

Ajdler Arnaud
 Form 4
 December 14, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Ajdler Arnaud

(Last) (First) (Middle)

C/O HILL INTERNATIONAL,
 INC., 2005 MARKET STREET,
 17TH FLOOR

(Street)

PHILADELPHIA, PA 19103

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Hill International, Inc. [HIL]

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/12/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

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

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	(A) or (D)	Price
Common Stock	12/12/2018		P		39,594	A	\$ 3 (1)
							5,437,756
							I
							By Engine Capital, L.P. (2)
Common Stock	12/13/2018		P		110,000	A	\$ (1)
							5,547,756
							I
							By Engine Capital, L.P. (3)
Common Stock							24,429 (4)
							D

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

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the extent of his pecuniary interest therein.

Following the transaction, Engine Airflow owns 465,064 shares, Engine Capital owns 2,881,554 shares and Engine Jet owns 2,201,138

- (3) shares of the Issuer's common stock. The Reporting Person disclaims beneficial ownership in such securities except to the extent of his pecuniary interest therein.
- (4) Includes 24,429 deferred stock units (DSUs). Each DSU entitles the reporting person to receive one share of the Issuer's common stock following the Reporting Person's retirement or termination of service from the Issuer's Board of Directors.

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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