

Ajdler Arnaud  
Form 4  
December 14, 2018

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
Ajdler Arnaud

2. Issuer Name and Ticker or Trading Symbol  
Hill International, Inc. [HIL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
12/12/2018

Director  10% Owner  
 Officer (give title below)  Other (specify below)

C/O HILL INTERNATIONAL, INC., 2005 MARKET STREET, 17TH FLOOR

(Street)

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

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

PHILADELPHIA, PA 19103

(City) (State) (Zip)

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/12/2018		P		39,594	A	\$ 3 (1)
							5,437,756
Common Stock	12/13/2018		P		110,000	A	\$ 3.06 (1)
							5,547,756
Common Stock							24,429 (4)

By Engine Capital, L.P. (2)

By Engine Capital, L.P. (3)

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



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the extent of his pecuniary interest therein.

Following the transaction, Engine Airflow owns 465,064 shares, Engine Capital owns 2,881,554 shares and Engine Jet owns 2,201,138

- (3) shares of the Issuer's common stock. The Reporting Person disclaims beneficial ownership in such securities except to the extent of his pecuniary interest therein.
- (4) Includes 24,429 deferred stock units (DSUs). Each DSU entitles the reporting person to receive one share of the Issuer's common stock following the Reporting Person's retirement or termination of service from the Issuer's Board of Directors.

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.