

Rajagopalan Krishnan
Form 4
March 13, 2019

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
Rajagopalan Krishnan

2. Issuer Name and Ticker or Trading Symbol
HEIDRICK & STRUGGLES INTERNATIONAL INC [HSII]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
233 S.WACKER DRIVE, SUITE 4900
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/09/2019

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
President and CEO

CHICAGO, IL 60606

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock ⁽¹⁾ | 03/09/2019 | 03/09/2019 | A | 52,144 | \$ 41.8 | 90,675 | D |
| Common Stock ⁽¹⁾ | 03/09/2019 | 03/09/2019 | F | 25,188 | \$ 41.8 | 65,487 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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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 |
| 2016 Restricted Stock Units | (2) | 03/09/2019 | 03/09/2019 | M | 9,131 | (3) (3) | Common Stock | (4) |
| 2017 Restricted Stock Units | (2) | 03/09/2019 | 03/09/2019 | M | 2,229 | (3) (3) | Common Stock | (4) |
| 2018 Restricted Stock Units | (2) | 03/09/2019 | 03/09/2019 | M | 6,978 | (3) (3) | Common Stock | (4) |
| 2016 Performance Stock Units | (2) | 03/09/2019 | 03/09/2019 | A | 6,415 (5) | (3) (3) | Common Stock | (4) |
| 2016 Performance Stock Units | (2) | 03/09/2019 | 03/09/2019 | M | 33,806 | (3) (3) | Common Stock | (4) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Rajagopalan Krishnan 233 S.WACKER DRIVE SUITE 4900 CHICAGO, IL 60606 | | | President and CEO | |

Signatures

/s/ Kamau A. Coar, Attorney-In-Fact
03/13/2019
Date

**Signature of Reporting Person

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).

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- (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 of March 9, 2019.
- (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.

Represents an increase in the target number of PSUs granted to the Reporting Person under the 2016 PSU grant because the Issuer

- (5) exceeded the operating income performance measure for the period 2016-2018 which increased the number of shares vesting on the PSU grant.

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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