

Coar Kamau  
Form 4  
March 12, 2019

**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

OMB  
Number: 3235-0287  
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response... 0.5

(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)  
03/08/2019

\_\_\_\_ 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	(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  
information contained in this form are not  
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SEC 1474  
(9-02)

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

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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.	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2019 Performance Stock Units	<u>(1)</u>	03/08/2019	03/08/2019	A		2,529		<u>(2)</u>	<u>(2)</u>	Common Stock	<u>(3)</u>
2019 Restricted Stock Units	<u>(1)</u>	03/08/2019	03/08/2019	A		2,529		<u>(4)</u>	<u>(4)</u>	Common Stock	<u>(3)</u>

## 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

03/11/2019

                    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 number of PSUs or RSUs awarded to the Reporting Person was determined by dividing the total dollar value of compensation granted to the Reporting Person by \$40.77 the closing price of HSII common stock on the grant date of March 8, 2019.
- (2) PSUs are target-based equity grants that generally vest three years from the grant date if certain performance goals are achieved.
- (3) Granted under the Company's Global Share Plan. Each PSU or RSU represents a right to receive one share of the Issuer's Common Stock upon vesting.
- (4) RSU's will vest in equal annual installments on the 1st, 2nd and 3rd anniversaries on the date of grant.

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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