

HEIDRICK &amp; STRUGGLES INTERNATIONAL INC

Form 3

February 14, 2014

**FORM 3****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 \*

Wolstencroft Tracy R

(Last) (First) (Middle)

233 S. WACKER DR.

(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

02/03/2014

3. Issuer Name and Ticker or Trading Symbol

HEIDRICK & STRUGGLES INTERNATIONAL INC  
[HSII]4. Relationship of Reporting  
Person(s) to Issuer5. If Amendment, Date Original  
Filed(Month/Day/Year)

(Check all applicable)

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

President &amp; CEO

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 Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities  
Beneficially Owned  
(Instr. 4)3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)Reminder: Report on a separate line for each class of securities beneficially  
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form displays a  
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security  
(Instr. 4)2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)

Date Exercisable Expiration Date

3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)Title Amount or  
Number of  
Shares4. Conversion  
or Exercise  
Price of  
Derivative  
Security5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)  
or Indirect  
(I)6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

(Instr. 5)

|                                                   |                  |                  |              |                        |                   |   |   |
|---------------------------------------------------|------------------|------------------|--------------|------------------------|-------------------|---|---|
| Restricted Stock Units <sup>(1)</sup>             | Â <sup>(2)</sup> | Â <sup>(2)</sup> | Common Stock | 125,000 <sup>(1)</sup> | \$ <sup>(1)</sup> | D | Â |
| Performance Restricted Stock Units <sup>(3)</sup> | Â <sup>(4)</sup> | Â <sup>(4)</sup> | Common Stock | 125,000 <sup>(3)</sup> | \$ <sup>(3)</sup> | D | Â |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                   |       |
|----------------------------------------------------------------|---------------|-----------|-------------------|-------|
|                                                                | Director      | 10% Owner | Officer           | Other |
| Wolstencroft Tracy R<br>233 S. WACKER DR.<br>CHICAGO, IL 60606 | Â X           | Â         | 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.