

Edgar Filing: RIGHT MANAGEMENT CONSULTANTS INC - Form SC 13D/A

RIGHT MANAGEMENT CONSULTANTS INC

Form SC 13D/A

October 20, 2003

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

SCHEDULE 13D
(Amendment No. 1)*

Under the Securities Exchange Act of 1934

Right Management Consultants, Inc.

(Name of Issuer)

Common Stock, \$0.01 par value per share

(Title of Class of Securities)

766573109

(CUSIP Number)

Philip U. Hammarskjold
HFP Recapitalization Corp.
c/o Hellman & Friedman Capital Partners IV, L.P.
One Maritime Plaza, 12th Floor
San Francisco, CA 94111
(415) 788-5111

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

October 17, 2003

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box ☐.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP NO. 766573109

SCHEDULE 13D

Page 2 of 24

1. NAME OR REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

HFP Recapitalization Corp.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☒ (b) ☐

3. SEC USE ONLY

4. SOURCE OF FUNDS*:

See Item 3

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

☐

6. CITIZENSHIP OR PLACE OF ORGANIZATION:

Delaware

7. SOLE VOTING POWER

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8. SHARED VOTING POWER

3,445,051**

9. SOLE DISPOSITIVE POWER

-0-

10. SHARED DISPOSITIVE POWER

4,634,035**

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,634,035**

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

☐

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

17.7%**

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14. TYPE OF REPORTING PERSON

CO

*See Instructions Before Filling Out!

**See Item 5 below

CUSIP NO. 766573109

SCHEDULE 13D

Page 3 of 24

1. NAME OR REPORTING PERSON

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

Richard J. Pinola

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒

(b) ☐

3. SEC USE ONLY

4. SOURCE OF FUNDS*:

See Item 3

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

☐

6. CITIZENSHIP OR PLACE OF ORGANIZATION:

U.S.A.

7. SOLE VOTING POWER

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8. SHARED VOTING POWER

3,445,051**

9. SOLE DISPOSITIVE POWER

-0-

10. SHARED DISPOSITIVE POWER

4,634,035**

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,634,035**

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12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

|_ |

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

17.7%**

14. TYPE OF REPORTING PERSON

IN

*See Instructions Before Filling Out!

**See Item 5 below

CUSIP NO. 766573109

SCHEDULE 13D

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1. NAME OR REPORTING PERSON

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

Joseph T. Smith

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) |X|

(b) |_ |

3. SEC USE ONLY

4. SOURCE OF FUNDS*:

See Item 3

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e)

|_ |

6. CITIZENSHIP OR PLACE OF ORGANIZATION:

U.S.A.

7. SOLE VOTING POWER

750,047**

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY

8. SHARED VOTING POWER

3,445,051**

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EACH
REPORTING
PERSON
WITH

9. SOLE DISPOSITIVE POWER

-0-

10. SHARED DISPOSITIVE POWER

4,634,035**

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,634,035**

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

☐

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

17.7%**

14. TYPE OF REPORTING PERSON

IN

*See Instructions Before Filling Out!

**See Item 5 below

CUSIP NO. 766573109

SCHEDULE 13D

Page 5 of 24

1. NAME OR REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

John J. Gavin

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☒ (b) ☐

3. SEC USE ONLY

4. SOURCE OF FUNDS*:

See Item 3

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

☐

6. CITIZENSHIP OR PLACE OF ORGANIZATION:

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U.S.A.

7. SOLE VOTING POWER

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8. SHARED VOTING POWER

3,445,051**

9. SOLE DISPOSITIVE POWER

-0-

10. SHARED DISPOSITIVE POWER

4,634,035**

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,634,035**

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

☐

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

17.7%**

14. TYPE OF REPORTING PERSON

IN

*See Instructions Before Filling Out!

**See Item 5 below

CUSIP NO. 766573109

SCHEDULE 13D

Page 6 of 24

1. NAME OR REPORTING PERSON

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

G. Lee Bohs

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒

(b) ☐

3. SEC USE ONLY

4. SOURCE OF FUNDS*:

See Item 3

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5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

|_ |

6. CITIZENSHIP OR PLACE OF ORGANIZATION:

U.S.A.

7. SOLE VOTING POWER

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8. SHARED VOTING POWER

3,445,051**

9. SOLE DISPOSITIVE POWER

-0-

10. SHARED DISPOSITIVE POWER

4,634,035**

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,634,035**

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

|_ |

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

17.7%**

14. TYPE OF REPORTING PERSON

IN

*See Instructions Before Filling Out!

**See Item 5 below

CUSIP NO. 766573109

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1. NAME OR REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

Charles J. Mallon

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) |X|

(b) |_ |

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3. SEC USE ONLY

4. SOURCE OF FUNDS*:

See Item 3

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

|_ |

6. CITIZENSHIP OR PLACE OF ORGANIZATION:

U.S.A.

7. SOLE VOTING POWER

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8. SHARED VOTING POWER

3,445,051**

9. SOLE DISPOSITIVE POWER

-0-

10. SHARED DISPOSITIVE POWER

4,634,035**

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,634,035**

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

|_ |

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

17.7%**

14. TYPE OF REPORTING PERSON

IN

*See Instructions Before Filling Out!

**See Item 5 below

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1.	NAME OR REPORTING PERSON I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)
	Theodore A. Young

2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>

3.	SEC USE ONLY

4.	SOURCE OF FUNDS*: See Item 3

5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2 (d) OR 2 (e) <div style="text-align: right;"><input type="checkbox"/></div>

6.	CITIZENSHIP OR PLACE OF ORGANIZATION: U.S.A.

	7. SOLE VOTING POWER 11,125**
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8. SHARED VOTING POWER 3,445,051**
	9. SOLE DISPOSITIVE POWER -0-
	10. SHARED DISPOSITIVE POWER 4,634,035**

11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,634,035**

12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <div style="text-align: right;"><input type="checkbox"/></div>

13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 17.7%**

14.	TYPE OF REPORTING PERSON IN

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*See Instructions Before Filling Out!
 **See Item 5 below

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1. NAME OR REPORTING PERSON
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

William McCusker

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☒ (b) ☐

3. SEC USE ONLY

4. SOURCE OF FUNDS*:

See Item 3

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

☐

6. CITIZENSHIP OR PLACE OF ORGANIZATION:

U.S.A.

7. SOLE VOTING POWER

9,856**

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON
 WITH

8. SHARED VOTING POWER

3,445,051**

9. SOLE DISPOSITIVE POWER

-0-

10. SHARED DISPOSITIVE POWER

4,634,035**

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,634,035**

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

☐

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13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

17.7%**

14. TYPE OF REPORTING PERSON

IN

*See Instructions Before Filling Out!

**See Item 5 below

CUSIP NO. 766573109

SCHEDULE 13D

Page 10 of 24

1. NAME OR REPORTING PERSON

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

Howard H. Mark

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒

(b) ☐

3. SEC USE ONLY

4. SOURCE OF FUNDS*:

See Item 3

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

☐

6. CITIZENSHIP OR PLACE OF ORGANIZATION:

U.S.A.

7. SOLE VOTING POWER

46,449**

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8. SHARED VOTING POWER

3,445,051**

9. SOLE DISPOSITIVE POWER

-0-

10. SHARED DISPOSITIVE POWER

4,634,035**

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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4,634,035**

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

|_ |

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

17.7%**

14. TYPE OF REPORTING PERSON

IN

*See Instructions Before Filling Out!

**See Item 5 below

CUSIP NO. 766573109

SCHEDULE 13D

Page 11 of 24

1. NAME OR REPORTING PERSON

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

Geoffrey S. Boole

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) |X|

(b) |_ |

3. SEC USE ONLY

4. SOURCE OF FUNDS*:

See Item 3

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

|_ |

6. CITIZENSHIP OR PLACE OF ORGANIZATION:

Canada

7. SOLE VOTING POWER

37,477**

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING

8. SHARED VOTING POWER

3,445,051**

9. SOLE DISPOSITIVE POWER

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PERSON
WITH

-0-

10. SHARED DISPOSITIVE POWER

4,634,035**

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,634,035**

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

☐

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

17.7%**

14. TYPE OF REPORTING PERSON

IN

*See Instructions Before Filling Out!

**See Item 5 below

CUSIP NO. 766573109

SCHEDULE 13D

Page 12 of 24

1. NAME OR REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

Gayle I. Weibley

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☒ (b) ☐

3. SEC USE ONLY

4. SOURCE OF FUNDS*:

See Item 3

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e)

☐

6. CITIZENSHIP OR PLACE OF ORGANIZATION:

U.S.A.

7. SOLE VOTING POWER

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		125**	
NUMBER OF	-----	-----	
SHARES	8.	SHARED VOTING POWER	
BENEFICIALLY			
OWNED BY		3,445,051**	
EACH	-----	-----	
REPORTING	9.	SOLE DISPOSITIVE POWER	
PERSON			
WITH		-0-	
	-----	-----	
	10.	SHARED DISPOSITIVE POWER	
		4,634,035**	

11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
		4,634,035**	

12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*		
			<input type="checkbox"/>

13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):		
		17.7%**	

14.	TYPE OF REPORTING PERSON		
		IN	

	*See Instructions Before Filling Out!		
	**See Item 5 below		

CUSIP NO. 766573109	SCHEDULE 13D	Page 13 of 24	

1.	NAME OR REPORTING PERSON		
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)		
	James E. Greenway		

2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a)	<input checked="" type="checkbox"/>
		(b)	<input type="checkbox"/>

3.	SEC USE ONLY		

4.	SOURCE OF FUNDS*:		
	See Item 3		

5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)		

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|_ |

6. CITIZENSHIP OR PLACE OF ORGANIZATION:

U.S.A.

7. SOLE VOTING POWER

145,740**

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8. SHARED VOTING POWER

3,445,051**

9. SOLE DISPOSITIVE POWER

-0-

10. SHARED DISPOSITIVE POWER

4,634,035**

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,634,035**

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

|_ |

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

17.7%**

14. TYPE OF REPORTING PERSON

IN

*See Instructions Before Filling Out!

**See Item 5 below

CUSIP NO. 766573109

SCHEDULE 13D

Page 14 of 24

1. NAME OR REPORTING PERSON

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

Mark A. Miller

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) |X|

(b) |_ |

3. SEC USE ONLY

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4. SOURCE OF FUNDS*:

See Item 3

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

|_ |

6. CITIZENSHIP OR PLACE OF ORGANIZATION:

U.S.A.

7. SOLE VOTING POWER

68,635**

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8. SHARED VOTING POWER

3,445,051**

9. SOLE DISPOSITIVE POWER

-0-

10. SHARED DISPOSITIVE POWER

4,634,035**

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,634,035**

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

|_ |

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

17.7%**

14. TYPE OF REPORTING PERSON

IN

*See Instructions Before Filling Out!

**See Item 5 below

CUSIP NO. 766573109

SCHEDULE 13D

Page 15 of 24

1. NAME OR REPORTING PERSON

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

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R. William Holland

2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a)	<input checked="" type="checkbox"/>
		(b)	<input type="checkbox"/>
3.	SEC USE ONLY		
4.	SOURCE OF FUNDS*:		
	See Item 3		
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)		
			<input type="checkbox"/>
6.	CITIZENSHIP OR PLACE OF ORGANIZATION:		
	U.S.A.		
	7.	SOLE VOTING POWER	
		66,285**	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8.	SHARED VOTING POWER	
		3,445,051**	
	9.	SOLE DISPOSITIVE POWER	
		-0-	
	10.	SHARED DISPOSITIVE POWER	
		4,634,035**	
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	4,634,035**		
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*		
			<input type="checkbox"/>
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):		
	17.7%**		
14.	TYPE OF REPORTING PERSON		
	IN		

*See Instructions Before Filling Out!

**See Item 5 below

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CUSIP NO. 766573109

SCHEDULE 13D

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1. NAME OR REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

Andrew McRae

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☒ (b) ☐

3. SEC USE ONLY

4. SOURCE OF FUNDS*:

See Item 3

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

☐

6. CITIZENSHIP OR PLACE OF ORGANIZATION:

United Kingdom

7. SOLE VOTING POWER

14,155**

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8. SHARED VOTING POWER

3,445,051**

9. SOLE DISPOSITIVE POWER

-0-

10. SHARED DISPOSITIVE POWER

4,634,035**

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,634,035**

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

☐

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

17.7%**

14. TYPE OF REPORTING PERSON

Edgar Filing: RIGHT MANAGEMENT CONSULTANTS INC - Form SC 13D/A

IN

*See Instructions Before Filling Out!

**See Item 5 below

CUSIP NO. 766573109

SCHEDULE 13D

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1. NAME OR REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

Edward C. Davies

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☒ (b) ☐

3. SEC USE ONLY

4. SOURCE OF FUNDS*:

See Item 3

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

☐

6. CITIZENSHIP OR PLACE OF ORGANIZATION:

Australia

7. SOLE VOTING POWER

32,840**

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8. SHARED VOTING POWER

3,445,051**

9. SOLE DISPOSITIVE POWER

-0-

10. SHARED DISPOSITIVE POWER

4,634,035**

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,634,035**

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

Edgar Filing: RIGHT MANAGEMENT CONSULTANTS INC - Form SC 13D/A

|_ |

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

17.7%**

14. TYPE OF REPORTING PERSON

IN

*See Instructions Before Filling Out!

**See Item 5 below

CUSIP NO. 766573109

SCHEDULE 13D

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1. NAME OR REPORTING PERSON

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

Keiji Miyaki

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) |X|

(b) |_ |

3. SEC USE ONLY

4. SOURCE OF FUNDS*:

See Item 3

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

|_ |

6. CITIZENSHIP OR PLACE OF ORGANIZATION:

Japan

7. SOLE VOTING POWER

6,250**

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8. SHARED VOTING POWER

3,445,051**

9. SOLE DISPOSITIVE POWER

-0-

10. SHARED DISPOSITIVE POWER

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4,634,035**

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,634,035**

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

|_ |

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

17.7%**

14. TYPE OF REPORTING PERSON

IN

*See Instructions Before Filling Out!

**See Item 5 below

CUSIP NO. 766573109

SCHEDULE 13D

Page 19 of 24

1. NAME OR REPORTING PERSON

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

Hellman & Friedman Capital Partners IV, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) |X|

(b) |_ |

3. SEC USE ONLY

4. SOURCE OF FUNDS*:

See Item 3

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

|_ |

6. CITIZENSHIP OR PLACE OF ORGANIZATION:

California

7. SOLE VOTING POWER

-0-

NUMBER OF
SHARES

8. SHARED VOTING POWER

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BENEFICIALLY

OWNED BY

3,445,051**

EACH

REPORTING

9.

SOLE DISPOSITIVE POWER

PERSON

WITH

-0-

10.

SHARED DISPOSITIVE POWER

4,634,035**

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,634,035**

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

|_ |

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

17.7%**

14. TYPE OF REPORTING PERSON

PN

*See Instructions Before Filling Out!

**See Item 5 below

CUSIP NO. 766573109

SCHEDULE 13D

Page 20 of 24

1. NAME OR REPORTING PERSON

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

H&F Investors IV, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) |X|

(b) |_ |

3. SEC USE ONLY

4. SOURCE OF FUNDS*:

See Item 3

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

|_ |

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6. CITIZENSHIP OR PLACE OF ORGANIZATION:

California

7. SOLE VOTING POWER

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8. SHARED VOTING POWER

3,445,051**

9. SOLE DISPOSITIVE POWER

-0-

10. SHARED DISPOSITIVE POWER

4,634,035**

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,634,035**

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

☐

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

17.7%**

14. TYPE OF REPORTING PERSON

OO

*See Instructions Before Filling Out!

**See Item 5 below

CUSIP NO. 766573109

SCHEDULE 13D

Page 21 of 24

This Amendment No. 1 amends the Statement on Schedule 13D filed with the Securities and Exchange Commission (the "Commission") with respect to Right Management Consultants, Inc. (the "Issuer") on September 25, 2003 (the "Schedule 13D") by HFP Recapitalization Corp., a Delaware corporation ("HFP Recap"); Richard J. Pinola; Joseph T. Smith; John J. Gavin; G. Lee Bohs; Charles J. Mallon; Theodore A. Young; William McCusker; Howard H. Mark; Geoffrey S. Boole; Gayle I. Weibley; James E. Greenway; Mark A. Miller; R. William Holland; Andrew McRae; Edward C. Davies; Keiji Miyaki (the foregoing individuals, collectively, the "Individual Reporting Persons"); Hellman & Friedman Capital Partners IV, L.P., a California limited partnership ("H&F Partners IV"); and H&F Investors IV, LLC, a California limited liability company ("H&F Investors," together with H&F Partners IV, the "H&F Reporting Persons," and HFP Recap, the Individual

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Reporting Persons and the H&F Reporting Persons, collectively, the "Reporting Persons"). Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Schedule 13D.

Item 3 Source and Amount of Funds or Other Consideration.

Item 3 of the Schedule 13D is hereby supplemented as follows:

On October 17, 2003, HFP Recap received an amendment to the signed commitment letter it had previously received from a nationally-recognized banking institution. The amendment provides that, if HFP Recap were to agree to the commitment letter as amended, the commitment would expire on October 31, 2003 if the Issuer's Board of Directors had not approved the Proposed Transaction by such date. The amendment indicated that all the other terms of the previously-delivered signed commitment letter remained the same.

Notwithstanding the receipt of such amendment, HFP Recap has neither agreed to the amended commitment letter described above in this Item 3 nor entered into any other commitment letter with respect to the debt financing for the Proposed Transactions, and there is no assurance that one will be successfully obtained. In addition, the proposed debt and equity financing of the Proposed Transactions may change based on availability of such financing and other facts and circumstances with respect to such Proposed Transactions or financings.

Item 4 Purpose of Transaction.

Item 4 of the Schedule 13D is hereby supplemented as follows:

At the request of the Special Committee of the Board of Directors of the Issuer, on October 17, 2003, HFP Recap extended the deadline for responding to the Proposal described in the Proposal Letter (the "Proposal") until the close of business on October 31, 2003, after which time, unless earlier accepted, the Proposal will lapse.

The information set forth in response to this Item 4 is qualified in its entirety by reference to the letter dated October 17, 2003 from HFP Recap to the Special Committee of the Board of Directors of the Issuer (attached hereto as Exhibit 5), which letter hereby is incorporated herein by reference.

Item 7 Material to be Filed as Exhibits

Item 7 of the Schedule 13D is hereby supplemented as follows:

5. Letter dated October 17, 2003 from HFP Recapitalization Corp. to the Special Committee of the Board of Directors of Right Management Consultants, Inc.

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SCHEDULE 13D

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: October 20, 2003

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HFP RECAPITALIZATION CORP.

By: /s/ Philip U. Hammarskjold

Name: Philip U. Hammarskjold
Title: President

/s/ Charles J. Mallon

Richard J. Pinola
By: Charles J. Mallon, Attorney-in-Fact

/s/ Charles J. Mallon

Joseph T. Smith
By: Charles J. Mallon, Attorney-in-Fact

/s/ Charles J. Mallon

John J. Gavin
By: Charles J. Mallon, Attorney-in-Fact

/s/ Charles J. Mallon

G. Lee Bohs
By: Charles J. Mallon, Attorney-in-Fact

/s/ Charles J. Mallon

Charles J. Mallon

/s/ Charles J. Mallon

Theodore A. Young
By: Charles J. Mallon, Attorney-in-Fact

/s/ Charles J. Mallon

William McCusker
By: Charles J. Mallon, Attorney-in-Fact

CUSIP NO. 766573109

SCHEDULE 13D

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/s/ Charles J. Mallon

Howard H. Mark
By: Charles J. Mallon, Attorney-in-Fact

/s/ Charles J. Mallon

Geoffrey S. Boole
By: Charles J. Mallon, Attorney-in-Fact

/s/ Charles J. Mallon

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Gayle I. Weibley
By: Charles J. Mallon, Attorney-in-Fact

/s/ Charles J. Mallon

James E. Greenway
By: Charles J. Mallon, Attorney-in-Fact

/s/ Charles J. Mallon

Mark A. Miller
By: Charles J. Mallon, Attorney-in-Fact

/s/ Charles J. Mallon

R. William Holland
By: Charles J. Mallon, Attorney-in-Fact

/s/ Charles J. Mallon

Andrew McRae
By: Charles J. Mallon, Attorney-in-Fact

/s/ Charles J. Mallon

Edward C. Davies
By: Charles J. Mallon, Attorney-in-Fact

/s/ Charles J. Mallon

Keiji Miyaki
By: Charles J. Mallon, Attorney-in-Fact

CUSIP NO. 766573109

SCHEDULE 13D

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HELLMAN & FRIEDMAN CAPITAL PARTNERS IV, L.P.

By: H&F Investors IV, LLC, its general partner

By: H&F Administration IV, LLC, its
administrative manager

By: H&F Investors III, Inc., its manager

By: /s/ Philip U. Hammarskjold

Name: Philip U. Hammarskjold
Title: Vice President

H&F INVESTORS IV, LLC

By: H&F Administration IV, LLC, its
administrative manager

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By: H&F Investors III, Inc., its manager

By: /s/ Philip U. Hammarskjold

Name: Philip U. Hammarskjold

Title: Vice President