

Coar Kamau
Form 4
March 13, 2018

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Coar Kamau

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) (First) (Middle)
C/O HEIDRICK & /STRUGGLES
INT'L INC., 233 S. WACKER DR.
SUITE 4900

3. Date of Earliest Transaction
(Month/Day/Year)
03/09/2018

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
General Counsel and Secretary

(Street)
CHICAGO, IL 60606

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

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)

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 ⁽¹⁾	03/09/2018	03/09/2018	A		714	A	(2)	5,512	D	
Common Stock ⁽¹⁾	03/09/2018	03/09/2018	F		203	D	\$ 30.45	5,309	D	
Common Stock ⁽¹⁾	03/09/2018	03/09/2018	A		885	A	(2)	6,194	D	
Common Stock ⁽¹⁾	03/09/2018	03/09/2018	F		260	D	\$ 30.45	5,934	D	
	03/09/2018	03/09/2018	A		891	A	(2)	6,825	D	

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Common
Stock (1)

Common
Stock (1) 03/09/2018 03/09/2018 F 309 D \$
30.45 6,516 (3) 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. I	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2015 Restricted Stock Units	(2)	03/09/2018	03/09/2018	M		714		(4)	(4)	Common Stock	(5)
2016 Restricted Stock Units	(2)	03/09/2018	03/09/2018	M		885		(4)	(4)	Common Stock	(5)
2017 Restricted Stock Units	(2)	03/09/2018	03/09/2018	M		891		(4)	(4)	Common Stock	(5)
2018 Retricted Stock Units	(2)	03/09/2018	03/09/2018	A		2,989		(4)	(4)	Common Stock	(5)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

Coar Kamau
C/O HEIDRICK & /STRUGGLES INT'L INC.
233 S. WACKER DR. SUITE 4900
CHICAGO, IL 60606

General Counsel and Secretary

Signatures

/s/ Kamau A. Coar,
Attorney-In-fact

03/13/2018

__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 vesting from 2015-2017 RSU vesting reported on table II
- (2) The number of RSU's 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 March 9, 2018.
- (3) This includes a dividend reinvestment of 17.9 shares on February 16, 2018.
- (4) RSUs are service-based and will vest in three equal installments on the first, second and third anniversaries of the date of grant.
- (5) 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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