

HEIDRICK & STRUGGLES INTERNATIONAL INC
Form 8-K
August 28, 2015

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 24, 2015

HEIDRICK & STRUGGLES INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of Incorporation)

0-25837
(Commission

File Number)

36-2681268
(IRS Employer

Identification No.)

233 South Wacker Drive, Suite 4900, Chicago, IL
(Address of principal executive offices)

60606-6303
(Zip Code)

(312) 496-1200

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4 (c))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) Robert S. Kaplan has resigned his position as a member of the Board of Directors (Board) of Heidrick & Struggles International, Inc. (the Company) following approval of his appointment as President and Chief Executive Officer of Federal Reserve Bank of Dallas. His resignation from the Board will be effective as of August 20, 2015.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Heidrick & Struggles International, Inc.
(Registrant)

Date: August 28, 2015

/s/ Stephen W. Beard
Executive Vice President, General Counsel,
Chief Administrative Officer & Secretary

face="Times New Roman, Times, serif" size=2>\$21.55

2/19/2002

A

10,000

2/19/2007⁽¹⁾

2/19/2010

Common Stock

10,000

10,000

D

Explanation of Responses:

(1) The option will vest in full five years after the grant date; however, the option will automatically vest earlier and be exercisable prior to the fifth anniversary of the grant date in 5,000-share increments if the market price of TTI's common stock on the NYSE during any 20 consecutive trading days exceeds \$32.325 and \$43.10, respectively.

By: /s/ Eileen M. Price, Attorney-in-fact

For: **Raymond D. Symens**

**Signature of Reporting Person

2/11/03

Date

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.

If space is insufficient, See Instruction 6 for procedure.

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 Number.