

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
 FORM S-3
 REGISTRATION STATEMENT
 Under
THE SECURITIES ACT OF 1933

HUDSON HIGHLAND GROUP, INC.
 (Exact name of registrant as specified in its charter)

Delaware
 (State or other jurisdiction of
 incorporation or organization)

59-3547281
 (I.R.S. Employer
 Identification No.)

622 Third Avenue
New York, New York 10017
(212) 351-7300

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Richard W. Pehlke
Executive Vice President and Chief Financial Officer
Hudson Highland Group, Inc.
622 Third Avenue
New York, New York 10017
(212) 351-7300
 (Name, address, including zip code, and
 telephone number, including area code, of agent for service)

with a copy to:

Benjamin F. Garmer, III, Esq.
Foley & Lardner LLP
777 East Wisconsin Avenue
Milwaukee, Wisconsin 53202
(414) 271-2400

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, please check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. **333-124064**

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to Be Registered	Proposed Maximum Aggregate Offering Price(1)(2)(3)	Amount of Registration Fee
Common Stock, \$.001 par value, and related Preferred Share Purchase Rights (4)	(8)	
Debt Securities (5)	(8)	
Stock Purchase Contracts (6)	(8)	
Stock Purchase Units (7)	(8)	
Total	\$ 8,000,000	\$942

- (1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) under the Securities Act of 1933.
- (2) In no event will the aggregate offering price of all securities issued from time to time pursuant to this registration statement exceed \$8,000,000 or the equivalent thereof in foreign currencies, foreign currency units or composite currencies. Such amount represents the offering price of any common stock, the principal amount of any debt securities issued at their stated principal amount, the offering price rather than the principal amount of any debt securities issued at an original issue discount and the offering price of any securities issued upon settlement of the stock purchase contracts or stock purchase units. The aggregate principal amount of the debt securities may be increased if any debt securities are issued at an original issue discount by an amount such that the offering price to be received by the registrant shall be equal to the above amount to be registered. The securities registered hereunder may be sold separately or as units with other securities registered hereunder.
- (3) Subject to note (2) above, this registration statement also covers such indeterminate amount of securities as may be issued in exchange for, or upon conversion or exercise of, as the case may be, the debt securities registered hereunder and such indeterminate amount of securities as may be issued upon settlement of the stock purchase contracts or stock purchase units registered hereunder. Any securities registered hereunder may be sold separately or as units with other securities registered hereunder. No separate consideration will be received for any securities registered hereunder that are issued in exchange for, or upon conversion of, as the case may be, the debt securities.
- (4) Subject to note (2) above, there is being registered an indeterminate number of shares of common stock and related rights to purchase shares of the registrant's Series A junior participating preferred stock, which rights are attached to all shares of common stock. Until the occurrence of certain prescribed events, the rights are not exercisable, are evidenced by the certificates representing the common stock and are transferred with and only with the common stock. The value attributable to the rights, if any, is reflected in the value of the common stock and no separate consideration is to be received for the rights.
- (5) Subject to note (2) above, there is being registered an indeterminate principal amount of debt securities. If any debt securities are issued at an original issue discount, then the offering price of those debt securities shall be in an amount that will result in the aggregate initial price not to exceed \$8,000,000, less the dollar amount of any registered securities previously issued. Any offering of debt securities denominated other than in U.S. dollars will be treated as the equivalent of U.S. dollars based on the exchange rate applicable to the purchase of such debt securities at the time of initial offering.
- (6) Subject to note (2) above, there is being registered hereunder an indeterminate amount and number of stock purchase contracts, representing obligations to purchase common stock or other securities.
- (7) Subject to note (2) above, there is being registered hereunder an indeterminate amount and number of stock purchase units, consisting of stock purchase contracts together with debt securities or debt obligations of third parties securing the holders' obligations to purchase the securities under the stock purchase contracts.
- (8) Not specified as to each class of securities to be registered pursuant to General Instruction II.D of Form S-3.

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933.

EXPLANATORY NOTE

This Registration Statement is being filed pursuant to Rule 462(b) and General Instruction IV of Form S-3, both as promulgated under the Securities Act of 1933. The contents of the Registration Statement on Form S-3 (Registration No. 333-124064) and the exhibits thereto, filed by Hudson Highland Group, Inc. with the Securities and Exchange Commission, which was declared effective on April 22, 2005, are incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on June 29, 2005.

HUDSON HIGHLAND GROUP, INC.

By: /s/ Jon F. Chait
Jon F. Chait
Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ Jon F. Chait _____ Jon F. Chait	Chairman, Chief Executive Officer and Director (Principal Executive Officer)	June 29, 2005
/s/ Richard W. Pehlke _____ Richard W. Pehlke	Executive Vice President, Chief Financial Officer and Director (Principal Financial Officer)	June 29, 2005
/s/ Ralph L. O'Hara _____ Ralph L. O'Hara	Vice President, Global Controller (Principal Accounting Officer)	June 29, 2005
* _____ John J. Haley	Director	June 29, 2005
* _____ David G. Offensend	Director	June 29, 2005
* _____ Nicholas G. Moore	Director	June 29, 2005
* _____ Rene Schuster	Director	June 29, 2005
* _____ Jennifer Laing	Director	June 29, 2005
*By: <u>/s/ Jon F. Chait</u> Jon F. Chait Attorney-in-fact		

EXHIBIT INDEX

**Exhibit
Number**

Document Description

- (5) Opinion of Foley & Lardner LLP.
- (23.1) Consent of BDO Seidman, LLP.
- (23.2) Consent of Foley & Lardner LLP (filed as part of Exhibit (5)).
- (24) Powers of Attorney [Incorporated by reference to Exhibit 24 to the Company's Registration Statement on Form S-3 (Reg. No. 333-124064)].

June 29, 2005

Hudson Highland Group, Inc.
622 Third Avenue
New York, New York, 10017

Ladies and Gentlemen:

We have acted as counsel for Hudson Highland Group, Inc., a Delaware corporation (the "Company"), in connection with the preparation of a Registration Statement on Form S-3 (the "Registration Statement"), including the prospectus constituting a part thereof (the "Prospectus"), filed by the Company with the Securities and Exchange Commission (the "SEC") pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"), relating to the issuance and sale by the Company from time to time of up to an additional \$8,000,000 aggregate amount of (i) shares of the Company's common stock, \$.001 par value (the "Common Stock"), and associated preferred share purchase rights (the "Rights"); (ii) debt securities of the Company (the "Debt Securities"); (iii) contracts (the "Stock Purchase Contracts") that obligate holders to purchase from the Company, and the Company to sell to these holders, shares of the Common Stock at a future date; and (iv) stock purchase units (the "Stock Purchase Units") consisting of a Stock Purchase Contract and either debt obligations of the Company or of third parties that are pledged to secure the holder's obligations to purchase the Common Stock under Stock Purchase Contracts. The Common Stock and associated Rights, the Debt Securities, the Stock Purchase Contracts and the Stock Purchase Units are referred to herein as the "Securities". The terms of the Rights are as set forth in that certain Rights Agreement, dated as of February 2, 2005 (the "Rights Agreement"), between the Company and The Bank of New York, as Rights Agent. The Prospectus provides that it will be supplemented in the future by one or more supplements to such Prospectus (each, a "Prospectus Supplement").

As counsel to the Company in connection with the proposed issuance and sale of the Securities, we have examined: (i) the Registration Statement, including the Prospectus, and the exhibits (including those incorporated by reference) constituting a part of the Registration Statement; (ii) the Company's Amended and Restated Certificate of Incorporation and Amended and Restated By-laws, each as amended to date; (iii) the Rights Agreement; (iv) the Indenture, dated as of November 25, 2003, between the Company and The Bank of New York for the issuance of senior unsecured Debt securities (the "Senior Indenture"); (v) the Indenture, dated as of November 25, 2003, between the Company and The Bank of New York for the issuance of subordinated Debt securities (the "Subordinated Indenture" and, together with the Senior Indenture, the "Indentures"); and (vi) such other proceedings, documents and records as we have deemed necessary to enable us to render this opinion.

In our examination of the above-referenced documents, we have assumed the genuineness of all signatures, the authenticity of all documents, certificates and instruments submitted to us as originals and the conformity with the originals of all documents submitted to us as copies. We have also assumed that (i) a Prospectus Supplement, if required, will have been prepared and filed with the SEC describing the Securities offered thereby; (ii) all Securities will be issued and sold in compliance with applicable federal and state securities laws and in the manner stated in the Registration Statement and any applicable Prospectus Supplement; (iii) a definitive purchase, underwriting or similar agreement with respect to any Securities offered will have been duly authorized and validly executed and delivered by the Company and the other parties thereto; (iv) any Securities issuable upon conversion, exchange or exercise of any Security being offered will have been duly authorized, created and, if appropriate, reserved for issuance upon such conversion, exchange or exercise; and (v) with respect to shares of Common Stock offered, there will be sufficient shares of Common Stock authorized under the Company's Amended and Restated Certificate of Incorporation and not otherwise reserved for issuance.

BOSTON	JACKSONVILLE	NEW YORK	SAN DIEGO/DEL MAR	TAMPA
BRUSSELS	LOS ANGELES	ORLANDO	SAN FRANCISCO	TOKYO
CHICAGO	MADISON	SACRAMENTO	SILICON VALLEY	WASHINGTON, D.C.
DETROIT	MILWAUKEE	SAN DIEGO	TALLAHASSEE	WEST PALM BEACH

June 29, 2005

Page 2

Based upon the foregoing, we are of the opinion that:

1. All requisite action necessary to make any shares of Common Stock validly issued, fully paid and nonassessable will have been taken when:
 - a. The Company's Board of Directors, or a committee thereof duly authorized by the Board of Directors, shall have adopted appropriate resolutions to authorize the issuance and sale of the Common Stock; and
 - b. Such shares of Common Stock shall have been issued and sold for the consideration contemplated by, and otherwise in conformity with, the Registration Statement, as supplemented by a Prospectus Supplement with respect to such issuance and sale, and the acts, proceedings and documents referred to above.
2. All requisite action necessary to make any Debt Securities valid, legal and binding obligations of the Company, subject to (i) bankruptcy, insolvency, reorganization, fraudulent transfer, fraudulent conveyance, moratorium and other similar laws of general application affecting the rights and remedies of creditors and (ii) general principles of equity, regardless of whether applied in a proceeding in equity or at law, shall have been taken when:
 - a. The Company's Board of Directors, or a committee thereof or one or more officers of the Company, in each case duly authorized by the Board of Directors, shall have taken action to establish the terms of such Debt Securities and to authorize the issuance and sale of such Debt Securities;
 - b. The terms of such Debt Securities and of their issuance and sale have been established in conformity with the applicable Indenture so as not to violate any applicable law or result in a default under or breach of any agreement or instrument binding upon the Company and so as to comply with any

requirements or restrictions imposed by any court or governmental entity having jurisdiction over the Company;

c. Such Debt Securities shall have been duly executed, authenticated and delivered in accordance with the terms and provisions of the applicable Indenture; and

d. Such Debt Securities shall have been issued and sold for the consideration contemplated by, and otherwise in conformity with, the Registration Statement, as supplemented by a Prospectus Supplement with respect to such issuance and sale, and the acts, proceedings and documents referred to above.

3. All requisite action necessary to make any Stock Purchase Contracts and Stock Purchase Units valid, legal and binding obligations of the Company, subject to (i) bankruptcy, insolvency, reorganization, fraudulent transfer, fraudulent conveyance, moratorium and other similar laws of general application affecting the rights and remedies of creditors and (ii) general principles of equity, regardless of whether applied in a proceeding in equity or at law, shall have been taken when:

June 29, 2005

Page 3

a. The Company's Board of Directors, or a committee thereof or one or more officers of the Company, in each case duly authorized by the Board of Directors, shall have taken action to approve and establish the terms of the Stock Purchase Contracts and the documents evidencing and used in connection with the issuance and sale of the Stock Purchase Units, and to authorize the issuance and sale of such Stock Purchase Contracts and Stock Purchase Units;

b. The terms of such Stock Purchase Contracts and Stock Purchase Units and of their issuance and sale have been established so as not to violate any applicable law or result in a default under or breach of any agreement or instrument binding upon the Company and so as to comply with any requirements or restrictions imposed by any court or governmental entity having jurisdiction over the Company;

c. Such Stock Purchase Contracts and Stock Purchase Units shall have been duly executed and delivered in accordance with their respective terms and provisions; and

d. Such Stock Purchase Contracts and Stock Purchase Units shall have been issued and sold for the consideration contemplated by, and otherwise in conformity with, the Registration Statement, as supplemented by a Prospectus Supplement with respect to such issuance and sale, and the acts, proceedings and documents referred to above.

4. The Rights to be issued with shares of Common Stock when issued pursuant to the Rights Agreement will be validly issued.

We are qualified to practice law in the State of Wisconsin and we do not purport to be experts on the law other than that of the State of Wisconsin, the provisions of the Delaware General Corporation Law and the federal laws of the United States of America. We express no opinion as to the laws of any jurisdiction other than the State of Wisconsin, the provisions of the Delaware General Corporation Law and the federal laws of the United States. To the extent matters covered by our opinion are governed by the laws of a jurisdiction other than the State of Wisconsin, the provisions of the Delaware General Corporation Law or the federal laws of the United States, we have assumed, without independent investigation, that the applicable laws of such jurisdiction are identical in all relevant respects to the substantive laws of the State of Wisconsin.

We hereby consent to the reference to our firm under the caption "Legal Matters" in the Prospectus which is filed as part of the Registration Statement, and to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not admit that we are "experts" within the meaning of Section 11 of the Securities Act or within the category of persons whose consent is required by Section 7 of the Securities Act.

Very truly yours,

/s/ Foley & Lardner LLP

Exhibit 23.1

Consent of Independent Registered Public Accounting Firm

Hudson Highland Group, Inc.
New York, New York

We hereby consent to the incorporation by reference in this Registration Statement of our reports dated March 8, 2005, relating to the consolidated financial statements, the effectiveness of Hudson Highland Group, Inc.'s internal control over financial reporting and the schedule of Hudson Highland Group, Inc. appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2004.

We also consent to the reference to us under the caption "Experts" in the Registration Statement.

/s/ BDO Seidman, LLP
New York, New York

June 29, 2005