

HEIDRICK & STRUGGLES INTERNATIONAL INC
 Form 4
 March 11, 2016

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 PEPPING KAREN K

(Last) (First) (Middle)

C/O HEIDRICK & STRUGGLES
 INT'L INC., 233 S. WACKER
 DRIVE, SUITE 4900

(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 HEIDRICK & STRUGGLES
 INTERNATIONAL INC [HSII]

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/09/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP, CAO and Controller

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-------|--------|---|--|-----------------------------------|
| | | | | Code | V | Amount | | | |
| Common Stock ⁽¹⁾ | 03/09/2016 | 03/09/2016 | A | | 2,079 | A | (2) | 5,950 | D |
| Common Stock ⁽¹⁾ | 03/09/2016 | 03/09/2016 | F | | 647 | D | \$ 23.73 | 5,303 | D |

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

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 (9-02)

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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| 2015 Restricted Stock Units | (2) | 03/09/2016 | 03/09/2016 | D | 2,079 | (3) (3) | Common Stock | (4) |
| 2016 Restricted Stock Units | (2) | 03/09/2016 | 03/09/2016 | A | 5,984 | (3) (3) | Common Stock | (4) |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

PEPPING KAREN K
C/O HEIDRICK & STRUGGLES INT'L INC.
233 S. WACKER DRIVE, SUITE 4900
CHICAGO, IL 60606

SVP, CAO and Controller

Signatures

/s/ Stephen W. Beard,
Attorney-In-Fact

03/11/2016

__Signature of Reporting Person

Date

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 2015 RSU vesting reported on Table II.

(2) The number of RSUs 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) RSUs are service-based and will vest in three equal installments on the first, second and third anniversaries of the date of grant.

(4) Granted under the Company's Global Share Plan. Each RSU represents a right to receive one share of the Issuer's 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.

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