

KORN FERRY INTERNATIONAL
 Form 3
 December 01, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>Â HG (Bermuda) Ltd</p> <p>(Last) (First) (Middle)</p> <p>C/O HG (BERMUDA) LIMITED, SE PEARMAN,Â BUILDING, 3RD FLOOR, 9 PAR-LA-VILLE ROAD</p> <p>(Street)</p> <p>HAMILTON,Â D0Â HM 08</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>12/01/2015</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>KORN FERRY INTERNATIONAL [KFY]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, \$0.01 par value	5,922,136 <u>(1)</u> <u>(2)</u>	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date	3. Title and Amount of Securities Underlying	4. Conversion	5. Ownership	6. Nature of Indirect Beneficial Ownership
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(Month/Day/Year)	Derivative Security (Instr. 4)	or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HG (Bermuda) Ltd
C/O HG (BERMUDA) LIMITED, SE PEARMAN
BUILDING, 3RD FLOOR, 9 PAR-LA-VILLE ROAD
HAMILTON, HM 08

Â Â X Â Â

Signatures

HG (Bermuda) Limited, By: /s/ Chris R. Matthews, on behalf of HG (Bermuda) Limited,
Name: Chris. R. Matthews, Title: Chief Executive Officer

12/01/2015

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
Pursuant to that certain Stock Purchase Agreement, dated September 23, 2015 (as may be amended, supplemented or otherwise modified from time to time in accordance with its terms, the "SPA"), entered into by and between HG (Bermuda) Limited ("HG") and Korn/Ferry International ("Korn Ferry"), at the closing of the transactions contemplated thereby, Korn Ferry paid to HG as partial consideration for the acquisition of all of the issued and outstanding shares and non-interest bearing convertible preferred equity certificates of HG's wholly owned subsidiary, HG (Luxembourg) S.a.r.l., 5,922,136 shares of Korn Ferry common stock. Pursuant to the SPA, 835,011 of such shares of Korn Ferry common stock (the "Indemnity Escrow Shares") were deposited at the closing into an escrow account to secure HG's indemnification obligations under the SPA.
- (1) (Continued from Footnote 1) The Indemnity Escrow Shares will be held and released from such account pursuant to the terms of the Escrow Agreement entered into at closing by and among HG, Korn Ferry and Computershare Trust Company, N.A., in its capacity as escrow agent.
- (2)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.