

HEIDRICK & STRUGGLES INTERNATIONAL INC
Form S-8
June 05, 2018

As filed with the Securities and Exchange Commission on June 5, 2018

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

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

HEIDRICK & STRUGGLES
INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

36-2681268
(I.R.S. Employer
Identification No.)

233 South Wacker Drive

Suite 4900

Chicago, Illinois 60606-6303

(Address of Principal Executive Offices)(Zip Code)

Second Amended and Restated Heidrick & Struggles

2012 GlobalShare Program

(Full title of the plan)

Kamau A. Coar

General Counsel and Secretary

233 South Wacker Drive

Suite 4900

Chicago, Illinois 60606-6303

(312) 496-1200

Copy to:

Bradley C. Brassler

Jones Day

77 West Wacker Drive

Suite 3500

Chicago, Illinois 60601-1692

(312) 782-3939

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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

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

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, \$0.01 par value per share (<i>Common Stock</i>), issuable under the Second Amended and Restated 2012 Heidrick & Struggles GlobalShare Program (the <i>Plan</i>)	1,550,000	\$38.20(2)	\$59,210,000	\$7,372

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the *Securities Act*), this Registration Statement also covers an indeterminate number of additional shares to be offered or sold pursuant to the Plan by reason of any stock split, reverse stock split, split up, spin-off, or other distribution of stock or property of the Registrant, combination or exchange of shares or Common Stock, dividend in kind, or other like change in capital structure.
- (2) Pursuant to Rule 457(h) of the Securities Act, the proposed maximum offering price is estimated solely for the purpose of calculating the amount of the registration fee. The offering price per share and aggregate offering price are based upon the average of the high and low prices for the Common Stock as reported on The Nasdaq Stock Market on May 31, 2018, in accordance with Rule 457(c) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8 (this *Registration Statement*) is being filed by the Registrant pursuant to General Instruction E of Form S-8 under the Securities Act to register an additional 1,550,000 shares of Common Stock for issuance pursuant to the Plan. The contents of the Registrant's Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the *Commission*) on May 25, 2012 (File No. 333-181712) relating to the 2012 Heidrick & Struggles GlobalShare Program are incorporated by reference into this Registration Statement, including all attachments and exhibits thereto, except to the extent supplemented, amended or superseded by the information set forth herein.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents are incorporated by reference into this Registration Statement:

- (a) the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2017, filed with the Commission on March 13, 2018;
- (b) the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2018, filed with the Commission on May 3, 2018;
- (c) the Registrant's Current Reports on Form 8-K, filed with the Commission on January 5, 2018, January 10, 2018, February 5, 2018, March 21, 2018 and May 29, 2018;
- (d) the Registrant's Definitive Proxy Statement on Schedule 14A, filed with the Commission on April 24, 2018, but only to the extent that such information was incorporated by reference into the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2017; and
- (e) the description of the Common Stock, which was included in the Registrant's Registration Statement on Form S-1, filed with the Commission on March 31, 1999, and was incorporated by reference in the Registrant's Registration Statement on Form 8-A, filed with the Commission on April 21, 1999, pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended (the *Exchange Act*).

In addition, all reports and documents filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the date hereof and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or which deregisters all securities then remaining unsold will be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents.

Any statement contained in the documents incorporated or deemed to be incorporated by reference in this Registration Statement shall be deemed to be modified, superseded or replaced for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is incorporated or

deemed to be incorporated by reference in this Registration Statement modifies, supersedes or replaces such statement. Any such statement so modified, superseded or replaced shall not be deemed, except as so modified, superseded or replaced, to constitute a part of this Registration Statement.

Nothing in this Registration Statement shall be deemed to incorporate information furnished but not filed with the Commission, unless the Registrant explicitly provides otherwise.

Item 8. Exhibits.

Exhibit

Number	Exhibit Description
4.1	<u>Amended and Restated Certificate of Incorporation of the Registrant</u>
4.2	<u>Amended and Restated By-laws of the Registrant (incorporated by reference to Exhibit 3.1 to the Company's Form 8-K filed May 30, 2017 (File No. 000-25837))</u>
5.1	<u>Opinion of Jones Day</u>
23.1	<u>Consent of KPMG LLP, Independent Registered Public Accounting Firm</u>
23.2	<u>Consent of Jones Day (Included in Exhibit 5.1)</u>
24.1	<u>Power of Attorney (Included with signature page)</u>
99.1	<u>Second Amended and Restated 2012 Heidrick & Struggles GlobalShare Program (incorporated by reference from Annex B to the Registrant's Definitive Proxy Statement on Schedule 14A, filed April 24, 2018 (File No. 000-25837))</u>

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 the City of Chicago, State of Illinois, on this 5th day of June 2018.

**HEIDRICK & STRUGGLES
INTERNATIONAL, INC.**

By: /s/ Kamau A. Coar
Kamau A. Coar
General Counsel and Secretary

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, the undersigned hereby constitute and appoint Mark R. Harris and Kamau A. Coar, and each of them, his or her true and lawful attorney-in-fact and agent, each with full power of substitution and resubstitution, and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, or any related registration statement filed pursuant to Rule 462(b) under the Securities Act, and to file the same, with exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do so and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This Power of Attorney may be signed in several counterparts.

IN WITNESS WHEREOF, each of the undersigned has executed this Power of Attorney as of the date indicated.

Signature	Title	Date
/s/ Krishnan Rajagopalan	President and Chief Executive Officer, Director	June 5, 2018
Krishnan Rajagopalan	(Principal Executive Officer)	
/s/ Mark R. Harris	Chief Financial Officer	June 5, 2018
Mark R. Harris	(Principal Financial Officer)	
/s/ Stephen A. Bondi	Vice President and Controller	June 5, 2018
Stephen A. Bondi	(Principal Accounting Officer)	
/s/ Elizabeth L. Axelrod	Director	June 5, 2018
Elizabeth L. Axelrod		
/s/ Clare M. Chapman	Director	June 5, 2018

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Clare M. Chapman

/s/ Gary E. Knell

Director

June 5, 2018

Gary E. Knell

/s/ Lyle Logan

Director

June 5, 2018

Lyle Logan

/s/ T. Willem Mesdag

Director

June 5, 2018

T. Willem Mesdag

/s/ Adam Warby

Director

June 5, 2018

Adam Warby

/s/ Tracy R. Wolstencroft

Director

June 5, 2018

Tracy R. Wolstencroft