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

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**FORM 8-K**

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

**Date of Report (Date of earliest event reported): February 1, 2018**

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**HEIDRICK & STRUGGLES INTERNATIONAL, INC.**

(Exact name of registrant as specified in its charter)

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**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.)

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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))

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.

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

(b) Departure of Certain Officers.

On February 1, 2018, Richard W. Pehlke, the Chief Financial Officer of Heidrick and Struggles International, Inc. (“HSII”) announced that he will retire from HSII effective on or about March 31, 2018.

(c) Appointment of Certain Officers.

Mr. Mark Harris has joined HSII as of February 1, 2018 as Deputy Chief Financial Officer and will succeed Mr. Pehlke as Chief Financial Officer upon Mr. Pehlke’s retirement in March 2018.

Since 2015, Mr. Harris had been Chief Financial Officer at Hercules Capital, a publicly traded business development company, responsible for finance, accounting, operations, legal and investor relations. Prior to that, Mr. Harris worked at Avenue Capital Group for over 8 years, where he served as their Chief Financial Officer for their Asia Strategy and was their Senior Managing Director/Head of Asia, in which he led the entire Asia strategy. Prior to working at Avenue Capital Group, from 2004 to 2006 Mr. Harris served as Corporate Financial Controller and Chief Accounting Officer at Hutchinson Telecommunications, a telecommunications company based in Hong Kong.

Mr. Harris earned a Bachelor of Science degree in Business Administration from California Polytechnic State University and an M.B.A. from the University of Chicago, Booth School of Business. Mr. Harris is an active Certified Public Accountant, in the state of California.

Mr. Harris has no familial relationship nor related party transaction with HSII that would require disclosure under Items 401(d) or 404(a) of Regulation S-K in connection with his succession of Mr. Pehlke.

A copy of HSII’s press release relating to Mr. Harris’ appointment and Mr. Pehlke’s retirement is being furnished as Exhibit 99.1 to this Current Report on Form 8-K. Exhibit 99.1 shall not be deemed “filed” for purposes of Section 18 under the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into any filing of HSII under the Securities Act of 1933 or the Exchange Act.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

The following exhibit is being furnished as part of this Report on Form 8-K:

99.1 [Press Release of HSII, dated February 5, 2018.](#)

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**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: February 5, 2018

By: /s/ Kamau Coar  
Name: Kamau Coar  
Title: General Counsel

# HEIDRICK & STRUGGLES

FOR IMMEDIATE RELEASE

**Media Contact:**

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## Heidrick & Struggles Announces Leadership Changes

- *Chief Financial Officer succession: Mark R. Harris to assume CFO role March 31, 2018*
- *Michael Cullen named to new Chief Operating Officer role*
- *Ron Lumbra named Managing Partner, Centers of Excellence*
- *Rebecca Foreman Janjic named GPMP for Global Technology & Services Practice*

**CHICAGO, February 5, 2018** – Heidrick & Struggles (Nasdaq: HSII), a premier provider of executive search, leadership assessment and development, organization and team effectiveness, and culture shaping services globally, announces several changes to its leadership team to drive growth and operating excellence.

“These leadership changes are an integral step within our firm’s growth strategy,” said Krishnan Rajagopalan, President and Chief Executive Officer, Heidrick & Struggles.

### CFO succession

Mark R. Harris joins the firm and will succeed Richard W. Pehlke as Chief Financial Officer when Pehlke retires March 31, 2018. Harris had been CFO at Hercules Capital, a publicly traded business development company, with responsibility for the finance, accounting, operations, treasury, legal and investor relations. Hercules saw a significant increase in earnings per share and total shareholder return during Harris’ tenure. Formerly, Harris was the Senior Managing Director/Head of Asia, Chief Financial Officer and Head of Asset Management of Avenue Capital Group’s Asia funds with peak assets under management of nearly \$4.5 billion. Earlier he had been Corporate Financial Controller at Hutchison Telecom, a NYSE-listed telecommunications company based in Hong Kong, with offices globally. Previously, he had been Vice President - Finance as well as General Manager for both the Financial Shared Services and Human Resources Solutions lines of business at Vsource in Singapore, a Business Process Outsourcing company. Harris has a bachelor’s degree in Business Administration from California Polytechnic State University, San Luis Obispo, an MBA from the University of Chicago’s Booth School of Business, and is an active Certified Public Accountant in the state of California.

“Rich has provided strong financial leadership, earning the respect of our investors and colleagues throughout the firm. I want to wish Rich the best in his upcoming retirement and thank him for his nearly seven years of service to the firm. Rich and Mark will partner together to ensure a smooth transition,” Rajagopalan said. “We are excited to have Mark join our team, as he brings a wealth of global experience and accomplishment in guiding growing enterprises at each stop of his career.”

**COO role established**

Michael Cullen is named Chief Operating Officer with responsibility across the enterprise for IT, Marketing, Practice operations and the Knowledge Management Center, as well as for the leadership of Executive Search across the firm's three global regions: Europe and Africa, Asia Pacific and the Middle East, and the Americas. Previously, he had been Global Practice Managing Partner for the firm's Global Technology & Services Practice where he will continue to be a strategic talent adviser for a select group of companies.

"Mike will drive growth and operating efficiency, while more closely aligning support functions with our Executive Search and Heidrick Consulting businesses," Rajagopalan said. "A consistently high performing consultant who understands clients' changing needs in a data-driven world, Mike will strengthen the commitment to excellence in our operating management."

**Managing Partner – Centers of Excellence role established**

Ron Lumbra becomes the Managing Partner for the firm's Centers of Excellence, responsible for the Functional Practices and the Private Equity Practice within Executive Search, the firm's Strategic Accounts, and H Labs, the enterprise-wide product development function delivering rigorous, validated diagnostics for the firm's client teams. Previously, Lumbra had been Regional Leader, Americas.

"Ron brings proven leadership to a new role responsible for several units that transcend practice and geography. We look for him to enhance our Functional Practices and to further develop the high-growth potential of our Private Equity and Strategic Accounts teams. He will also be responsible for the scaling of our analytics capabilities providing our clients with data-driven and actionable insights," said Rajagopalan.

**Janjic succeeds Cullen as head of Global Technology & Services Practice**

Rebecca Foreman Janjic becomes Global Managing Partner for the firm's Global Technology & Services Practice, succeeding Cullen. Based in the San Francisco office, Janjic also co-leads the firm's Big Data & Analytics specialty practice. Her own executive search work focuses on recruitment of C-suite and VP-level executives within software, internet, and technology services companies.

"Rebecca has deep experience throughout the technology industry and a passion for helping clients succeed in fast-changing environments," Rajagopalan said. "She also has a strong record for innovation within the firm and will help drive our continued growth in an increasingly vibrant sector."

**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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