

Hill International, Inc.
Form 8-K
June 06, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): **June 5, 2013**

HILL INTERNATIONAL, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or other jurisdiction

of incorporation)

000-33961
(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**

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(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 the registrant 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 240.14a-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 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07 Submission of Matters to a Vote of Security Holders.

Hill International, Inc. (the "Company") held its annual meeting of stockholders on June 5, 2013. At the meeting, the stockholders elected for a term of three years the three directors nominated by the Company's Board of Directors. In addition, the stockholders approved an increase in the number of shares issuable under the Hill International, Inc. 2009 Non-Employee Director Stock Grant Plan to 400,000 shares, as follows:

Election of Director Nominees

Director	For	Withheld
Irvin E. Richter	17,401,819	12,728,620
Steven M. Kramer	17,284,336	12,846,103
Gary F. Mazzucco	26,471,902	3,658,537

Proposal to approve an increase in the shares authorized for issuance under the Hill International, Inc. 2009 Non-Employee Director Stock Grant Plan to 400,000 shares

For	Against	Abstain
25,854,522	4,247,993	27,924

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

10.1 Hill International, Inc. 2009 Non-Employee Director Stock Grant Plan, as amended June 5, 2013

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HILL INTERNATIONAL, INC.

Dated: June 6, 2013

By:	/s/ William H. Dengler, Jr.
Name:	William H. Dengler, Jr.
Title:	Senior Vice President and General Counsel