

HEIDRICK & STRUGGLES INTERNATIONAL INC
Form DEF 14A
April 22, 2015
Table of Contents

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under Rule 14a-12

Heidrick & Struggles International, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Table of Contents

**NOTICE OF
ANNUAL MEETING OF STOCKHOLDERS
AND
PROXY STATEMENT**

DATE: May 21, 2015
TIME: 9:00 a.m. Eastern Daylight Time
PLACE: Law Offices of Simpson Thacher & Bartlett LLP

425 Lexington Avenue

New York, NY 10017-3954

April 22, 2015

I am pleased to invite you to attend the 2015 Annual Meeting of Stockholders of Heidrick & Struggles International, Inc.

Enclosed you will find a notice detailing the items of business expected to come before the meeting, our Proxy Statement, a form of Proxy Card and a copy of our Annual Report on Form 10-K for the fiscal year ended December 31, 2014. The meeting will be held on May 21, 2015 at 9:00 a.m. Eastern Daylight Time at the Law Offices of Simpson Thacher & Bartlett LLP located at 425 Lexington Avenue, New York, NY 10017-3954.

Your vote is very important to us. Whether or not you plan to attend the meeting in person we hope that your shares are represented and voted at the Annual Meeting.

Thank you for your investment in and continued support of our Company. I am optimistic about our future and proud to be part of an organization that has talented and dedicated people thoroughly committed to the success of our clients, our company and your investment. I look forward to welcoming many of you to our Annual Meeting.

Sincerely,

Tracy R. Wolstencroft

President and Chief Executive Officer

Table of Contents

HEIDRICK & STRUGGLES INTERNATIONAL, INC.

233 South Wacker Drive, Suite 4900

Chicago, Illinois 60606-6303

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

- Time and Date:** May 21, 2015 at 9:00 a.m. Eastern Daylight Time
- Place:** Law Offices of Simpson Thacher & Bartlett LLP located at 425 Lexington Avenue, New York, NY 10017-3954
- Items of Business:**
- Election to our Board of Directors of 3 director nominees named in the attached Proxy Statement.

 - An advisory vote to approve executive compensation (say on pay).

 - Approve amendments to the Certificate of Incorporation to declassify the Board of Directors beginning at the Company's annual meeting of stockholders in 2016.

 - Ratification of the appointment of KPMG LLP as our independent registered public accounting firm for the 2015 fiscal year

 - Transaction of such other business as may properly come before our 2015 Annual Meeting of Stockholders.
- Record Date:** The record date for the determination of the stockholders entitled to vote at our Annual Meeting, or any adjournments or postponements thereof, was the close of business on March 31, 2015.
- How you can Vote:**
- VIA THE INTERNET Visit the website listed on your Proxy Card.

 - BY TELEPHONE Call the telephone number listed on your Proxy Card.

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BY MAIL Sign, date and return your Proxy Card in the enclosed envelope.

IN PERSON By attending the meeting.

A stockholder list will be available at our principal executive offices located at 233 South Wacker Drive, Suite 4900, Chicago, Illinois 60606-6303, beginning May 8, 2015 during normal business hours, for examination by any stockholder registered on our stock ledger as of March 31, 2015, for any purpose germane to the Annual Meeting.

If you plan to attend the Annual Meeting, please bring proof of your ownership of Heidrick & Struggles common stock as of March 31, 2015 and valid picture identification.

Enclosed please find our Proxy Statement, Proxy Card and a copy of our Annual Report on Form 10-K for the fiscal year ended December 31, 2014.

Sincerely,

Stephen W. Beard

Secretary

YOUR VOTE IS IMPORTANT. Whether or not you attend the meeting, we encourage you to consider the matters presented in the Proxy Statement and vote as soon as possible through any of the methods referenced above.

Table of Contents

TABLE OF CONTENTS

<u>About the Annual Meeting and Voting</u>	1
<u>Item 1 Election of Directors</u>	5
<u>Nominees for Election as Class III Directors</u>	8
<u>Class II Directors</u>	9
<u>Class I Directors</u>	10
<u>Corporate Governance</u>	11
<u>Director Compensation</u>	16
<u>Voting Securities of Certain Beneficial Owners and Management</u>	18
<u>Compensation Discussion and Analysis</u>	20
<u>Summary Compensation Table</u>	39
<u>2014 Grant of Plan-Based Awards Table</u>	40
<u>2014 Outstanding Equity Awards at Fiscal Year-End Table</u>	41
<u>2014 Option Exercises and Stock Vested Table</u>	42
<u>Pension Benefits</u>	42
<u>Nonqualified Deferred Compensation</u>	42
<u>Potential Payments Upon Termination or a Change in Control</u>	43
<u>Human Resources and Compensation Committee Report</u>	49
<u>Item 2 Advisory Vote to Approve Executive Compensation</u>	50
<u>Item 3 Approval of Amendments to Our Certificate of Incorporation to Declassify the Board of Directors</u>	51
<u>Report of the Audit and Finance Committee of the Board of Directors</u>	52
<u>Audit Fees</u>	53
<u>Item 4 Ratification of Appointment of Independent Registered Public Accounting Firm</u>	54
<u>Certain Relationships and Related Party Transactions</u>	55
<u>Section 16(a) Beneficial Ownership Reporting Compliance</u>	55
<u>Stockholder Proposals for Next Year's Annual Meeting</u>	56
<u>Other Matters</u>	56
<u>Annex A Non-GAAP Reconciliation</u>	A-1
<u>Annex B Amendments to Certificate of Incorporation Article Seventh</u>	B-1

Table of Contents

ABOUT THE ANNUAL MEETING AND VOTING

This Proxy Statement contains information about the matters to be voted on at our 2015 Annual Meeting of Stockholders (Annual Meeting) as well as other information about Heidrick & Struggles International, Inc. (Heidrick, or our Company) and our corporate governance. Enclosed with this Proxy Statement you also will find a:

proxy card (Proxy Card) explaining how you can cast your vote with regard to each matter to be voted on at our Annual Meeting; and

Annual Report on Form 10-K for the fiscal year ended December 31, 2014 (2014 Annual Report) containing important information regarding our Company's recent performance.

We encourage you to carefully read this Proxy Statement in its entirety before voting. The approximate date on which this Proxy Statement and accompanying materials are first being sent to holders of our common stock (Common Stock) is April 22, 2015.

Time, Date and Place of Annual Meeting

The meeting will be held on May 21, 2015 at 9:00 a.m. Eastern Daylight Time at the Law Offices of Simpson Thacher & Bartlett LLP located at 425 Lexington Avenue, New York, NY 10017-3954. Only common stockholders and their duly appointed legal proxies who present the required identification and proof of stock ownership as of the record date will be admitted to the meeting. If you need directions to the Annual Meeting, please contact Heidrick's Investor Relations Officer at 1-312-496-1200.

This Proxy Statement

Heidrick's Board of Directors (Board) is furnishing you with this Proxy Statement in order to solicit your proxy for the Annual Meeting and at any adjournment thereof. A proxy is your direction to another person to vote your shares. When you sign the enclosed Proxy Card, you will appoint certain members of our management to vote your shares at the Annual Meeting in the manner you instruct. Even if you plan to attend the Annual Meeting, you should complete, sign and return your Proxy Card in advance.

The Company has retained Alliance Advisors, L.L.C. (Alliance) to aid in the solicitation of proxies. We will pay Alliance \$9,000 as compensation for its services and will reimburse it for its reasonable out-of-pocket expenses. If the Company requests banks, brokers or other stockholder nominees to solicit proxies from beneficial owners of shares held in street name (as described below), the Company will reimburse them for their reasonable out-of-pocket expenses. We may also use our officers and other employees to solicit proxies from stockholders and will pay all costs associated with the solicitation.

Matters to Be Voted on at the Annual Meeting

The following are the matters to be voted on at our Annual Meeting, along with the voting recommendation of our Board and the page in this Proxy Statement where you can find additional information regarding the matter.

Matters Requiring Stockholder Action	Board Voting Recommendation	For More Details see Page
Election of Directors (Item 1 on the Proxy Card)	For Each Nominee	5
Advisory Vote to Approve Executive Compensation (Item 2 on the Proxy Card)	For	50
Approve Amendments to the Certificate of Incorporation to Declassify the Board of Directors Beginning at the Company's Annual Meeting of Stockholders in 2016 (Item 3 on the Proxy Card)	For	51
Ratification of Independent Auditors (Item 4 on the Proxy Card)	For	54

Table of Contents

If you return and complete your proxy by indicating how you would like your shares to be voted at the Annual Meeting, your shares will be voted in accordance with your instructions. If you return your proxy but do not indicate how you would like your shares voted, they will be voted in accordance with the Board's recommendations above. Stephen Beard, Executive Vice President, Chief Administrative Officer, General Counsel and Secretary and Cynthia Lance, Senior Vice President, Deputy General Counsel and Assistant Secretary will be attorneys-in-fact for all returned proxies.

Voting on Annual Meeting Matters

You are entitled to vote or direct the voting of your shares at the Annual Meeting if you were a stockholder of record at the close of business on March 31, 2015, the record date (Record Date) for the Annual Meeting. On that date, there were approximately 18,319,620 shares of Heidrick Common Stock outstanding, each of which is entitled to one vote for each matter to be voted on at the Annual Meeting, held by approximately 150,400 stockholders of record.

If you are a *stockholder of record* you may cast your vote in one of the following ways:

Via the Internet Visit the website listed on your Proxy Card.

By Telephone Call the telephone number listed on your Proxy Card.

By Mail Sign, date and return your Proxy Card in the enclosed envelope.

In Person By attending the meeting.

If you attend the Annual Meeting, you may vote in person even if you have previously completed your proxy by mail, telephone or via the Internet. A list of the shareholders of record as of March 31, 2015 will be available for inspection during ordinary business hours at our headquarters at 233 South Wacker Drive, Suite 4900, Chicago, Illinois 60606-6303, from May 8, 2015 to May 20, 2015, as well as at our Annual Meeting.

Stockholders of Record and Beneficial Owners of Shares held by Brokers in Street Name

If you hold Common Stock that is registered in your name through our transfer agent (Computershare Trust Company NA) as of the Record Date, you are a stockholder of record. However, if you hold shares of our Common Stock indirectly through a broker, bank or similar institution, you are *not a stockholder of record*. Rather, you are a stockholder whose shares are held in street name. Your broker, bank, or other nominee is considered the stockholder of record, and you are considered the beneficial owner of the shares.

We sent copies of our proxy materials directly to all stockholders of record. If you are a beneficial owner whose shares are held in street name, these materials were sent to you by the bank, broker or similar institution through which you hold your shares. As the beneficial owner, you can direct your institution as to how you would like your shares voted at the Annual Meeting, and it is obligated to provide you with voting instruction.

Voting of Shares held in Street Name

If you are a beneficial owner of shares held in street name, you must give the institution that holds your shares instructions on how you would like your shares voted. If that organization does not receive voting instructions from you, how your shares will be voted (if at all) will depend on the type of proposal. Institutions are not authorized to vote your street name shares for Items 1, 2 or 3 (uncontested elections of directors, advisory vote to approve executive compensation and amendments to Certificate of Incorporation) without instructions from you. Institutions may vote your street name shares for Item 4 (ratification of independent auditors) at their discretion even if you do not provide voting instructions.

Table of Contents

If you do not provide specific instructions to your institution as to how to vote your street name shares for Items 1, 2 and 3, your institution will not be able to vote those shares and a broker non-vote will occur.

Matters Requiring Stockholder Action	Brokers may vote shares without instructions from beneficial owner	Effect of broker non-votes	Effect of abstentions
Election of Directors (Item 1 on the Proxy Card)	No	Will not affect the outcome of the election of directors.	Will not affect the outcome of the election of directors.
Advisory Vote to Approve Executive Compensation (Item 2 on the Proxy Card)	No	Will not affect the outcome of the vote on this matter.	Will have the same effect as a vote against the matter.
Approve Amendments to the Certificate of Incorporation to Declassify the Board Beginning in 2016 (Item 3 on the Proxy Card)	No	Will have the same effect as a vote against this matter.	Will have the same effect as a vote against the matter.
Ratification of Independent Auditors (Item 4 on the Proxy Card)	Yes	N/A	Will have the same effect as a vote against the matter.

Required Vote for Annual Meeting Matters

A quorum is required to transact business at the Annual Meeting. The holders of a majority of the outstanding shares of Common Stock on the Record Date, present in person or represented by proxy and entitled to vote, will constitute a quorum for the transaction of business at the Annual Meeting. Abstentions and broker non-votes are treated as present for quorum purposes. The following table summarizes the votes required for passage of each matter requiring stockholder action at the Annual Meeting.

Matters Requiring Stockholder Action	Vote Required
Election of Directors (Item 1 on the Proxy Card)	You may vote FOR or AGAINST any or all director nominees or you may ABSTAIN as to one (or more) director nominee. A plurality vote of all votes cast is required for the election of directors. Therefore, the three nominees for director who receive the most votes will be elected.
Advisory Vote to Approve Executive Compensation (Item 2 on the Proxy Card)	Any nominee who receives a greater number of votes withheld from his or her election than votes for the nominee's election will tender his or her resignation to the Board for consideration, and our Nominating and Corporate Governance Committee will make a recommendation to the Board whether to accept or reject the resignation. The Board will consider the recommendation and publicly disclose its decision and the rationale behind it promptly.
Approve Amendments to the Certificate of Incorporation to declassify the Board in 2016 (Item 3 on the Proxy Card)	You may vote FOR or AGAINST this Item or you may ABSTAIN. A majority of the shares of Common Stock present in person or represented by proxy and entitled to vote must be voted FOR the Item in order for it to pass.
	You may vote FOR or AGAINST this Item or you may ABSTAIN. Seventy-five percent of the shares of Common Stock outstanding must be voted FOR the Item in order for it to pass.

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Ratification of Independent Auditors
(Item 4 on the Proxy Card)

You may vote FOR or AGAINST this Item or you may ABSTAIN. A majority of the shares of Common Stock present in person or represented by proxy and entitled to vote on the matter must be voted FOR the Item in order for it to pass.

Table of Contents

Representatives of Broadridge Financial Solutions, Inc. will tabulate the votes cast at our Annual Meeting, and will act as the independent inspector of election for the Annual Meeting. We expect to announce the preliminary voting results at our Annual Meeting. The final voting results will be reported in a Current Report on Form 8-K that will be posted on our website.

Revoking a Proxy

You can revoke your proxy at any time before it is voted at our Annual Meeting, subject to the voting deadlines that are described on the Proxy Card or voting instruction form, as applicable. You can revoke your vote:

By voting again by Internet or by telephone (only your last Internet or telephone proxy submitted prior to the meeting will be counted);

By signing and returning a new Proxy Card with a later date;

By obtaining a legal proxy from your account representative at the bank, brokerage firm, broker-dealer or other similar organization through which you hold shares; or

By attending our Annual Meeting and voting in person.

You may also revoke your proxy by giving written notice of revocation to our General Counsel and Secretary, Stephen W. Beard, at Heidrick & Struggles, International, Inc., 233 South Wacker Drive, Suite 4900, Chicago, Illinois 60606-6303, if received no later than 5:00 p.m., Eastern Time, on May 20, 2015.

If your shares are held in street name, we also recommend that you contact your broker, bank or other nominee for instructions on how to change or revoke your vote.

Our Stock and Stockholders

The Company's Amended and Restated Certificate of Incorporation provides for its authorized capital stock to consist of 100,000,000 shares of Common Stock, \$.01 par value per share, of which 18,319,620 shares were issued and outstanding on March 31, 2015, and 10,000,000 shares of preferred stock, \$.01 par value per share, none of which have been issued. The Company's Common Stock is listed on the Nasdaq Stock Market under the symbol HSII. Each stockholder is entitled to one vote per share on all matters to be voted upon by the stockholders. Holders of Common Stock do not have cumulative voting rights. Holders of Common Stock are entitled to receive dividends if and when dividends are declared by the Board and out of funds legally available, after the required dividends are paid on outstanding preferred stock, if any.

On September 19, 2007, the Board approved the initiation of a quarterly cash dividend in the amount of \$0.13 per share and the dividend has been reauthorized by the Board for each succeeding fiscal quarter up to the present. In the event of the Company's liquidation, dissolution or winding up, the holders of Common Stock are entitled to share ratably in all assets remaining after payment of liabilities, accrued but unpaid dividends and liquidation preferences on any outstanding preferred stock. The shares of Common Stock have no preemptive or conversion rights and are not subject to the Company's further calls or assessment. There are no redemption or sinking fund provisions applicable to the Common Stock.

Corporate Governance Information

A copy of our 2014 Annual Report accompanies this Proxy Statement. You may obtain, free of charge, an additional copy of our 2014 Annual Report or our Corporate Governance Guidelines, Code of Business Conduct and Ethics (Code), Director Independence Standards and the charters for our Audit and Finance, Human Resources and Compensation, and Nominating and Board Governance Committees by writing to: Heidrick & Struggles International, Inc., 233 South Wacker Drive, Suite 4900, Chicago, Illinois, 60606-6303, Attn: Investor Relations Officer, telephone: 1-312-496-1200 or e-mail: InvestorRelations@heidrick.com. These documents are also available on our website at: <http://www.heidrick.com/Who-We-Are/Our-Leadership>

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to Be Held on May 21, 2015

The Proxy Statement and the Company's Annual Report are available at: <http://www.heidrick.com/proxy>

Table of Contents

ITEM 1 ELECTION OF DIRECTORS

Our Board currently consists of nine directors, including our current President and Chief Executive Officer and eight independent directors. At present, our Board is divided into three classes that serve staggered three-year terms, and historically each year only one class of directors stood for election at our Annual Meeting.

Although our Board believes that experience, stability and continuity among Board members are important factors in effective corporate governance, it also is aware of the increasing demand in the stockholder community for annual elections of directors as a means to promote Board accountability. Accordingly, our Board is recommending that the Company's stockholders adopt amendments to the Company's Certificate of Incorporation to declassify the Board effective at the Company's 2016 annual meeting of stockholders. To learn more about this proposal please see, *Item 3 Amendment to Certificate of Incorporation* on page 51.

Nominees

This year, upon the recommendation of our Nominating and Board Governance Committee, our Board nominated Robert S. Kaplan, Gary E. Knell and Jill Kanin-Lovers to stand for election as Class III directors, each of whom is currently a director of Heidrick. If elected, each nominee will hold office for a three-year term ending in 2018 and until his or her successor has been elected and qualified, or until his or her earlier resignation or removal. However, in order to effect the declassifying of our Board contemplated by the proposal in Item 3, these Class III nominees (together with the incumbent Class I directors) will tender their resignations immediately prior to this Annual Meeting, with such resignations to take effective immediately prior to the 2016 annual meeting of stockholders, subject to the condition that the proposal to declassify our Board passes at this Annual Meeting. In that case, these Class III nominees will serve only a one-year term, and all directors will begin standing for annual election beginning at our 2016 annual meeting of stockholders.

Messrs. Kaplan and Knell and Ms. Kanin-Lovers have each informed us that they are willing to serve as a director. If any nominee ceases to be a candidate for election for any reason, the Proxy will be voted for a substitute nominee designated by the Company's Board. The Board currently has no reason to believe that any nominee will not remain a candidate for election as a director or will be unwilling to serve as a director if elected.

Nomination Process

In evaluating, identifying and recommending nominees for the Board, our Nominating and Board Governance Committee considers, among other qualifications that it deems appropriate, the following:

The potential candidate's principal employment, occupation or association involving an active leadership role.

The potential candidate's expertise or experience relevant to the Company's business that would not be otherwise readily available to the Board.

The potential candidate's ability to bring diversity to the Board, including whether the potential candidate brings complementary skills and viewpoints.

The potential candidate's time commitments, particularly the number of other boards on which the potential candidate may serve.

The potential candidate's independence and absence of conflicts of interest as determined by our Director Independence Standards, the Nasdaq rules and other applicable laws, regulations and rules.

The potential candidate's financial literacy and expertise.

The potential candidate's personal qualities including strength of character, maturity of thought process and judgment, values and ability to work collegially.

Table of Contents

We do not set specific, minimum qualifications that nominees must meet in order to be recommended to the Board. Each nominee is evaluated based on his or her individual merits, taking into account the needs of the Company and the composition of the Board.

The Nominating and Board Governance Committee discusses and evaluates possible candidates in detail and the Company's consultants are sometimes employed to help identify potential candidates. When determining whether to recommend a director for re-election, the Nominating and Corporate Governance Committee considers the director's past participation in and contributions to Board activities. Mr. Kaplan was recommended to our Nominating and Corporate Governance Committee for consideration as a potential director by our *Board and Chief Executive Officer* executive search consulting practice which was retained by our Board to assist the Nominating and Board Governance Committee in the recruitment of additional directors to our Board. Our *Board and Chief Executive Officer* practice specializes in the placement of board members and chief executive officers for our clients globally.

Board Diversity

Our Board believes that diversity is an important attribute of a well-functioning board. The Nominating and Board Governance Committee considers diversity (among other factors it deems appropriate) in light of the overall needs and composition of the Board and the best interests of the Company and its stockholders. In considering nominee diversity, the Board evaluates skills, experience, and background that would complement the existing Board.

Over time, the Board has nominated and currently consists of directors that generally reflect the diverse and expansive global footprint of the Company's business operations, including a wide range of experiences, as well as diversity of age, gender, race and national origin. Diversity is an important factor that the Nominating and Board Governance Committee will continue to consider when evaluating candidates for nomination to the full Board.

Stockholder Recommendations for Nominations

Stockholders who wish to recommend individuals for consideration by the Nominating and Board Governance Committee to be nominees for election to the Board may do so by notifying the Company's Secretary. In addition, the Company's Amended and Restated Bylaws permit stockholders to nominate directors for an annual stockholder meeting, provided that the appropriate requirements for prior notice to the Company have been satisfied in advance, as described further under *Stockholder Proposals for Next Year's Annual Meeting*.

Director Independence

Our Board determines the independence of all non-employee directors in accordance with the independence requirements of our Corporate Governance Guidelines and the Nasdaq Stock Market listing standards (Nasdaq Rules). Accordingly, each year the Board affirmatively determines whether each non-employee director has a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. Annually, each non-employee director is required to complete a questionnaire that provides information about relationships that might affect the determination of independence. Management then provides the Board with relevant facts and circumstances of any relationship bearing on the independence of a director or nominee that are outside the relationships prohibited by Nasdaq Rules.

Based on the review and recommendation by the Nominating and Board Governance Committee, the Board analyzed the independence of each of the Company's nominees and other current directors, and determined that the following directors meet the standards of independence under our Corporate Governance Guidelines and Nasdaq Rules: Richard I. Beattie, John A. Fazio, Mark Foster, Robert S. Kaplan, Jill Kanin-Lovers, Gary E. Knell, Robert E. Knowling Jr. and V. Paul Unruh. Our Board also determined that Tracy R. Wolstencroft, the

Table of Contents

Company's current President and Chief Executive Officer is not independent under the standards of our Corporate Governance Guidelines and Nasdaq Rules. In addition, our Board determined that:

Each member of the Audit and Finance Committee is able to read and understand fundamental financial statements (as required under Nasdaq Rules),

John A. Fazio and V. Paul Unruh each qualify as an audit committee financial expert within the meaning of the rules and regulations of the SEC (SEC Rules).

Each member of the Human Resources and Compensation Committee is a non-employee director within the meaning of SEC Rule 16b-3, and an outside director within the meaning of Section 162(m) of the Internal Revenue Code.

As highly accomplished individuals in their respective industries, fields and communities, our directors are affiliated with numerous corporations, educational institutions, and charities, as well as civic organizations and professional associations, many of which have business, charitable or other relationships with each other or our Company. The Board considered each of these relationships in light of our independence standards and determined that none of these relationships conflict with the interests of the Company, or would impair any director's independence or judgment.

In making this determination the Board considered material relationships among the directors and the Company, including the circumstances resulting from the concurrent service to the National Geographic Society (Society) of the Company's President and Chief Executive Officer, Tracy R. Wolstencroft, and Gary E. Knell, Chair of the Board's Nominating and Board Governance Committee. Mr. Knell serves on the board of trustees of the Society, and he became president and CEO of the Society on January 6, 2014. Mr. Wolstencroft also serves on the board of trustees of the Society, but does not serve, and has not served, on the compensation committee of the Society. The Board determined that these circumstances do not present either a conflict of interest or a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director on the part of either Mr. Wolstencroft or Mr. Knell.

Board Recommendation

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE *FOR* THE ELECTION OF ROBERT S. KAPLAN, GARY E. KNELL AND JILL KANIN-LOVERS TO THE BOARD OF DIRECTORS.

The tables that follow contain certain information about each member of the Board, along with his or her principal occupation for at least the previous five years and other professional experience and achievements. Each director has been identified as possessing the requisite skills, experience and attributes that qualify him or her to serve as a member of the Company's Board. There are no family relations among any directors, executive officers, or persons nominated to become a director.

Table of Contents**NOMINEES FOR ELECTION AS CLASS III DIRECTORS****(Directors with Terms Expiring in 2018)**

Name	Age	Principal Occupation and Employment History	Director Since
Robert S. Kaplan Nominating and Board Governance Committee, Member. Human Resources and Compensation Committee, Member	56	Mr. Kaplan is the Senior Associate Dean and Martin Marshall Professor of Management Practice in Business Administration at Harvard Business School. Prior to joining Harvard Business School in September 2005, Kaplan spent nearly twenty-three years at The Goldman Sachs Group, Inc., including serving as Vice Chairman with oversight responsibility for the Investment Banking and Investment Management divisions. He remains a Senior Director of the firm. Mr. Kaplan also serves as a member of the board of directors of State Street Corporation. Through his extensive experience as a senior executive and financial background Mr. Kaplan is able to provide important counsel and advise to our management team on a variety of subjects including corporate and business strategy, client consulting, human capital training and development, leadership and executive compensation.	01/2015
Gary E. Knell Nominating and Board Governance Committee, Chair	61	Mr. Knell has served as the President and Chief Executive Officer of the National Geographic Society since January 6, 2014. He also serves as a member of the Society's board of trustees, is the Chair of the board of governors of the National Geographic Education Foundation, and is a board member of National Geographic Channels, a joint venture with 21 st Century Fox. Prior to joining the Society as President and CEO, Mr. Knell served as President and Chief Executive Officer of National Public Radio, Inc. from December 2011 to October 2013. Mr. Knell served in various leadership capacities within media companies, including serving as the President and Chief Executive Officer of Sesame Workshop (formerly known as Children's Television Workshop) from 2000 to November 2011, Chief Operations Officer of Children's Television Workshop from 1998 to 2000, President and Managing Director of Manager Media International from 1996 to 1997 and Executive Vice President for Corporate Affairs at Children's Television Workshop from 1989 to 1996. From 1982 to 1989, Mr. Knell headed Governmental, Business and Legal Affairs and served as Board Secretary for WNET/THIRTEEN. From 1978 to 1981, he was Counsel to the United States Senate Judiciary Subcommittee on Administrative Practice and Procedure and the Governmental Affairs Subcommittee on Intergovernmental Relations. From 1976 to 1977, he was the legal assistant to the Governor of California. Mr. Knell also serves on the board of directors of Common Sense Media. Mr. Knell brings to our Board a wide range of experience in senior leadership positions in both the public and private sectors, including over 30 years of senior operations and executive management experience with Sesame Workshop and other media companies. In addition to his broad business skills and experience, executive leadership and global expertise and knowledge of complex legal matters, Mr. Knell also has significant experience in governmental affairs.	09/2007
Jill Kanin-Lovers Human Resources and Compensation Committee, Chair Audit and Finance Committee, Member	63	Ms. Kanin-Lovers is the former Senior Vice President for Human Resources and Workplace Management of Avon Products, Inc., a global cosmetics company, where she held that position from 1998 to 2004. Previously, Ms. Kanin-Lovers held executive-level positions in human resources at International Business Machines Corporation, a global technology company, from 1995 to 1998 and American Express Company, a diversified global travel and financial services company from 1992 to 1995. Prior to that, Ms. Kanin-Lovers worked at Towers Perrin for 17 years, leaving that company in 1992 as a Vice President and Principal. Ms. Kanin-Lovers was formerly a director of Dot Foods, Inc., AlphaPharma, Inc., BearingPoint, Inc., which filed for reorganization under Chapter 11 on February 18, 2009, and First Advantage Corporation. Our Board benefits from Ms. Kanin-Lovers' extensive senior management and board experience, as well as her subject matter expertise, particularly within the areas of human resources, workplace management, and executive compensation. Her experience positions her to advise management on a wide range of strategic, financial and governance matters.	06/2004

Table of Contents**CLASS II DIRECTORS****(Directors with Terms Expiring in 2016)**

Name	Age	Principal Occupation and Employment History	Director Since
Richard I. Beattie Chairman of the Board of Directors Nominating and Board Governance Committee, Member	76	Mr. Beattie has served as Senior Chairman of Simpson Thacher & Bartlett LLP, an international law firm, since January 1, 2013. From 2004 until December 31, 2012, Mr. Beattie was Chairman of Simpson Thacher & Bartlett, and from 1991 until 2004, he was Chairman of the Executive Committee of Simpson Thacher & Bartlett. Mr. Beattie has practiced law at the firm since 1968. Mr. Beattie serves on the board of directors of Harley-Davidson, Inc. and Evercore Partners, Inc. Mr. Beattie's extensive experience in public company board counseling and as an accomplished M&A and crisis management attorney, including serving as the chair of a large international law firm, has provided him with broad management expertise, extensive experience in the career development and retention of professional service employees and a deep understanding of corporate governance, regulatory, financial and legal matters.	03/2002
John A. Fazio Audit and Finance Committee, Chair Audit Committee Financial Expert	71	Mr. Fazio is a former Senior General Practice Partner of PricewaterhouseCoopers, a global accounting and professional services company. Mr. Fazio retired from PricewaterhouseCoopers in 2000 following 35 years of service. A Certified Public Accountant and Certified Management Accountant, Mr. Fazio held a variety of senior positions in accounting, auditing, consulting, and administration at PricewaterhouseCoopers. Mr. Fazio serves on the board of directors of Sequenom, Inc. and has also served on the boards of ImClone Systems, Inc. and Dendrite International, Inc. The Board greatly values Mr. Fazio's extensive financial and Big Four accounting expertise. This experience has led our Board to conclude that he is an audit committee financial expert as the SEC defines that term. Mr. Fazio's accounting and financial skills are critical to the oversight of our financial reporting, enterprise and operational risk management.	09/2003
Mark Foster Human Resources and Compensation Committee, Member	55	Mr. Foster served as Group Chief Executive Management Consulting of Accenture plc (Accenture), a global management consulting, technology services and outsourcing company, from September 2006 until his retirement from Accenture in March 2011. In addition, Mr. Foster was the head of Accenture's Global Markets area from September 2009 until March 2011. Prior to that, Mr. Foster served as Accenture's Group Chief Executive Products Operating Group from March 2002 to September 2006. Prior to that, Mr. Foster worked in a variety of positions of increasing responsibility in his 26-year career at Accenture. Mr. Foster served as a non-executive director of Fidessa PLC, a FTSE 250 software company headquartered in the United Kingdom from 2012 to 2014. He currently serves as a Commissioner on the UK government's Independent Commission for Aid Impact. Our Board greatly benefits from Mr. Foster's experience as a leader in a client-facing professional services firm. Mr. Foster's experience gives him a deep understanding of our industry, including the issues that we face on a day-to-day basis and the clients that we serve. In addition, Mr. Foster has broad international experience and a proven ability to develop and implement corporate strategy at a global services firm.	05/2011

Table of Contents**CLASS I DIRECTORS****(Directors with Terms Expiring in 2017)**

Name	Age	Principal Occupation and Employment History	Director Since
Tracy R. Wolstencroft	56	Mr. Wolstencroft has been our President and Chief Executive Officer since February 3, 2014, and a director since February 6, 2014. From 1994 until 2010, Mr. Wolstencroft served as a partner for Goldman Sachs & Co. (Goldman), concluding a twenty-five year career with the firm. During his service at Goldman, Mr. Wolstencroft served on the Firmwide Partnership Committee, the Investment Banking Operating Committee, and the Asia Management Committee. During his career, he led a wide range of businesses in the United States and abroad, including Investment Banking Services, Environmental Markets, Latin America, Public Sector and Infrastructure Banking, and Fixed Income Capital Markets. While living in Asia from 1998 to 2002, Mr. Wolstencroft was president of GS Singapore, co-head of investment banking in Japan, head of Asia financial institutions and a leader of Goldman s strategy in China. He currently serves as a member of the board of trustees of the Brookings Institution, the National Geographic Society and the International Rescue Committee. Through his day-to-day management of the Company as President and Chief Executive Officer, Mr. Wolstencroft enhances the Board s understanding of important business developments and management s implementation of the Company s strategy and day-to-day operations.	02/2014
Robert E. Knowling, Jr. Audit and Finance Committee, Member Nominating and Board Governance Committee, Member	59	Mr. Knowling is the Chairman of Eagles Landing Partners, a strategic management consulting company. Previously, Mr. Knowling served as Chief Executive Officer of Telwares Communications, LLC (formerly Vercuity Solutions, Inc.), a supplier of telecom expense management services, from April 2005 to May 2009. From January 2002 to April 2005, Mr. Knowling was Chief Executive Officer of the New York City Leadership Academy at the New York City Board of Education. From February 2001 to January 2003, Mr. Knowling was Chairman and Chief Executive Officer of Simdesk Technologies, Inc., a software development company. From July 1998 to November 2000, Mr. Knowling was Chairman, President and Chief Executive Officer of Covad Communications, a broadband service provider. Mr. Knowling also serves on the boards of directors of Roper Industries, Inc. and The Bartech Group and has served as a member of the boards of Immune Response Corporation, Aprimo, Inc., Hewlett-Packard and Ariba, Inc. Mr. Knowling is our longest-serving director and he brings to the Board a broad array of institutional knowledge and historical perspective on our business. Having served in senior corporate management roles since 1996, including as a Chief Executive Officer since 1998, Mr. Knowling is able to deliver important insights to our management team and other directors on subjects ranging from business management and corporate strategy, executive compensation and corporate governance to procurement and technology matters.	09/2000
V. Paul Unruh Audit and Finance Committee, Member Human Resources and Compensation Committee, Member Audit Committee Financial Expert	66	Mr. Unruh is the former Vice Chairman of Bechtel Group, Inc., a global engineering and construction services company. Mr. Unruh retired from Bechtel in 2003 after more than twenty-five years of service to the company. Mr. Unruh held numerous leadership positions at Bechtel, including President of Bechtel Enterprises from 1997 to 2001, Chief Financial Officer from 1992 to 1996, Controller from 1987 to 1991, Treasurer from 1983 to 1986 and Manager of Financial Systems Development from 1978 to 1982. He is a Certified Public Accountant and serves on the boards of directors of Symantec Corporation and Aconex, an Australian public company. Mr. Unruh is also a former director of URS Corporation and Move, Inc. Mr. Unruh s experience as Chief Financial Officer of one of the world s 10 largest private companies and in other senior finance roles has provided him with broad and valuable experience in corporate strategy, accounting, financial reporting, and financial systems. This experience has led our Board to conclude that he is an audit committee financial expert as the SEC defines that term. In addition, as the former President of Bechtel Enterprises, he brings broad executive management expertise to our Board.	07/2004

Table of Contents

CORPORATE GOVERNANCE

Our governance structure and processes are based on a number of important governance documents including our Code, Certificate of Incorporation, Bylaws, Corporate Governance Guidelines and our Board Committee Charters. Our governance documents are designed to ensure that our Board has practices in place to review and evaluate our business operations and to make decisions that are independent of management. Our corporate governance documents are reviewed periodically and updated as necessary to reflect changes in regulatory requirements and evolving corporate governance practices.

Our Board is committed to maintaining strong corporate governance principles and practices. The following is a summary of our corporate governance structure and documents. If you would like copies of our governance documents, or additional information about our corporate governance practices, please visit our website at: <http://www.heidrick.com/Who-We-Are/Our-Leadership>

Corporate Governance Guidelines

The Board has adopted Corporate Governance Guidelines to help it fulfill its responsibilities to the stockholders in overseeing the work of management and the Company's business results. Among other things, the Corporate Governance Guidelines establish the practices the Board follows with respect to Board composition, practices and selection, as well as Board meetings, conflicts of interest and the criteria for considering director nominees. In addition, the Corporate Governance Guidelines are intended to align the interests of directors and management with those of the Company's stockholders.

Code of Business Conduct

The Board has adopted a Code of Business Conduct & Ethics (Code) that applies to all of the Company's employees, officers and directors, as well as independent contractors working on behalf of the Company. Our Code meets the requirements of a code of ethics as defined by Item 406 of Regulation S-K, and also meets the requirements of a code of business conduct and ethics under Nasdaq Rules. All employees generally are required to certify that they have reviewed and are familiar with the Code annually.

Ethics Line

The Board also has established the Heidrick & Struggles EthicsLine (EthicsLine), a service that provides a mechanism for reporting to the Company alleged breaches of any legal or regulatory obligations, financial fraud, including accounting, internal controls and auditing, or any alleged violation of the Code or corporate policies. The EthicsLine is a telephonic reporting hotline (toll free in the U.S.) available to all Company employees, contractors, vendors, stockholders, clients or other interested parties. The EthicsLine is administered by a third party that is separate and independent of Heidrick & Struggles and specializes in running whistleblower hotline programs for companies throughout the U.S. Calls are not recorded and callers may remain anonymous. The EthicsLine is operational 24 hours a day, seven days a week and may be reached at **1-800-735-0589** or, if calling from outside the United States, at **1-704-731-7242**.

Board Leadership and Structure

The Board does not have a fixed policy regarding the separation of the offices of Chairman of the Board (Chairman) and Chief Executive Officer and believes that it should maintain the flexibility to select the Chairman and its Board leadership structure, from time to time, based on the criteria that it deems to be in the best interests of the Company and its stockholders.

At this time, the position of Chairman is held by Richard I. Beattie and the position of President and Chief Executive Officer is held by Tracy R. Wolstencroft. The Board has determined that, under current circumstances,

Table of Contents

the separation of the offices of Chairman and Chief Executive Officer will enhance oversight of management and Board function. This separation is designed to allow Mr. Wolstencroft the ability to focus on his responsibilities of running the Company, enhancing shareholder value and expanding and strengthening the Company's business. Concurrently, Mr. Beattie, as Chairman can focus on leadership for the Board as it provides advice to and independent oversight of management. The Chairman also is responsible for setting the agendas and presiding over meetings of the Board (including executive sessions of the independent directors) and providing feedback and counsel to the Chief Executive Officer. The Board currently believes that this leadership structure is in the best interests of the Company's stockholders at this time.

Risk Oversight

Risk is inherent with every business and management is responsible for the day-to-day management of the risks the Company faces, while the Board, as a whole and through its committees, has responsibility for the oversight of risk management. In its risk oversight role, the Board has the responsibility to satisfy itself that the risk management processes and policies designed and implemented by management are adequate and functioning as designed. The Board performs its risk oversight function primarily through its committees as well as reports directly from management.

Enterprise Risk. Our management has implemented an Enterprise Risk Management assessment process to identify, assess, prioritize and manage a broad set of risks across our business and operations. The assessment process includes a thorough survey of senior leaders and a select group of directors to identify the material risks to the Company. Specific emphasis is placed on identifying those risks that could have the highest impact to our Company and operations, and the highest likelihood of occurrence for those risks. Our survey process also takes into account input from our internal audit function that reports regularly to our Audit and Finance Committee. Our Audit and Finance Committee and Board each received an annual report containing an overview of top risks identified by the survey, along with plans for managing and, where appropriate, mitigating them. The material elements of oversight of the risks identified by the survey are delegated to the committees of the Board, and all risks are reviewed within those committees and discussed with the entire Board in the ordinary course.

Compensation Risk. The Company periodically completes an inventory of its executive and non-executive compensation programs globally, with particular emphasis on incentive compensation plans and programs. Based on this inventory, the Company evaluates the primary components of its compensation plans and practices to identify whether those components, either alone or in combination, properly balance compensation opportunities and risk. Based on the Company's periodic assessments, the Company has determined that none of its compensation policies and practices is reasonably likely to have a material adverse effect on the Company. The Company believes that the Company's overall cash versus equity pay mix, variable versus fixed pay elements, balance of shorter-term versus longer-term performance focus and revenue-focused versus profit-focused performance measures, stock ownership guidelines, and use of claw-backs work together to provide its employees and executives with incentives to deliver outstanding performance to build long-term stockholder value, while taking only necessary and prudent risks.

Board Committees

Our Board has three standing committees, our Audit and Finance Committee, Human Resources and Compensation Committee and Nominating and Board Governance Committee. Each standing committee has a written charter, and the Board has determined that each of the members of our standing committees is independent under the provisions of our Guidelines and Nasdaq Rules.

Meetings

Our Board and each standing Committee holds regularly scheduled quarterly meetings. Typically, our Audit and Finance Committee and Human Resources and Compensation Committee meetings occur the day prior to the meetings of the Nominating and Board Governance Committee and the Board. At least once a year, the Board

Table of Contents

devotes additional time to presentations and discussions with senior management about the Company's long-term strategy, which is then supplemented, updated and discussed further at the Board's quarterly meetings. In addition to the quarterly meetings, typically there are special meetings each year.

We expect our directors to attend all Board and committee meetings for those committees on which they serve. Directors are also expected to attend each annual stockholders meeting. During 2014, the Board and Nominating and Board Governance Committee each met four times, the Audit and Finance Committee met eight times and the Human Resources and Compensation Committee met six times. Generally, the independent directors met in executive session during a portion of all regularly scheduled quarterly Board meetings without management present. Each of the directors attended at least 75 percent of the meetings of the Board and the committees of which he or she was a member. All of the Company's directors who were affiliated with the Company at that time attended the 2014 Annual Meeting of Stockholders in person with the exception of Ms. Kanin-Lovers who was absent due to a family illness.

Audit and Finance Committee

The Audit and Finance Committee of the Board currently consists of four independent directors, Messrs. Fazio, Knowing and Unruh and Ms. Kanin-Lovers. Mr. Fazio is the Chair of the Audit and Finance Committee. The Board has determined that Messrs. Fazio and Unruh are audit committee financial experts as defined by SEC Rules. Among other things, the Audit and Finance Committee appoints an independent registered public accounting firm annually to audit the Company's books and records; meets with and reviews the activities and the reports of the Company's independent registered public accounting firm; and reports the results of the review to the Board. The Audit and Finance Committee also periodically reviews the adequacy of the Company's internal controls, pre-approves all services to be provided by the Company's independent registered public accounting firm, oversees management's risk policies and discusses the Company's key risk exposures with management. These and other aspects of the Audit and Finance Committee's authority are more particularly described in the Audit and Finance Committee Charter.

Nominating and Board Governance Committee

The Nominating and Board Governance Committee currently consists of four independent directors, Messrs. Beattie, Kaplan, Knell and Knowing. Mr. Knell is the Chair of the Nominating and Board Governance Committee. The Nominating and Board Governance Committee makes recommendations to the Board concerning candidates for nomination to the Board, the membership on committees of the Board, compensation of the Board and other corporate governance matters. The Nominating and Board Governance Committee also reviews and approves related party transactions. These and other aspects of the Nominating and Board Governance Committee's authority are more particularly described in the Nominating and Board Governance Committee Charter.

Human Resources and Compensation Committee

The Human Resources and Compensation Committee currently consists of four independent directors, Ms. Kanin-Lovers and Messrs. Foster, Kaplan and Unruh. Ms. Kanin-Lovers is the Chair of the Human Resources and Compensation Committee. Each member also qualifies as a non-employee director for purposes of Section 16 of the Securities Exchange Act of 1934 and an outside director for purposes of Section 162(m) of the Internal Revenue Code.

The Human Resources and Compensation Committee reviews and approves employment and compensation matters involving the Company's executive officers, as well as those of other key employees that the Human Resources and Compensation Committee deems material. Specifically, the Human Resources and Compensation Committee's responsibilities include:

Reviewing and approving the Chief Executive Officer's compensation and evaluating the Chief Executive Officer's performance against pre-established metrics;

Table of Contents

Reviewing and approving individual executive officer compensation recommendations made by the Chief Executive Officer for his direct reports;

Reviewing and approving terms of employment, severance or other compensation-related agreements to be entered into, or amended, for any executive officer or key employee;

Adopting, administering and approving equity-related incentives and awards under the Company's equity compensation plans; and

Reviewing the Company's incentive and employee benefit and retirement plans, including any equity compensation plans and recommending to the Board (and stockholders where necessary) any amendments or material changes to the plans.

The agenda for each meeting of the Human Resources and Compensation Committee is determined by its Chair with the assistance of the Company's Secretary and Chief Administrative Officer. The Chief Executive Officer regularly attends Human Resources and Compensation Committee meetings. The Human Resources and Compensation Committee also meets in executive session as appropriate. The Chair of the Human Resources and Compensation Committee reports the Committee's recommendations on executive compensation and other matters to the Board. Outside advisors and the Company's Human Resources Department support the Human Resources and Compensation Committee in its duties and the Committee may delegate authority to fulfill certain administrative duties regarding the compensation programs to members of senior management as it deems appropriate. The Human Resources and Compensation Committee has authority under its charter to retain advisors, consultants and agents as it deems necessary to assist in the fulfillment of its responsibilities.

Independent Compensation Consultant.

The Human Resources and Compensation Committee has retained Pay Governance LLC as its independent compensation consultant. Pay Governance reports directly to the Human Resources and Compensation Committee and does no other work for management. During 2014, Pay Governance representatives generally participated in all of the Human Resources and Compensation Committee's meetings and provided guidance to the Human Resources and Compensation Committee with respect to executive compensation; comparative peer group data; director compensation; annual incentive compensation; and consultant pay programs. In supporting the Human Resources and Compensation Committee, Pay Governance provides the Human Resources and Compensation Committee with an independent assessment of management's recommendations for compensation; reviews and confirms the peer group used by the Company to prepare market compensation data; and provides ad hoc support to the Human Resources and Compensation Committee, including discussing executive compensation and related corporate governance trends.

Other Corporate Governance Highlights

Our Board, together with our Nominating and Board Governance Committee, works to maintain an effective and sound governance structure that appropriately balances and aligns the interest of the Company's most important stakeholders, including our stockholders, clients and employees. As a result, in addition to the structure and operation of our Board and committees discussed in this Section, the Company maintains a variety of other corporate governance practices outlined in the following table that the Board believes promotes sound governance and the operation of the Company in an atmosphere of candor and collaboration with its stakeholders.

Table of Contents

Additional Governance Practices

<i>Independence</i>	Currently, with the exception of our Chief Executive Officer (CEO) Mr. Wolstencroft, all of our directors are independent, and all of our committees consist exclusively of independent directors.
<i>Board Leadership</i>	Currently the Board has an independent Chairman.
<i>Declassified Board</i>	Our Board is recommending that the stockholders adopt amendments to our Certificate of Incorporation to declassify the Board effective beginning at the Company's 2016 annual meeting.
<i>Board Diversity</i>	The composition of our Board represents broad perspectives, experiences, and knowledge relevant to our business while maintaining a balanced approach to social and cultural diversity.
<i>Majority Voting</i>	For an uncontested election, any nominee who receives a greater number of votes withheld from his or her election than votes for the nominee's election will tender his or her resignation to the Board for consideration, and our Nominating and Corporate Governance Committee will make a recommendation to the Board whether to accept or reject the resignation.
<i>Stock Ownership Guidelines</i>	Our directors and named executive officers are subject to stock ownership Guidelines and all directors with at least one year of service own stock in the Company.
<i>Classes of Stock</i>	Our Common stock is our only outstanding class of stock, and we do not have classes of stock with unequal voting rights or unequal ability to elect directors.
<i>Related Party Transactions</i>	Neither our Directors nor our CEO has engaged in a related party transaction with the Company.
<i>Shareholder Rights</i>	The Company does not have a poison pill, and the Company has not recently amended any governing documents in a manner that would reduce shareholder rights.

Stockholder Communications with Board

Stockholders may communicate directly with the Board. All communications should be directed to: Secretary, Heidrick & Struggles International, Inc., 233 South Wacker Drive, Suite 4900, Chicago, Illinois 60606-6303. Any such communication should prominently indicate on the outside of the envelope that it is intended for the Board or a particular director. Each communication intended for the Board or a particular director and received by the Secretary will be forwarded to the specified party following its clearance through normal security procedures.

Table of Contents

DIRECTOR COMPENSATION

We provide compensation to non-employee directors that is competitive with other similarly sized publicly traded companies in order to attract and retain qualified directors. Compensation is paid in a mix of cash and equity to ensure directors are aligned with the interests of the stockholders and our long-term strategy. Additional compensation is also provided to: (i) our Chairman of the Board; (ii) any director who serves as chair of a Board Committee; and (iii) members of our Audit and Finance Committee to reflect the additional time, risk and skill-level required to fulfill these roles. As noted below, we pay our directors annual retainer 25% in cash and 75% in equity. Prior to 2014, the retainer was paid half in cash and half in equity. For 2014, we increased the portion paid in equity in order to enhance the alignment of our directors interests with those of our stockholders.

Cash Compensation. For 2014, each director received an annual cash retainer of \$37,500 which represents 25 percent of the total fees earned by each director for serving as a member of the Board, exclusive of any committee or chair board service. All cash retainers are payable on a quarterly basis in arrears. In addition, we reimburse the directors for any out-of-pocket expenses associated with their Board service. For 2015 we increased the cash component of our director compensation by \$25,000 due to the fact that the Board's overall compensation level was below the median of peers, and the cash component was below the 25 percentile of peers.

Additional Board Service Fees. The Audit and Finance Committee Chair receives an additional cash retainer of \$30,000 and each member of the Audit and Finance Committee (including the Chair) receives an additional cash retainer of \$10,000. The Human Resources and Compensation Committee Chair receives an additional cash retainer of \$30,000. The Nominating and Board Governance Committee Chair receives an additional cash retainer of \$10,000. The Non-Executive Chair of the Board receives an additional cash retainer of \$75,000.

Equity Compensation. For 2014, each director received an annual equity retainer of \$112,500 payable in the form of restricted stock units (RSUs) awarded as of the date of our Annual Meeting of Stockholders which represents 75 percent of the total fees earned by each director for serving as a member of the Board, exclusive of any committee or chair board service. The RSUs vest and are payable on the date a director ceases to serve on the Board. See the *Voting Securities of Certain Beneficial Owners and Management Table* on page 18 for information regarding the RSUs owned by our directors. A director may elect to receive payment of the annual equity retainer in shares of Common Stock in lieu of the RSUs described above. For a director who joins the Board after our Annual Meeting of Stockholders, a pro-rata equity award may be made on the date of his or her appointment to the Board. We no longer grant awards of stock options to our directors.

Non-Employee Directors Voluntary Deferred Compensation Plan. Pursuant to our Non-Employee Directors Voluntary Deferred Compensation (VDC) Plan, directors may defer up to 100 percent of their cash compensation per year. To enroll in our VDC Plan, a director needs to complete an election form in a timely manner and choose from investment funds offered by the VDC Plan Administrator. A participant is not able to invest deferred amounts in Company stock. The Administrator calculates the earnings for the funds selected by each director. The election remains in effect for all subsequent years until a director makes a different election. The distributions are payable in a lump sum on the date a director ceases to serve on the Board.

Stock Ownership Guidelines. We have adopted stock ownership guidelines for the directors. Each director has three years to achieve and maintain a stock ownership level equal to six times the annual cash retainer (\$225,000 for 2014). Stock included for determining the satisfaction of the guidelines includes direct stock ownership and RSUs. Each of our directors either has satisfied the stock ownership guidelines or is on track to do so within the required three-year period.

Table of Contents**2014 Director Compensation Table**

The table below summarizes the compensation paid by the Company to non-employee directors for the fiscal year ended December 31, 2014. The table excludes Mr. Kaplan who was appointed to the Board as of January 1, 2015 and Mr. Wolstencroft, our President and Chief Executive Officer who does not receive additional compensation for his service as a director.

Name	Fees Earned or Paid in Cash (\$ (1))	Stock Awards (\$ (2))	Total (\$)
Richard I. Beattie	112,500(3)	112,500(9)	225,000
John A. Fazio	77,500(4)	112,500(9)	190,000
Mark Foster	37,500	112,500(8)	150,000
Jill Kanin-Lovers	77,500(5)	112,500(8)	190,000
Gary E. Knell	47,500(6)	112,500(9)	160,000
Robert E. Knowling, Jr.	47,500(7)	112,500(9)	160,000
V. Paul Unruh	47,500(7)	112,500(8)	160,000

- (1) Reflects cash compensation earned by each director in 2014 and includes any amounts deferred at the director's election under our VDC Plan.
- (2) Reflects the grant date fair value for financial reporting purposes as determined in accordance with ASC Topic 718 for common stock or RSUs granted under the 2012 GlobalShare Plan.
- (3) Mr. Beattie earned an additional cash retainer of \$75,000 as our Non-Executive Chair of the Board.
- (4) Mr. Fazio earned an additional cash retainer of \$30,000 as Chair of the Audit and Finance Committee and \$10,000 as a member of that Committee.
- (5) Ms. Kanin-Lovers earned an additional cash retainer of \$30,000 as Chair of the Human Resources and Compensation Committee. She also earned an additional cash retainer of \$10,000 as a member of the Audit and Finance Committee.
- (6) Mr. Knell earned an additional cash retainer of \$10,000 as Chair of the Nominating and Board Governance Committee. All of Mr. Knell's fees were deferred pursuant to our VDC Plan.
- (7) Mr. Knowling and Mr. Unruh each earned an additional cash retainer of \$10,000 as members of the Audit and Finance Committee.
- (8) The amount reflects an award of stock granted on May 22, 2014 (the date of the Annual Meeting of Stockholders). The award was equal to the annual equity retainer of \$112,500 divided by the closing stock price on the date of grant of \$18.57 rounded to the nearest whole share, resulting in 6,058 shares.
- (9) Reflects an award of RSUs granted on May 22, 2014 with the same value as the award of stock described in footnote (8).

Table of Contents**VOTING SECURITIES OF CERTAIN****BENEFICIAL OWNERS AND MANAGEMENT**

The following table sets forth certain information regarding the beneficial ownership of the Company's Common Stock, which is the only outstanding class of voting securities or other equity securities of the Company, as of March 31, 2015 (except where otherwise noted) for: (i) each of the Company's directors; (ii) each of the named executive officers serving the Company as of March 31, 2015; (iii) each person known to us to be the beneficial owner of five percent or more of the outstanding shares of Common Stock; and (iv) all of the directors and executive officers as a group. On March 31, 2015, there were 18,319,620 shares of Common Stock outstanding.

The information provided in the table is based on the Company's records, information filed with the SEC and information provided to Heidrick, except where otherwise noted.

The number of shares beneficially owned by each entity or individual is determined under SEC rules, and the information is not necessarily indicative of beneficial ownership for any other purpose. Under such rules, beneficial ownership includes any shares as to which the entity or individual has sole or shared voting power or investment power and also any shares that the entity or individual has the right to acquire within 60 days of March 31, 2015 (May 31, 2015) through the exercise of any stock options and through the vesting of stock units payable in shares. Beneficial ownership excludes options or stock units vesting after May 31, 2015. Unless otherwise indicated, each person has sole voting and investment power with respect to the shares set forth in the following table.

Names (1)(2)(3)	Shares of Common Stock Beneficially Owned (3)	Percent
Richard I. Beattie	33,996	*
John A. Fazio	37,757	*
Mark Foster	15,621	*
Robert S. Kaplan	78,627	*
Jill Kanin-Lovers	34,288	*
Gary E. Knell	30,799	*
Robert E. Knowling, Jr.	36,297	*
V. Paul Unruh	34,188	*
Tracy R. Wolstencroft	8,185	*
Stephen W. Beard	38,294	*
Jory J. Marino	20,058	*
Richard W. Pehlke	31,451	*
Heartland Advisors, Inc. (4)(8)	1,813,301	9.9
BlackRock, Inc. (5)(8)	1,555,270	8.5
Franklin Resources, Inc. (6)(8)	1,350,887	7.4
Paradice Investment Management Pty Ltd (7)(8)	969,023	5.3
On March 31, 2015, the shares beneficially owned by all executive officers and directors as a group (15 persons) were:	413,859	

* Represents holdings of less than one percent (1%).

(1) The mailing address for each officer and director of the Company is 233 South Wacker Drive, Suite 4900, Chicago, Illinois 60606-6303.

(2) In computing the number of shares beneficially owned by a person and the percentage ownership of that person, shares of fully owned or earned Common Stock and RSUs as well as shares of Common Stock issuable pursuant to RSUs and stock options that are exercisable on March 31, 2015, or which will become exercisable within 60 days of that date or upon termination of a director's service to the Board, are deemed issued and outstanding. These shares, however, are not deemed outstanding for purposes of computing the percentage ownership of any other stockholder.

Table of Contents

- (3) The calculation of shares of Common Stock beneficially owned for our directors includes Common Stock equivalents in the form of fully earned RSUs that are owned by the director for which full consideration has been received by the Company and for which there are no additional outstanding conditions. All RSUs will be converted into shares of Common Stock upon the director's termination of service to the Board. This includes 13,960 RSUs owned by Mr. Beattie; 21,305 RSUs owned by Mr. Fazio; 870 RSUs owned by Ms. Kanin-Lovers; 30,799 RSUs owned by Mr. Knell; 36,297 RSUs owned by Mr. Knowling; and 770 RSUs owned by Mr. Unruh.
- (4) Number is based on information contained in a Schedule 13G/A filed with the SEC on February 13, 2015 jointly by Heartland Advisors, Inc. and William J. Nasgovitz (789 North Water Street, Milwaukee, WI 53202) as its control person, reporting shared voting and dispositive power over 1,813,306 shares.
- (5) Number is based on information contained in Schedule 13G/A filed by BlackRock, Inc. (40 East 52nd Street, New York, NY 10022) with the SEC on January 22, 2015, reporting sole dispositive power over 1,596,222 shares and sole voting power over 1,555,270 shares.
- (6) Number is based on information contained in Schedule 13G filed with the SEC on February 9, 2015 jointly by Franklin Templeton Investments Corp. (200 King Street West, Suite 1500, Toronto, Ontario, Canada M5H 3T4), which reports sole voting and dispositive power over 1,350,887 shares, as well as Franklin Resources, Inc. and its principal stockholders (One Franklin Parkway, San Mateo, CA 94403-1906), each of whom the Schedule 13G states may be deemed the beneficial owners of these shares.
- (7) Number is based on information contained in Schedule 13G filed with the SEC on February 22, 2015 reporting shared voting and dispositive over 969,023 shares by Paradise Investment Management LLC (The Rollnick Building, 222 Milwaukee Street, Suite 201, Denver Colorado 80206) and Paradise Investment Management Pty Ltd (Level 12, 139 Macquarie Street, Sydney, Australia 2000).
- (8) The Percent for each of Paradise Investment Management Pty Ltd., BlackRock, Inc., Franklin Resources, Inc. and Heartland Advisors, Inc. was calculated by using the number of beneficially owned shares disclosed in the respective Schedule 13G as the numerator and the number of the Company's outstanding common shares as of March 31, 2015 as the denominator.

Table of Contents

COMPENSATION DISCUSSION AND ANALYSIS

Heidrick & Struggles International, Inc. is a leadership advisory firm providing executive search, culture shaping and leadership consulting services. We assist organizations in achieving their long-term business objectives by helping them to improve the effectiveness of their leadership teams. We provide our services to a broad range of clients through the expertise of our experienced consultants located in major cities around the world. In recent years, we have expanded our service capabilities in response to our clients' request for comprehensive leadership advisory services. The Human Resources and Compensation Committee (HRCC) of the Board of Directors seeks to ensure that our executive compensation programs attract, retain and reward the best talent, while at the same time maintain a strong link between pay and performance and align the interests of our executives and stockholders. Our executive compensation philosophy emphasizes and rewards both Company and individual performance, which we believe promotes sustained long-term performance by rewarding not only the achievement of financial and operational goals, but also the accomplishment of individual strategic objectives that enable growth.

This *Compensation Discussion and Analysis* describes the philosophy and objectives of our executive compensation programs for our named executive officers. For 2014 our named executive officers were:

Tracy R. Wolstencroft, President and Chief Executive Officer as of February 3, 2014

Jory J. Marino, Interim Chief Executive Officer from January 1 through February 3, 2014

Richard W. Pehlke, Executive Vice President and Chief Financial Executive Officer

Stephen W. Beard, Executive Vice President General Counsel, Chief Administrative Officer and Secretary

2014 Year in Review

2014 was an important year of strategic and operational accomplishments, increased financial momentum and revenue growth for the Company. Our most significant accomplishment was the hiring of our new President and Chief Executive Officer, Tracy Wolstencroft, a highly accomplished executive with over twenty-five years of experience counseling high performing and Fortune 500 companies around the globe.

During 2014 we continued to implement initiatives to strengthen and invest in our Company which allowed us to continue to meet the growing needs of our clients, manage our costs more effectively and better position the Company to deliver results to our stockholders. Our efforts achieved the positive results detailed below. Along with our dedicated and experienced consultants and staff located in major cities around the world, our named executive officers Messrs. Wolstencroft, Marino, Beard and Pehlke each led and played an important role in the achievement of these results for the Company and its stockholders.

2014 -Financial and Operational Results

<i>Consolidated Net Revenue</i>	\$494.3 million, a 7.1% increase from \$462.0 million in 2013.
(revenue before reimbursements)	
<i>Adjusted EBITDA¹</i>	\$48.9 million, a \$9.2 million improvement from \$39.7 million in 2013.
<i>Adjusted EBITDA Margin¹</i>	9.9%, compared to 8.6% in 2013.
<i>Operating Income</i>	\$26.7 million, compared to \$15.6 million in 2013.

Operating Margin

5.4% compared to 3.4% in 2013.

(operating income as a percentage of net revenue)

¹ Adjusted EBITDA refers to earnings before interest, taxes, depreciation, intangible amortization, stock-based compensation expense, compensation expense associated with Senn Delaney retention awards, earn-out accretion, restructuring charges, and other non-operating income (expense). Adjusted EBITDA and Adjusted EBITDA margin are non-GAAP financial measures. See the reconciliation attached as Annex A.

Table of Contents

<i>Consultant Productivity</i> (net revenue per executive search and leadership consulting consultant)	\$1.5 million, up from \$1.4 million in 2013.
<i>Common Stock Price</i> (measured at December 31)	\$23.05 per share, up 14.4% from \$20.14 per share in 2013.
<i>General Operations</i>	Launched new and integrated products and services to meet the developing needs of our clients. Maintained a sound financial and operating structure, including a strong liquidity and cash flow position to support our business plan.
<i>Consultant Attrition</i>	Enhanced the Company's marketing, risk management and performance evaluation processes. During 2014, the Company's attrition rate among consultants declined by 7% when compared to 2013.

2014- Leadership Developments and Initiatives

<i>New President and Chief Executive Officer</i>	In February 2014, Tracy R. Wolstencroft assumed the position of President and Chief Executive Officer of the Company replacing Jory J. Marino, a long-term senior search consultant of the position of Interim Chief Executive Officer.
<i>Head of Global Markets</i>	In April 2014, Mr. Marino assumed the position of Head of Global Markets overseeing the operations of and consultant performance in the Company's three geographic regions, specifically the Americas (which includes the countries in North and South America), Europe (which includes the continents of Europe and Africa) and Asia Pacific (which includes Asia and the region generally known as the Middle East). This appointment required Mr. Marino to steadily transition from his roles as Interim CEO and a long-term senior search consultant, to a full time corporate officer with solely business operation and management responsibilities during the course of the year. After completion of this transition and as of January 1, 2015, Mr. Marino also was appointed as an Executive Vice President of the Company.

Table of Contents**2014 Performance Based Compensation Highlights**

Our HRCC continued to implement a performance-based compensation structure for 2014 for our named executive officers consisting of both short and long-term incentive programs. These programs were based on individual, financial and operational metrics.

The Company's 2014 financial and operational performance met or exceeded our target levels, and our HRCC considered both quantitative and qualitative individual, financial and operational factors when determining named executive officer compensation for the year. Those considerations, along with the operation of the Company's compensation policies, resulted in the following key compensation highlights for 2014:

Compensation Element	Performance Based Compensation Highlights
<i>Short-Term Management Incentive Plan or MIP</i>	The Company performance portion of our annual cash bonus program, for our named executive officers, which is designed to reward achievement of specific performance goals over a one-year period and delivered through our Management Incentive Plan or MIP (described on page 31), was calculated at 96% of target for the 2014 fiscal year. With respect to Messrs. Wolstencroft, Marino, Pehlke and Beard, the HRCC determined that their performance during the year warranted an award calculation of 140% of target for the individual component of their 2014 MIP awards. However, Mr. Wolstencroft voluntarily declined his individual award at the 140% level and opted for an individual award calculation of 125% demonstrating his commitment to and belief in the firm and additional performance and quality improvements to the Company going forward. Individual performance accounts for 25% of the payout for each named executive officer's MIP award. The other 75% is based upon Company performance.
<i>Long-Term Incentives or LTI awards</i>	As part of our annual long term incentive program and regular practice, for our named executive officers, our 2014 Long-Term Incentives or LTI awards (delivered as both Performance Stock Units PSUs and Restricted Stock Units RSUs) were granted in March 2015 at full target value.
<i>Outstanding PSUs</i>	Our PSUs issued in 2012 and vesting in full in 2015 paid out at 81.9% of target based on calculation of the three-year average of operating income relative to the Company's target goals for 2012 through 2014.
<i>Employment Agreements</i>	The Company enters into employment agreements with executive officers as new executives join the Company or current officers take on executive roles. Recently we entered into new employment agreements with our new President and Chief Executive Officer, Tracy R. Wolstencroft and Jory J. Marino for his new role as Head of Global Markets. Our employment agreements for executive officer do not contain guaranteed bonus payments, and all equity award provisions consisted entirely of unvested RSUs and PSUs as required by our regular long term incentive programs. Other terms and conditions of employment contracts with executive officers are consistent with our compensation philosophy and program objectives. See, <i>Employment Agreements</i> on page 36.

Overall Compensation Philosophy

Our HRCC strives to establish compensation programs for our executives and employees that are market competitive with firms in the executive search, leadership consulting and management consulting space, both

Table of Contents

public and private, with whom we compete for executive talent. At the heart of our compensation programs is a pay-for-performance philosophy that is internally fair and equitable among executives. We expect our executive officers to initiate and carry out sustainable growth strategies and create long-term value and growth for the Company and its stockholders. We link various aspects of our business strategies with our compensation program design. Company performance is a primary factor in most elements of our executive incentive compensation program design. When measuring Company performance, we may consider both qualitative and quantitative factors and achievements relating to our business strategies and objectives. In assessing the individual performance of named executive officers, our HRCC may consider, among other things, the officer's accomplishments of priorities, contributions to the Company's strategic initiatives and execution of leadership objectives.

Executive Compensation Program Principles

Our HRCC uses the following principles to implement our executive compensation philosophy:

Compensation Principle	Compensation Program Feature
<i>Reward performance, long-term growth and sustained profitability through variable pay elements.</i>	A substantial portion of our named executive officers' compensation is variable (approximately 76.5% for our new CEO and an average of 66.7% for our other named executive officers) and composed of annual and long-term incentive awards that are only earned upon achievement of financial and non-financial objectives that either influence or contribute to stockholder value creation.
<i>Attract, retain and motivate the most talented executives.</i>	Our variable pay is heavily weighted toward long-term equity awards that require sustained financial performance to deliver significant value by the Company and encourage our named executive officers to deliver continued growth over an extended period of time. These equity awards, coupled with executive stock ownership guidelines and our mandatory deferral of a portion of any MIP bonuses earned, further assure the alignment of interests between our named executive officers and our stockholders.
<i>Provide modest benefits and limited perquisites.</i>	Our executive compensation must enable us to attract, motivate and retain not only highly talented executives, but also search and leadership consultants from both public and private employers with whom we compete for top talent critical to our long-term success. We provide modest standard employee benefits, limited financial planning (maximum of \$1,080 per year or \$3,150 for the first year expenses are incurred), annual physicals to our named executive officers and business club memberships. All business club memberships are offered to executives on the same scale and terms as those for our executive search consultants.
	We provide no Company contributions to retirement or pension plans for executives beyond our broad-based 401(k) plan. We believe the financial opportunities provided to our named executive officers through our executive compensation program minimize the need for extra benefits or perquisites.

Table of Contents

Applying these principles results in pay packages where a significant portion of compensation is put at risk, in the form of performance-based annual and long-term incentives. We believe our executive pay packages support our commitment to sound corporate governance and reflect common best practices, including:

Best Practice	Heidrick's Implementation and Result
<i>Prudent Approach to Increases in Base Salaries.</i>	In recent years we have not increased base salaries for our named executive officers unless their roles and duties expanded or they were newly hired or promoted. We increased the base salaries of Messrs. Beard and Pehlke in 2014 in response to both officers taking on increased strategic roles within the Company and to maintain internal equity among executives.
<i>Annual Incentives Based on Performance.</i>	Consistent with our pay-for-performance philosophy, our MIP rewards both Company and individual performance, with a heavier weighting on Company performance.
<i>Mandatory Deferral of Portion of Earned Annual Incentive Award</i>	Ensuring that our annual incentives continue to provide retention value, we defer 15 percent of our named executive officers' MIP bonuses, to be paid out in equal annual amounts over a three-year period.
<i>No Repricing or Replacing Outstanding Stock Options.</i>	It has been our practice not to reprice or replace outstanding stock options, and we did not reprice or replace any stock options during 2014.
<i>Compensation is Subject to a Claw-Back Policy.</i>	Our Board and HRCC have adopted a Claw-back Policy that applies to the named executive officers and is intended to include the requirements of the Sarbanes-Oxley Act of 2002 and the Dodd-Frank Wall Street Reform and Consumer Protection Act.
<i>No Evergreen Provisions in Employment Agreements.</i>	We have eliminated evergreen provisions that automatically renew the term of the agreement from our employment contracts. We do not plan on adopting any new employment agreements that contain evergreen provisions unless we find a compelling business reason for doing so. The employment agreements we entered into recently with our executives have not included an evergreen provision.
<i>No Excise Tax Gross-Ups.</i>	We have eliminated excise tax gross-up provisions in employment agreements with our named executive officers and in our Change in Control (CIC) Severance Plan. The employment agreements we recently entered into with our executives have not include an excise tax gross-up provision.
<i>No Single-Trigger Equity Vesting Upon a CIC.</i>	All of the equity awards we have granted since 2011 contain a double trigger CIC vesting provision, meaning that vesting is accelerated only if there is both a CIC and a termination of employment within two years following the CIC.
<i>No Excessive Perquisites.</i>	We provide modest limited perquisites to our named executive officers consisting of physicals, financial planning and business club memberships. All business club memberships are offered to executives on the same scale and terms as those for our executive search consultants.
<i>No Hedging By Our Named Executive Officers.</i>	None of our named executive officers have hedged their Company stock interests. Our Board and HRCC adopted a policy prohibiting such hedging in February 2013.
<i>No Pledging By Our Named Executive Officers.</i>	None of our named executive officers have pledged any of their Company stock. Our Board and HRCC adopted a policy prohibiting such pledging in February 2013.

Table of Contents

Best Practice	Heidrick's Implementation and Result
<i>No Guaranteed Bonuses.</i>	We believe that bonuses should reflect actual Company and individual performance. As a result our employment agreements for executive officers do not contain guaranteed bonus payments, except in limited circumstances typically related to a newly hired executive. We did not guarantee bonus payments for any of our named executive officers for 2014.
<i>No Common Performance Metrics Used for Annual and Long-Term Incentives.</i>	We do not use the same performance metrics for our annual and long-term incentive plans.
<i>Maintain Executive Stock Ownership Guidelines.</i>	We maintain stock ownership guidelines applicable to our named executive officers and directors. In 2015 we increased the stock ownership guidelines for our CEO from three times base salary to five times base salary.

Stockholder Feedback and Say-on-Pay Vote Results.

At our 2014 Annual Meeting of Stockholders, we held our annual non-binding stockholder advisory vote to approve executive compensation (say-on-pay). Our stockholders approved our fiscal 2013 executive compensation, with more than 87 percent of voting stockholders casting their vote in favor of the say-on-pay resolution. The HRCC took this support level as an indication that stockholders were supportive of our pay design and decisions in fiscal 2013.

We had regular and active discussions with our major stockholders during 2014 on various topics throughout the year, and during those conversations we did not hear of any specific issues relating to the design of our compensation program. Therefore we have not made any changes to our compensation programs as a result of the 2014 say-on-pay vote or our shareholder outreach efforts during 2014. Our HRCC is dedicated to continuous improvement of the existing executive compensation program to reflect an appropriate alignment of pay and performance and will continue to review stockholder concerns in designing and implementing the Company's executive compensation program.

Setting Executive Compensation

Oversight of Compensation Programs. Our HRCC is responsible for overseeing our executive compensation programs. See page 26 of this proxy statement for more information on the role and responsibilities of our HRCC concerning executive compensation and related corporate governance, and page 12 of this proxy statement for a discussion of the Company's assessment of risk related to its compensation programs.

Role of the Independent Consultant. As disclosed on page 14 of this proxy statement, our HRCC utilized the services of Pay Governance LLC (Pay Governance), an independent compensation consulting firm, to advise it on executive compensation, equity plan design and related corporate governance matters. Our HRCC reviewed the six independence factors set out in the Nasdaq Rules and determined that Pay Governance was independent and without conflicts of interest for 2014. This determination was reached after reviewing the following factors: (i) whether Pay Governance provides any other services to the Company; (ii) the amount of fees paid relative to the total revenue of the firm; (iii) policies in place to prevent conflicts of interest; (iv) any personal or business relationships with members of our HRCC; (v) ownership of Company stock; and (vi) any personal or business relationships with named executive officers.

Role of Executive Officers in Compensation Decisions. Our HRCC approves all compensation decisions for our named executive officers. The Chief Executive Officer annually reviews the performance of each of the

Table of Contents

named executive officers other than himself. Following the performance reviews, the Chief Executive Officer presents compensation recommendations to our HRCC for consideration. Our HRCC, with input from the full Board, reviews the Chief Executive Officer's performance. Our HRCC has full discretion to approve, modify or reject any recommended compensation adjustments or awards made to the named executive officers.

Role of our Human Resources and Compensation Committee. Our HRCC engages in a rigorous process in determining the total compensation of our named executive officers. This process involves setting Company performance and strategic and operational goals for the named executive officers near the beginning of each fiscal year and evaluating the performance of the named executive officers against those pre-established goals. Our HRCC determines and approves the compensation of the named executive officers based on this evaluation. In evaluating named executive officer compensation, our HRCC, as noted above, has retained the services of Pay Governance and considers recommendations from the Chief Executive Officer with respect to goals and compensation of the other named executive officers, but our Chief Executive Officer does not provide such input as to his own compensation. Our HRCC assesses the information it receives in accordance with its business judgment.

Use of a Peer Group. Our HRCC evaluates our executive compensation programs in comparison to those of a select peer group, which in 2014 consisted of 15 similarly-sized public professional services companies. Our HRCC uses the peer group to compare total direct compensation and the mix of compensation elements for each named executive officer against positions at peer group companies with similar responsibilities. Our HRCC also uses the peer group to review executive pay programs and practices at those companies.

For 2014 the peer group consisted of the following companies, which our HRCC determined will continue to be used for 2015: