISPOSITIVE POWER

-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

37,477

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

|_ |

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

0.2%

14. TYPE OF REPORTING PERSON

IN

*See Instructions Before Filling Out!

CUSIP No. 766573109

SCHEDULE 13D

Page 12 of 25

1. NAME OR REPORTING PERSON

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

Gayle I. Weibley

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) |_ |

(b) |X |

3. SEC USE ONLY

4. SOURCE OF FUNDS*:

See Item 3

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e)

|_ |

6. CITIZENSHIP OR PLACE OF ORGANIZATION:

U.S.A.

Edgar Filing: RIGHT MANAGEMENT CONSULTANTS INC - Form SC 13D/A

7. SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

125

8. SHARED VOTING POWER

-0-

9. SOLE DISPOSITIVE POWER

125

10. SHARED DISPOSITIVE POWER

-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

125

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

|_ |

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

0.0%

14. TYPE OF REPORTING PERSON

IN

*See Instructions Before Filling Out!

CUSIP No. 766573109

SCHEDULE 13D

Page 13 of 25

1. NAME OR REPORTING PERSON

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

James E. Greenway

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) |_ |

(b) |X |

3. SEC USE ONLY

4. SOURCE OF FUNDS*:

See Item 3

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

Edgar Filing: RIGHT MANAGEMENT CONSULTANTS INC - Form SC 13D/A

|_ |

6. CITIZENSHIP OR PLACE OF ORGANIZATION:

U.S.A.

7. SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

145,740

8. SHARED VOTING POWER

-0-

9. SOLE DISPOSITIVE POWER

145,740

10. SHARED DISPOSITIVE POWER

-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

145,740

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

|_ |

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

0.6%

14. TYPE OF REPORTING PERSON

IN

*See Instructions Before Filling Out!

CUSIP No. 766573109

SCHEDULE 13D

Page 14 of 25

1. NAME OR REPORTING PERSON

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

Mark A. Miller

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) |_ |

(b) |X|

3. SEC USE ONLY

Edgar Filing: RIGHT MANAGEMENT CONSULTANTS INC - Form SC 13D/A

4. SOURCE OF FUNDS*:

See Item 3

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION:

U.S.A.

7. SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

68,635

8. SHARED VOTING POWER

-0-

9. SOLE DISPOSITIVE POWER

68,635

10. SHARED DISPOSITIVE POWER

-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

68,635

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

0.3%

14. TYPE OF REPORTING PERSON

IN

*See Instructions Before Filling Out!

Edgar Filing: RIGHT MANAGEMENT CONSULTANTS INC - Form SC 13D/A

1. NAME OR REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

R. William Holland

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS*:

See Item 3

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION:

U.S.A.

7. SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

66,285

8. SHARED VOTING POWER

-0-

9. SOLE DISPOSITIVE POWER

66,285-

10. SHARED DISPOSITIVE POWER

-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

66,285

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

0.3%

14. TYPE OF REPORTING PERSON

IN

Edgar Filing: RIGHT MANAGEMENT CONSULTANTS INC - Form SC 13D/A

*See Instructions Before Filling Out!

CUSIP No. 766573109

SCHEDULE 13D

Page 16 of 25

- 1. NAME OR REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

Andrew McRae

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS*:

See Item 3

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e)

- 6. CITIZENSHIP OR PLACE OF ORGANIZATION:

United Kingdom

7. SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY

14,155

8. SHARED VOTING POWER

EACH
REPORTING

-0-

9. SOLE DISPOSITIVE POWER

PERSON
WITH

14,155

10. SHARED DISPOSITIVE POWER

-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

14,155

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

Edgar Filing: RIGHT MANAGEMENT CONSULTANTS INC - Form SC 13D/A

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

0.1%

14. TYPE OF REPORTING PERSON

IN

*See Instructions Before Filling Out!

CUSIP No. 766573109

SCHEDULE 13D

Page 17 of 25

1. NAME OR REPORTING PERSON

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

Edward C. Davies

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS*:

See Item 3

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION:

Australia

7. SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

32,840

8. SHARED VOTING POWER

-0-

9. SOLE DISPOSITIVE POWER

32,840

10. SHARED DISPOSITIVE POWER

-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Edgar Filing: RIGHT MANAGEMENT CONSULTANTS INC - Form SC 13D/A

32,840

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

|_ |

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

0.1%

14. TYPE OF REPORTING PERSON

IN

*See Instructions Before Filling Out!

CUSIP No. 766573109

SCHEDULE 13D

Page 18 of 25

1. NAME OR REPORTING PERSON

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

Keiji Miyaki

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) |_ |

(b) |X |

3. SEC USE ONLY

4. SOURCE OF FUNDS*:

See Item 3

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

|_ |

6. CITIZENSHIP OR PLACE OF ORGANIZATION:

Japan

7. SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING

6,250

8. SHARED VOTING POWER

-0-

Edgar Filing: RIGHT MANAGEMENT CONSULTANTS INC - Form SC 13D/A

PERSON 9. SOLE DISPOSITIVE POWER
WITH

6,250

10. SHARED DISPOSITIVE POWER

-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,250

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

|_ |

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

0.0%

14. TYPE OF REPORTING PERSON

IN

*See Instructions Before Filling Out!

CUSIP No. 766573109

SCHEDULE 13D

Page 19 of 25

1. NAME OR REPORTING PERSON

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

Hellman & Friedman Capital Partners IV, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) |_ |

(b) |X |

3. SEC USE ONLY

4. SOURCE OF FUNDS*:

See Item 3

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e)

|_ |

6. CITIZENSHIP OR PLACE OF ORGANIZATION:

California

Edgar Filing: RIGHT MANAGEMENT CONSULTANTS INC - Form SC 13D/A

7. SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

-0-

8. SHARED VOTING POWER

-0-

9. SOLE DISPOSITIVE POWER

-0-

10. SHARED DISPOSITIVE POWER

-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

|_ |

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

0.0%

14. TYPE OF REPORTING PERSON

PN

*See Instructions Before Filling Out!

CUSIP No. 766573109

SCHEDULE 13D

Page 20 of 25

1. NAME OR REPORTING PERSON

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

H&F Investors IV, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) |_ |

(b) |X |

3. SEC USE ONLY

4. SOURCE OF FUNDS*:

See Item 3

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO

Edgar Filing: RIGHT MANAGEMENT CONSULTANTS INC - Form SC 13D/A

ITEMS 2(d) OR 2(e)

|_ |

6. CITIZENSHIP OR PLACE OF ORGANIZATION:

California

7. SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

-0-

8. SHARED VOTING POWER

-0-

9. SOLE DISPOSITIVE POWER

-0-

10. SHARED DISPOSITIVE POWER

-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

|_ |

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

0.0%

14. TYPE OF REPORTING PERSON

OO

*See Instructions Before Filling Out!

CUSIP No. 766573109

SCHEDULE 13D

Page 21 of 25

This Amendment No. 2 amends the Statement on Schedule 13D filed with the Securities and Exchange Commission (the "Commission") with respect to Right Management Consultants, Inc. (the "Issuer") on September 25, 2003 and amended on October 20, 2003 (the "Schedule 13D") by HFP Recapitalization Corp., a Delaware corporation ("HFP Recap"); Richard J. Pinola; Joseph T. Smith; John J. Gavin; G. Lee Bohs; Charles J. Mallon; Theodore A. Young; William McCusker; Howard H. Mark; Geoffrey S. Boole; Gayle I. Weibley; James E. Greenway; Mark A. Miller; R.

Edgar Filing: RIGHT MANAGEMENT CONSULTANTS INC - Form SC 13D/A

William Holland; Andrew McRae; Edward C. Davies; Keiji Miyaki (the foregoing individuals, collectively, the "Individual Reporting Persons"); Hellman & Friedman Capital Partners IV, L.P., a California limited partnership ("H&F Partners IV"); and H&F Investors IV, LLC, a California limited liability company ("H&F Investors," together with H&F Partners IV, the "H&F Reporting Persons," and HFP Recap, the Individual Reporting Persons and the H&F Reporting Persons, collectively, the "Reporting Persons"). Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Schedule 13D.

Item 3 Source and Amount of Funds or Other Consideration.

Item 3 of the Schedule 13D is hereby supplemented as follows:

The debt financing commitment set forth in the commitment letter HFP Recap previously received from a nationally-recognized banking institution (as amended by such institution in a letter delivered to HFP Recap on October 17, 2003) expired on October 31, 2003.

Item 4 Purpose of Transaction.

Item 4 of the Schedule 13D is hereby supplemented as follows:

HFP Recap was unable to reach an agreement with the Special Committee of the Board of Directors of the Issuer regarding the Proposed Transaction, and the Proposal (as amended by HFP Recap on October 17, 2003) expired on October 31, 2003. However, in connection with such expiration, HFP Recap indicated to the Special Committee that, despite the expiration of the Proposal, it remains interested in pursuing a recapitalization transaction with the Issuer on appropriate terms. Accordingly, HFP Recap, H&F Partners IV and their respective affiliates may pursue such a transaction, including engaging in subsequent discussions and/or negotiations with the Issuer, the Special Committee and their respective advisors regarding such a transaction. In addition, in connection with pursuing such transaction, HFP Recap, H&F Partners IV and their respective affiliates may engage in subsequent discussions and/or negotiations with some or all of the other Reporting Persons regarding participation in such a transaction and/or with potential financing sources for such a transaction. Each of the Reporting Persons also may, at any time and from time to time, acting either individually, together or with other third parties, formulate plans or proposals with respect such to certain of the matters listed in Items 4(a)-(j) of Schedule 13D, including, without limitation, a proposal to recapitalize, or otherwise acquire securities of the Issuer in an extraordinary corporate transaction, on terms similar to, or materially different from, those set forth in the Proposal.

CUSIP No. 766573109

SCHEDULE 13D

Page 22 of 25

Item 5 Interest in Securities of the Issuer.

Item 5(a), (b) of the Schedule 13D is hereby supplemented as follows:

As a result of the matters set forth in the supplement to Item 6 below, the Reporting Persons no longer may be deemed to have shared power to vote, or to direct the vote of, any of the shares of Common Stock for which Richard J. Pinola, John J. Gavin, G. Lee Bohs and Charles J. Mallon have direct beneficial ownership (as set forth in this Item 5) with respect to the matters described in Section 5 of the Letter Agreement. Also as a result of the matters set forth in the supplement to Item 6 below, the Reporting Persons no longer may be deemed to have shared power to dispose, or to direct the disposition of, any of the shares of Common Stock for which the other Reporting Persons have direct beneficial

Edgar Filing: RIGHT MANAGEMENT CONSULTANTS INC - Form SC 13D/A

ownership (as set forth above in this Item 5) with respect to the matters described in Section 5 of the Letter Agreement. Accordingly, each of the Reporting Persons has sole power to vote or to direct the vote of, and sole power to dispose or to direct the disposition of, the shares of Common Stock for which such Reporting Person has direct beneficial ownership (as set forth in Item 5).

Also as a result of the matters set forth in the supplement to Item 4 above and Item 6 below, the Reporting Persons no longer may be deemed to constitute a group within the meaning of Section 13(d)(5) of the rules and regulations promulgated by the Securities and Exchange Commission pursuant to the Exchange Act, and accordingly each of the Reporting Persons disclaims the existence of any such group and the beneficial ownership of the shares of Common Stock directly beneficially owned by any of the other Reporting Persons.

As a result of the matters set forth above, as of the date hereof, the aggregate number and percentage of shares of Common Stock beneficially owned by each of the Reporting Persons are as set forth in rows 11 and 12 of the cover page of this Amendment No. 2 to Schedule 13D applicable to such Reporting Person, which rows with respect to each such Reporting Person are hereby incorporated herein by reference.

Item 5(e) of the Schedule 13D is hereby supplemented as follows:

As a result of the matters set forth in Item 5(a), (b) above, each of the Reporting Persons (other than Richard J. Pinola) ceased to be the beneficial owner of more than five percent of the Common Stock on October 31, 2003.

Item 6 Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Item 6 of the Schedule 13D is hereby supplemented as follows:

The Proposal delivered by HFP Recap to the Board of Directors of the Issuer on September 22, 2003, as amended by the letter HFP Recap delivered to the Special Committee of the Board of Directors on October 17, 2003, lapsed on October 31, 2003. As a result of the lapse of the Proposal, the equity contributions, management and employee agreements and exclusivity provisions set forth in Sections 2, 3 and 5, respectively, of the Letter Agreement also expired on October 31, 2003.

CUSIP No. 766573109

SCHEDULE 13D

Page 23 of 25

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: November 3, 2003

HFP RECAPITALIZATION CORP.

By: /s/ Philip U. Hammarskjold

Edgar Filing: RIGHT MANAGEMENT CONSULTANTS INC - Form SC 13D/A

Name: Philip U. Hammarskjold
Title: President

/s/ Theodore A. Young

Richard J. Pinola
By: Theodore A. Young, Attorney-in-Fact

/s/ Theodore A. Young

Joseph T. Smith
By: Theodore A. Young, Attorney-in-Fact

/s/ Theodore A. Young

John J. Gavin
By: Theodore A. Young, Attorney-in-Fact

/s/ Theodore A. Young

G. Lee Bohs
By: Theodore A. Young, Attorney-in-Fact

/s/ Theodore A. Young

Charles J. Mallon
By: Theodore A. Young, Attorney-in-Fact

/s/ Theodore A. Young

Theodore A. Young

/s/ Theodore A. Young

William McCusker
By: Theodore A. Young, Attorney-in-Fact

CUSIP No. 766573109

SCHEDULE 13D

Page 24 of 25

/s/ Theodore A. Young

Howard H. Mark
By: Theodore A. Young, Attorney-in-Fact

/s/ Theodore A. Young

Geoffrey S. Boole
By: Theodore A. Young, Attorney-in-Fact

/s/ Theodore A. Young

Gayle I. Weibley
By: Theodore A. Young, Attorney-in-Fact

/s/ Theodore A. Young

James E. Greenway

Edgar Filing: RIGHT MANAGEMENT CONSULTANTS INC - Form SC 13D/A

By: Theodore A. Young, Attorney-in-Fact

/s/ Theodore A. Young

Mark A. Miller

By: Theodore A. Young, Attorney-in-Fact

/s/ Theodore A. Young

R. William Holland

By: Theodore A. Young, Attorney-in-Fact

/s/ Theodore A. Young

Andrew McRae

By: Theodore A. Young, Attorney-in-Fact

/s/ Theodore A. Young

Edward C. Davies

By: Theodore A. Young, Attorney-in-Fact

/s/ Theodore A. Young

Keiji Miyaki

By: Theodore A. Young, Attorney-in-Fact

CUSIP No. 766573109

SCHEDULE 13D

Page 25 of 25

HELLMAN & FRIEDMAN CAPITAL PARTNERS IV, L.P.

By: H&F Investors IV, LLC, its general partner

By: H&F Administration IV, LLC, its administrative
manager

By: H&F Investors III, Inc., its manager

By: /s/ Philip U. Hammarskjold

Name: Philip U. Hammarskjold
Title: Vice President

H&F INVESTORS IV, LLC

By: H&F Administration IV, LLC, its
administrative manager

By: H&F Investors III, Inc., its manager

By: /s/ Philip U. Hammarskjold

Name: Philip U. Hammarskjold
Title: Vice President