

HEIDRICK & STRUGGLES INTERNATIONAL INC  
Form SC 13G/A  
September 06, 2013

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

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 3)**

**HEIDRICK & STRUGGLES INTERNATIONAL, INC.**  
(Name of Issuer)

**Common Stock**  
(Title of Class of Securities)

**422819102**  
(CUSIP Number)

**August 31, 2013**  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

**1** NAMES OF REPORTING PERSONS  
**HEARTLAND ADVISORS, INC.**  
CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP

**2** (a)

(b)

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION  
**WISCONSIN, U.S.A.**

**5** NUMBER OF ~~SHARES~~ VOTING POWER OF **0**

**6** NUMBER OF ~~SHARES~~ VOTING POWER BENEFICIAALLY OWNED

**7** NUMBER OF ~~SHARES~~ DISPOSITIVE POWER BY **0**

EACH REPORTING PERSON ~~OWNED~~ DISPOSITIVE POWER **0**  
**8** PERCENT

WITH AGGREGATE AMOUNT BENEFICIAALLY OWNED BY EACH REPORTING PERSON **1,814,834**

**9** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

**10** CERTAIN SHARES  PERCENT OF CLASS REPRESENTED BY AMOUNT IN

**11** ROW 9 **10.0%**

**12** TYPE OF REPORTING PERSON **IA**



**1** NAMES OF REPORTING PERSONS  
**William J. Nasgovitz**  
CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP

**2** (a)

(b)

**3** SEC USE ONLY  
**4** CITIZENSHIP OR PLACE OF  
ORGANIZATION  
U.S.A.

NUMBER OF	<b>5</b>	SOLE VOTING POWER
SHARES	<b>0</b>	
BENEFICIALLY	<b>6</b>	SHARED VOTING POWER
OWNED BY	<b>1,814,834</b>	
EACH	<b>7</b>	SOLE DISPOSITIVE POWER
REPORTING	<b>0</b>	
PERSON WITH	<b>8</b>	SHARED DISPOSITIVE POWER
	<b>1,814,834</b>	

**9** AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON  
**1,814,834**

**10** CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES   
PERCENT OF CLASS REPRESENTED  
**11** BY AMOUNT IN ROW 9  
**10.0%**

**12** TYPE OF REPORTING PERSON  
IN

**Item 1.**

**Name of Issuer:**

- (a) HEIDRICK & STRUGGLES INTERNATIONAL, INC.

**Address of Issuer's Principal Executive Offices:**

- (b) 233 South Wacker Drive Suite 4200  
Chicago, IL 60606-6303

**Item 2.**

(a) **Name of Persons Filing:**

- (1) Heartland Advisors, Inc.  
(2) William J. Nasgovitz

**Address of Principal Business Office:**

- (b) All reporting persons may be contacted at:

789 North Water Street  
Milwaukee, WI 53202

**Citizenship:**

- (c) Heartland Advisors, Inc. is a Wisconsin corporation. William J. Nasgovitz is a United States citizen.

**Title of Class of Securities:**

(d)

Common Stock

**CUSIP Number:**

(e)  
**422819102**

**Item 3.**

If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a(n):

- (a) Broker or dealer registered under Section 15 of the Act;
- (b) Bank as defined in Section 3(a)(6) of the Act;
- (c) Insurance company as defined in Section 3(a)(19) of the Act;
- (d) Investment company registered under Section 8 of the Investment Company Act;
- (e)  Investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) Employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)  Parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act; or

Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

- (j)  \*The persons filing this Schedule 13G are Heartland Advisors, Inc., an investment adviser registered with the SEC, and William J. Nasgovitz, Chairman and control person of Heartland Advisors, Inc. The reporting persons do not admit that they constitute a group.

**Item 4. Ownership**

(a)  
Amount



beneficially  
owned:

1,814,834  
shares may  
be deemed  
beneficially  
owned  
within the  
meaning of  
Rule 13d-3  
of the Act by

(1)

Heartland  
Advisors,  
Inc. by  
virtue of its  
investment  
discretion  
and voting  
authority  
granted by  
certain  
clients,  
which may  
be revoked  
at any time;  
and (2)  
William J.  
Nasgovitz  
by virtue of  
his control  
of Heartland  
Advisors,  
Inc.

Mr.  
Nasgovitz  
disclaims  
beneficial  
ownership of  
any shares  
reported on  
the  
Schedule.

(b)  
Percent of  
Class:  
10.0%

(c) For  
information  
on voting  
and  
dispositive  
power with  
respect to  
the above  
listed shares,  
see Items  
5-9 of the  
Cover Pages

**Ownership  
of Five  
Percent or  
Less of a  
Class.**

**Item**  
**5.** If this  
statement is  
being filed  
to report the  
fact that as  
of the date  
hereof the  
reporting  
person has  
ceased to be  
the  
beneficial  
owner of  
more than  
five percent  
of the class  
of securities,  
check the  
following:

**Ownership of More than Five Percent on Behalf of Another Person.**

- Item 6.** The clients of Heartland Advisors, Inc., a registered investment adviser, including an investment company registered under the Investment Company Act of 1940 and other managed accounts, have the right to receive or the power to direct the receipt of dividends and proceeds from the sale of shares included on this Schedule. The Heartland Value Plus Fund, a series of the Heartland Group, Inc., a registered investment company, owns 1,775,000 shares or 9.8% of the class of securities reported herein. Any remaining shares disclosed in this filing are owned by various other accounts managed by Heartland Advisors, Inc. on a discretionary basis. To the best of Heartland Advisors' knowledge, none of the other accounts owns more than 5% of the outstanding stock.

**Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.**

- Item 7.** Not applicable.

**Identification and Classification of Members of the Group.**

- Item 8.** Not applicable.

**Notice of Dissolution of Group.**

- Item 9.** Not Applicable

**Item 10. Certification.**

By signing below, the undersigned certify that, to the best of their knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquire and are not held in connection with or as a participant in any transaction having that purpose or effect.



**SIGNATURE**

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Date: September 6, 2013

WILLIAM J. NASGOVITZ HEARTLAND ADVISORS, INC.

By: /s/ PAUL T. BESTE

As Attorney in Fact for  
William J. Nasgovitz

By: /s/ PAUL T. BESTE

Paul T. Beste  
Chief Operating Officer

EXHIBIT INDEX

Exhibit 1	Joint Filing Agreement
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