

KORN FERRY INTERNATIONAL

Form 3

December 01, 2015

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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)

1. Name and Address of Reporting
Person *

Â HG (Bermuda) Ltd

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

12/01/2015

3. Issuer Name **and** Ticker or Trading Symbol

KORN FERRY INTERNATIONAL [KFY]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☒ 10% Owner☐ Officer ☐ Other
(give title below) (specify below)

C/O HG (BERMUDA)

LIMITED, SE

PEARMAN,Â BUILDING, 3RD

FLOOR, 9 PAR-LA-VILLE

ROAD

(Street)

HAMILTON,Â D0Â HM 08

(City)

(State)

(Zip)

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person☐ Form filed by More than One
Reporting Person**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 (1) (2)

D Â

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

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****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 Date3. 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

^ ^ X ^ ^

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)
- (2) (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.

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.