

HUDSON HIGHLAND GROUP INC  
Form SC 13G/A  
February 11, 2005

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 2)\***

HUDSON HIGHLAND GROUP, INC.

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(Name of Issuer)

Common Stock

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(Title of Class of Securities)

443792106

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(CUSIP Number)

December 31, 2004

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(Date of Event Which Requires Filing of This Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. NAME OF REPORTING PERSON/S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

P&S CAPITAL PARTNERS, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(A) ..

(B) x

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

5. SOLE VOTING POWER

NUMBER OF 0

SHARES 6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 97,665

EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

WITH: 8. SHARED DISPOSITIVE POWER

97,665

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

97,665

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* ..

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.0%

12. TYPE OF REPORTING PERSON\*

00 - Limited Liability Company

1. NAME OF REPORTING PERSON/S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

P&S CAPITAL MANAGEMENT, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(A) ..

(B) x

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

5. SOLE VOTING POWER

NUMBER OF 0

SHARES 6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 117,335

EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

WITH: 8. SHARED DISPOSITIVE POWER

117,335

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

117,335

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* ..

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.1%

12. TYPE OF REPORTING PERSON\*

00 - Limited Liability Company

1. NAME OF REPORTING PERSON/S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

DANIEL L. NIR

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(A) ..

(B) ..

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

5. SOLE VOTING POWER

NUMBER OF

0

SHARES

6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY

307,800

EACH

7. SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH:

8. SHARED DISPOSITIVE POWER

307,800

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

307,800

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* ..

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.0%

12. TYPE OF REPORTING PERSON\*

IN



ITEM 1. (a) Name of Issuer:

Hudson Highland Group, Inc.

(b) Address of Issuer's Principal Executive Offices:

622 Third Avenue, New York, NY 10017

ITEM 2. (a) and (c) Name and Domicile/Citizenship of Persons Filing:

(i) P&S Capital Partners, LLC, a Delaware limited liability company.

(ii) P&S Capital Management, LLC, a Delaware limited liability company.

(iii) Daniel L. Nir, a United States citizen.

(b) Each of the Reporting Persons has a business address of

950 Third Avenue, 29th Floor, New York, NY 10022.

(d) Title of Class of Securities:

Common Stock, par value \$0.001 per share

(e) CUSIP Number:

443792106

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(B), OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A:

- (a) .. Broker or Dealer registered under Section 15 of the Act
- (b) .. Bank as defined in section 3(a)(6) of the Act
- (c) .. Insurance Company as defined in section 3(a)(19) of the Act
- (d) .. Investment Company registered under section 8 of the Investment Company Act of 1940
- (e) .. Investment Adviser registered under section 203 of the Investment Advisers Act or under the laws of any State
- (f) .. Employee Benefit Plan, Pension fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund; see Section 240.13d-1(b)(1)(ii)(F)
- (g) .. Parent Holding Company, in accordance with Section 240.13d-1(b)(ii)(G)(Note: See Item 7)
- (h) .. A Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act
- (i) .. A Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940
- (j) .. Group, in accordance with Section 240.13d-1(b)(1)(ii)(J)

ITEM 4. OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item I.

P&S CAPITAL PARTNERS, LLC\*

(a) Amount Beneficially Owned:

97,665

(b) Percent of Class:

1.0%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:

0

(ii) shared power to vote or to direct the vote:

97,665

(iii) sole power to dispose or to direct the disposition of:

0

(iv) shared power to dispose or to direct the disposition of:

97,665

P&S CAPITAL MANAGEMENT, LLC\*\*

(a) Amount Beneficially Owned:

117,335

(b) Percent of Class:

1.1%

(c) Number of shares as to which such person has:

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(i) sole power to vote or to direct the vote:

0

(ii) shared power to vote or to direct the vote:

117,335

(iii) sole power to dispose or to direct the disposition of:

0

(iv) shared power to dispose or to direct the disposition of:

117,335

Daniel L. Nir\*\*\*

(a) Amount Beneficially Owned:

307,800

(b) Percent of Class:

3.0%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:

0

(ii) shared power to vote or to direct the vote:

307,800

(iii) sole power to dispose or to direct the disposition of:

0

(iv) shared power to dispose or to direct the disposition of:

307,800

\* Shares reported for P&S Capital Partners, LLC reflect shares beneficially owned by two private investment partnerships, of which P&S Capital Partners, LLC is the General Partner.

\*\* Shares reported for P&S Capital Management, LLC reflect shares beneficially owned by a private investment corporation and shares beneficially owned by a private trust fund, of which P&S Capital Management, LLC is the Investment Manager.

\*\*\* Shares reported for Daniel L. Nir include shares reported for P&S Capital Partners, LLC and P&S Capital Management, LLC, of which Mr. Nir is the Managing Member. Shares reported for Mr. Nir also include shares beneficially owned by a private limited liability company, of which an LLC in which Mr. Nir is a Managing Member is the Investment Manager, and further include shares beneficially owned by two private limited liability companies, of which Mr. Nir is the Investment Manager. Mr. Nir is not the direct owner of any of the shares reported for him in this filing.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

NOT APPLICABLE

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON

NOT APPLICABLE

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

NOT APPLICABLE

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

NOT APPLICABLE

ITEM 10. CERTIFICATION

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I hereby certify that the information set forth in this statement is true, complete and correct.

Dated: February 11, 2005

P&S CAPITAL PARTNERS, LLC

By: /s/ Greg Pearson

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Greg Pearson, Chief Financial Officer

P&S CAPITAL MANAGEMENT, LLC

By: /s/ Greg Pearson

\_\_\_\_\_  
Greg Pearson, Chief Financial Officer

DANIEL L. NIR

/s/ Daniel L. Nir

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Daniel L. Nir