

# Edgar Filing: SCHULTZ HOWARD - Form 3

SCHULTZ HOWARD

Form 3

February 01, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 3

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

1. Name and Address of Reporting Person

SCHULTZ, HOWARD

9241 LBJ Freeway, Suite 100

Dallas, TX 75243

USA

2. Date of Event Requiring Statement (Month/Day/Year)

January 24, 2002

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Issuer Name and Ticker or Trading Symbol

PRG-SCHULTZ INTERNATIONAL, INC.

PRGX

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

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

Chairman of the Board

6. If Amendment, Date of Original (Month/Day/Year)

7. 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 Beneficially Owned

1. Title of Security	2. Amount of   Securities   Beneficially   Owned	3. Ownership   Form:   Direct (D) or   Indirect (I)	4. Nature of   Beneficial
Common Stock (1)	4,450,452	D	
	753	I	By Spouse
	20,387	I	By Trust
	20,387	I	By Trust
	20,387	I	By Trust

Table II -- Derivative Securities Beneficially Owned

1. Title of Derivative Security	2. Date Exer-   cisable and   Expiration   Date (Month/   Day/Year)   Date   Expira-   Exer-   tion   cisable   Date	3. Title and Amount   of Underlying   Securities  -----    Title 	4. Conversion or   exercise   price of   deri-   vative   Security   Shares	5. Ownership   ship   Form of   Deriv-   ative   Security   Direct ( )   Indirect ( )
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Explanation of Responses:

(1) All shares beneficially owned were acquired pursuant to the acquisition by PRG-Schultz International, Inc. of the business of Howard Schultz & Associates International, Inc., and affiliates, in a transaction exempt pursuant to Rule 16b-3.

SIGNATURE OF REPORTING PERSON

/s/ Howard Schultz, by Clinton McKellar, Jr., Gen. Counsel  
Howard Schultz, by Clinton McKellar, Jr., Gen. Counsel

DATE

January 31, 2002

CONFIRMING STATEMENT

This Statement confirms that the undersigned has authorized and designated the General Counsel or the Chief Financial Officer of PRG-Schultz International, Inc. to execute and file on the undersigned's behalf all Forms 3, 4 and 5 (including any amendments thereto) that the undersigned may be required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of PRG-Schultz International, Inc. The authority of the General Counsel or the Chief Financial Officer of PRG-Schultz International, Inc. under this Statement shall continue until the undersigned is no longer required to file Forms 3, 4 and 5 with regard to the undersigned's ownership of or transactions in securities of PRG-Schultz International, Inc., unless earlier revoked in writing. The undersigned acknowledges that the General Counsel or the Chief Financial Officer of PRG-Schultz International, Inc. is not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

Dated as of January 24, 2002

/s/ Howard Schultz

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Howard Schultz

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