

HUDSON HIGHLAND GROUP INC  
Form DEF 14A  
March 16, 2012

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

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
(Amendment No. )**

Filed by the Registrant  x  
Filed by a Party other than the Registrant  o  
Check the appropriate box:

- o Preliminary Proxy Statement
- o **Confidential, For Use of the Commission Only (as Permitted by Rule 14a-6(e)(2))**
- x Definitive Proxy Statement
- o Definitive Additional Materials
- o Soliciting Material Pursuant to §240.14a-12

**Hudson Highland Group, 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.
  - o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- (1) Title of each class of securities to which transaction applies:
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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.:

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(4) Date Filed:

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## **HUDSON HIGHLAND GROUP, INC.**

# **NOTICE OF ANNUAL MEETING OF STOCKHOLDERS To Be Held April 26, 2012**

### **To the Stockholders of Hudson Highland Group, Inc.:**

We are providing notice that the annual meeting of stockholders of Hudson Highland Group, Inc. will be held on Thursday, April 26, 2012, at 8:00 A.M., local time, at the offices of Foley & Lardner LLP, 90 Park Avenue, 39<sup>th</sup> Floor, New York, New York 10016, for the following purposes:

1. To elect two directors to hold office until the 2015 annual meeting of stockholders and until their successors are duly elected and qualified;
  2. To approve, by advisory vote, the compensation of our named executive officers as disclosed in the accompanying proxy statement;
  3. To approve an amendment and restatement of the Hudson Highland Group, Inc. 2009 Incentive Stock and Awards Plan;
  4. To approve an amendment to our Amended and Restated Certificate of Incorporation to change our corporate name to Hudson Global, Inc. from Hudson Highland Group, Inc.; and
  5. To ratify the appointment of KPMG LLP as independent registered public accounting firm to audit Hudson Highland Group, Inc.'s financial statements for the fiscal year ending December 31, 2012.
- We also will consider and act upon such other business as may properly come before the meeting or any adjournment or postponement of the meeting.

Only stockholders of record at the close of business on February 27, 2012 will be entitled to vote at the annual meeting and any adjournment or postponement of the meeting.

**Your vote is important no matter how large or small your holdings may be. To assure your representation at the meeting, please vote your shares over the Internet or via the toll-free telephone number, as instructed in the Notice of Internet Availability of Proxy Materials. You also may request a printed proxy card to submit your vote by mail. You will not receive a printed copy of the proxy materials unless you request them, as instructed in the Notice of Internet Availability of Proxy Materials.**

**For directions to the annual meeting please write Latham Williams, Corporate Secretary, Hudson Highland Group, Inc., 560 Lexington Avenue, 5<sup>th</sup> Floor, New York, New York 10022 or call (212) 351-7300.**

By Order of the Board of Directors  
HUDSON HIGHLAND GROUP, INC.

Latham Williams  
*Corporate Secretary*

New York, New York  
March 16, 2012



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**HUDSON HIGHLAND GROUP, INC.  
560 Lexington Avenue, 5<sup>th</sup> Floor**

**New York, New York 10022**

**PROXY STATEMENT  
For  
ANNUAL MEETING OF STOCKHOLDERS  
To Be Held April 26, 2012**

**ANNUAL MEETING INFORMATION**

Our Board of Directors is soliciting proxies for use at our annual meeting of stockholders, which will be held on Thursday, April 26, 2012, at 8:00 A.M., local time, at the offices of Foley & Lardner LLP, 90 Park Avenue, 39<sup>th</sup> Floor, New York, New York 10016, and all adjournments or postponements of the meeting, for the purposes set forth in the attached Notice of Annual Meeting of Stockholders.

**On or before March 16, 2012, we mailed to you and our other stockholders a Notice of Internet Availability of Proxy Materials containing instructions on how to access this proxy statement and our annual report on the Internet and to vote your shares over the Internet or by telephone. You will not receive a printed copy of the proxy materials unless you request them. If you would like to receive a printed copy of our proxy materials, including a printed proxy card on which you may submit your vote by mail, then you should follow the instructions for obtaining a printed copy of our proxy materials contained in the Notice of Internet Availability of Proxy Materials.**

Submitting your proxy over the Internet, by telephone or by executing and returning a printed proxy card will not affect your right to attend the annual meeting and to vote in person. However, your presence at the annual meeting will not in itself revoke your submitted proxy. You may revoke your proxy at any time before it is exercised only by notifying us in writing or in open meeting.

If you submit your proxy over the Internet or by telephone, or you request a printed proxy card and properly execute and return the proxy card by mail, then the persons named as proxies will vote the shares represented by your proxy according to your instructions. If you request a printed proxy card, and properly execute and return the proxy card by mail, but do not mark voting instructions on the proxy card, then the persons named as proxies will vote FOR the two nominees for election as directors referred to in this proxy statement, FOR approval of the compensation of our named executive officers as disclosed in this proxy statement, FOR approval of the amendment and restatement of our 2009 Incentive Stock and Awards Plan, FOR approval of the amendment to our Amended and Restated Certificate of Incorporation to change our corporate name, and FOR the ratification of the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2012. Our management knows of no matters other than those set forth in the Notice of Annual Meeting of Stockholders to be brought before the



annual meeting. However, if any other business or matters properly shall come before the annual meeting, then the persons named as proxies in the form of proxy will vote the shares represented by each proxy in accordance with their judgment on such matters.

Only holders of record of our common stock at the close of business on February 27, 2012 are entitled to vote at the annual meeting. On that date, there were 32,516,562 shares of common stock outstanding and entitled to vote. Each share is entitled to one vote.

**If you would like to attend the annual meeting, you must demonstrate that you were a stockholder on February 27, 2012 and you must bring photo identification with you to the annual meeting. If your shares are held through a broker, bank or nominee, you must bring to the annual meeting a copy of your brokerage account statement, which you can obtain from your broker, bank or nominee that holds your shares. If your shares are registered directly in your name with our transfer agent, BNY Mellon Shareowner Services, you must bring only photo identification with you to the annual meeting.**

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The following table sets forth certain information regarding the beneficial ownership of our common stock as of February 27, 2012 by: (i) each director and nominee; (ii) each of the executive officers named in the Summary Compensation Table set forth below; and (iii) all of the directors, nominees and executive officers (including the executive officers named in the Summary Compensation Table) as a group. Each of the holders listed below has sole voting and investment power over the shares beneficially owned. No holders listed below have pledged any of their shares as security.

Name of Beneficial Owner	Shares of Common Stock Beneficially Owned	Percent of Common Stock Beneficially Owned
Jon F. Chait <sup>(2)(3)</sup>	163,617	*
Robert B. Dubner <sup>(1)(3)</sup>	68,293	*
John J. Haley <sup>(1)(3)</sup>	148,293	*
Jennifer Laing <sup>(1)(3)</sup>	73,293	*
Manuel Marquez <sup>(4)</sup>	0	*
David G. Offensend <sup>(1)(3)</sup>	161,054	*
Richard J. Stolz <sup>(1)(3)</sup>	73,293	*
Mary Jane Raymond <sup>(1)(2)</sup>	352,309	1.1 %
Frank P. Lanuto <sup>(2)</sup>	48,961	*
Latham Williams <sup>(1)(2)</sup>	63,840	*
Neil J. Funk <sup>(1)(2)</sup>	78,294	*
Richard S. Gray <sup>(1)(2)</sup>	167,152	*
All directors, nominees and executive officers as a group (13 persons) <sup>(1)(2)</sup>	1,557,683	4.8 %

\*

Denotes less than 1%.

Includes the following shares of common stock subject to stock options, which are exercisable within 60 days of February 27, 2012: Robert B. Dubner, 50,000 shares; John J. Haley, 50,000 shares; Jennifer Laing, 40,000 shares; (1) David G. Offensend, 50,000 shares; Richard J. Stolz, 50,000 shares; Mary Jane Raymond, 190,000 shares; Latham Williams, 26,000 shares; Neil J. Funk, 26,000 shares; Richard S. Gray, 98,000 shares; and all directors, nominees and executive officers as a group, 702,000 shares.

Includes the following shares of restricted common stock, which are subject to forfeiture until they vest: Jon F. Chait, 25,500 shares; Mary Jane Raymond, 74,699 shares; Frank P. Lanuto, 22,382 shares; Latham Williams, (2) 16,907 shares; Neil J. Funk, 18,240 shares; Richard S. Gray, 20,907 shares; and all directors, nominees and executive officers as a group, 178,635 shares.

Includes the following share units under our Director Deferred Share Plan, which are payable only in shares of common stock upon a director ceasing service as a Board member: Jon F. Chait, 2,479 shares; Robert B. Dubner, (3) 18,293 shares; John J. Haley, 23,293 shares; Jennifer Laing, 23,293 shares; David G. Offensend, 23,293 shares; Richard J. Stolz, 18,293 shares; and all directors, nominees and executive officers as a group, 108,944 shares.

(4) In connection with his commencement of employment as Chief Executive Officer of our company, the

Compensation Committee of our Board of Directors granted to Mr. Marquez (i) 100,000 restricted stock units that vest 50% upon completion of two years of employment, 25% upon completion of three years of employment and 25% upon completion of four years of employment with us, and (ii) options to purchase 400,000 shares of our common stock that vest 50% upon completion of two years of employment and 50% upon completion of three years of employment with us.

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The following table sets forth certain information regarding beneficial ownership by other persons known to us to own more than 5% of our outstanding common stock as of February 27, 2012.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership <sup>(1)</sup>			Investment Power		Percent of Class
	Sole	Shared	Sole	Shared	Aggregate	
Hotchkis and Wiley Capital Management, LLC. 725 South Figueroa St. 39th Floor Los Angeles, CA 90017	2,438,154	0	0	4,757,909	0	14.6%
Heartland Advisors, Inc. 789 North Water St. Milwaukee, WI 53202	0	0	3,560,471	0	3,701,671	11.4%
Schneider Capital Management Corporation 460 East Swedesford Rd. Suite 2000 Wayne, PA 19087	2,230,585	0	0	3,323,384	0	10.2%
BlackRock, Inc. 40 East 52nd Street New York, NY 10022	1,942,324	0	0	1,942,324	0	6.0 %
Rutabaga Capital Management 64 Broad St., 3rd Floor Boston, MA 02109	1,508,432	262,900	0	1,771,332	0	5.4 %