

BEATTIE RICHARD I
Form 4
May 29, 2018

FORM 4

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

OMB APPROVAL

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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 *
BEATTIE RICHARD I

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)

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

C/O HEIDRICK & STRUGGLES
INT'L., INC., 233 S. WACKER
DRIVE, SUITE 4900

05/24/2018

(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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock ⁽¹⁾	05/24/2018	05/24/2018	A	29,514 A \$ 0	49,550	D	

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

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SEC 1474 (9-02)

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

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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)	8. Filing Date
Restricted Stock Units	(2)	05/24/2018	05/24/2018	M	29,514	(3) (3)	Common Stock (4)	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BEATTIE RICHARD I C/O HEIDRICK & STRUGGLES INT'L., INC. 233 S. WACKER DRIVE, SUITE 4900 CHICAGO, IL 60606	X			

Signatures

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

05/29/2018

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).
- Conversion of RSU's granted under the Company's Global Share Plan. Each RSU represented a right to receive one share of the Issuer's Common Stock upon vesting. The RSU's are fully vested and payable upon the Reporting Person's termination of service to the Company's Board of Directors. Mr. Beattie did not stand for election at the annual meeting on May 24, 2018.
- (1) Common Stock upon vesting. The RSU's are fully vested and payable upon the Reporting Person's termination of service to the Company's Board of Directors. Mr. Beattie did not stand for election at the annual meeting on May 24, 2018.
 - (2) The number of RSUs awarded to the Reporting Person was determined by dividing the total dollar value of director compensation granted to the Reporting Person by \$38.85, the closing price of HSII Common Stock on May 24, 2018.
 - (3) The RSUs are fully vested and payable upon the Reporting Person's termination of service to the Company's Board of Directors.
 - (4) Granted under the Company's Global Share Plan. Each RSU 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.