

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

**FORM 8-K**

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

Date of Report (Date of earliest event reported) April 3, 2020

**HEIDRICK & STRUGGLES INTERNATIONAL, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of incorporation)

**0-25837**  
(Commission File Number)

**36-2681268**  
(IRS Employer Identification No.)

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

**60606-6303**  
(Zip Code)

Registrant's telephone number, including area code (312) 496-1200

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

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

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

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value	HSII	The NASDAQ Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

(b) On April 3, 2020, Mr. Gary E. Knell informed the Board of Directors of Heidrick & Struggles International, Inc. (the “Company”) that he has decided not to stand for re-election at the next annual meeting of the Company’s stockholders. Mr. Knell, who has served as a director of the Company since 2007, will continue to serve as a director of the Company until his term expires at the Company’s 2020 annual meeting. Mr. Knell’s decision not to stand for re-election was not the result of any disagreement with the Company or its management.

(d) The Board of Directors, following the recommendation of the Nominating and Board Governance Committee, has appointed Mr. Laszlo Bock to serve on the Board of Directors effective April 3, 2020. Mr. Bock will stand for re-election at the Company’s 2020 annual meeting of stockholders. Mr. Bock will serve as an independent director and there is no arrangement or understanding between Mr. Bock and any other person pursuant to which he was appointed as a director.

There is no transaction between Mr. Bock and the Company that would be reportable under Item 404(a) of Regulation S-K promulgated under the Securities Act of 1933.

In connection with the foregoing, the Board of Directors approved an increase in the size of the Board of Directors from eight to nine, effective as of April 3, 2020. The Board of Directors is expected to approve a reduction in the size of the Board of Directors from nine to eight effective as of the date of the 2020 annual meeting of stockholders.

A copy of the Company’s press release announcing the decision of Mr. Knell not to stand for re-election and the appointment of Mr. Bock as a director is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Heidrick &amp; Struggles International, Inc. Press Release dated April 8, 2020</a>

**SIGNATURES**

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

HEIDRICK & STRUGGLES INTERNATIONAL, INC.  
(Registrant)

Date: April 8, 2020

By: /s/ Kamau A. Coar

Name: Kamau A. Coar

Title: General Counsel

# HEIDRICK & STRUGGLES

## Heidrick & Struggles Appoints Laszlo Bock to Board of Directors

**CHICAGO, April 8, 2020** — Heidrick & Struggles (Nasdaq: HSII), a premier provider of executive search, leadership assessment and development, organization and team effectiveness, and culture shaping services globally, today announced it has appointed Laszlo Bock to its Board of Directors as an independent director, effective April 3, 2020.

Bock is a co-founder and CEO of Humu Inc. and former Senior Vice President of People Operations at Google. As CEO of Humu, Bock is focused on helping Chief Human Resource Officers, as well as other senior executives, unlock the potential of individuals, teams and organization by using AI-driven technology to nudge employees toward better work habits. During his tenure at Google, the company received over 100 awards as an employer of choice and was named the Best Company to Work For more than 30 times around the world. Prior to Google, Bock served in various executive and management consulting roles at General Electric and McKinsey & Company.

“Laszlo is a terrific addition to our Board of Directors,” said Krishnan Rajagopalan, President and CEO, Heidrick & Struggles. “Laszlo’s deep experience empowering individuals and teams to drive employee engagement and accelerate company performance will be invaluable. These qualities are critical now more than ever, as companies around the world galvanize their workforces to respond to the ongoing COVID-19 pandemic and steer their organizations through this period of unprecedented change.”

Bock added, “I look forward to working with the Heidrick & Struggles Board as the firm continues to help its employees, clients and candidates adjust and work through the current conditions. Longer-term, I am excited to work with the firm’s senior management as the firm expands its range of executive talent and human capital solutions, and continues to work closely with leaders and organizations globally to build high-performing teams and thriving workplace cultures.”

Bock also is a co-founder of Gretel, Inc. and serves on its Board of Directors.

Heidrick & Struggles also announced today that current Director Gary Knell has notified the Board of Directors that he will not stand for re-election at the firm's 2020 Annual Meeting of Stockholders.

"I appreciate the opportunity to have served Heidrick & Struggles and its stockholders," said Knell. "I wish the entire Heidrick & Struggles team all the best in the continued growth and evolution of the firm."

"I want to personally thank Gary for his contributions and dedication to the Board and to the firm's management for thirteen years," said Adam Warby, Chairman of the Board. "Gary has been an invaluable counselor, and for the past nine years, as Chairman of the Nominating and Board Governance Committee, he has played an instrumental role building our Board, including the most recent addition of Laszlo today. On behalf of the entire Heidrick & Struggles team, we extend our gratitude to Gary for everything he has contributed to the firm and wish him great success in his future endeavors."

**About Heidrick & Struggles** Heidrick & Struggles (Nasdaq: HSII) serves the senior-level talent and leadership needs of the world's top organizations as a trusted advisor across executive search, leadership assessment and development, organization and team effectiveness, and culture shaping services. Heidrick & Struggles pioneered the profession of executive search more than 60 years ago. Today, the firm provides integrated leadership solutions to help our clients change the world, one leadership team at a time.® [www.heidrick.com](http://www.heidrick.com)

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