

Hill International, Inc.  
Form 8-K  
June 14, 2012

**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 11, 2012**

**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.)**

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**303 Lippincott Centre, Marlton, NJ 08053**

(Address of principal executive offices) (Zip Code)

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

(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))

**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 11, 2012. At the meeting, the stockholders elected for a term of three years the two directors nominated by the Company's Board of Directors. In addition, the stockholders approved an amendment to the Company's amended and restated certificate of incorporation to increase by 25,000,000 shares the number of authorized shares of Common Stock and approved an increase in the number of shares issuable under the Hill International, Inc. 2006 Employee Stock Option Plan to 8,000,000 shares, as follows:

*Election of Director Nominees*

| <b>Director</b>    | <b>For</b> | <b>Withheld</b> | <b>Broker<br/>Non-Votes</b> |
|--------------------|------------|-----------------|-----------------------------|
| Camille S. Andrews | 21,990,884 | 11,252,237      | 4,707,452                   |
| Brian W. Clymer    | 22,282,562 | 10,960,559      | 4,707,452                   |

*Proposal to approve an amendment to the Company's Amended and Restated Certificate of Incorporation to increase the number of authorized shares of common stock from 75,000,000 to 100,000,000*

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker<br/>Non-Votes</b> |
|------------|----------------|----------------|-----------------------------|
| 33,194,899 | 3,537,100      | 9,221          | 0                           |

*Proposal to approve an increase in the shares authorized for issuance under the Hill International, Inc. 2006 Employee Stock Option Plan to 8,000,000*

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker<br/>Non-Votes</b> |
|------------|----------------|----------------|-----------------------------|
| 19,770,272 | 12,368,217     | 1,104,632      | 4,707,452                   |

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

10.1 Hill International, Inc. 2006 Employee Stock Option Plan, as amended June 11, 2012

**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.

By: /s/ John Fanelli III  
Name: John Fanelli III  
Title: Senior Vice President and

Chief Financial Officer

Dated: June 14, 2012