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HEIDRICK & STRUGGLES INTERNATIONAL INC

Form 3

February 14, 2014

FORM 3

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

OMB

3235-0104

0.5

Number: January 31, 2005

OMB APPROVAL

Estimated average burden hours per

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, response...

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 * Wolstencroft Tracy R			2. Date of Event Requiring Statement (Month/Day/Year)	3. Issuer Name and Ticker or Trading Symbol HEIDRICK & STRUGGLES INTERNATIONAL INC [HSII]					
(Last)	(First)	(Middle)	02/03/2014	4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)			
233 S. WAC	KER DR			()			Thed(Wohlly Day/Tear)		
(Street) CHICAGO, IL 60606				(Check	all applicable)	6. Individual or Joint/Group		
				X Director		Owner r ow)	Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - N	Non-Derivat	ive Securit	e Securities Beneficially Owned			
1.Title of Secu (Instr. 4)	rity		2. Amount o Beneficially (Instr. 4)		3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)		ture of Indirect Beneficial ership :. 5)		
Reminder: Rep			each class of securities benefic	ially Si	EC 1473 (7-02	2)			
	infor	mation con	spond to the collection of tained in this form are not ond unless the form displ	t					

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

currently valid OMB control number.

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	· ·	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect	

(Instr. 5) Common 125,000 (2) $\hat{A}^{(2)}$ Restricted Stock Units (1) \$ (1) Â D (1) Stock Performance Restricted Common 125,000 (4) \hat{A} $\underline{(4)}$ Â **\$** (3) D Stock Units (3) Stock (3)

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Othe			
Wolstencroft Tracy R 233 S. WACKER DR. CHICAGO II. 60606	ÂX	Â	President & CEO	Â			

Signatures

/s/ Stephen W Beard, Attorney-in-Fact 02/14/2014

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 represents a right to receive one share of the Issuer's Common Stock upon vesting.
- (2) The RSUs are service-based and will vest in three equal installments (specifically on the third, fourth and fifth anniversaries of the date of grant), generally subject to the Reporting Person's continued employment with the Company.
- (3) Granted under the Company's Global Share Plan. Each PSU represents a right to receive one share of the Issuer's Common Stock upon vesting.
- The PSUs will vest upon the later of the 2nd anniversary of the date of grant, or specified stock price increases (specifically, 31,250 PSUs (4) 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.

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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