

HALF ROBERT INTERNATIONAL INC /DE/  
Form DEFA14A  
May 10, 2012

## SCHEDULE 14A INFORMATION

### Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Section 240.14a-12

**ROBERT HALF INTERNATIONAL INC.**

(Name of Registrant as Specified In Its Charter)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11:

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

.. Fee paid previously with preliminary materials

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) May 9, 2012

**Robert Half International Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction

of incorporation)

**01-10427**  
(Commission

File Number)

**94-1648752**  
(IRS Employer

Identification No.)

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2884 Sand Hill Road, Menlo Park, CA

(Address of principal executive offices)

94025

(Zip Code)

Registrant's telephone number, including area code (650) 234-6000

**NO CHANGE**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

Effective May 9, 2012, Harold M. Messmer Jr., the Chief Executive Officer of Robert Half International Inc. (the Company), waived the vesting on and forfeited 41,891 shares of his earned but unvested 2011 long-term equity incentive award having an approximate grant date fair market value of \$1.4 million reducing his total compensation reported for 2011 from \$9,991,022 to \$8,591,025. Mr. Messmer also agreed to reduce his target direct compensation for 2012 by \$1.4 million such that his target compensation is approximately equal to his reduced total direct compensation for 2011. This results in a total pay reduction over the two years of \$2.8 million. In addition, on May 9, 2012, all of the executive officers of the Company agreed to waive their rights under their existing arrangements to single-trigger change in control accelerated vesting and any future excise tax restoration payment.

Finally, the Company also entered into amended agreements with each of Mr. Messmer, M. Keith Waddell, Paul F. Gentzkow, Robert W. Glass, Michael C. Buckley and Steven Karel to further revise the performance-based long-term equity incentive awards granted in February 2011 and April 2012 as follows:

The vesting of the 2011 and 2012 long-term equity incentive awards are dependent upon the Company's total shareholder return relative to the total shareholder return of the companies that comprise the S&P 500 Index for the period commencing on May 6, 2012 and ending on December 31, 2014. The agreements have been amended so that if the Company's relative total shareholder return is at or below the 35<sup>th</sup> percentile (previously it was the 25<sup>th</sup> percentile), then 50% (previously it was 25%) of the total shares subject to each equity award will be forfeited. If the Company's relative total shareholder return is at or above the 50<sup>th</sup> percentile, then no shares will be forfeited. If the Company's relative total shareholder return is between the 35<sup>th</sup> and 50<sup>th</sup> percentile, the number of shares forfeited will be determined based on linear interpolation. For example, if the Company's relative TSR is at the 40<sup>th</sup> percentile, then 33.3% of the total shares shall be forfeited.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Robert Half International Inc.

Date: May 9, 2012

By: /s/ EVELYN CRANE-OLIVER  
Name: **Evelyn Crane-Oliver**  
Title: **Senior Vice President and Associate General Counsel**