

**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): September 23, 2021

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:

- 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.

On September 23, 2021, the Board of Directors (the “Board”) of Heidrick & Struggles International, Inc. (the “Company”), following the recommendation of the Nominating and Board Governance Committee, appointed Ms. Mary E. G. (“Meg”) Bear to serve on the Board, effective immediately. Ms. Bear will serve on the Human Resources and Compensation Committee of the Board.

The Board has determined that Ms. Bear qualifies as an independent director. There is no arrangement or understanding between Ms. Bear and any other person pursuant to which she was appointed as a director. There is no transaction between Ms. Bear and the Company that would be reportable under Item 404(a) of Regulation S-K promulgated under the Securities Exchange Act of 1934. Ms. Bear will receive the same compensation that the Company provides to its other non-employee directors as described under the heading “Director Compensation” in the Company’s 2021 proxy statement filed on April 16, 2021.

In connection with the foregoing, the Board approved an increase in the size of the Board from seven directors to eight directors, effective as of September 23, 2021.

A copy of the Company’s press release announcing the appointment of Ms. Bear 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	Heidrick & Struggles International, Inc. Press Release, dated September 29, 2021
104	Inline XBRL for the cover page of this Current Report on Form 8-K

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: September 29, 2021

By: /s/ Krishnan Rajagopalan
Name: Krishnan Rajagopalan
Title: President and Chief Executive Officer

Heidrick & Struggles Appoints Meg Bear to Board of Directors

CHICAGO, September 29, 2021 — [Heidrick & Struggles](#) (Nasdaq: HSII), a premier provider of global leadership advisory and on-demand talent solutions, today announced it has appointed Meg Bear to its Board of Directors as an independent director and member of the Human Resources and Compensation Committee of the Board, effective immediately. Following the appointment of Ms. Bear, the Board will comprise eight directors, seven of whom are independent.

“We’re proud to welcome Meg to our Board of Directors,” said Krishnan Rajagopalan, President and CEO, Heidrick & Struggles. “She is a visionary leader and leads with a people-first innovation mindset. Meg’s depth of experience, combined with her enthusiasm for creating customer-centric, innovative solutions will be invaluable as we continue to transform our business.”

Bear added, “Companies of all sizes and industries are evaluating how to best shape their company culture to promote diversity and inclusion, encourage upskilling and reskilling, and build empathetic yet results-oriented leaders. Heidrick & Struggles is at the center of these challenges helping organizations to build the teams that will future proof their business – which is why I’m thrilled to be joining the Board of Directors.”

Bear is the Chief Product Officer of SAP SuccessFactors, responsible for setting product vision, driving engineering and operations success, and leading the teams that bring the SAP SuccessFactors Human Experience Management (HXM) Suite to life. She has more than 25 years of experience building and scaling technology platforms, as well a wealth of software development lifecycle, market and innovation expertise.

Prior to SAP, Bear held strategic executive roles as SVP, Product and Engineering, at Juvo, SVP of Cloud Services at Imperva, GVP Social Cloud and VP HCM Development at Oracle, in addition to leadership positions at PeopleSoft and Saba.

About Heidrick & Struggles

Heidrick & Struggles (Nasdaq: HSII) is a premier provider of global leadership advisory and on-demand talent solutions, serving the senior-level talent and consulting needs of the world’s top organizations. In our role as trusted leadership advisors, we partner with our clients to develop future-ready leaders and organizations, bringing together our services and offerings in executive search, diversity and inclusion, leadership assessment and development, organization and team acceleration, culture shaping and on-demand, independent talent solutions. Heidrick & Struggles pioneered the profession of executive search more than 65 years ago. Today, the firm provides integrated talent and human capital solutions to help our clients change the world, one leadership team at a time.® www.heidrick.com

Heidrick & Struggles Media Contact:

Nina Chang
nchang@heidrick.com