

KORN FERRY INTERNATIONAL

Form 4

July 12, 2016

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MULROONEY BYRNE K

(Last) (First) (Middle)

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

(Street)

LOS ANGELES, CA 90067

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/08/2016

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
CEO of Futurestep

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

**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 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	07/08/2016		F	610 <sup>(1)</sup>	D \$ 21.3 71,277	D	
Common Stock, par value \$0.01 per share	07/08/2016		A	37,560 <sup>(2)</sup>	A \$ 0 <sup>(3)</sup> 108,837	D	
Common Stock, par	07/11/2016		F	1,140 <sup>(4)</sup>	D \$ 21.81 107,697	D	

value \$0.01  
per share

Common

Stock, par  
value \$0.01  
per share

07/11/2016

F

1,565  
(5)

D

\$  
21.81

106,132

D

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

**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.**

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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4)
				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

MULROONEY BYRNE K  
C/O KORN/FERRY INTERNATIONAL  
1900 AVENUE OF THE STARS, SUITE 2600  
LOS ANGELES, CA 90067

CEO of Futurestep

## Signatures

/s/ Peter L. Dunn,  
attorney-in-fact

07/12/2016

\*\*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) Represents a reduction in shares to satisfy the tax withholding obligations of the Issuer with respect to the vesting, on July 8, 2016, of 1,837 shares of restricted stock held by the Reporting Person.
- (2) Represents shares of restricted stock that vest in five equal annual installments commencing on July 8, 2017.
- (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 vesting, on July 9, 2016, of 3,432 shares of restricted stock held by the Reporting Person.
- (5) Represents a reduction in shares to satisfy the tax withholding obligations of the Issuer with respect to the vesting, on July 11, 2016, of 4,713 shares of restricted stock held by the Reporting Person.

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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