

Coar Kamau
Form 3
February 01, 2018

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>Â Coar Kamau</p> <p>(Last) (First) (Middle)</p> <p>C/O HEIDRICK & /STRUGGLES INT'L INC.,Â 233 S. WACKER DR. SUITE 4900</p> <p>(Street)</p> <p>CHICAGO,Â ILÂ 60606</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement (Month/Day/Year)</p> <p>02/01/2018</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>HEIDRICK & STRUGGLES INTERNATIONAL INC [HSII]</p> <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) General Counsel and Secretary</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>
			<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	4,780.773	D	Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4)	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
			Title				
2015 Restricted Units ⁽¹⁾	Â ⁽²⁾	Â ⁽²⁾	Common Stock	714	\$ ⁽³⁾	D	Â
2016 Restricted Units ⁽⁴⁾	Â ⁽²⁾	Â ⁽²⁾	Common Stock	1,770	\$ ⁽³⁾	D	Â
2017 Restricted Units ⁽⁵⁾	Â ⁽²⁾	Â ⁽²⁾	Common Stock	2,675	\$ ⁽³⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Coar Kamau C/O HEIDRICK & STRUGGLES INT'L INC. 233 S. WACKER DR. SUITE 4900 CHICAGO, IL 60606	Â	Â	Â General Counsel and Secretary	Â

Signatures

/s/ Kamau A. Coar
Attorney-In-Fact

02/01/2018

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

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

- (1) Issued March 9, 2015 each Restricted Stock Unit ("RSU") represents the right to receive one share of Common Stock upon vesting.
- (2) RSU's will vest in equal annual installments on the 1st, 2nd and 3rd anniversaries on the date of grant.
- (3) The number of RSU's awarded to the Reporting Person was determined by dividing the total dollar value of director compensation granted to the Reporting Person by the closing price of HSII common stock on the grant date in March of the respective year.
- (4) Issued March 9, 2016 each Restricted Stock Unit ("RSU") represents the right to receive one share of Common Stock upon vesting.
- (5) Issued March 9, 2017 each Restricted Stock Unit ("RSU") represents the right to receive one share of Common Stock upon vesting.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.