

**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM S-8**  
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  
(Address of principal executive offices)

10017  
(Zip Code)

Hudson Highland Group, Inc. Long Term Incentive Plan  
(Full title of the plan)

Latham Williams  
Vice President, Legal Affairs and Administration,  
Corporate Secretary  
Hudson Highland Group, Inc.  
10 South Wacker Drive, Suite 2600  
Chicago, Illinois 60606  
(312) 795-4216  
(Name, address and telephone number,  
including area code, of agent for service)

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

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$.001 par value	1,200,000 shares	\$18.17 (2)	\$21,804	\$2,567
Preferred Stock Purchase Rights	1,200,000 rights	(3)	(3)	(3)

- (1) Pursuant to Rule 416 under the Securities Act of 1933, this Registration Statement also covers an indeterminate number of additional shares of Common Stock that may become issuable as a result of stock splits, stock dividends or similar transactions pursuant to the anti-dilution provisions of the Hudson Highland Group, Inc. Long Term Incentive Plan.
- (2) Estimated pursuant to Rule 457(c) and (h) under the Securities Act of 1933 solely for the purpose of calculating the registration fee based on the average of the high and low prices for Hudson Highland Group, Inc. Common Stock on The Nasdaq National Market on July 21, 2005.
- (3) The value attributable to the Preferred Stock Purchase Rights is reflected in the market price of the Common Stock to which the Rights are attached.

**STATEMENT PURSUANT TO GENERAL INSTRUCTION E TO FORM S-8**

On April 1, 2003 and June 30, 2004, Hudson Highland Group, Inc. (the "Registrant"), filed Registration Statements on Form S-8 (File Nos. 333-104209 and 333-117005) to register 1,000,000 shares and 500,000 shares, respectively, of the Registrant's Common Stock, par value \$.001 per share (the "Common Stock"), issuable under the Hudson Highland Group, Inc. Long Term incentive Plan (the "Incentive Plan"). As a result of the two-for-one stock split of the Registrant's Common Stock paid on February 25, 2005 to holders of record as of February 14, 2005 (the "Stock Split") and pursuant to Rule 416 under the Securities Act of 1933, as amended, the number of shares of Common Stock registered under such Registration Statements increased to 2,503,626.

On February 28, 2005, the Board of Directors of the Registrant approved an amendment to the Incentive Plan to increase the number of shares of Common Stock available under the Incentive Plan by 1,200,000 (after taking into account the Stock Split) to 3,703,626. At the Registrant's 2005 Annual Meeting of

Stockholders held on May 6, 2005, the stockholders of the Registrant approved this amendment. The purpose of this Registration Statement is to register 1,200,000 additional shares of the Common Stock (and associated preferred stock purchase rights) in connection with the Incentive Plan.

Pursuant to General Instruction E of Form S-8, the contents of the Registrant's Registration Statements on Form S-8 (Reg. Nos. 333-104209 and 333-117005), including the documents incorporated by reference therein, are incorporated by reference into this Registration Statement.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 8. Exhibits.

The exhibits set forth in the accompanying Exhibit Index are filed (except where otherwise indicated) with this Registration Statement.

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### 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-8 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 this 27<sup>th</sup> day of July, 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.

Signature	Title	Date
<u>/s/ Jon F. Chait</u> Jon F. Chait	Chairman, Chief Executive Officer and Director (Principal Executive Officer)	July 27, 2005
<u>/s/ Richard W. Pehlke</u> Richard W. Pehlke	Executive Vice President, Chief Financial Officer and Director (Principal Financial Officer)	July 27, 2005
<u>/s/ Ralph L. O'Hara</u> Ralph L. O'Hara	Vice President, Controller (Principal Accounting Officer)	July 27, 2005
<u>*</u> John J. Haley	Director	July 27, 2005
<u>*</u> Jennifer Laing	Director	July 27, 2005
<u>*</u> Nicholas G. Moore	Director	July 27, 2005
<u>*</u> David G. Offensend	Director	July 27, 2005

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Rene Schuster

\*By: /s/ Jon F. Chait  
Jon F. Chait  
Attorney-in-fact

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EXHIBIT INDEX

Exhibit Number	Exhibit Description
(4.1)	Hudson Highland Group, Inc. Long Term Incentive Plan, as amended. [Incorporated by reference to Annex A to the Registrant's Definitive Proxy Statement on Schedule 14A filed on March 28, 2005 (File No. 000-50129)]
(4.2)	Rights Agreement, dated as of February 2, 2005, between the Registrant and The Bank of New York [Incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form 8-A filed on February 3, 2005 (File No. 000-50129)].
(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.

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July 27, 2005

Highland Hudson 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 conjunction with the preparation of a Registration Statement on Form S-8 (the "Registration Statement") to be filed by the Company with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), relating to 1,200,000 additional shares of the Company's common stock, \$.001 par value (the "Common Stock"), and associated preferred share purchase rights (the "Rights"), which may be issued pursuant to the Hudson Highland Group, Inc. Long Term Incentive Plan, as amended (the "Plan"). 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.

As such counsel, we have examined: (i) the Plan; (ii) the Registration Statement; (iii) the Rights Agreement; (iv) the Company's Restated Certificate of Incorporation and By-Laws, as amended to date; (v) resolutions of the Company's Board of Directors relating to the Plan and the issuance of securities thereunder; and (vi) such other documents and records as we have deemed necessary to enable us to render this opinion.

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

1. The shares of Common Stock, when issued by the Company pursuant to the terms and conditions of the Plan and as contemplated by the Registration Statement, will be validly issued, fully paid and nonassessable and no personal liability will attach to the ownership thereof.
2. The Rights to be issued with shares of Common Stock when issued pursuant to the Rights Agreement will be validly issued.

We consent to the use of this opinion as an exhibit to the Registration Statement. In giving our 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

BOSTON  
BRUSSELS  
CHICAGO  
DETROIT

JACKSONVILLE  
LOS ANGELES  
MADISON  
MILWAUKEE

NEW YORK  
ORLANDO  
SACRAMENTO  
SAN DIEGO

SAN DIEGO/DEL MAR  
SAN FRANCISCO  
SILICON VALLEY  
TALLAHASSEE

TAMPA  
TOKYO  
WASHINGTON, D.C.  
WEST PALM BEACH

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 on Form S-8 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.

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

July 27, 2005

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, That I

John J. Haley

hereby constitute and appoint Jon F. Chait, Richard W. Pehlke and Latham Williams, and each of them individually, my true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for me and in my name, place and stead, in any and all capacities, to sign my name as a director of Hudson Highland Group, Inc. (the "Company") to any post-effective amendments or supplements to the Registration Statement on Form S-8 (Registration No. 333-104209), relating to the shares of common stock to be issued by the Company pursuant to the Hudson Highland Group, Inc. Long Term Incentive Plan, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission in connection with the registration of the above-referenced shares of common stock under the Securities Act of 1933, as amended.

I hereby ratify and confirm all that said attorneys-in-fact and agents, or each of them, have done or shall lawfully do by virtue of this Power of Attorney.

WITNESS my hand this 27<sup>th</sup> day of July, 2005.

/s/ John J. Haley  
John J. Haley

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POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, That I

Jennifer Laing

hereby constitute and appoint Jon F. Chait, Richard W. Pehlke and Latham Williams, and each of them individually, my true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for me and in my name, place and stead, in any and all capacities, to sign my name as a director of Hudson Highland Group, Inc. (the "Company") to any post-effective amendments or supplements to the Registration Statement on Form S-8 (Registration No. 333-104209), relating to the shares of common stock to be issued by the Company pursuant to the Hudson Highland Group, Inc. Long Term Incentive Plan, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission in connection with the registration of the above-referenced shares of common stock under the Securities Act of 1933, as amended.

I hereby ratify and confirm all that said attorneys-in-fact and agents, or each of them, have done or shall lawfully do by virtue of this Power of Attorney.

WITNESS my hand this 27<sup>th</sup> day of July, 2005.

/s/ Jennifer Laing  
Jennifer Laing

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POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, That I

Nicholas G. Moore

hereby constitute and appoint Jon F. Chait, Richard W. Pehlke and Latham Williams, and each of them individually, my true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for me and in my name, place and stead, in any and all capacities, to sign my name as a director of Hudson Highland Group, Inc. (the "Company") to any post-effective amendments or supplements to the Registration Statement on Form S-8 (Registration No. 333-104209), relating to the shares of common stock to be issued by the Company pursuant to the Hudson Highland Group, Inc. Long Term Incentive Plan, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission in connection with the registration of the above-referenced shares of common stock under the Securities Act of 1933, as amended.

I hereby ratify and confirm all that said attorneys-in-fact and agents, or each of them, have done or shall lawfully do by virtue of this Power of Attorney.

WITNESS my hand this 27<sup>th</sup> day of July, 2005.

/s/ Nicholas G. Moore  
Nicholas G. Moore

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POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, That I

David G. Offensend

hereby constitute and appoint Jon F. Chait, Richard W. Pehlke and Latham Williams, and each of them individually, my true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for me and in my name, place and stead, in any and all capacities, to sign my name as a director of Hudson Highland Group, Inc. (the "Company") to any post-effective amendments or supplements to the Registration Statement on Form S-8 (Registration No. 333-104209), relating to the shares of common stock to be issued by the Company pursuant to the Hudson Highland Group, Inc. Long Term Incentive Plan, and to file

the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission in connection with the registration of the above-referenced shares of common stock under the Securities Act of 1933, as amended.

I hereby ratify and confirm all that said attorneys-in-fact and agents, or each of them, have done or shall lawfully do by virtue of this Power of Attorney.

WITNESS my hand this 27<sup>th</sup> day of July, 2005.

/s/ David G. Offensend  
David G. Offensend

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POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, That I

René Schuster

hereby constitute and appoint Jon F. Chait, Richard W. Pehlke and Latham Williams, and each of them individually, my true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for me and in my name, place and stead, in any and all capacities, to sign my name as a director of Hudson Highland Group, Inc. (the "Company") to any post-effective amendments or supplements to the Registration Statement on Form S-8 (Registration No. 333-104209), relating to the shares of common stock to be issued by the Company pursuant to the Hudson Highland Group, Inc. Long Term Incentive Plan, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission in connection with the registration of the above-referenced shares of common stock under the Securities Act of 1933, as amended.

I hereby ratify and confirm all that said attorneys-in-fact and agents, or each of them, have done or shall lawfully do by virtue of this Power of Attorney.

WITNESS my hand this 27<sup>th</sup> day of July, 2005.

/s/ René Schuster  
René Schuster