

HEIDRICK & STRUGGLES INTERNATIONAL INC  
Form 8-K  
April 20, 2015

**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): April 10, 2015**

**HEIDRICK & STRUGGLES INTERNATIONAL, INC.**

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

**Delaware**  
**(State or other jurisdiction**  
**of Incorporation)**

**0-25837**  
**(Commission**  
**File Number)**

**36-2681268**  
**(IRS Employer**  
**Identification No.)**

**233 South Wacker Drive, Suite 4900, Chicago, IL**

**(Address of principal executive offices)**

**60606-6303**

**(Zip Code)**

**(312) 496-1200**

**(Registrant's telephone number, including area code)**

**N/A**

**(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 (see General Instruction A.2. below):

- .. 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On April 9, 2015, Heidrick & Struggles International, Inc. ( Heidrick & Struggles or the Company ) entered into a final definitive agreement ( Agreement ) with Krishnan Rajagopalan relating to his position as Executive Vice President, Global Practices of the Company. Mr. Rajagopalan has served as a consultant in the Company s Global Technology & Professional Services practice for over 13 years, including leading the practice as its global leader since 2010.

The Agreement is effective as of October 1, 2014 and provides for an annual base salary of \$650,000, participation in the Company s Management Incentive Plan ( MIP ) at the Tier I level, a target bonus opportunity equal to 100% of base salary and participation in both the Company s Change in Control Severance Plan ( CIC Plan ) and Severance Pay Plan ( Severance Plan ) at the Tier I level. Mr. Rajagopalan may also participate in the Company s annual long-term incentive programs as in place from time to time, which currently consist of the issuance of long-term incentive awards in the form of a combination of both Performance Stock Units PSUs and Restricted Stock Units RSUs.

In addition, for 2014 only, under this agreement Mr. Rajagopalan was entitled to earn a one-time transition bonus for the year, in a target amount of \$300,000, payable at 0 to 150% of target dependent upon and subject to the achievement of certain performance metrics and measures over the 2014 fiscal year as developed by the Chief Executive Officer. In addition, under the agreement Mr. Rajagopalan was eligible for a pro-rated management bonus for 2014 related to his service as leader of the Company s Global Technology & Professional Services during the first nine months of 2014.

The Agreement also provides for certain minimum compensation to assist Mr. Rajagopalan in transitioning back to a full-time consulting role, should he elect to do so. He is also entitled to participation in the Company s benefit plans at the same level as other executives, and the Agreement contains customary one-year post-termination non-solicitation and non-competition restrictions. Full descriptions of the Company s benefit and compensation plans are contained in the Company s proxy statement, which was filed with the SEC on April 18, 2014 and is incorporated herein by reference.

A copy of the employment Agreement is attached hereto as Exhibit 99.1 and is incorporated herein by this reference. The foregoing description of the terms of the Agreement is qualified in its entirety by reference to the full text of the Agreement.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

The following exhibit is being furnished as part of this Report on Form 8-K:

- 99.1 Employment Agreement by and between Heidrick & Struggles International, Inc. and Krishnan Rajagopalan dated April 9, 2015.

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 thereunto duly authorized.

Heidrick & Struggles International, Inc.  
(Registrant)

Date: April 20, 2015

/s/ Stephen W. Beard  
General Counsel, Chief Administrative Officer and  
Secretary