

Hill International, Inc.  
Form 8-K/A  
November 17, 2006

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

**FORM 8-K/A**

**CURRENT REPORT  
Pursuant to Section 13 or 15 (d) of  
the Securities Exchange Act of 1934**

**Hill International, Inc.**  
**(Exact name of registrant as specified in its charter)**

Date of Report (Date of earliest event reported): August 31, 2006

HILL INTERNATIONAL, INC.  
(Exact Name of Registrant as Specified in Charter)

Delaware  
(State or Other Jurisdiction  
of Incorporation)

000-50781  
(Commission  
File Number)

20-0953973  
(IRS Employer  
Identification No.)

303 Lippincott Centre, Marlton, NJ  
(Address of Principal Executive Offices)

08053  
(Zip Code)

Registrant's telephone number, including area code: (856) 810-6200

Arpeggio Acquisition Corporation  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of Universal under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 230.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

**Explanatory Note:**

Hill International, Inc., a Delaware corporation (“Hill” or “the Company”), hereby amends its Current Report on Form 8-K filed September 6, 2006, to include the required financial statements relating to the acquisition of the common stock of James R. Knowles (Holdings) PLC by Hill International SA, the Company's wholly-owned subsidiary, as described in such Current Report, by providing the financial statements and pro forma financial information included herein.

**Item 9.01 Financial Statements and Exhibits.**

(a) Financial Statements of Business Acquired:

Exhibit 99.1 Audited financial statements of Knowles as of July 31, 2006

Exhibit 99.2 Audited financial statements of Knowles as of July 31, 2005 and 2004

(b) Pro Forma Financial Information:

Exhibit 99.3 Unaudited pro forma condensed combined financial information

(c) Exhibits

Exhibit 23.1 Consent of Baker Tilly

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**(b) Pro Forma Condensed Combined Financial Information**

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**(c) Exhibits**

Exhibit 23.1 Consent of Baker Tilly	
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**Independent Auditors' Report**

**To the board of directors and shareholders of James R. Knowles (Holdings) PLC**

We have audited the accompanying consolidated balance sheet of James R. Knowles (Holdings) PLC (the "Company"), as of July 31, 2006 and the related consolidated notes, statement of total recognised gains and losses profit and loss account and cash flows for the year ended July 31, 2006. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by our management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of James R. Knowles (Holdings) PLC and subsidiaries as of July 31, 2006 and the consolidated results of their operations and cash flows for the year ended July 31, 2006 in conformity with accounting principles generally accepted in the United Kingdom.

**Baker Tilly**

London, United Kingdom

November 2006

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**James R. Knowles (Holdings) PLC**  
**Consolidated profit and loss account**  
*for the year ended 31 July 2006*

	<i>Note</i>	<b>2006 Total £ 000</b>
<b>Turnover</b>	2	
Continuing operations		28,223
Discontinued operations		1,180
		<b>29,403</b>
Other external charges		(3,414)
Staff costs	5	(18,064)
Depreciation and amortisation		(1,327)
Other operating charges	3	(9,806)
<b>Operating (loss) before exceptional items</b>		
Continuing operations		(711)
Discontinued operations		(166)
<b>Exceptional items</b>		
Continuing operations	3	(2,271)
Discontinued operations	3	(60)
<b>Operating (loss)</b>		
Continuing operations		(2,982)
Discontinued operations		(226)
		<b>(3,208)</b>
Profit on disposal of operations	3	95
Loss on closure of branch	3	(197)
(Loss) on ordinary activities before interest and taxation		<b>(3,310)</b>
Other interest receivable and similar income		20
Interest payable and similar charges	6	(317)
<b>(Loss) profit on ordinary activities before taxation</b>	3 - 6	<b>(3,607)</b>
Tax on (loss) on ordinary activities	7	(388)
<b>(Loss) on ordinary activities after taxation</b>		<b>(3,995)</b>
Minority interests (equity)		(85)
<b>Retained (Loss) for the financial year</b>	18	