

Wolstencroft Tracy R
Form 4
March 13, 2018

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Wolstencroft Tracy R

2. Issuer Name and Ticker or Trading Symbol
HEIDRICK & STRUGGLES
INTERNATIONAL INC [HSII]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/09/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

HEIDRICK & STRUGGLES
INTERNATIONAL, INC., 233 S.
WACKER DR. SUITE 4900

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

CHICAGO, IL 60606

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)			
			Code	V	Amount or Price					
Common Stock ⁽¹⁾	03/09/2018	03/09/2018	A		3,711	A	2	192,329	D	
Common Stock ⁽¹⁾	03/09/2018	03/09/2018	F		1,763	D		\$ 30.45	190,566	D
Common Stock ⁽¹⁾	03/09/2018	03/09/2018	A		4,158	A	2	194,724	D	
Common Stock ⁽¹⁾	03/09/2018	03/09/2018	F		1,975	D		\$ 30.45	192,749	D
	03/09/2018	03/09/2018	A		29,914	A	2	222,663	D	

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Common
Stock ⁽¹⁾

Common
Stock ⁽¹⁾ 03/09/2018 03/09/2018 F 14,204 D \$
30.45 208,459 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
2015 Restricted Stock Units	<u>(2)</u>	03/09/2018	03/09/2018	M	3,711	<u>(3)</u> <u>(3)</u>	Common Stock	<u>(4)</u>
2016 Restricted Stock Units	<u>(2)</u>	03/09/2018	03/09/2018	M	4,158	<u>(3)</u> <u>(3)</u>	Common Stock	<u>(4)</u>
2015 Performance Stock Units	<u>(2)</u>	03/09/2018	03/09/2018	M	29,914	<u>(3)</u> <u>(3)</u>	Common Stock	<u>(4)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wolstencroft Tracy R HEIDRICK & STRUGGLES INTERNATIONAL, INC. 233 S. WACKER DR. SUITE 4900 CHICAGO, IL 60606	X			

Signatures

/s/ Kamau A.Coar,
Attorney-In-Fact

03/13/2018

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Reflects the vesting of a pro rata portion of the 2015 and 2016 RSUs and PSUs in accordance with the terms of the Letter Agreement dated September 21, 2017 between Mr. Wolstencroft and the Company.
- (2) The number of RSUs or PSUs awarded to the Reporting Person was determined by dividing the total dollar value of compensation granted to the Reporting Person by the closing price of HSII common stock on the grant date of March 9, 2018.
- (3) RSUs are service-based and will vest in three equal installments on the first, second and third anniversaries of the date of grant. PSUs are target-based equity grants that generally vest three years from the grant date if certain performance goals are achieved.
- (4) Granted under the Company's Global Share Plan. Each RSU or PSU represents a right to receive one share of the Issuer's Common Stock upon vesting.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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