

ROZEK ROBERT P

Form 4

July 13, 2018

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

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

## OMB APPROVAL

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ROZEK ROBERT P

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)  
07/08/2018

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
EVP, CFO & CCO

C/O KORN/FERRY  
INTERNATIONAL, 1900 AVENUE  
OF THE STARS, SUITE 2600

(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

LOS ANGELES, CA 90067

(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 Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	07/08/2018		F	4,289 (1)	D \$ 65.69 84,011	D	
Common Stock, par value \$0.01 per share	07/08/2018		A	29,160 (2)	A \$ 0 (3) 113,171	D	

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Common Stock, par value \$0.01 per share	07/08/2018	F	<u>15,683</u> (4)	D	\$ 65.69	97,488	D
Common Stock, par value \$0.01 per share	07/12/2018	F	<u>2,285</u> (5)	D	\$ 63.57	95,203	D
Common Stock, par value \$0.01 per share	07/13/2018	S	1,962	D	\$ <u>63.1614</u> (6)	93,241	D

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

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SEC 1474  
(9-02)

**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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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

ROZEK ROBERT P  
C/O KORN/FERRY INTERNATIONAL  
1900 AVENUE OF THE STARS, SUITE 2600  
LOS ANGELES, CA 90067

EVP, CFO & CCO

## Signatures

/s/ Jonathan Kuai,  
attorney-in-fact

07/13/2018

\_\_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) Represents a reduction in shares to satisfy the tax withholding obligations of the Issuer with respect to the vesting, on July 8, 2018, of 7,972 shares of restricted stock held by the Reporting Person.
- (2) Acquired upon the settlement of Relative TSR performance units granted on July 8, 2015 under the Korn/Ferry International Third Amended and Restated 2008 Stock Incentive Plan as a result of the satisfaction of the performance criteria underlying the award.
- (3) Granted as compensation for services.
- (4) Represents a reduction in shares to satisfy the tax withholding obligations of the Issuer with respect to the settlement, on July 8, 2018, of 29,160 Relative TSR performance units, as described in footnote (2) above.
- (5) Represents a reduction in shares to satisfy the tax withholding obligations of the Issuer with respect to the vesting, on July 12, 2018, of 4,247 shares of restricted stock held by the Reporting Person.

This transaction was executed in multiple trades at prices ranging from \$63.14 to \$63.28. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

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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