

Hill International, Inc.
Form 4
August 02, 2016

FORM 4

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

OMB APPROVAL

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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 *
Bulldog Investors, LLC

(Last) (First) (Middle)

PARK 80 WEST - PLAZA
TWO, 250 PEHLE AVE., SUITE
708

(Street)

SADDLE BROOK, NJ 07663

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
07/19/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

See Explanation of Responses

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

___ Form filed by One Reporting Person
X 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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock <u>(1)</u> <u>(2)</u> | | | | | 2,793,921 | I | By Clients <u>(3)</u> |
| Common Stock <u>(1)</u> <u>(2)</u> <u>(4)</u> | | | | | 716,946 | D | |
| Common Stock <u>(1)</u> <u>(2)</u> <u>(5)</u> | 07/19/2016 | | P | 4,054 A \$ 4.23 | 28,266 | D | |
| Common Stock <u>(1)</u> <u>(2)</u> | 07/25/2016 | | P | 946 A \$ 4.23 | 29,212 | D | |

(5)

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

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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 Derivative 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|------------------------------|
| | Director | 10% Owner | Officer | Other |
| Bulldog Investors, LLC PARK 80 WEST - PLAZA TWO 250 PEHLE AVE., SUITE 708 SADDLE BROOK, NJ 07663 | | X | | See Explanation of Responses |
| GOLDSTEIN PHILLIP PARK 80 WEST - PLAZA TWO 250 PEHLE AVE., SUITE 708 SADDLE BROOK, NJ 07663 | | X | | See Explanation of Responses |
| Dakos Andrew PARK 80 WEST - PLAZA TWO 250 PEHLE AVE., SUITE 708 SADDLE BROOK, NJ 07663 | | X | | See Explanation of Responses |
| Samuels Steven PARK 80 WEST - PLAZA TWO 250 PEHLE AVE., SUITE 708 SADDLE BROOK, NJ 07663 | | X | | See Explanation of Responses |
| | | X | | See Explanation of Responses |

FULL VALUE PARTNERS LP
 PARK 80 WEST
 250 PEHLE AVE. SUITE 708
 SADDLE BROOK, NJ 07663

Signatures

| | |
|---|------------|
| /s/ Phillip Goldstein on behalf of Bulldog Investors, LLC | 08/02/2016 |
| __Signature of Reporting Person | Date |
| /s/ Phillip Goldstein | 08/02/2016 |
| __Signature of Reporting Person | Date |
| /s/ Andrew Dakos | 08/02/2016 |
| __Signature of Reporting Person | Date |
| /s/ Steven Samuels | 08/02/2016 |
| __Signature of Reporting Person | Date |
| /s/ Phillip Goldstein -- Manager of the General Partner -- Full Value Partners, L.P. | 08/02/2016 |
| __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).

Each Reporting Person is a member of a Section 13(d) group that owns in the aggregate more than 10% of the Issuer's outstanding shares of Common Stock as disclosed in a Schedule 13D, filed on behalf of the Reporting Persons and certain other stockholders of the Issuer on

- (1) March 10, 2016. As such, each Reporting Person may be deemed to beneficially own more than 10% of the Issuer's outstanding shares of Common Stock. The securities reported herein do not include any securities held by any group member other than the Reporting Persons, as such shares are being reported in a separate Form 3 filing.

- (2) Each Reporting Person disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of his or its pecuniary interest therein, and this report shall not be deemed to be an admission that any Reporting Person is the beneficial owner of such shares of Common Stock for purposes of Section 16 or for any other purpose.

- (3) Certain private investment fund clients of Bulldog Investors, LLC are the beneficial owners of these shares. Andrew Dakos, Steven Samuels and Phillip Goldstein are the owners of Bulldog Investors, LLC. Each of Messrs. Dakos, Samuels and Goldstein also is a Principal of the general partner of certain of such private investment fund clients of Bulldog Investors, LLC and a limited partner in certain of such private fund clients.

- (4) Shares are held by Full Value Partners, L.P. Such shares are included in the number of shares reported herein by Bulldog Investors, LLC, the investment adviser of Full Value Partners, L.P.

- (5) Shares are held directly by Phillip Goldstein and/or his spouse.

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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