### 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): February 5, 2004

Hudson Highland Group, Inc. (Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

000-50129

59-3547281

(Commission File Number)

(IRS Employer Identification No.)

622 Third Avenue New York, NY 10017 (Address of Principal Executive Offices)

Registrant's telephone number, including area code (212) 351-7300

#### ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(a) Financial Statements.

None.

(b) Pro Forma Financial Information.

None.

(c) Exhibits

99.1 Press Release of Hudson Highland Group, Inc. (the "Company") issued on February 5, 2004 relating to its earnings for the three month and full year periods ended December 31, 2003.

### ITEM 12. DISCLOSURE OF RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

On February 5, 2004, the Company issued a press release announcing its earnings for the three month and full year periods ended December 31, 2003. A copy of such press release is filed as Exhibit 99.1 and is incorporated by reference herein.

# 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.(Registrant)

By: /s/ RICHARD W. PEHLKE

Richard W. Pehlke Executive Vice President and Chief Financial

Officer

Dated: February 5, 2004

Exhibit

<u>Number</u> <u>Description</u>

99.1 Press Release of Hudson Highland Group, Inc. issued on February 5, 2004 relating to its fourth quarter and full year 2003 earnings.

### FOR IMMEDIATE RELEASE

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# Hudson Highland Group Reports 2003 Fourth Quarter and Full Year Financial Results

**NEW YORK, NY – February 5, 2004** – Hudson Highland Group, Inc. (NASDAQ: HHGP), one of the world's leading providers of specialized professional staffing, retained executive search and human capital solutions, today announced financial results for the fourth quarter and full year ended December 31, 2003. In the fourth quarter, the company reported revenue of \$284.6 million and a net loss of \$43.4 million, or \$5.10 per basic and diluted share, which includes previously announced expenses of \$21.8 million related to exiting unprofitable locations and bringing the company's workforce in line with business and market conditions.

#### 2003 Fourth Quarter Summary

- Revenue of \$284.6 million
- Gross margin of \$103.6 million or 36.4%
- Adjusted EBITDA loss of \$10.7 million, excluding reorganization effects noted above
- Cash and cash equivalents of \$26 million

"Since our spin-off from Monster Worldwide last year, we have focused on reducing our cost structure and creating a more efficient and performance-driven enterprise," said Jon Chait, chairman and chief executive officer of Hudson Highland Group. "We have brought stability to the organization and are encouraged that our strategic investments, especially in North America, are starting to deliver results."

Mr. Chait added, "As we have consistently stated, 2003 was a year of transition for Hudson Highland Group. We have come through that period with a well-balanced global platform positioned for growth. We remain focused on returning to profitability."

Richard W. Pehlke, executive vice president and chief financial officer of Hudson Highland Group commented, "We believe the improving operating trends which began in the fourth quarter of 2003 will continue through the first half of this year. However, we expect our first quarter adjusted EBITDA loss to be close to the level of the fourth quarter of 2003, as January tends to be our weakest month of the year due to seasonal market factors. We expect adjusted EBITDA to be positive in the second quarter, but it is too early to predict whether that will be the result for the full year 2004."

# 2003 Full Year Results

For the full year 2003, Hudson Highland Group reported revenues of \$1.085 billion and an operating loss of \$313.6 million. Hudson Highland Group's net loss for the full year 2003 was \$328.8 million, or \$38.81 per basic and diluted share, which includes a goodwill impairment charge of \$202.8 million, reorganization, merger and integration expenses of \$29.5 million, and income tax expenses of \$12.0 million.

#### **Historical Results**

Historical results for 2002 relate to the company's businesses as they were operated as a business unit of Monster Worldwide, Inc. (formerly TMP Worldwide Inc.). On a historical basis for the fourth quarter ended December 31, 2002, Hudson Highland Group reported revenues of \$252.9 million and an operating loss of \$43.7 million. The company's net loss for the fourth quarter of 2002 was \$44.8 million, or \$5.37 per basic and diluted share.

For the full year 2002, Hudson Highland Group reported revenues of \$1.065 billion and an operating loss of \$119.7 million. The company's net loss for the full year of 2002 was \$412.3 million, or \$49.37 per basic and diluted share. The full year net loss included a loss from the cumulative effect of an accounting change for the write-off of \$293.0 million or \$14.28 per basic and diluted share.

#### Conference Call / Webcast

Hudson Highland Group will conduct a conference call today Thursday, February 5, 2004 at 10:30 AM EST to discuss this announcement. Investors wishing to participate can join the conference call by dialing 1-800-374-1532 followed by the participant passcode 5002963 at 10:20 AM EST. For those outside the United States, please call in on 1-706-634-5594 followed by the participant passcode 5002963. Hudson Highland Group's quarterly conference call can also be accessed online through Yahoo! Finance at <a href="https://www.yahoo.com">www.yahoo.com</a> and the investor information section of the company's website at <a href="https://www.yahoo.com">www.yahoo.com</a>.

#### **Hudson Highland Group**

Hudson Highland Group offers a full suite of specialized professional staffing, retained executive search and human capital solutions worldwide. Hudson Highland Group employs more than 3,700 professionals serving clients in more than 20 countries through its Highland Partners search and Hudson Global Resources staffing divisions. More information about Hudson Highland Group is available at <a href="https://www.hhgroup.com">www.hhgroup.com</a>.

#### **Safe Harbor Statement**

This press release contains statements that the company believes to be "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical fact included in this press release, including statements regarding the company's future financial condition, results of operations, business operations and business prospects, are forward-looking statements. Words such as "anticipate," "estimate," "expect," "project," "intend," "plan," "predict," "believe" and similar words, expressions and variations of these words and expressions are intended to identify forward-looking statements. All forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements. These factors include, but are not limited to, the company's ability to manage its growth; risks associated with expansion; the company's reliance on information systems and technology; competition; fluctuations in operating results; the impact of global economic fluctuations on temporary contracting operations; the cyclical nature of the company's executive search and mid-market professional staffing businesses; risks relating to foreign operations, including foreign currency fluctuations; dependence on highly skilled professionals; the impact of employees departing with existing executive search clients; risks maintaining professional reputation and brand name; restrictions imposed by blocking arrangements; exposure to employment-related claims, legal liability and costs and limitations on insurance coverage related thereto; dependence on key management personnel; government regulations; the company's ability to successfully operate as an independent company and the level of costs associated therewith; and the company's ability to obtain financing on a stand-alone basis and restrictions on the company's operating flexibility due to the terms of its credit facility. Additional information concerning these and other factors is contained in the company's filings with the Securities and Exchange Commission. These forward-looking statements speak only as of the date of this press release. The company assumes no obligation, and expressly disclaims any obligation, to update any forwardlooking statements.

#### **Financial Tables Follow**

# HUDSON HIGHLAND GROUP, INC. CONSOLIDATED CONDENSED STATEMENTS OF OPERATIONS (in thousands, except per share amounts) (unaudited)

· · · · · · · · · · · · · · · · · · ·	(unuuurteu)						
		Three M Dece			Year Decei		
		2003		2002		2003	2002
Revenue	\$	284,646	\$	252,862	\$	1,085,299	\$ 1,065,439
Direct costs		181,089		168,818		682,270	653,570
Gross margin		103,557		84,044		403,029	 411,869
Selling, general and administrative expenses Goodwill impairment charge		119,986		108,063		484,407 202,785	452,675
Business reorganization expenses		17,281		20,410		26,823	73,543
Merger and integration expenses (recoveries)		1,787		(683)		2,663	 5,373
Operating loss		(35,497)		(43,746)		(313,649)	(119,722)
Other income (expense): Interest income (expense), net Other, net		93 (1,929)		(49) (216)		(283) (2,859)	 (322) (224)
Loss before provision for (benefit of) income taxes and accounting change Provision for (benefit of) income taxes		(37,333) 6,104		(44,011) 810	_	(316,791) 12,021	 (120,268) (1,017)
Loss before accounting change Cumulative effect of accounting change		(43,437)		(44,821)		(328,812)	 (119,251) (293,000)
Net loss	\$	(43,437)	\$	(44,821)	\$	(328,812)	\$ (412,251)
Basic and diluted loss per share:							
Loss before accounting change	\$	(5.10)	\$	(5.37)	\$	(38.81)	\$ (14.28)

Net loss	\$ (5.10)	\$ (5.37)	\$ (38.81)	\$ (49.37)
Weighted average shares outstanding (1)	8 513	8 343	8 473	8 350

(1) To determine the shares outstanding for the company for the periods prior to the Distribution, Monster's weighted average number of shares is multiplied by the distribution ratio of one share of HH Group common stock for every thirteen and one-third shares of Monster common stock.

Certain prior period amounts have been reclassified to conform to the company's 2003 financial statement presentation; these reclassifications do not change total revenues, total expenses or net loss.

# HUDSON HIGHLAND GROUP, INC. CONSOLIDATED CONDENSED BALANCE SHEETS (in thousands, except per share amounts)

(in thousands, except per share amounts)				
		December 31, 2003	De	ecember 31, 2002
		(unaudited)		
ASSETS		,		
Current assets:				
Cash and cash equivalents	\$	26,137	\$	25,908
Accounts receivable, net		149,042		171,091
Due from Monster Worldwide, Inc.		5,518		
Other current assets		17,719		18,917
Total current assets		198,416		215,916
Property and equipment, net		38,625		34,106
Intangibles, net		2,180		201,937
Other assets		11,703		15,145
	\$	250,924	\$	467,104
LIABILITIES AND STOCKHOLDERS' EQUITY				
Current liabilities:				
Accounts payable	\$	26,495	\$	28,305
Accrued expenses and other current liabilities		118,548		84,669
Accrued business reorganization expenses		26,383		25,845
Accrued merger and integration expenses		6,444		8,935
Total current liabilities		177,870		147,754
Other liabilities		3,693		2,776
Total liabilities		181,563		150,530
Commitments and contingencies				
Stockholders' equity:				
Preferred stock, \$0.001 par value, 10,000 shares authorized; none				
issued or outstanding				
Common stock, \$0.001 par value, 100,000 shares authorized; issued and		_		
outstanding: 8,546 and 0 shares, respectively		9		
Additional paid-in capital		315,129		
Retained deficit Accumulated other comprehensive income:		(284,800)		
Foreign currency translation adjustments		39,023		24,660
Total divisional equity				291,914
Total stockholders' equity		69,361		316,574
	\$	250,924	\$	467,104
	_			

# (in thousands) (unaudited)

For the Three Months Ended December 31, 2003	<u></u>	Americas	_	Europe	Asia Pac	<u>-</u>	Corporate	_	Total
Revenue Hudson Highland	\$	67,331 11,486	\$	99,091 3,243	\$ 101,743 1,752			\$	268,165 16,481
	\$	78,817	\$	102,334	\$ 103,495			\$	284,646
<u>Gross Margin</u> Hudson Highland	\$	16,672 10,915	\$	39,965 3,122	\$ 31,508 1,375			\$	88,145 15,412
	\$	27,587	\$	43,087	\$ 32,883			\$	103,557
Adjusted EBITDA (1) Hudson Highland Corporate	\$	(1,569) 47 	\$	(1,888) (2,017) 	\$ 2,926 88 	\$	(8,273)	\$	(531) (1,882) (8,273)
	\$	(1,522)	\$	(3,905)	\$ 3,014	\$	(8,273)	\$	(10,686)
For the Three Months Ended December 31, 2002									
Revenue Hudson Highland	\$	69,336 10,065	\$	78,440 4,044	\$ 90,288 689			\$	238,064 14,798
	\$	79,401	\$	82,484	\$ 90,977			\$	252,862
<u>Gross Margin</u> Hudson Highland	\$	8,474 10,065	\$	30,465 3,584	\$ 30,790 666			\$	69,729 14,315
	\$	18,539	\$	34,049	\$ 31,456			\$	84,044
Adjusted EBITDA (1) Hudson Highland Corporate	\$	(11,333) 1,772 	\$	(5,798) (1,811) 	\$ 4,999 (97) 	\$	(5,428)	\$	(12,132) (136) (5,428)
		,							

(1) Non-GAAP earnings before interest, income taxes, special charges and depreciation and amortization ("Adjusted EBITDA") is presented to provide additional information about the company's operations on a basis consistent with the measures which the company uses to manage its operations and evaluate its performance. Management also uses this measurement to evaluate capital needs and working capital requirements. Adjusted EBITDA should not be considered in isolation or as a substitute for operating income, cash flows from operating activities and other income or cash flow statement data prepared in accordance with generally accepted accounting principles or as a measure of the company's profitability or liquidity. Furthermore, adjusted EBITDA as presented above may not be comparable with similarly titled measures reported by other companies.

(9,561) \$

(7,609) \$

4,902

(5,428) \$

(17,696)

\$

# HUDSON HIGHLAND GROUP, INC. SEGMENT ANALYSIS (in thousands) (unaudited)

For the Year Ended December 31, 2003	-	Americas	_	Europe		Asia Pac	Corporate	-	Total
Revenue	ď	270.025	¢	204.700	¢	277 555		ď	1 021 250
Hudson Highland	\$	278,935 43,764	\$	364,766 15,104	\$	377,555 5,175		\$	1,021,256 64,043
	\$	322,699	\$	379,870	\$	382,730		\$	1,085,299
Gross Margin Hudson	\$	65,220	\$	154,632	\$	122,840		\$	342,692

Highland	41,866	14,034	4,437		60,337
	\$ 107,086	\$ 168,666	\$ 127,277		\$ 403,029
Adjusted EBITDA (1) Hudson Highland Corporate	\$ (12,343) (3,683) 	\$ (13,003) (8,147) 	\$ 6,606 (682) 	\$ (28,827)	\$ (18,740) (12,512) (28,827)
	\$ (16,026)	\$ (21,150)	\$ 5,924	\$ (28,827)	\$ (60,079)
For the Year Ended December 31, 2003					
Revenue Hudson Highland	\$ 312,131 45,266	\$ 331,804 18,924	\$ 354,532 2,782		\$ 998,467 66,972
	\$ 357,397	\$ 350,728	\$ 357,314		\$ 1,065,439
Gross Margin Hudson Highland	\$ 71,747 45,266	\$ 149,083 17,140	\$ 125,874 2,759		\$ 346,704 65,165
	\$ 117,013	\$ 166,223	\$ 128,633		\$ 411,869
Adjusted EBITDA (1) Hudson Highland Corporate	\$ (7,690) 5,013 	\$ (11,598) (1,258) 	\$ 20,610 (19) 	\$ (24,803)	\$ 1,322 3,736 (24,803)
	\$ (2,677)	\$ (12,856)	\$ 20,591	\$ (24,803)	\$ (19,745)

(1) Non-GAAP earnings before interest, income taxes, special charges and depreciation and amortization ("Adjusted EBITDA") is presented to provide additional information about the company's operations on a basis consistent with the measures which the company uses to manage its operations and evaluate its performance. Management also uses this measurement to evaluate capital needs and working capital requirements. Adjusted EBITDA should not be considered in isolation or as a substitute for operating income, cash flows from operating activities and other income or cash flow statement data prepared in accordance with generally accepted accounting principles or as a measure of the company's profitability or liquidity. Furthermore, adjusted EBITDA as presented above may not be comparable with similarly titled measures reported by other companies.

# HUDSON HIGHLAND GROUP, INC. RECONCILIATION OF ADJUSTED EBITDA TO OPERATING LOSS (in thousands) (unaudited)

		Three Months Ended December 31,				Ended 13 aber	
	_	2003	-	2002	2003	-	2002
Hudson Adjusted EBITDA (1) Business reorganization (expenses) Merger & integration (expenses) recoveries Depreciation and amortization Goodwill impairment	\$	(531) (9,572) (1,787) (3,747)	\$	(12,132) (12,822) 696 (2,646)	\$ (18,740) (15,777) (2,663) (14,071) (195,404)	\$	1,322 (47,366) (6,772) (11,622)
Operating loss	\$	(15,637)	\$	(26,904)	\$ (246,655)	\$	(64,438)
Highland Adjusted EBITDA (1) Business reorganization (expenses) Merger and integration recoveries Depreciation and amortization Goodwill impairment	\$	(1,882) (7,629)  (954) 	\$	(136) (2,604)  (579) 	\$ (12,512) (10,829)  (4,234) (7,381)	\$	3,736 (16,347) 1,501 (2,535)
Operating loss	\$	(10,465)	\$	(3,319)	\$ (34,956)	\$	(13,645)

Corporate Adjusted EBITDA (1) Business reorganization (expenses) Merger and integration (expenses) Depreciation and amortization	\$ (8,273) (80)  (1,042)	\$ (5,428) (4,984) (13) (3,098)	\$ (28,827) (217)  (2,994)	\$ (24,803) (9,830) (102) (6,904)
Corporate expenses	\$ (9,395)	\$ (13,523)	\$ (32,038)	\$ (41,639)
<u>Hudson Highland Group consolidated</u> Adjusted EBITDA (1)	\$ (10,686)	\$ (17,696)	\$ (60,079)	\$ (19,745)
Business reorganization (expenses)  Merger & integration (expenses) recoveries  Depreciation and amortization	(17,281) (1,787) (5,743)	(20,410) 683 (6,323)	(26,823) (2,663) (21,299)	(73,543) (5,373) (21,061)
Goodwill impairment  Operating loss	\$ (35,497)	\$ (43,746)	\$ (202,785)	\$ (119,722)

<sup>(1)</sup> Non-GAAP earnings before interest, income taxes, special charges and depreciation and amortization ("Adjusted EBITDA") is presented to provide additional information about the company's operations on a basis consistent with the measures which the company uses to manage its operations and evaluate its performance. Management also uses this measurement to evaluate capital needs and working capital requirements. Adjusted EBITDA should not be considered in isolation or as a substitute for operating income, cash flows from operating activities and other income or cash flow statement data prepared in accordance with generally accepted accounting principles or as a measure of the company's profitability or liquidity. Furthermore, adjusted EBITDA as presented above may not be comparable with similarly titled measures reported by other companies.