

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549  
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FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Heidrick & Struggles International, Inc.

-----  
(Exact Name of Registrant as Specified in Its Charter)

Delaware

36-2681268

-----  
(State of Incorporation or Organization)

-----  
(I.R.S. Employer  
Identification no.)

233 South Wacker Drive--Suite 4200

60606-6303

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(Address of Principal Executive Offices)

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(Zip Code)

If this form relates to the registration of a class of securities pursuant to  
Section 12(b) of the Exchange Act and is effective pursuant to General  
Instruction A.(c), please check the following box. [ ]

If this form relates to the registration of a class of securities pursuant to  
Section 12(g) of the Exchange Act and is effective pursuant to General  
Instruction A.(d), please check the following box. [x]

Securities Act registration statement file  
number to which this form relates:

333-59931

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(If applicable)

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

Title of Each Class  
to be so Registered

Name of Each Exchange on Which  
Each Class is to be Registered

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None

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Not applicable

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

Common Stock

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(Title of Class)

## Item 1. Description of Registrant's Securities to be Registered.

For a description of the Common Stock (the "Common Stock"), see the information under the caption "Description of Capital Stock--Common Stock" in the Registration Statement on Form S-1 (File No. 333-59931) (the "Registration Statement") of Heidrick & Struggles International, Inc. (the "Company") as filed with the Securities and Exchange Commission (the "Commission") on March 31, 1999 and any amendments to the Registration Statement filed with the Commission prior to such Registration Statement's being declared effective, which description is hereby incorporated herein by reference.

## Item 2. Exhibits.

Exhibit Number	Description
1.01	Amendment No. 1 to the Registration Statement on Form S-1 (File No. 333-59931), as filed with the Commission on September 8, 1998
1.02	Amendment No. 2 to the Registration Statement on Form S-1 (File No. 333-59931), as filed with the Commission on February 23, 1999
1.03	Amendment No. 3 to the Registration Statement on Form S-1 (File No. 333-59931), as filed with the Commission on March 31, 1999
3.01	Form of Amended and Restated Certificate of Incorporation of the Registrant (Incorporated by reference to Exhibit 3.02 of this Registrant's Registration Statement of Form S-4 (File No. 333-61023))
3.02	Form of Amended and Restated By-laws of Registrant (Incorporated by reference to Exhibit 3.03 of this Registrant's Registration Statement of Form S-4 (File No. 333-61023))
*4.01	Specimen stock certificate

\*Filed herewith.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

HEIDRICK & STRUGGLES INTERNATIONAL, INC.

By /s/ Richard D. Nelson

-----  
Name: Richard D. Nelson  
Title: Secretary

April 20, 1999

COMMON STOCK

[PHOTO GOES HERE]

COMMON STOCK

[GRAPHIC GOES HERE]

[GRAPHIC GOES HERE]

HSI

INCORPORATED UNDER THE LAWS  
OF THE STATE OF DELAWARE

THIS CERTIFICATE IS TRANSFERABLE  
IN THE CITY OF NEW YORK, NY  
RIDGEFIELD PARK, NJ OR ST. LOUIS MO

CUSIP 422819 10 2

HEIDRICK & STRUGGLES  
INTERNATIONAL, INC.

SEE REVERSE  
FOR CERTAIN  
DEFINITIONS

THIS CERTIFIES THAT

IS THE OWNER OF

-----

FULLY PAID AND NON-ASSESSABLE SHARES OF THE PAR VALUE OF \$.01 EACH  
OF THE COMMON STOCK OF

CERTIFICATE OF STOCK

[LOGO] HSI Heidrick & Struggles International, Inc. transferable only on the  
books of the Corporation by the holder hereof in person or by  
duly authorized Attorney upon the surrender of this Certificate  
properly endorsed.

The Corporation will furnish without charge to each  
stockholder who so requests, the powers, designations, preferences  
and relative participating, optional or other special rights of  
each class of stock or series thereof and the qualifications,  
limitations or restrictions of such preferences and/or rights.

In Witness Whereof, the said Corporation has caused this  
Certificate to be facsimile signed by its duly authorized officers  
and to be facsimile sealed with the Seal of the Corporation.

Dated:

[SEAL]

/s/ Richard D. Nelson  
-----  
Secretary

/s/ Patrick S. Pittard  
-----  
President and Chief Executive Officer

COUNTERSIGNED AND REGISTERED:

ChaseMellon Shareholder Services, L.L.C  
TRANSFER AGENT  
AND REGISTRAR

AUTHORIZED SIGNATURE

AMERICAN BANK NOTE COMPANY

HEIDRICK & STRUGGLES INTERNATIONAL, INC.

The Corporation will furnish with charge to each stockholder who so requests a copy of the provisions setting forth the powers, designations, preferences and relative, participating, optional, or other special rights of each class of stock or series thereof which the Corporation is authorized to issue and the qualifications, limitations or restrictions of such preferences and or rights.

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM - as tenants in common
TEN ENT - as tenants by the entireties
JT TEN - as joint tenants with rights of survivorship and not as tenants in common

UNIF GIFT MIN ACT- \_\_\_\_\_ Custodian \_\_\_\_\_
(Cust) (Minor)
under Uniform Gifts to Minors
Act \_\_\_\_\_
(State)

Additional abbreviations may also be used though not in the above list.

For value received, \_\_\_\_\_ hereby sell, assign and transfer unto

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE
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(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS, INCLUDING ZIP CODE, OF ASSIGNEE)
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-----

----- shares
of the capital stock represented by the within Certificate, and do hereby irrevocably constitute and appoint

----- Attorney
to transfer the said stock on the books of the within named Corporation with full power of substitution in the premises.

Dated \_\_\_\_\_

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NOTICE: THE SIGNATURE TO THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME AS WRITTEN UPON THE FACE OF THE CERTIFICATE IN EVERY PARTICULAR, WITHOUT ALTERATION OR ENLARGEMENT OR ANY CHANGE WHATEVER.

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SIGNATURE(S) GUARANTEED: THE SIGNATURE(S) SHOULD BE GUARANTEED BY AN ELIGIBLE GUARANTOR INSTITUTION (BANKS, STOCKBROKERS, SAVINGS AND LOAN ASSOCIATIONS AND CREDIT UNIONS WITH MEMBERSHIP IN AN APPROVED SIGNATURE GUARANTEE MEDALLION PROGRAM), PURSUANT TO S.E.C. RULE 17Ad-15.