

Rajagopalan Krishnan  
Form 4  
March 12, 2019

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Rajagopalan Krishnan

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)  
233 S.WACKER DRIVE, SUITE  
4900  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/08/2019

\_\_\_\_ Director  
 Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
President and CEO

CHICAGO, IL 60606

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    |                                | (A) or (D)                                                        | Price                                                                               |                                                          |                                   |
|                                 |                                      |                                                    |                                | Code                                                              | V                                                                                   | Amount                                                   |                                   |

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

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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)**

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|-----------------------------------------|----------------------------------------------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|-----------------------------------------|----------------------------------------------|

## Edgar Filing: Rajagopalan Krishnan - Form 4

| Security (Instr. 3)          | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) |                 |              |                            |  |
|------------------------------|------------------------------------------|----------------------|-----------------|-----------------------------------------------------------------|------------------|------------------|-----------------|--------------|----------------------------|--|
|                              |                                          |                      | Code V          | (A)                                                             | (D)              | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |  |
| 2019 Performance Stock Units | (1)                                      | 03/08/2019           |                 | A                                                               |                  | (2)              | (2)             | Common Stock | (3)                        |  |
| 2019 Restricted Stock Units  | (1)                                      | 03/08/2019           |                 | A                                                               |                  | (4)              | (4)             | Common Stock | (3)                        |  |

## Reporting Owners

| Reporting Owner Name / Address                                                | Relationships |           |                   |       |
|-------------------------------------------------------------------------------|---------------|-----------|-------------------|-------|
|                                                                               | Director      | 10% Owner | Officer           | Other |
| Rajagopalan Krishnan<br>233 S.WACKER DRIVE<br>SUITE 4900<br>CHICAGO, IL 60606 |               |           | President and CEO |       |

## 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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