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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

#### HEIDRICK & STRUGGLES INTERNATIONAL INC

Form 4

December 12, 2016

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

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

January 31, Expires: 2005

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response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading KANIN LOVERS JILL Issuer Symbol **HEIDRICK & STRUGGLES** (Check all applicable) INTERNATIONAL INC [HSII] (Last) (First) (Middle) 3. Date of Earliest Transaction X\_ Director 10% Owner Officer (give title Other (specify (Month/Day/Year) C/O HEIDRICK & STRUGGLES 12/08/2016 INT'L., INC., 233 S. WACKER DRIVE, SUITE 4900 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting CHICAGO, IL 60606 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of Transactionr Disposed of (D) Indirect Security (Month/Day/Year) Execution Date, if Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Owned Direct (D) Ownership

(Instr. 8) or Indirect **Following** Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount (D) Price \$ Common 12/08/2016 S 12/08/2016 3.844 D 23.6251 40,083 D Stock (1)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

(Instr. 4)

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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 | 2.                 | 3. Transaction Date | 3A. Deemed         | 4.                | 5.                      | 6. Date Exer   | cisable and | 7. Title   | and         | 8. Price of | 9. Nu  |
|-------------|--------------------|---------------------|--------------------|-------------------|-------------------------|----------------|-------------|------------|-------------|-------------|--------|
| Derivative  | Conversion         | (Month/Day/Year)    | Execution Date, if | TransactionNumber |                         | Expiration D   | ate         | Amount of  |             | Derivative  | Deriv  |
| Security    | or Exercise        |                     | any                | Code              | of                      | (Month/Day/    | Year)       | Underly    | ing         | Security    | Secui  |
| (Instr. 3)  | Price of           |                     | (Month/Day/Year)   | (Instr. 8)        | B) Derivative           |                |             | Securities |             | (Instr. 5)  | Bene   |
|             | Derivative         |                     |                    |                   | Securities              |                |             | (Instr. 3  | and 4)      |             | Owne   |
|             | Security           |                     |                    |                   | Acquired                |                |             |            |             | Follo       |        |
|             | (A) or<br>Disposed |                     |                    |                   |                         |                |             |            |             | Repo        |        |
|             |                    |                     |                    |                   |                         |                |             |            | Trans       |             |        |
|             |                    |                     |                    |                   | of (D)                  |                |             |            |             |             | (Instr |
|             |                    |                     |                    |                   | (Instr. 3,<br>4, and 5) |                |             |            |             |             |        |
|             |                    |                     |                    |                   |                         |                |             |            |             |             |        |
|             |                    |                     |                    |                   |                         |                |             | Δ          | mount       |             |        |
|             |                    |                     |                    |                   |                         |                |             |            |             |             |        |
|             |                    |                     |                    |                   |                         | Date Expiratio |             | Title N    | ı<br>Iumber |             |        |
|             |                    |                     |                    |                   |                         | Exercisable    | Date        | 01         |             |             |        |
|             |                    |                     |                    | Code V            | (A) (D)                 |                |             |            | hares       |             |        |

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

KANIN LOVERS JILL C/O HEIDRICK & STRUGGLES INT'L., INC. 233 S. WACKER DRIVE, SUITE 4900 CHICAGO, IL 60606

X

# **Signatures**

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

12/08/2016

\*\*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).

The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$23.6001 to \$23.65 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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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