

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): January 17, 2005

Hudson Highland Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other
jurisdiction of
incorporation)

0-50129

(Commission File
Number)

59-3547281

(IRS Employer
Identification No.)

622 Third Avenue, New York, New York 10017

(Address of principal executive offices, including zip code)

(212) 351-7300

(Registrant's telephone number, including area code)

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:

- 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 1.01. Entry into a Material Definitive Agreement.

On January 17, 2005, the Compensation Committee (the "Committee") of the Board of Directors of Hudson Highland Group, Inc. (the "Company") approved the Company's 2005 incentive compensation program for the Company's executive officers and other key employees and established the specific performance goals for participants under such program.

A summary of the material terms of the Company's 2005 incentive compensation program is filed herewith as Exhibit 10.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

- (a) Not applicable.
(b) Not applicable.
(c) Exhibits. The following exhibit is being filed herewith:

(10.1) Summary of Hudson Highland Group, Inc. 2005 Incentive Compensation Program.

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.

HUDSON HIGHLAND GROUP, INC.

Date: January 21, 2005

By: /s/ Richard W. Pehlke
Richard W. Pehlke
Executive Vice President and
Chief Financial Officer

HUDSON HIGHLAND GROUP, INC.

Exhibit Index to Current Report on Form 8-K

Exhibit
Number

(10.1) Summary of Hudson Highland Group, Inc. 2005 Incentive Compensation Program.

Summary of Hudson Highland Group, Inc. 2005 Incentive Compensation Program

The following is a summary of the material terms of the Hudson Highland Group, Inc. (the "Company") 2005 Incentive Compensation Program:

- The Compensation Committee of the Board of Directors of the Company annually sets bonus performance targets to reflect the growth in the Company's earnings before income tax, depreciation and amortization ("EBITDA") year over year. EBITDA is calculated net of bonuses payable under the program.
- The bonus payable to the Company's Chief Executive Officer will be equal to 2% of the Company's EBITDA, but will be payable only if the EBITDA performance target for the Company is achieved.
- The bonuses payable to the Company's business unit heads will be paid upon the achievement of EBITDA performance targets for their respective business areas (80%) and the Company (20%). Bonuses for achievement in excess of the target will be paid equal to 2% of their respective business unit's EBITDA. There will not be a cap on the amount of the bonuses payable to the heads of the Company's business units.
- The bonuses payable to the executive officers of the Company (other than the Chief Executive Officer) will be paid based on the achievement of an EBITDA performance target for the Company. The bonus payable to individual executive officers of the Company (other than the Chief Executive Officer) will be capped at 200% of such executive officer's respective targeted annual bonus.
- Except with respect to the Company's Chief Executive Officer, 50% of the targeted bonus for each participant will be paid if threshold levels of the EBITDA performance targets are achieved.