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

#### HEIDRICK & STRUGGLES INTERNATIONAL INC

Form 4

March 11, 2015

# FORM 4

Check this box

if no longer

subject to

Section 16.

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person \*

Rajagopalan Krishnan

2. Issuer Name and Ticker or Trading

Symbol

**HEIDRICK & STRUGGLES** INTERNATIONAL INC [HSII]

3. Date of Earliest Transaction

(Last) (First) (Middle)

> (Month/Day/Year) 03/09/2015

233 S.WACKER DRIVE, SUITE 4200

> (Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

Head of Global Practices

10% Owner

Other (specify

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

Director

Applicable Line)

X\_ Officer (give title

CHICAGO, IL 60606

(City)

(Instr. 3)

1. Title of 2. Transaction Date 2A. Deemed Security

(State)

(Month/Day/Year) Execution Date, if (Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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.

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative

Conversion

(Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

3. Transaction Date 3A. Deemed

5. Number

6. Date Exercisable and

7. Title and Amount of 8 Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/	Year)	(Instr. 3 and	4)	(
				Code V	(A) (D	) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
2015 Restricted Stock Units	<u>(2)</u>	03/09/2015		A	3,437	(3)	(3)	Common Stock	(1)	
2015 Performance Restricted Stock Units	(2)	03/09/2015		A	3,437	<u>(4)</u>	<u>(4)</u>	Common Stock	(1)	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships
Nebolulia Owliet Name / Address	

Director 10% Owner Officer Other

Rajagopalan Krishnan 233 S.WACKER DRIVE SUITE 4200 CHICAGO, IL 60606

Head of Global Practices

## **Signatures**

/s/ Stephen W. Beard, Attorney-In-Fact 03/11/2015

\*\*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) Granted under the Company's Global Share Plan. Each RSU or PSU represents a right to receive one share of the Issuer's Common Stock upon vesting.
- (2) The number of RSU's or PSU'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 date of grant in March of the resepective year.
- (3) The RSUs are service-based and will vest in three equal installments (specifically on the first, second and third anniversaries of the date of grant), generally subject to the Reporting Person's continued employment with the Company.
- (4) The PSUs are performance based and will vest in full upon the 3rd anniversary of the date of grant subject to the achievement of certain performance measures and based on a graduated scale.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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