

HEIDRICK &amp; STRUGGLES INTERNATIONAL INC

Form 4

March 13, 2017

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
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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 \*  
**PEHLKE RICHARD W**

(Last) (First) (Middle)

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

(Street)

**CHICAGO, IL 60606**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
**HEIDRICK & STRUGGLES  
INTERNATIONAL INC [HSII]**3. Date of Earliest Transaction  
(Month/Day/Year)  
**03/09/2017**4. If Amendment, Date Original  
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below)  
Chief Financial Officer6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person**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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) Price |                                                                                               |                                                          |                                                       |
| Common Stock <sup>(1)</sup>     | 03/09/2017                           | 03/09/2017                                         | A                              |                                                                   | 2,820  | A <u>(2)</u>     | 59,466                                                                                        | D                                                        |                                                       |
| Common Stock <sup>(1)</sup>     | 03/09/2017                           | 03/09/2017                                         | F                              |                                                                   | 878    | D \$ 24.3        | 58,588                                                                                        | D                                                        |                                                       |
| Common Stock <sup>(1)</sup>     | 03/09/2017                           | 03/09/2017                                         | A                              |                                                                   | 4,214  | A <u>(2)</u>     | 62,802                                                                                        | D                                                        |                                                       |
| Common Stock <sup>(1)</sup>     | 03/09/2017                           | 03/09/2017                                         | F                              |                                                                   | 1,311  | D \$ 24.3        | 61,491                                                                                        | D                                                        |                                                       |

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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)

| 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) |                 |              |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|---------------------------------------------------------------|-----------------|--------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                              | Expiration Date | Title        | Amount or Number of Shares |
| 2015 Restricted Stock Units                | (2)                                                    | 03/09/2017                           | 03/09/2017                                         | M                              |                                                                                         | 2,820                                                    |     | (3)                                                           | (3)             | Common Stock | (4)                        |
| 2016 Restricted Stock Units                | (2)                                                    | 03/09/2017                           | 03/09/2017                                         | M                              |                                                                                         | 4,214                                                    |     | (3)                                                           | (3)             | Common Stock | (4)                        |
| 2017 Restricted Stock Units                | (2)                                                    | 03/09/2017                           | 03/09/2017                                         | A                              |                                                                                         | 8,230                                                    |     | (3)                                                           | (3)             | Common Stock | (4)                        |
| 2017 Performance Stock Units               | (2)                                                    | 03/09/2017                           | 03/09/2017                                         | A                              |                                                                                         | 8,230                                                    |     | (3)                                                           | (3)             | Common Stock | (4)                        |

## Reporting Owners

| Reporting Owner Name / Address                                                                                       | Relationships                    |
|----------------------------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                                      | Director 10% Owner Officer Other |
| PEHLKE RICHARD W<br>HEIDRICK & STRUGGLES INTERNATIONAL, INC.<br>233 S. WACKER DRIVE, SUITE 4900<br>CHICAGO, IL 60606 | Chief Financial Officer          |

## Signatures

/s/ Stephen W. Beard,  
Attorney-In-Fact

03/13/2017

\*\*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 shares acquired from 2015-2016 RSU vesting reported on Table II.
- (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 on March 9, 2017.
- (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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