

HUDSON HIGHLAND GROUP INC  
Form S-8  
June 30, 2004

Registration No. 333-\_\_\_\_\_

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM S-8  
REGISTRATION STATEMENT  
Under  
THE SECURITIES ACT OF 1933

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**HUDSON HIGHLAND GROUP, INC.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of incorporation or organization)

**59-3547281**  
(I.R.S. Employer Identification No.)

**622 Third Avenue**  
**New York, New York**  
(Address of principal executive offices)

**10017**  
(Zip Code)

**Hudson Highland Group, Inc. Long Term Incentive Plan**  
(Full title of the plan)

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Latham Williams  
Vice President, Legal Affairs and Administration,  
Corporate Secretary  
Hudson Highland Group, Inc.  
10 South Wacker Drive, Suite 2600  
Chicago, Illinois 60606  
(312) 795-4216  
(Name, address and telephone number, including area code, of agent for service)

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Copy to:  
  
Benjamin F. Garmer, III  
Foley & Lardner LLP  
777 East Wisconsin Avenue  
Milwaukee, Wisconsin 53202  
(414) 271-2400

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CALCULATION OF REGISTRATION FEE

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| Title of Securities to be Registered | Amount to be Registered (1) | Proposed Maximum<br>Offering Price Per Share | Proposed Maximum<br>Aggregate Offering Price | Amount of<br>Registration Fee |
|--------------------------------------|-----------------------------|----------------------------------------------|----------------------------------------------|-------------------------------|
| Common Stock, \$.001 par value       | 500,000 shares              | \$30.41 (2)                                  | \$15,205,000 (2)                             | \$1,926.47                    |

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- (1) Pursuant to Rule 416 under the Securities Act of 1933, this Registration Statement also covers an indeterminate number of additional shares of Common Stock that may become issuable as a result of stock splits, stock dividends or similar transactions pursuant to the anti-dilution provisions of the Hudson Highland Group, Inc. Long Term Incentive Plan.
- (2) Estimated pursuant to Rule 457(c) and (h) under the Securities Act of 1933 solely for the purpose of calculating the registration fee based on the average of the high and low prices for Hudson Highland Group, Inc. Common Stock on The Nasdaq National Market on June 24, 2004.
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STATEMENT PURSUANT TO GENERAL INSTRUCTION E TO FORM S-8

On April 1, 2003, Hudson Highland Group, Inc. (the Registrant), filed a Registration Statement on Form S-8 (File No. 333-104209) to register 1,000,000 shares of the Registrant's Common Stock, par value \$.001 per share (the Common Stock), issuable under the Hudson Highland Group, Inc. Long Term incentive Plan (the Incentive Plan).

On February 18, 2004, the Board of Directors of the Registrant approved an amendment to the Incentive Plan to increase the number of shares of Common Stock available under the Incentive Plan from 1,000,000 to 1,500,000. At the Registrant's 2004 Annual Meeting of Stockholders held on April 30, 2004, the stockholders of the Registrant approved this amendment. The purpose of this Registration Statement is to register 500,000 additional shares of the Common Stock in connection with the Incentive Plan.

Pursuant to General Instruction E of Form S-8, the contents of the Registrant's Registration Statement on Form S-8 (Reg. No. 333-1104209), including the documents incorporated by reference therein, are incorporated by reference into this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

**Item 8. Exhibits.**

The exhibits set forth in the accompanying Exhibit Index are filed (except where otherwise indicated) with this Registration Statement.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on this day of June, 2004.

HUDSON HIGHLAND GROUP, INC.

By: /s/ Jon F. Chait

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HUDSON HIGHLAND GROUP, INC.

Jon F. Chait  
Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature _____                                     | Title _____                                                                                        | Date _____    |
|-----------------------------------------------------|----------------------------------------------------------------------------------------------------|---------------|
| /s/ Jon F. Chait<br>_____<br>Jon F. Chait           | Chairman, Chief Executive Officer and<br>Director (Principal Executive Officer)                    | June 30, 2004 |
| /s/ Richard W. Pehlke<br>_____<br>Richard W. Pehlke | Executive Vice President, Chief<br>Financial Officer and Director<br>(Principal Financial Officer) | June 30, 2004 |
| /s/ Ralph L. O'Hara<br>_____<br>Ralph L. O'Hara     | Vice President, Controller (Principal<br>Accounting Officer)                                       | June 30, 2004 |
| *<br>_____<br>John J. Haley                         | Director                                                                                           | June 30, 2004 |
| *<br>_____<br>Jennifer Laing                        | Director                                                                                           | June 30, 2004 |
| *<br>_____<br>Nicholas G. Moore                     | Director                                                                                           | June 30, 2004 |
| *<br>_____<br>David G. Offensend                    | Director                                                                                           | June 30, 2004 |
| *<br>_____<br>René Schuster                         | Director                                                                                           | June 30, 2004 |

\*By: /s/ Jon F. Chait

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Jon F. Chait  
Attorney-in-fact

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**EXHIBIT INDEX**

| <u>Exhibit<br/>Number</u> | <u>Exhibit Description</u>                                                                                                                                                                                           |
|---------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (4)                       | Hudson Highland Group, Inc. Long Term Incentive Plan, as amended. [Incorporated by reference to Annex B to the Registrant's Definitive Proxy Statement on Schedule 14A filed on March 22, 2004 (File No. 000-50129)] |
| (5)                       | Opinion of Foley & Lardner LLP.                                                                                                                                                                                      |
| (23.1)                    | Consent of BDO Seidman, LLP.                                                                                                                                                                                         |
| (23.2)                    | Consent of Foley & Lardner LLP (filed as part of Exhibit (5)).                                                                                                                                                       |
| (24)                      | Powers of Attorney.                                                                                                                                                                                                  |