

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	500,000 shares	\$30.41 (2)	\$15,205,000 (2)	\$1,926.47

- (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 June 24, 2004.

STATEMENT PURSUANT TO GENERAL INSTRUCTION E TO FORM S-8

On April 1, 2003, Hudson Highland Group, Inc. (the "Registrant"), filed a Registration Statement on Form S-8 (File No. 333-104209) to register 1,000,000 shares 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").

On February 18, 2004, 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 from 1,000,000 to 1,500,000. At the Registrant's 2004 Annual Meeting of Stockholders held on April 30, 2004, the stockholders of the Registrant approved this amendment. The purpose of this Registration Statement is to register 500,000 additional shares of the Common Stock in connection with the Incentive Plan.

Pursuant to General Instruction E of Form S-8, the contents of the Registrant's Registration Statement on Form S-8 (Reg. No. 333-1104209), 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.

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 day of June, 2004.

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)	June 30, 2004
<u>/s/ Richard W. Pehlke</u> Richard W. Pehlke	Executive Vice President, Chief Financial Officer and Director (Principal Financial Officer)	June 30, 2004
<u>/s/ Ralph L. O'Hara</u> Ralph L. O'Hara	Vice President, Controller (Principal Accounting Officer)	June 30, 2004
<u>*</u> John J. Haley	Director	June 30, 2004
<u>*</u> Jennifer Laing	Director	June 30, 2004
<u>*</u> Nicholas G. Moore	Director	June 30, 2004
	Director	June 30, 2004

*

David G. Offensend

*

René Schuster

Director

June 30, 2004

*By: /s/ Jon F. Chait

Jon F. Chait
Attorney-in-fact

S-1

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit Description</u>
(4)	Hudson Highland Group, Inc. Long Term Incentive Plan, as amended. [Incorporated by reference to Annex B to the Registrant's Definitive Proxy Statement on Schedule 14A filed on March 22, 2004 (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.

E-1

FOLEY & LARDNER LLP
ATTORNEYS AT LAW
 777 EAST WISCONSIN AVENUE, SUITE 3800
 MILWAUKEE, WISCONSIN 53202-5306
 414.271.2400 TEL
 414.297.4900 FAX
 www.foley.com

June 30, 2004

CLIENT/MATTER NUMBER
 025294-0102

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 500,000 additional shares of the Company's common stock, \$.001 par value (the "Common Stock"), which may be issued pursuant to the Hudson Highland Group, Inc. Long Term Incentive Plan, as amended (the "Plan").

As such counsel, we have examined: (i) the Plan; (ii) the Registration Statement; (iii) the Company's Restated Certificate of Incorporation and By-Laws, as amended to date; (iv) resolutions of the Company's Board of Directors relating to the Plan and the issuance of securities thereunder; and (v) 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 Company is a corporation validly existing under the laws of the State of Delaware.
2. 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.

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

BRUSSELS
 CHICAGO
 DETROIT
 JACKSONVILLE

LOS ANGELES
 MADISON
 MILWAUKEE

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 February 5, 2004, relating to the consolidated financial statements and schedule of Hudson Highland Group, Inc. appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2003.

/s/ BDO Seidman, LLP

New York, New York
June 28, 2004

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 the Registration Statement on Form S-8 relating to the shares of common stock to be issued by the Company pursuant to the Hudson Highland Group, Inc. Long Term Incentive Plan, as amended, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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 21st day of May, 2004.

/s/ John J. Haley

John J. Haley

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 the Registration Statement on Form S-8 relating to the shares of common stock to be issued by the Company pursuant to the Hudson Highland Group, Inc. Long Term Incentive Plan, as amended, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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 21st day of May, 2004.

/s/ Jennifer Laing

Jennifer Laing

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 the Registration Statement on Form S-8 relating to the shares of common stock to be issued by the Company pursuant to the Hudson Highland Group, Inc. Long Term Incentive Plan, as amended, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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 21st day of May, 2004.

/s/ Nicholas G. Moore

Nicholas G. Moore

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 the Registration Statement on Form S-8 relating to the shares of common stock to be issued by the Company pursuant to the Hudson Highland Group, Inc. Long Term Incentive Plan, as amended, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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 21st day of May, 2004.

/s/ David G. Offensend

David G. Offensend

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 the Registration Statement on Form S-8 relating to the shares of common stock to be issued by the Company pursuant to the Hudson Highland Group, Inc. Long Term Incentive Plan, as amended, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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 21st day of May, 2004.

/s/ René Schuster

René Schuster