### Edgar Filing: HEIDRICK & STRUGGLES INTERNATIONAL INC - Form 4/A

#### HEIDRICK & STRUGGLES INTERNATIONAL INC

Form 4/A March 12, 2015

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

0.5

January 31, Expires: 2005

**OMB APPROVAL** 

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obligations

Check this box

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 may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and A PEHLKE R	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) HEIDRICK INTERNAT	3. Date of Earliest Transaction (Month/Day/Year) 03/09/2015					Director 10% Owner Sofficer (give title Other (specify below) below)  Chief Financial Officer				
CHICAGO,	4. If Amendment, Date Original Filed(Month/Day/Year) 03/11/2015					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tabl	e I - Non-I	Derivative (	Securi	ities Acqu	iired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any		3. Transaction Code (Instr. 8)	4. Securit or(A) or Dis (Instr. 3, 4)	sposed	of (D)	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock (1)	03/09/2015	03/09/2	015	A	18,154	A	<u>(2)</u>	37,098	D	
Common Stock (1)	03/09/2015	03/09/2	015	F	5,647	D	\$ 23.64	31,451	D	

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

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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. 5. Number of TransactiorDerivative Code Securities (Instr. 8) 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
RSU issued in 2012 (3)	<u>(2)</u>	03/09/2015	03/09/2015	M		3,031	<u>(4)</u>	<u>(4)</u>	Common Stock	(3)
RSU issued in 2013 (3)	(2)	03/09/2015	03/09/2015	M		4,500	<u>(4)</u>	<u>(4)</u>	Common Stock	(3)
RSU issued in 2014 (3)	(2)	03/09/2015	03/09/2015	M		3,180	<u>(4)</u>	<u>(4)</u>	Common Stock	(3)
RSU issued in 2015 (3)	(2)	03/09/2015		A	8,460		<u>(4)</u>	<u>(4)</u>	Common Stock	(3)
PSU issued in 2012 (5)	(2)	03/09/2015	03/09/2015	M		74,443	<u>(4)</u>	<u>(4)</u>	Common Stock	(3)
PSU issued in 2015 (3)	(2)	03/09/2015		A	8,460		<u>(4)</u>	<u>(4)</u>	Common Stock	(3)

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

PEHLKE RICHARD W HEIDRICK & STRUGGLES INTERNATIONAL, INC. 233 S. WACKER DRIVE, SUITE 4200 CHICAGO, IL 60606

Chief Financial Officer

# **Signatures**

/s/ Stephen W. Beard, Attorney-In-Fact 03/11/2015

\*\*Signature of Reporting Person Date

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## **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).
- (1) Reflects shares acquired from 2012-2014 RSU and PSU 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 in March of the respective year.
- (3) Granted under the Company's Global Share Plan. Each Restricted Stock Unit (RSU) and Performance Stock Unit (PSU) represents a right to receive one share of the Issuer's Common Stock upon vesting.
- (4) 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.
- (5) Represents the vesting of PSUs granted on March 8, 2012 in the amount 9,093 which were subject to the achievement of certain performance measures and issued based on a graduated scale ranging from 0 to 200 percent of the initial target amount.

#### **Remarks:**

This amendment is being filed to correct footnote designations only.

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.