

Hill International, Inc.  
Form S-8  
June 06, 2011

As filed with the Securities and Exchange Commission on June 6, 2011

Registration No. 333-

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**HILL INTERNATIONAL, INC**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**20-0953973**  
(I.R.S. Employer  
Identification No.)

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303 Lippincott Centre, Marlton, New Jersey 08053

(Address of principal executive offices) (Zip Code)

**HILL INTERNATIONAL, INC. 2006 EMPLOYEE STOCK OPTION PLAN**

(Full title of the plan)

**Irvin E. Richter**

**Chairman and Chief Executive Officer**

**Hill International, Inc.**

**303 Lippincott Centre**

**Marlton, New Jersey 08053**

(Name and address of agent for service)

**(856) 810-6200**

(Telephone number, including area code, of agent for service)

*Copies to:*

**Richard A. Silfen, Esquire**

**Duane Morris LLP**

**30 South 17th Street**

**Philadelphia, PA 19103-4196**

**(215) 979-1225**

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

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Proposed</b>			
	<b>Amount to be Registered(1)(3)</b>	<b>Maximum Offering Price Per Share(2)</b>	<b>Proposed Maximum Aggregate Offering Price(2)</b>	<b>Amount of Registration Fee(2)</b>
Common Stock, par value \$0.0001 per share	3,000,000	\$4.60	\$13,800,000	\$1,602.18

- (1) Consists of 1,000,000 additional shares reserved for issuance under the Registrant's 2006 Employee Stock Option Plan, as amended through June 4, 2010 and 2,000,000 additional shares reserved for issuance under the Registrant's 2006 Employee Stock Option Plan, as amended through June 3, 2011 (as so amended, the Plan). As of June 3, 2011, the Plan authorized the issuance of an aggregate of 6,000,000 shares, of which 1,140,000 shares were registered by Registration Statement No. 333-141814, 1,860,000 shares were registered by Registration Statement No. 333-155332 and 3,000,000 shares are registered by this Registration Statement.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and (h) under the Securities Act of 1933, as amended (the Act), based on the average of the high and low prices for our Common Stock as reported on the New York Stock Exchange on June 1, 2011.
- (3) In addition, pursuant to Rule 416(c) under the Act, this Registration Statement also covers an indeterminate number of shares of Common Stock that may be offered or issued by reason of stock splits, stock dividends or similar transactions. This Registration Statement also relates to the Prior Registration Statements (as defined herein) (Registration Statement Nos. 333-141814 and 333-155332) and is being filed pursuant to General Instruction E of Form S-8 in order to register additional securities of the same class as other securities for which registration statements filed on this form relating the same employee benefit plan are effective.

**EXPLANATORY NOTE**

Pursuant to General Instruction E of Form S-8, the Registrant hereby makes the following statement: On April 2, 2007, the Registrant filed a Registration Statement on Form S-8 (Registration Statement No. 333-141814) (the "2007 Registration Statement"), to register 1,140,000 shares of the Registrant's common stock, \$0.0001 par value (the "Common Stock"), for issuance under the Hill International, Inc. 2006 Employee Stock Option Plan, as amended (the "Plan"). On November 13, 2008, the Registrant filed a Registration Statement on Form S-8 (Registration Statement No. 333-155332) (the "2008 Registration Statement" and, together with the 2007 Registration Statement, the "Prior Registration Statements"), to register 1,860,000 additional shares of Common Stock for issuance under the Plan. The contents of the Prior Registration Statements are incorporated by reference into this Registration Statement. The Registrant is now filing this Registration Statement to register an additional 3,000,000 shares of Common Stock that may be issued under the Plan pursuant to amendments of the Plan authorized by the stockholders of the Registrant on June 4, 2010 and June 3, 2011.

**Item 8. Exhibits.**

See the Exhibit Index included herewith which is incorporated herein by reference.

**EXHIBIT INDEX**

**Exhibit**

<b>Number</b>	<b>Document Description</b>
5.1	Opinion of Duane Morris LLP
10.1	Hill International, Inc. 2006 Employee Stock Option Plan (as amended through June 3, 2011)
23.1	Consent of EisnerAmper LLP
23.2	Consent of Amper, Politziner & Mattia, LLP
23.3	Consent of Schneider Downs & Co., Inc.
23.4	Consent of Duane Morris LLP (included in Exhibit 5.1)
24.1	Power of Attorney (included on signature page)

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8, and has duly caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in Marlton, New Jersey, on June 6, 2011.

**HILL INTERNATIONAL, INC.**

By: /s/ Irvin E. Richter  
**Irvin E. Richter**

**Chairman and Chief Executive Officer**

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, each of the undersigned constitutes and appoints Irvin E. Richter and David L. Richter, and each of them, as attorneys-in-fact and agents, with full power of substitution and resubstitution, for and in the name, place and stead of the undersigned, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that each of said attorney-in-fact or substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in their capacities.

/s/ Irvin E. Richter	Chairman of the Board and Chief Executive Officer	June 6, 2011
<b>Irvin E. Richter</b>	(principal executive officer)	
/s/ David L. Richter	President and Chief Operating Officer and Director	June 6, 2011
<b>David L. Richter</b>		
/s/ John Fanelli III	Senior Vice President and Chief Financial Officer	June 6, 2011
<b>John Fanelli III</b>	(principal financial officer)	
/s/ Ronald F. Emma	Senior Vice President and Chief Accounting Officer	June 6, 2011
<b>Ronald F. Emma</b>	(principal accounting officer)	
/s/ Camille S. Andrews	Director	June 6, 2011
<b>Camille S. Andrews</b>		
/s/ Brian W. Clymer	Director	June 6, 2011
<b>Brian W. Clymer</b>		



/s/ William J. Doyle

Director

June 6, 2011

**William J. Doyle**

/s/ Alan S. Fellheimer

Director

June 6, 2011

**Alan S. Fellheimer**

/s/ Steven M. Kramer

Director

June 6, 2011

**Steven M. Kramer**