

HEIDRICK & STRUGGLES INTERNATIONAL INC

Form 4

August 24, 2016

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 SECURITIESFiled 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 *
MESDAG WILLEM

(Last) (First) (Middle)

**C/O HEIDRICK & STURGGLES
INT'L., INC., 233 S. WACKER
DRIVE SUITE 4900**

(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

**HEIDRICK & STRUGGLES
INTERNATIONAL INC [HSII]**3. Date of Earliest Transaction
(Month/Day/Year)**08/22/2016**4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)6. Individual or Joint/Group Filing(Check Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting Person**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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	08/22/2016	08/22/2016	A		1,701	A \$ 19.12 (1)	1,701	D	
Common Stock	08/23/2016	08/23/2016	A		2,248	A \$ 18.96 (2)	3,949	D	

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

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(9-02)

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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 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. Pr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V	(A)	(D)		
Restricted Stock Units ⁽³⁾	(4)	05/26/2016	05/26/2016	A	6,154	(5)	(5)	Common Stock	(3)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MESDAG WILLEM
C/O HEIDRICK & STURGGLES INT'L.,INC.
233 S. WACKER DRIVE SUITE 4900
CHICAGO, IL 60606

X

Signatures

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

08/24/2016

__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).

(1) The price reported in Column 4 is a weighted average price. T. Willem Mesdag purchased 1,701 shares in multiple transactions at prices ranging from \$18.96 to \$19.25, inclusive. The reporting person undertakes to provide to Heidrick & Struggles International, Inc., any security holder of Heidrick & Struggles International, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in footnote (1) to this Form 4.

(2) The price reported in Column 4 is a weighted average price. T. Willem Mesdag purchased 2,248 shares in multiple transactions at prices ranging from \$18.88 to \$19.00, inclusive. The reporting person undertakes to provide to Heidrick & Struggles International, Inc., any security holder of Heidrick & Struggles International, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in footnote (2) to this Form 4.

(3) 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.

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- (4) The number of RSU's awarded to the Reporting Person was determined by dividing the total dollar value of director compensation granted to the Reporting Person by \$18.28, the closing price of HSII common stock on May 26, 2016.
- (5) The RSU's are fully vested and payable upon the Reporting Person's termination of service to the Company'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.

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