

GREIMANN GARTH H
Form 4
September 20, 2002

OMB APPROVAL
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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**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(f) of the Investment Company Act of 1940**

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

1. Name and Address of Reporting Person* Greimann, Garth H. <hr/> <i>(Last) (First) (Middle)</i> c/o Berkshire Partners LLC One Boston Place, Suite 3300 <hr/> <i>(Street)</i>	2. Issuer Name and Ticker or Trading Symbol PRG-Schultz International, Inc. (PRGX) <hr/>	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) <hr/>
Boston, MA 02108 <hr/> <i>(City) (State) (Zip)</i>	4. Statement for Month/Day/Year September 19, 2002 <hr/>	5. If Amendment, Date of Original (Month/Year) <hr/>
	6. Relationship of Reporting Person(s) to Issuer (Check All Applicable) <div style="display: flex; justify-content: space-between;"> <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner </div> <div style="display: flex; justify-content: space-between;"> <input type="checkbox"/> Officer <i>(give title below)</i> <input type="checkbox"/> Other <i>(specify below)</i> </div> <hr/>	7. Individual or Joint/Group Filing (Check Applicable Line) <div style="display: flex; justify-content: space-between;"> <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person </div>

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

[illegible]

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

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

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 control number.

FORM 4 (Continued)

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)
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Code	V	(A)	(D)
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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(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Explanation of Responses:

(1) On September 19, 2002, Berkshire Fund V, Limited Partnership; Berkshire Fund VI, Limited Partnership; and Berkshire Investors LLC sold, collectively, in a private transaction 23,366 shares of common stock to Squam Lake Investors V, L.P.; 1,290 shares of common stock to Waban Investors I, L.P.; and 4,014 shares of common stock to Sunapee Securities, Inc. Mr. Greimann is a managing member of Fifth Berkshire Associates LLC, the general partner of Berkshire Fund V, Limited Partnership; Mr. Greimann is also a managing member of Sixth Berkshire Associates LLC, the general partner of Berkshire Fund VI, Limited Partnership; and Mr. Greimann is also a managing of Berkshire Investors LLC. Mr. Greimann disclaims beneficial ownership of the shares of common stock except to the extent of his pecuniary interest, and the filing of this report shall not be deemed an admission that Mr. Greimann is the beneficial owner of the common stock covered by this report

/s/ Garth H. Greimann

September 19, 2002

Garth H. Greimann

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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