

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Cullen Michael M</u> (Last) (First) (Middle) C/O HEIDRICK & STRUGGLES INT'L, INC. 233 S. WACKER DRIVE, SUITE 4900 (Street) CHICAGO IL 60606 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HEIDRICK & STRUGGLES INTERNATIONAL INC [HSII]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Operating Officer
	3. Date of Earliest Transaction (Month/Day/Year) 03/08/2021	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock ⁽¹⁾	03/08/2021		M		3,321	A	\$37.96 ⁽²⁾	18,783.444	D	
Common Stock ⁽³⁾	03/08/2021		F		975	D	\$37.96	17,808.444	D	
Common Stock ⁽⁴⁾	03/09/2021		M		2,737	A	\$36.95 ⁽²⁾	20,545.444	D	
Common Stock ⁽⁵⁾	03/09/2021		F		1,214	D	\$36.95	19,331.444	D	
Common Stock ⁽⁶⁾	03/09/2021		M		1,642	A	\$36.95 ⁽²⁾	21,383.444	D	
Common Stock ⁽⁷⁾	03/09/2021		F		729	D	\$36.95	20,244.444	D	
Common Stock ⁽⁸⁾	03/09/2021		A		11,295	A	\$36.95 ⁽⁹⁾	31,539.444	D	
Common Stock ⁽¹⁰⁾	03/09/2021		F		3,941	D	\$36.95	27,598.444	D	
Common Stock ⁽¹¹⁾	03/09/2021		M		6,402	A	\$36.95 ⁽²⁾	33,341.444	D	
Common Stock ⁽¹²⁾	03/09/2021		F		2,840	D	\$36.95	31,160.444	D	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
2019 Restricted Stock Units	(2)	03/08/2021		M		3,321		(13)	(13)	Common Stock	3,321	\$0	3,322	D	
2018 Restricted Stock Units	(2)	03/09/2021		M		2,737		(14)	(14)	Common Stock	2,737	\$0	0	D	
2018 Restricted Stock Units	(2)	03/09/2021		M		1,642		(15)	(15)	Common Stock	1,642	\$0	0	D	
2020 Restricted Stock Units	(2)	03/09/2021		M		6,402		(16)	(16)	Common Stock	6,402	\$0	12,804	D	
2021 Restricted Stock Units	(17)	03/09/2021		A		10,825		(18)	(18)	Common Stock	10,825	\$0	10,825	D	

Explanation of Responses:

- Reflects the vesting of the second of three installments of Restricted Stock Units ("RSUs") granted on March 8, 2019 ("2019 RSUs"). RSUs are service-based and vest in three equal installments on the first, second and third anniversaries of the date of grant.
- RSUs convert into common stock on a one-for-one basis at the time of vesting.
- Reflects an aggregate of 975 shares of common stock retained by the Issuer to satisfy tax withholding obligations with respect to 2019 RSUs that vested on March 8, 2021.
- Reflects the vesting of the third of three installments of Restricted Stock Units ("RSUs") granted on March 9, 2018 ("2018 Employment RSUs") which were awarded as per the terms of Michael Cullen's employment agreement. RSUs are service-based and vest in three equal installments on the first, second and third anniversaries of the date of grant.
- Reflects an aggregate of 1,214 shares of common stock retained by Heidrick & Struggles International, Inc. (the "Issuer") to satisfy tax withholding obligations with respect to 2018 Employment RSUs that vested on March 9, 2021.

6. Reflects the vesting of the third of three installments of RSUs granted on March 9, 2018 ("2018 Discretionary RSUs"), which were awarded as a special discretionary award in connection with similar awards made to select employees. RSUs are service-based and vest in three equal installments on the first, second and third anniversaries of the date of grant.
7. Reflects an aggregate of 729 shares of common stock retained by the Issuer to satisfy tax withholding obligations with respect to 2018 Discretionary RSUs that vested on March 9, 2021.
8. Reflects the vesting of 11,295 non-derivative Performance Stock Units ("PSUs") granted on March 9, 2018 ("2018 PSUs") for the three-year performance period ended December 31, 2020 and which are exempt from liability under Section 16(b) of the Securities Exchange Act pursuant to Rule 16b-3(d). PSUs are target-based equity grants that generally vest three years from the grant date if certain performance goals are achieved. The actual amounts to vest at the end of the performance period can range from 0% to 200% of target based on performance.
9. PSUs convert into common stock on a one-for-one basis at the time of vesting.
10. Reflects an aggregate of 3,941 shares of common stock retained by the Issuer to satisfy tax withholding obligations with respect to 2018 PSUs that vested on March 9, 2021.
11. Reflects the vesting of the first of three installments of RSUs granted on March 9, 2020 ("2020 RSUs"). RSUs are service-based and vest in three equal installments on the first, second and third anniversaries of the date of grant.
12. Reflects an aggregate of 2,840 shares of common stock retained by Issuer to satisfy tax withholding obligations with respect to 2020 RSUs that vested on March 9, 2021.
13. On March 8, 2019, the reporting person was granted 9,964 RSUs, which are service-based and vest in three equal installments on the first, second and third anniversaries of the date of grant.
14. On March 9, 2018, the reporting person was granted 8,210 2018 Employment RSUs, which are service-based and vest in three equal installments on the first, second and third anniversaries of the date of grant.
15. On March 9, 2018, the reporting person was granted 4,926 2018 Discretionary RSUs, which are service-based and vest in three equal installments on the first, second and third anniversaries of the date of grant.
16. On March 9, 2020, the reporting person was granted 19,206 RSUs, which are service-based and vest in three equal installments on the first, second and third anniversaries of the date of grant.
17. Each RSU represents a contingent right to receive one share of Issuer common stock.
18. RSUs are service-based and vest in three equal installments on the first, second and third anniversaries of the date of grant.

Remarks:

/s/ Kelly A Crosier, Attorney- 03/10/2021
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 4 (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.

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