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

#### HEIDRICK & STRUGGLES INTERNATIONAL INC

Form 4

February 05, 2016

### FORM 4

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

OMB Number: 3235-0287

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

**OMB APPROVAL** 

See Instruction 1(b).

1(0).

(Print or Type Responses)

1. Name and Address of Reporting Person \*\*
Wolstencroft Tracy R

2. Issuer Name **and** Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

HEIDRICK & STRUGGLES
INTERNATIONAL INC [HSII]

(Check all applicable)

(Last)

3. Date of Earliest Transaction (Month/Day/Year)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner \_\_\_\_ X\_\_ Officer (give title \_\_\_\_\_ Other (specify

President and CEO

233 S. WACKER DRIVE, SUITE

(Street)

(State)

(First)

(Middle)

(Zip)

4900

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

02/03/2016

Applicable Line)
\_X\_ 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

below)

CHICAGO, IL 60606

(City)

		140	able 1 - Non-Derivative Securities Acquired, Disposed of, of Deficiciany Owned						
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities Acquired (A) iomr Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A) or		Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
			Code V	Amount	(D)	Price	(Institution and I)		
Common Stock	02/03/2016		A	125,000	A	<u>(1)</u>	133,185	D	
Common Stock	02/03/2016		F	56,549	D	\$ 24.25	76,636	D	

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

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SEC 1474

(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 orDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Restricted Stock Units	(1)	02/03/2016		M		125,000	<u>(1)</u>	(2)	Common Stock	(3)

## **Reporting Owners**

Reporting Owner Name / Address	Ketationships							
	Director	10% Owner	Officer	Other				

Wolstencroft Tracy R 233 S. WACKER DRIVE SUITE 4900 CHICAGO, IL 60606

President and CEO

Dalasianahina

## **Signatures**

/s/ Stephen W. Beard Attorney-In-Fact 02/05/2016

\*\*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 number of PRSUs 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 grant date of February 3, 2016.
- The PRSUs will vest upon the later of the 2nd anniversary of the date of grant, or specified stock price increases (specifically, 31,250 (2) PRSUs may vest upon the achievement of each price increase at 115%, 130%, 145% and 160%), generally subject to the Reporting Person's continued employment with the Company.
- (3) Granted under the Company's Global Share Plan. Each Performance Stock Unit represents a right to receive one share of the Issuer's Common Stock upon vesting.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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