

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

**Table I - Non-Derivative Securities Beneficially Owned**

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

**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 (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>2015 Restricted Units<sup>(1)</sup></u>	<u>(2)</u>	<u>(2)</u>	<u>Common Stock</u>	<u>714</u>	<u>(3)</u>	<u>D</u>	
<u>2016 Restricted Units<sup>(4)</sup></u>	<u>(2)</u>	<u>(2)</u>	<u>Common Stock</u>	<u>1,770</u>	<u>(3)</u>	<u>D</u>	
<u>2017 Restricted Units<sup>(5)</sup></u>	<u>(2)</u>	<u>(2)</u>	<u>Common Stock</u>	<u>2,675</u>	<u>(3)</u>	<u>D</u>	

**Explanation of Responses:**

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.

**Remarks:**

/s/ Kamau A. Coar Attorney- 02/01/2018  
In-Fact

\*\* Signature of Reporting Person Date

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

\* 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).

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

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