

HEIDRICK & STRUGGLES INTERNATIONAL INC
 Form 3
 October 19, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Bondi Stephen A			(Month/Day/Year)	HEIDRICK & STRUGGLES INTERNATIONAL INC	
(Last)	(First)	(Middle)	10/05/2016	[HSII]	
233 S. WACKER DRIVE,Â SUITE 4900			4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)		
CHICAGO,Â ILÂ 60606			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) VP and Controller		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	6,101.933	D	Â

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
2014 Restricted Stock Units ⁽¹⁾	Â ⁽²⁾	Â ⁽²⁾	Common Stock	1,188	\$ ⁽³⁾	D	Â
2015 Restricted Stock Units ⁽⁴⁾	Â ⁽²⁾	Â ⁽²⁾	Common Stock	1,552	\$ ⁽³⁾	D	Â
2016 Restricted Stock Units ⁽⁵⁾	Â ⁽²⁾	Â ⁽²⁾	Common Stock	2,191	\$ ⁽³⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bondi Stephen A 233 S. WACKER DRIVE SUITE 4900 CHICAGO, IL 60606	Â	Â	Â VP and Controller	Â

Signatures

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

10/19/2016

 **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 7, 2014 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 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.
- (4) Issued March 9, 2015 each Restricted Stock Unit ("RSU") represents the right to receive one share of Common Stock upon vesting.
- (5) Issued March 9, 2016 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.

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