

Hill International, Inc.  
Form SC 13D/A  
March 30, 2016

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

SCHEDULE 13D  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
§ 240.13d-2(a)

(Amendment No. 2 )1

(Name of Issuer)

HILL INTERNATIONAL, INC.

Common stock, \$.0001 par value  
(Title of Class of Securities)

431466101

(CUSIP Number)

PHILLIP GOLSTEIN  
BULLDOG INVESTORS, LLC  
Park 80 West – Plaza Two  
250 Pehle Ave., Suite 708  
Saddle Brook, NJ 07663  
(914) 747-5262

ERIC ROSENFELD  
C/O CRESCENDO PARTNERS  
777 Third Avenue, 37th Floor  
New York, NY 10017  
(212) 319-7676

STEVE WOLOSKY, ESQ.  
OLSHAN FROME WOLOSKY LLP  
Park Avenue Tower  
65 East 55th Street  
New York, New York 10022  
(212) 451-2300

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

March 29, 2016

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box " .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

---

1 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 disclosures provided in a prior cover page.

The information required on 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).

---

CUSIP NO. 431466101

1 NAME OF REPORTING PERSON

BULLDOG INVESTORS, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		2,063,331*
	8	SHARED VOTING POWER
		1,865,500
	9	SOLE DISPOSITIVE POWER
		2,063,331*
	10	SHARED DISPOSITIVE POWER
		1,865,500

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,928,831\*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.60%

14 TYPE OF REPORTING PERSON

IA

---

\*Includes 17,912 Shares owned directly by Phillip Goldstein and 716,946 Shares owned by Full Value Partners, L.P.

CUSIP NO. 431466101

1 NAME OF REPORTING PERSON

FULL VALUE PARTNERS, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		716,946
	8	SHARED VOTING POWER
		-0-
	9	SOLE DISPOSITIVE POWER
		716,946
	10	SHARED DISPOSITIVE POWER
		-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

716,946

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.39%

14 TYPE OF REPORTING PERSON

PN

CUSIP NO. 431466101

1 NAME OF REPORTING PERSON

ANDREW DAKOS

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		2,063,331*
	8	SHARED VOTING POWER
		1,865,500
	9	SOLE DISPOSITIVE POWER
		2,063,331*
	10	SHARED DISPOSITIVE POWER
		1,865,500

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,928,831\*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.60%

14 TYPE OF REPORTING PERSON

IN

---

\*Includes 17,912 Shares owned directly by Phillip Goldstein and 716,946 Shares owned by Full Value Partners, L.P.

CUSIP NO. 431466101

1 NAME OF REPORTING PERSON

PHILLIP GOLDSTEIN

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC, PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		2,063,331*
	8	SHARED VOTING POWER
		1,865,500
	9	SOLE DISPOSITIVE POWER
		2,063,331*
	10	SHARED DISPOSITIVE POWER
		1,865,500

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,928,831\*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.60%

14 TYPE OF REPORTING PERSON

IN

---

\*Includes 17,912 Shares owned directly and 716,946 Shares owned by Full Value Partners, L.P.

CUSIP NO. 431466101

1 NAME OF REPORTING PERSON

STEVEN SAMUELS

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		2,063,331*
	8	SHARED VOTING POWER
		1,865,500
	9	SOLE DISPOSITIVE POWER
		2,063,331*
	10	SHARED DISPOSITIVE POWER
		1,865,500

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,928,831\*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.60%

14 TYPE OF REPORTING PERSON

IN

---

\*Includes 17,912 Shares owned directly by Phillip Goldstein and 716,946 Shares owned by Full Value Partners, L.P.

CUSIP NO. 431466101

1 NAME OF REPORTING PERSON

CRESCENDO PARTNERS II, L.P., SERIES M2

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		2,549,374
	8	SHARED VOTING POWER
		-0-
	9	SOLE DISPOSITIVE POWER
		2,549,374
	10	SHARED DISPOSITIVE POWER
		-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,549,374

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.9%

14 TYPE OF REPORTING PERSON

PN



CUSIP NO. 431466101

1 NAME OF REPORTING PERSON

CRESCENDO INVESTMENTS II, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		2,549,374
	8	SHARED VOTING POWER
		-0-
	9	SOLE DISPOSITIVE POWER
		2,549,374
	10	SHARED DISPOSITIVE POWER
		-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,549,374

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.9%

14 TYPE OF REPORTING PERSON

OO

CUSIP NO. 431466101

1 NAME OF REPORTING PERSON

CRESCENDO PARTNERS III, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		164,058
	8	SHARED VOTING POWER
		-0-
	9	SOLE DISPOSITIVE POWER
		164,058
	10	SHARED DISPOSITIVE POWER
		-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

164,058

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%

14 TYPE OF REPORTING PERSON

PN

CUSIP NO. 431466101

1 NAME OF REPORTING PERSON

CRESCENDO INVESTMENTS III, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		164,058
	8	SHARED VOTING POWER
		-0-
	9	SOLE DISPOSITIVE POWER
		164,058
	10	SHARED DISPOSITIVE POWER
		-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

164,058

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%

14 TYPE OF REPORTING PERSON

OO

CUSIP NO. 431466101

1 NAME OF REPORTING PERSON

CRESCENDO ADVISORS II, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		2,713,432
	8	SHARED VOTING POWER
		-0-
	9	SOLE DISPOSITIVE POWER
		2,713,432
	10	SHARED DISPOSITIVE POWER
		-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,713,432

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.2%

14 TYPE OF REPORTING PERSON

IA

CUSIP NO. 431466101

1 NAME OF REPORTING PERSON

JAMARANT CAPITAL, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		64,426
	8	SHARED VOTING POWER
		-0-
	9	SOLE DISPOSITIVE POWER
		64,426
	10	SHARED DISPOSITIVE POWER
		-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

64,426

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%

14 TYPE OF REPORTING PERSON

PN

CUSIP NO. 431466101

1 NAME OF REPORTING PERSON

JAMARANT INVESTORS, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		64,426
	8	SHARED VOTING POWER
		-0-
	9	SOLE DISPOSITIVE POWER
		64,426
	10	SHARED DISPOSITIVE POWER
		-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

64,426

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%

14 TYPE OF REPORTING PERSON

OO

CUSIP NO. 431466101

1 NAME OF REPORTING PERSON

JAMARANT ADVISORS, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		64,426
	8	SHARED VOTING POWER
		-0-
	9	SOLE DISPOSITIVE POWER
		64,426
	10	SHARED DISPOSITIVE POWER
		-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

64,426

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%

14 TYPE OF REPORTING PERSON

IA

CUSIP NO. 431466101

1 NAME OF REPORTING PERSON

ERIC ROSENFELD

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF, AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		2,741,929*
	8	SHARED VOTING POWER
		-0-
	9	SOLE DISPOSITIVE POWER
		2,741,929*
	10	SHARED DISPOSITIVE POWER
		-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,741,929\*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.3%

14 TYPE OF REPORTING PERSON

IN

---

\* Includes 28,497 Shares owned directly.



CUSIP NO. 431466101

1 NAME OF REPORTING PERSON

GREGORY R. MONAHAN

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF, AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	13,000 SHARED VOTING POWER
	9	64,426 SOLE DISPOSITIVE POWER
	10	13,000 SHARED DISPOSITIVE POWER
		64,426

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

77,426\*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%

14 TYPE OF REPORTING PERSON

IN

---

\* Includes 13,000 Shares owned directly.

CUSIP NO. 431466101

1 NAME OF REPORTING PERSON

DAVID SGRO

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF, AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	15,500 SHARED VOTING POWER
	9	64,426 SOLE DISPOSITIVE POWER
	10	15,500 SHARED DISPOSITIVE POWER
		64,426

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

79,926\*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%

14 TYPE OF REPORTING PERSON

IN

---

\* Includes 15,500 Shares owned directly.

CUSIP NO. 431466101

1 NAME OF REPORTING PERSON

PAUL EVANS

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		-0-
	8	SHARED VOTING POWER
		-0-
	9	SOLE DISPOSITIVE POWER
		-0-
	10	SHARED DISPOSITIVE POWER
		-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 431466101

1 NAME OF REPORTING PERSON

CHARLES GILLMAN

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) x  
GROUP (b) o

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) ..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF	7	SOLE VOTING POWER
SHARES		
BENEFICIALLY		-0-
OWNED BY	8	SHARED VOTING POWER
EACH		
REPORTING		-0-
PERSON WITH	9	SOLE DISPOSITIVE POWER
	10	-0-
		SHARED DISPOSITIVE POWER
		-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 431466101

1 NAME OF REPORTING PERSON

JOHN P. SCHAUERMAN

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	15,183 SHARED VOTING POWER
	9	-0- SOLE DISPOSITIVE POWER
	10	15,183 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

15,183

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 431466101

The following constitutes Amendment No. 2 (“Amendment No. 2”) to the Schedule 13D filed by the undersigned (the “Schedule 13D”). This Amendment No. 2 amends the Schedule 13D as specifically set forth herein.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended and restated to read as follows:

The Shares owned by Full Value Partners were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market purchases, except as otherwise noted. The aggregate purchase price of the 716,946 Shares owned directly by Full Value Partners is approximately \$2,893,881, including brokerage commissions.

The Shares owned by Bulldog have been accumulated on behalf of clients of Bulldog Investors. The aggregate purchase price of the 3,928,831 shares beneficially owned by Bulldog (including those shares owned by Full Value Partners) is approximately \$15,744,555, including brokerage commissions.

The Shares directly owned by Phillip Goldstein were purchased with personal funds (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market purchases, except as otherwise noted. The aggregate purchase price of the 17,912 Shares directly owned by Phillip Goldstein is approximately \$73,386, including brokerage commissions.

The Shares owned by Crescendo Partners II were acquired through contributions made by Mr. Rosenfeld (and certain affiliates), who acquired the shares with personal funds and working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market purchases, except as otherwise noted. The Shares owned by Crescendo Partners III and Jamarant Capital were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market purchases, except as otherwise noted. The aggregate purchase price of the 2,549,374 Shares owned directly by Crescendo Partners II is approximately \$9,407,447, including brokerage commissions. The aggregate purchase price of the 164,058 Shares owned directly by Crescendo Partners III is approximately \$520,873. The aggregate purchase price of the 64,426 Shares owned directly by Jamarant Capital is approximately \$198,160, including brokerage commissions.

The Shares directly owned by Messrs. Rosenfeld, Monahan and Sgro were purchased with personal funds (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market purchases, except as otherwise noted. The aggregate purchase price of the 28,497 Shares (which includes 6,000 shares of restricted stock granted to Mr. Rosenfeld directly by the Company) directly owned by Mr. Rosenfeld is approximately \$127,955, including brokerage commissions. The aggregate purchase price of the 13,000 Shares directly owned by Mr. Monahan is approximately \$41,543, including brokerage commissions. The aggregate purchase price of the 15,500 Shares directly owned by Mr. Sgro is approximately \$52,404, including brokerage commissions.

The Shares directly owned by John P. Schauerma were purchased with personal funds (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market purchases, except as otherwise noted. The aggregate purchase price of the 15,183 Shares directly owned by Mr. Schauerma is approximately \$50,129, including brokerage commissions.



CUSIP NO. 431466101

Item 4. Purpose of Transaction.

Item 4 is hereby amended to add the following:

On March 29, 2016, Bulldog Investors, LLC sent a letter to the independent directors on the board of directors of the Issuer. The letter is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended and restated to read as follows:

The aggregate percentage of Shares reported owned by each person named herein is based upon 51,701,442 Shares outstanding as of March 9, 2016, which is the total number of Shares outstanding as reported in the Issuer's Annual Report on Form 10-K, filed with the Securities and Exchange Commission on March 29, 2016.

A. Full Value Partners, L.P.

(a) As of the close of business on March 29, 2016, Full Value Partners, L.P. beneficially owned 716,946 Shares.

Percentage: Approximately 1.39%

- (b)
1. Sole power to vote or direct vote: 716,946
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 716,946

4. Shared power to dispose or direct the disposition: 0

(c) Full Value Partners did not enter into any transactions in the Shares since the filing of Amendment No. 1 to the Schedule 13D.

B. Bulldog Investors, LLC

(a) Bulldog Investors, LLC may be deemed the beneficial owner of 3,928,831 Shares, consisting of the following: (i) 716,946 Shares owned by Full Value Partners, L.P., for which Bulldog Investors, LLC serves as investment adviser, (ii) 17,912 Shares held by Phillip Goldstein, a member of Bulldog Investors, LLC; and (iii) 3,193,973 Shares held by clients of Bulldog Investors, LLC.

Percentage: Approximately 7.60%

- (b)
1. Sole power to vote or direct vote: 2,063,331
  2. Shared power to vote or direct vote: 1,865,500
  3. Sole power to dispose or direct the disposition: 2,063,331
  4. Shared power to dispose or direct the disposition: 1,865,500

(c) Bulldog Investors, LLC on behalf of its clients did not enter into any transactions in the Shares since the filing of Amendment No. 1 to the Schedule 13D.





CUSIP NO. 431466101

C. Andrew Dakos

(a) As of the close of business on March 29, 2016, Mr. Dakos did not directly own any Shares. As a member of Bulldog Investors, LLC, Mr. Dakos may be deemed the beneficial owner of the 3,928,831 Shares beneficially owned by Bulldog Investors, LLC.

Percentage: Approximately 7.60%

- (b)
1. Sole power to vote or direct vote: 2,063,331
  2. Shared power to vote or direct vote: 1,865,500
  3. Sole power to dispose or direct the disposition: 2,063,331
  4. Shared power to dispose or direct the disposition: 1,865,500

(c) Mr. Dakos did not enter into any transactions in the Share since the filing of Amendment No. 1 to the Schedule 13D.

D. Phillip Goldstein

(a) As of the close of business on March 29, 2016, Mr. Goldstein directly owned 17,912 Shares. As a member of Bulldog Investors, LLC, Mr. Goldstein may be deemed the beneficial owner of 3,928,831 Shares beneficially owned by Bulldog Investors, LLC (which amount includes the 17,912 Shares held directly by Mr. Goldstein, and the 716,946 Shares held directly by Full Value Partners).

Percentage: Approximately 7.60%

- (b)
1. Sole power to vote or direct vote: 2,063,331
  2. Shared power to vote or direct vote: 1,865,500
  3. Sole power to dispose or direct the disposition: 2,063,331
  4. Shared power to dispose or direct the disposition: 1,865,500

(c) Mr. Goldstein did not enter into any transactions in the Shares since the filing of Amendment No. 1 to the Schedule 13D.

E. Steven Samuels

(a) As of the close of business on March 29, 2016, Mr. Samuels did not directly own any Shares. As a member of Bulldog Investors, LLC, Mr. Samuels may be deemed the beneficial owner of the 3,928,831 Shares beneficially owned by Bulldog Investors, LLC.

Percentage: Approximately 7.60%

- (b)
1. Sole power to vote or direct vote: 2,063,331
  2. Shared power to vote or direct vote: 1,865,500
  3. Sole power to dispose or direct the disposition: 2,063,331
  4. Shared power to dispose or direct the disposition: 1,865,500

(c) Mr. Samuels did not enter into any transactions in the Share since the filing of Amendment No. 1 to the Schedule 13D.



CUSIP NO. 431466101

F. Crescendo Partners II

(a) As of the close of business on March 29, 2016, Crescendo Partners II beneficially owned 2,549,374 Shares.

Percentage: Approximately 4.9%

- (b)
1. Sole power to vote or direct vote: 2,549,374
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 2,549,374
  4. Shared power to dispose or direct the disposition: 0

(c) Crescendo Partners II did not enter into any transactions in the Shares since the filing of Amendment No. 1 to the Schedule 13D.

G. Crescendo Investments II

(a) Crescendo Investments II, as the general partner of Crescendo Partners II, may be deemed the beneficial owner of the 2,549,374 Shares owned by Crescendo Partners II.

Percentage: Approximately 4.9%

- (b)
1. Sole power to vote or direct vote: 2,549,374
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 2,549,374
  4. Shared power to dispose or direct the disposition: 0

(c) Crescendo Investments II has not entered into any transactions in the Shares since the filing of Amendment No. 1 to the Schedule 13D.

H. Crescendo Partners III

(a) As of the close of business on March 29, 2016, Crescendo Partners III beneficially owned 164,058 Shares.

Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 164,058
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 164,058
  4. Shared power to dispose or direct the disposition: 0

(c) The transactions in the Shares by Crescendo Partners III since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

CUSIP NO. 431466101

I. Crescendo Investments III

(a) Crescendo Investments III, as the general partner of Crescendo Partners III, may be deemed the beneficial owner of the 164,058 Shares owned by Crescendo Partners III.

Percentage: Less than 1%

- (b)
  - 1. Sole power to vote or direct vote: 164,058
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 164,058
  - 4. Shared power to dispose or direct the disposition: 0

(c) Crescendo Investments III has not entered into any transactions in the Shares since the filing of Amendment No. 1 to the Schedule 13D. The transactions in the Shares on behalf of Crescendo Partners III since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

J. Crescendo Advisors II

(a) Crescendo Advisors II, as the investment advisor of Crescendo Partners II and Crescendo Partners III, may be deemed the beneficial owner of (a) the 2,549,374 Shares owned by Crescendo Partners II and (b) the 164,058 Shares owned by Crescendo Partners III.

Percentage: Approximately 5.2%

- (b)
  - 1. Sole power to vote or direct vote: 2,713,432
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 2,713,432
  - 4. Shared power to dispose or direct the disposition: 0

(c) Crescendo Advisors II has not entered into any transactions in the Shares since the filing of Amendment No. 1 to the Schedule 13D. The transactions in the Shares on behalf of Crescendo Partners III since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

K. Jamarant Capital

(a) As of the close of business on March 29, 2016, Jamarant Capital beneficially owned 64,426 Shares.

Percentage: Less than 1%

- (b)
  - 1. Sole power to vote or direct vote: 64,426
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 64,426
  - 4. Shared power to dispose or direct the disposition: 0

(c) The transactions in the Shares by Jamarant Capital since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.



CUSIP NO. 431466101

L. Jamarant Investors

(a) Jamarant Investors, as the general partner of Jamarant Capital, may be deemed the beneficial owner of the 64,426 Shares owned by Jamarant Capital.

Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 64,426
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 64,426
  4. Shared power to dispose or direct the disposition: 0

(c) Jamarant Investors has not entered into any transactions in the Shares since the filing of Amendment No. 1 to the Schedule 13D. The transactions in the Shares on behalf of Jamarant Capital since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

M. Jamarant Advisors

(a) Jamarant Advisors, as the investment advisor of Jamarant Capital, may be deemed the beneficial owner of the 64,426 Shares owned by Jamarant Capital.

Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 64,426
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 64,426
  4. Shared power to dispose or direct the disposition: 0

(c) Jamarant Advisors has not entered into any transactions in the Shares since the filing of Amendment No. 1 to the Schedule 13D. The transactions in the Shares on behalf of Jamarant Capital since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

N. Eric Rosenfeld

(a) As of the close of business on March 29, 2016, Mr. Rosenfeld directly owned 28,497 Shares (including 6,000 shares of restricted stock). Mr. Rosenfeld, as the managing member of Crescendo Investments II, Crescendo Investments III and Crescendo Advisors II, may be deemed the beneficial owner of (a) the 2,549,374 Shares owned by Crescendo Partners II and (b) the 164,058 Shares owned by Crescendo Partners III.

Percentage: Approximately 5.3%

- (b)
1. Sole power to vote or direct vote: 2,741,929
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 2,741,929
  4. Shared power to dispose or direct the disposition: 0

(c) Mr. Rosenfeld has not entered into any transactions in the Shares since the filing of Amendment No. 1 to the Schedule 13D. The transactions in the Shares on behalf of Crescendo Partners III since the filing of Amendment

No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.



CUSIP NO. 431466101

O. Gregory Monahan

(a) As of the close of business on March 29, 2016, Mr. Monahan directly owned 13,000 Shares. Mr. Monahan, as a managing member of Jamarant Investors and Jamarant Advisors, may be deemed the beneficial owner of the 64,426 Shares owned by Jamarant Capital.

Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 13,000
  2. Shared power to vote or direct vote: 64,426
  3. Sole power to dispose or direct the disposition: 13,000
  4. Shared power to dispose or direct the disposition: 64,426

(c) Mr. Monahan has not entered into any transactions in the Shares since the filing of Amendment No. 1 to the Schedule 13D. The transactions in the Shares on behalf of Jamarant Capital since the filing of Amendment No. 1 to the 13D are set forth in Schedule A and are incorporated herein by reference.

P. David Sgro

(a) As of the close of business on March 29, 2016, Mr. Sgro directly owned 15,500 Shares. Mr. Sgro, as a managing member of Jamarant Investors and Jamarant Advisors, may be deemed the beneficial owner of the 64,426 Shares owned by Jamarant Capital.

Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 15,500
  2. Shared power to vote or direct vote: 64,426
  3. Sole power to dispose or direct the disposition: 15,500
  4. Shared power to dispose or direct the disposition: 64,426

(c) Mr. Sgro has not entered into any transactions in the Shares since the filing of Amendment No. 1 to the Schedule 13D. The transactions in the Shares on behalf of Jamarant Capital since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

Q. Paul Evans

(a) As of the close of business on March 29, 2016, Mr. Evans did not beneficially own any Shares.

Percentage: 0%

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 0

(c) Mr. Evans did not enter into any transactions in the Shares since the filing of Amendment No. 1 to the Schedule 13D.



CUSIP NO. 431466101

R. Charles Gillman

(a) As of the close of business on March 29, 2016, Mr. Gillman did not beneficially own any Shares.

Percentage: 0%

(b) 1. Sole power to vote or direct vote: 0  
2. Shared power to vote or direct vote: 0  
3. Sole power to dispose or direct the disposition: 0

4. Shared power to dispose or direct the disposition: 0

(c) Mr. Gillman did not enter into any transactions in the Shares since the filing of Amendment No. 1 to the Schedule 13D.

S. John P. Schauerman

(a) As of the close of business on March 29, 2016, Mr. Schauerman beneficially owned 15,183 Shares.

Percentage: Less than 1%

(b) 1. Sole power to vote or direct vote: 15,183  
2. Shared power to vote or direct vote: 0  
3. Sole power to dispose or direct the disposition: 15,183

4. Shared power to dispose or direct the disposition: 0

(c) Mr. Schauerman did not enter into any transactions in the Shares since the filing of Amendment No. 1 to the Schedule 13D.

The Reporting Persons, as members of a "group" for the purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, may be deemed the beneficial owner of the Shares directly owned by the other Reporting Persons. As of the close of business of March 29, 2016, the aggregate beneficial ownership by the members of the group was 6,763,686 Shares, or approximately 13.1% of the outstanding Shares. Each Reporting Person disclaims beneficial ownership of such Shares except to the extent of his or its pecuniary interest therein.

(d) No person other than the Reporting Persons is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, the Shares.

(e) Not applicable.

Item 7. Material to be Filed as Exhibits.

Item 7 is hereby amended to add the following:

99.1 Letter to the Board, dated March 29, 2016.

CUSIP NO. 431466101

SIGNATURES

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: March 30, 2016

FULL VALUE PARTNERS, L.P.

By: Full Value Advisors, LLC  
General Partner

By: /s/ Phillip Goldstein  
Name: Phillip Goldstein  
Title: Manager

BULLDOG INVESTORS, LLC

By: /s/ Phillip Goldstein  
Name: Phillip Goldstein  
Title: Member

/s/ Andrew Dakos  
ANDREW DAKOS

/s/ Phillip Goldstein  
PHILLIP GOLDSTEIN

/s/ Steven Samuels  
STEVEN SAMUELS

CRESCENDO PARTNERS II, L.P., SERIES M2

By: Crescendo Investments II, LLC  
General Partner

By: /s/ Eric Rosenfeld  
Name: Eric Rosenfeld  
Title: Managing Member



CUSIP NO. 431466101

CRESCENDO INVESTMENTS II, LLC

By: /s/ Eric Rosenfeld  
Name: Eric Rosenfeld  
Title: Managing Member

CRESCENDO PARTNERS III, L.P.

By: Crescendo Investments III, LLC  
General Partner

By: /s/ Eric Rosenfeld  
Name: Eric Rosenfeld  
Title: Managing Member

CRESCENDO INVESTMENTS III, LLC

By: /s/ Eric Rosenfeld  
Name: Eric Rosenfeld  
Title: Managing Member

CRESCENDO ADVISORS II, LLC

By: /s/ Eric Rosenfeld  
Name: Eric Rosenfeld  
Title: Managing Member

JAMARANT CAPITAL, L.P.

By: Jamarant Investors, LLC  
General Partner

By: /s/ Gregory R. Monahan  
Name: Gregory R. Monahan  
Title: Managing Member

By: /s/ David Sgro  
Name: David Sgro  
Title: Managing Member

JAMARANT INVESTORS, LLC

Edgar Filing: Hill International, Inc. - Form SC 13D/A

By: /s/ Gregory R. Monahan  
Name: Gregory R. Monahan  
Title: Managing Member

By: /s/ David Sgro  
Name: David Sgro  
Title: Managing Member

CUSIP NO. 431466101

JAMARANT ADVISORS, LLC

By: /s/ Gregory R. Monahan  
Name: Gregory R. Monahan  
Title: Managing Member

By: /s/ David Sgro  
Name: David Sgro  
Title: Managing Member

/s/ Eric Rosenfeld  
ERIC ROSENFELD, Individually and as attorney-in-fact  
for Paul Evans, Charles Gillman and John P. Schauerman

/s/ Gregory R. Monahan  
GREGORY R. MONAHAN

/s/ David Sgro  
DAVID SGRO



CUSIP NO. 431466101

## SCHEDULE A

## Transactions in the Shares Since the Filing of Amendment No. 1 to the Schedule 13D

Shares of Common Stock Purchased/(Sold)	Price Per Share(\$)	Date of Purchase/Sale
--	------------------------	--------------------------

## CRESCENDO PARTNERS III, L.P.

20,417	3.2360	03/21/2016
20,000	3.1900	03/22/2016
15,000	3.0800	03/23/2016
30,000	3.0800	03/24/2016
10,000	3.2000	03/28/2016
25,000	3.2500	03/29/2016

## JAMARANT CAPITAL, L.P.

100	3.1500	03/17/2016
1,000	3.2300	03/21/2016
500	3.0700	03/23/2016
2,000	3.0900	03/24/2016
1,000	3.2100	03/28/2016
2,000	3.2500	03/29/2016