Coar Kamau Form 3 February 01, 2018

### FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF Expires:

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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

**SECURITIES** 

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement HEIDRICK & STRUGGLES INTERNATIONAL INC Coar Kamau (Month/Day/Year) [HSII] 02/01/2018 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) C/O HEIDRICK & (Check all applicable) /STRUGGLES INT'L INC., 233 S. WACKER DR. Director 10% Owner **SUITE 4900** X\_ Officer Other (give title below) (specify below) (Street) 6. Individual or Joint/Group General Counsel and Secretary Filing(Check Applicable Line) \_X\_ Form filed by One Reporting Person CHICAGO. ILÂ 60606 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities 4. Nature of Indirect Beneficial 1. Title of Security (Instr. 4) Beneficially Owned Ownership Ownership Form: (Instr. 5) (Instr. 4) Direct (D) or Indirect (I) (Instr. 5) Â Common Stock D 4,780.773 Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

required to respond unless the form displays a

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1. Title of Derivative Security 2. Date Exercisable and 3. Title and Amount of 4. 5. 6. Nature of Indirect Ownership (Instr. 4) **Expiration Date** Securities Underlying Conversion Beneficial Ownership (Month/Day/Year) **Derivative Security** or Exercise Form of (Instr. 5)

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
2015 Restricted Units (1)	(2)	(2)	Common Stock	714	\$ <u>(3)</u>	D	Â
2016 Restricted Units (4)	(2)	(2)	Common Stock	1,770	\$ <u>(3)</u>	D	Â
2017 Restricted Units (5)	(2)	(2)	Common Stock	2,675	\$ (3)	D	Â

## **Reporting Owners**

Reporting Owner Name / Address		Kelationships					
. 0	Director	10% Owner	Officer	Othe			
Coar Kamau C/O HEIDRICK & /STRUGGLES INT'L INC. 233 S. WACKER DR. SUITE 4900 CHICAGO, IL 60606	Â	Â	General Counsel and Secretary	Â			

er

### **Signatures**

/s/ Kamau A. Coar Attorney-In-Fact

02/01/2018

\*\*Signature of Reporting Person

Date

#### **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 5(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).
- (1) Issued March 9, 2015 each Restricted Stock Unit ("RSU") represents the right to receive one share of Common Stock upon vesting.
- (2) RSU's will vest in equal annual installments on the 1st, 2nd and 3rd anniversaries on the date of grant.
- (3) The number of RSU's awarded to the Reporting Person was determined by dividing the total dollar value of director compensation granted to the Reporting Person by the closing price of HSII common stock on the grant date in March of the respective year.
- (4) Issued March 9, 2016 each Restricted Stock Unit ("RSU")represents the right to receive one share of Common Stock upon vesting.
- (5) Issued March 9,2017 each Restricted Stock Unit ("RSU") represents the right to receive one share of Common Stock upon vesting.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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