

KORN FERRY INTERNATIONAL
Form 4
December 02, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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)

1. Name and Address of Reporting Person *
HG (Bermuda) Ltd

2. Issuer Name and Ticker or Trading Symbol
KORN FERRY INTERNATIONAL
[KFY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
12/01/2016

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ Other (specify below)

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

HAMILTON, D0 HM 08

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, \$0.01 par value	12/01/2016		J(1)(2)		1,946,984 (1) (2)	D	\$ 0 3,975,152

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	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, D0 HM 08			X	

Signatures

/s/ Chris R. Matthews, Chief Executive Officer, on behalf of HG (BERMUDA) Limited

12/02/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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).

- (1) Pursuant to that certain Stock Purchase Agreement, dated September 23, 2015 (as has been and may be further amended, modified or supplemented 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 (the "KF Shares"). The lockup restrictions pertaining to 1,947,072 shares of the KF Shares (the "First Allocation") expired on December 1, 2016. On December 1, 2016, following the release of the lockup restrictions pertaining to the First Allocation, the Reporting Person transferred the First Allocation less 88 shares (1,946,984)
- (2) (Continued from Footnote 1) on a pro rata basis, without consideration, to its shareholders and former shareholders to the extent entitled to such shares.

Remarks:

This filing constitutes a Form 4 exit filing for the Reporting Person as it is no longer subject to Section 16 under the Securities Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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