HUDSON HIGHLAND GROUP INC

Form SC 13G/A February 14, 2008

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934 (Amendment No. 2)*

COMMON STOCK (Title of Class of Securities)

443792106 (CUSIP Number)

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

[_]	Rule	13d-1(b)
[X]	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).

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1 Name of Reporting Person:

KENSICO CAPITAL MANAGEMENT CORPORATION

I.R.S. Identification Nos. of Above Persons (entities only)

13-4079277

2	Check the Appropriate Box	if a Mem	ber of a Group:	(a) (b)	[_] [_]
3	SEC Use Only				
4	Citizenship or Place of O	rganizati	on:		
	Number of	5	Sole Voting Power		
	Shares Beneficially	6	Shared Voting Powe	r	
	Owned by Each	7	Sole Dispositive P	ower	
	Reporting Person With	8	Shared Dispositive	Power	:
9	Aggregate Amount Benefici	ally Owne	d by Each Reporting P	erson:	:
10	Check Box If the Aggregat Certain Shares:	e Amount	in Row (9) Excludes		[_]
11	Percent of Class Represen	ted by Am	ount in Row (9):		
12	Type of Reporting Person:				
CUSIP	No. 443792106	SCHEDULE	13G	 Page	e 3 of 8
1	Name of Reporting Person: MICHAEL LOWENSTEIN I.R.S. Identification Nos		e Persons (entities o	 nly)	
2	Check the Appropriate Box	if a Mem	ber of a Group:	(a) (b)	[_]

3	SEC Use Only				
4 Citizenship or Place of Organization: United States of America					
	Number of	5	Sole Voting Powe		
	Shares Beneficially	6	Shared Voting Po	ower	
	Owned by Each	7	Sole Dispositive	Power	
	Reporting Person With	8	Shared Dispositi	ive Power	
9	Aggregate Amount Benefici	ally Owne	ed by Each Reporting	p Person:	
10	Check Box If the Aggregat Certain Shares:	e Amount	in Row (9) Excludes	[_]	
11	Percent of Class Represen	ted by Ar	mount in Row (9):		
12	Type of Reporting Person:				
CUSIP	No. 443792106	SCHEDULI	 E 13G 	Page 4 of 8	 8
1	Name of Reporting Person: THOMAS J. COLEMAN I.R.S. Identification Nos		ve Persons (entities		
2	Check the Appropriate Box		mber of a Group:	(a) [_] (b) [_]	
3	SEC Use Only				
4	Citizenship or Place of O				

United States of America 5 Sole Voting Power Number of -0-_____ Shares 6 Shared Voting Power Beneficially -----Owned by 7 Sole Dispositive Power Each -0-Reporting Person 8 Shared Dispositive Power With -0-Aggregate Amount Beneficially Owned by Each Reporting Person: -0-Check Box If the Aggregate Amount in Row (9) Excludes Certain Shares: [_] _____ Percent of Class Represented by Amount in Row (9): 0% ______ Type of Reporting Person: IN; HC SCHEDULE 13G CUSIP No. 443792106 Page 5 of 8 Item 1(a). Name of Issuer: Hudson Highland Group, Inc. (the "Company") Item 1(b). Address of Issuer's Principal Executive Offices: 622 Third Avenue New York, New York 10017 Item 2(a). Name of Persons Filing: The Statement is filed on behalf of each of the following persons (collectively, the "Reporting Persons"): Kensico Capital Management Company ("Kensico Capital i) Management"); ii) Michael Lowenstein ("Mr. Lowenstein"); and

iii) Thomas J. Coleman ("Mr. Coleman").

This statement relates to shares of Common Stock of the Company held for the accounts of Kensico Partners, L.P., a Delaware limited partnership ("Kensico Partners"), Kensico Associates, L.P., a Delaware limited partnership ("Kensico Associates"), and Kensico Offshore Fund, Ltd., a limited liability company organized under the laws of the Cayman Islands, B.W.I. ("Kensico Offshore" and, together with Kensico Partners and Kensico Associates, the "Funds"). Kensico Capital Management serves as investment manager to the Funds and, in such capacity, may be deemed to have voting and dispositive power over the shares held for the accounts of the Funds. Kensico Capital LLC, a Delaware limited liability company ("Kensico Capital"), serves as General Partner of the Funds, other than Kensico Offshore. Mr. Lowenstein and Mr. Coleman serve as Co-Presidents of Kensico Capital Management and are Managing Members of Kensico Capital.

Item 2(b). Address of Principal Business Office:

For each Reporting Person:

Michael Lowenstein Kensico Capital Management Corporation 55 Railroad Avenue, 2nd Floor Greenwich, Connecticut 06830

Item 2(c). Citizenship:

See row 4 of each Reporting Persons' cover page.

Item 2(d). Title of Class of Securities: Common Stock

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Item 2(e).

CUSIP Number: 443792106

Item 3. Not applicable.

Item 4. Ownership.

For each Reporting Person:

(a) Amount beneficially owned:

As of December 31, 2007, each of Kensico Capital Management, Mr. Lowenstein and Mr. Coleman may be deemed to be the beneficial owner of the zero shares of Common Stock held for the accounts of the Funds. Neither Kensico Partners, nor Kensico Associates, nor Kensico Offshore owns beneficially any shares of Common Stock.

(b) Percent of class:

-0-

(c) Number of shares to which each Reporting Person has:

	(i)	Sole power to vote or di	rect the vote: -0-
	(ii)	Shared power to vote or	direct the vote: -0-
	(iii)	Sole power to dispose or disposition of: -0-	to direct the
	(iv)	Shared power to dispose disposition of: -0-	of or direct the
Item 5.	Ownership of	Five Percent or Less of a	Class.
	Each Reportin	g Person owns zero shares	of Common Stock.
Item 6.	Ownership of More than Five Percent on Behalf of Another Person.		
	Not Applicabl	е.	
Item 7.	Identification and Classification of the Subsidiary Which Acquired the Security Being Reported By the Parent Holding Company.		
	Not Applicabl	e.	
Item 8.	Identification and Classification of Members of the Group.		
	Not Applicabl	e.	
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Item 9.	Notice of Dis	solution of a Group.	
	Not Applicabl	e.	
Item 10.	Certification		
	Not Applicabl	e.	
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		SIGNATURE	

SIGNATURE

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

Dated: February 14, 2008

KENSICO CAPITAL MANAGEMENT CORPORATION

BY: /s/ Michael Lowenstein
Signature

Michael Lowenstein, Authorized Signatory
Name/Title

MICHAEL LOWENSTEIN

/s/ Michael Lowenstein
Signature

THOMAS J. COLEMAN

/s/ Thomas J. Coleman

Signature