

PRG SCHULTZ INTERNATIONAL INC  
 Form 4  
 November 03, 2006

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Parkcentral Global Hub Ltd

2. Issuer Name and Ticker or Trading Symbol  
 PRG SCHULTZ INTERNATIONAL INC [PRGX]

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

(Last) (First) (Middle)  
 2300 WEST PLANO PARKWAY  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 09/15/2006

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

PLANO, TX 75075  
 (City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_ Form filed by One Reporting Person  
 \_\_\_X\_\_\_ 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 (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	Disposed of (D)		Date Exercisable	Expiration Date	Title	Am Num Sha
				(A)	(D)				
10.0% Senior Convertible Notes Due 2011	\$ 6.5 <sup>(1)</sup> <sub>(2)</sub> <sup>(3)</sup> <sub>(4)</sub>	09/15/2006	J	\$ 568,293 <sup>(5)</sup>		<sup>(5)</sup>	<sup>(5)</sup>	Common Stock	87
9% Senior Series A Convertible Participating Preferred Stock	\$ 2.8405 <sup>(1)</sup> <sub>(2)</sub> <sup>(3)</sup> <sub>(4)</sub>	09/15/2006	J		21,400 <sup>(8)</sup> <sub>(9)</sub>	<sup>(8)</sup> <sub>(9)</sub>	<sup>(8)</sup> <sub>(9)</sub>	Common Stock	90
9% Senior Series A Convertible Participating Preferred Stock	\$ 2.8405 <sup>(1)</sup> <sub>(2)</sub> <sup>(3)</sup> <sub>(4)</sub>	09/15/2006	J		21,400 <sup>(8)</sup> <sub>(9)</sub>	<sup>(8)</sup> <sub>(9)</sub>	<sup>(8)</sup> <sub>(9)</sub>	Common Stock	94

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Parkcentral Global Hub Ltd 2300 WEST PLANO PARKWAY PLANO, TX 75075		X		
Parkcentral Capital Management, L.P. 2300 WEST PLANO PARKWAY PLANO, TX 75075		X		
BLASNIK STEVE 2300 WEST PLANO PARKWAY PLANO, TX 75075		X		
PETRUS SECURITIES LP 2300 WEST PLANO PARKWAY PLANO, TX 75075		X		
Hill Air CO I LLC 2300 WEST PLANO PARKWAY PLANO, TX 75075		X		

## Signatures

By: Parkcentral Capital Management, L.P. Its: Investment Adviser By: /s/ David Radunsky,  
Chief Operating Officer

11/03/2006

\_\_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) This statement is filed on behalf of Parkcentral Global Hub Limited, a Bermuda limited liability exempted mutual fund company ("Parkcentral Global"), Parkcentral Capital Management, L.P., a Texas limited partnership ("Parkcentral Capital"), Steven Blasnik, Petrus Securities, L.P., a Texas limited partnership ("Petrus"), and Hill Air Company I, LLC, a Delaware limited liability company ("Hill Air") (collectively, the "Reporting Persons"). The filing of this statement shall not be deemed an admission that any Reporting Person is, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise, the beneficial owner of any equity securities covered by this statement.

(2) Parkcentral Capital, a registered investment adviser, serves as an investment adviser to Parkcentral Global. Pursuant to an investment advisory agreement between Parkcentral Capital and Parkcentral Global, Parkcentral Capital has voting and investment (including dispositive) power with respect to (a) 10.0% Senior Convertible Notes Due 2011 of the issuer ("Senior Notes"), (b) 9.0% Senior Series A Convertible Participating Preferred Stock of the issuer ("Series A Preferred Stock"), and (c) Common Stock, no par value per share, of the issuer ("Common Stock") owned and/or held by or for the account or benefit of Parkcentral Global. Steven Blasnik is the President of Parkcentral Capital. Each of Parkcentral Capital and Steven Blasnik may be deemed to be an indirect beneficial owner of Senior Notes and shares of Series A Preferred Stock and Common Stock beneficially owned and/or held by or for the account or benefit of Parkcentral Global.

(3) Each of Parkcentral Capital and Steven Blasnik expressly disclaims beneficial ownership of Senior Notes and shares of Series A Preferred Stock and Common Stock beneficially owned and/or held by or for the account or benefit of Parkcentral Global, except to the extent of the pecuniary interest of such person in such shares.

(4) Hill Air is denominated as a general partner of Petrus. Pursuant to the partnership agreement of Petrus, Hill Air has voting and investment (including dispositive) power with respect to Senior Notes and shares of Series A Preferred Stock and Common Stock owned and/or held by or for the account or benefit of Petrus. Steven Blasnik is the President of Hill Air. Each of Hill Air and Steven Blasnik may be deemed to be an indirect beneficial owner of shares of Senior Notes and shares of Series A Preferred Stock and Common Stock beneficially owned and/or held by or for the account or benefit of Petrus. Each of Hill Air and Steven Blasnik expressly disclaims beneficial ownership of Senior Notes and shares of Series A Preferred Stock and Common Stock beneficially owned and/or held by or for the account or benefit of Petrus, except to the extent of the pecuniary interest of such person in such shares.

(5) On September 15, 2006, the issuer issued new Senior Notes as interest in-kind on the Senior Notes to Parkcentral Global and Petrus in the aggregate principal amount of \$475,734 and \$92,559, respectively. The Senior Notes are convertible at the option of the holder at any time prior to maturity into shares of Common Stock at the then-effective conversion price for the Senior Notes, subject to the anti-dilution and other adjustments described in the Senior Notes. As of September 15, 2006, the effective conversion price for the Senior Notes was \$6.50 per share of Common Stock, subject to the anti-dilution and other adjustments described in the Senior Notes.

(6) Includes (a) 73,190 shares of Common Stock beneficially owned and/or held by or for the account or benefit of Parkcentral Global and (b) 14,240 shares of Series A Preferred Stock beneficially owned and/or held by or for the account or benefit of Petrus.

(7) Includes Senior Notes in the aggregate principal amount of (a) \$10,097,334 beneficially owned and/or held by or for the account or benefit of Parkcentral Global and (b) \$1,964,559 beneficially owned and/or held by or for the account or benefit of Petrus.

(8) Each share of Series A Preferred Stock is convertible at the option of the holder at any time into a number of shares of Common Stock calculated by dividing the then-effective liquidation preference of such share of Series A Preferred Stock by the then-effective conversion price of such share of Series A Preferred Stock. On August 14, 2006, the issuer effected a 1-for-10 reverse stock split of its outstanding Common Stock. Immediately following the reverse stock split, the then-effective liquidation preference of the Series A Preferred Stock was \$120.00 per share of Series A Preferred Stock, subject to accretion as described in the Articles of Incorporation of the issuer, and the then-effective conversion price for the Series A Preferred Stock was \$2.8405 per share of Common Stock, subject to the anti-dilution and other adjustments described in the Articles of Incorporation of the issuer.

(9) On September 15, 2006, a dividend date for the Series A Preferred Stock, the issuer did not declare dividends on the Series A Preferred Stock. Immediately following the issuer's failure to declare dividends on September 15, 2006, the then-effective liquidation preference of the Series A Preferred Stock increased to \$125.34 per share of Series A Preferred Stock, subject to accretion as described in the Articles of Incorporation of the issuer. Includes (a) 17,500 shares of Series A Preferred Stock beneficially owned and/or held by or for the account or benefit of Parkcentral Global and (b) 3,900 shares of Series A Preferred Stock beneficially owned and/or held by or for the account or benefit of Petrus.

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- (10) Includes (a) 739,306 shares of Common Stock beneficially owned and/or held by or for the account or benefit of Parkcentral Global and (b) 164,760 shares of Series A Preferred Stock beneficially owned and/or held by or for the account or benefit of Petrus.
- (11) Includes (a) 772,206 shares of Common Stock beneficially owned and/or held by or for the account or benefit of Parkcentral Global and (b) 172,092 shares of Series A Preferred Stock beneficially owned and/or held by or for the account or benefit of Petrus.

**Remarks:**

Exhibit 24.1 - Joint Filing Agreement and Power of Attorney (incorporated by reference from Exhibit 24.1 to Form 4 relating to Stock of the Issuer filed by the Reporting Persons on April 12, 2006)

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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