

Hill International, Inc.  
Form 10-K/A  
January 13, 2010  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 10-K/A**  
**(Amendment No. 2)**

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

**For the fiscal year ended December 31, 2008**

**Commission file number 001-33961**

**HILL INTERNATIONAL, INC.**

**(Exact name of registrant as specified in its charter)**

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<b>Delaware</b> State or other jurisdiction of incorporation or organization	<b>20-0953973</b> (I.R.S. Employer Identification No.)
<b>303 Lippincott Centre, Marlton, NJ</b> (Address of principal executive offices)	<b>08053</b> (Zip Code)
<b>Registrant's telephone number, including area code: (856) 810-6200</b>	

**Securities registered pursuant to Section 12(b) of the Act:**

<b>Title of each class</b>	<b>Name of each exchange on which registered</b>
<b>Common Stock, \$.0001 par value</b>	<b>New York Stock Exchange</b>
<b>Securities registered pursuant to Section 12(g) of the Exchange Act: None</b>	

Indicate by a check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by a check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act (Check one):

Large Accelerated Filer <input type="checkbox"/>	Accelerated Filer <input checked="" type="checkbox"/>
Non-Accelerated Filer <input type="checkbox"/>	Smaller reporting company <input type="checkbox"/>

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregated market value of shares of common stock held by non-affiliates based upon the closing sale price of the stock on the New York Stock Exchange on June 30, 2008 was approximately \$349,395,000

As of March 2, 2009, there were 39,965,098 shares of the Registrant's Common Stock outstanding.

**Documents Incorporated by Reference None**



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**EXPLANATORY NOTE**

The purpose of this Annual Report on Form 10-K/A is to amend the Section 302 certifications of the Chief Executive Officer and the Chief Financial Officer so that the introductory portion of bullet point 4 includes the reference to the certifying officers' responsibility for establishing and maintaining internal control over financial reporting, as well as paragraph 4(b).

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**Part III**

**Item 15. Exhibits and Financial Statement Schedules**

(b) Exhibits

**Exhibit Index**

<b>Exhibit No.</b>	<b>Description</b>
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

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**Signatures**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**Hill International, Inc.**

By: /s/ IRVIN E. RICHTER  
**Irvin E. Richter**  
**Chairman and Chief Executive Officer**

Date: January 13, 2010

Pursuant to the requirements of the Securities and Exchange Act of 1934, this report has been signed by the following persons on behalf of the Registrant and in the capacities and on the dated indicated.

By: /s/ IRVIN E. RICHTER  
**Irvin E. Richter**  
**Chairman, Chief Executive Officer and Director**

Date: January 13, 2010

By: /s/ DAVID L. RICHTER  
**David L. Richter**  
**President, Chief Operating Officer and Director**

Date: January 13, 2010

By: /s/ JOHN FANELLI III  
**John Fanelli III**  
**Senior Vice President and Chief Financial Officer**

Date: January 13, 2010

By: /s/ CAMILLE S. ANDREWS  
**Camille S. Andrews**  
**Director**

Date: January 13, 2010

By: /s/ WILLIAM J. DOYLE  
**William J. Doyle**  
**Director**

Date: January 13, 2010

By: /s/ BRIAN W. CLYMER  
**Brian W. Clymer**  
**Director**

Date: January 13, 2010

By: /s/ ALAN S. FELLHEIMER  
**Alan S. Fellheimer**  
**Director**

Date: January 13, 2010

By: /s/ ERIC S. ROSENFELD  
**Eric S. Rosenfeld**  
**Director**

Date: January 13, 2010

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