

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

|  |   |   |
|--|---|---|
| 1. Name and Address of Reporting Person*<br><u>Beard, Stephen W.</u><br><br>(Last) (First) (Middle)<br>HEIDRICK & STRUGGLES INTERNATIONAL, INC.<br>233 S. WACKER DRIVE, SUITE 4900<br><br>(Street)<br>CHICAGO IL 60606<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>HEIDRICK &amp; STRUGGLES INTERNATIONAL INC [ HSII ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br>EVP, CAO, GC & Secretary |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>03/08/2016  |   |
| 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 <sup>(1)</sup>     | 03/08/2016                           | 03/08/2016   | A                              |   | 4,200   | A          | (2)     | 44,539  | D  |   |
| Common Stock <sup>(1)</sup>     | 03/08/2016                           | 03/08/2016   | F                              |   | 1,307   | D          | \$23.69 | 43,232  | D  |   |
| Common Stock <sup>(1)</sup>     | 03/08/2016                           | 03/08/2016   | A                              |   | 17,186  | A          | (2)     | 60,418  | D  |   |
| Common Stock <sup>(1)</sup>     | 03/08/2016                           | 03/08/2016   | F                              |   | 5,345   | D          | \$23.69 | 55,073  | 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   | Amount or Number of Shares |  |  |   |  |
| 2013 Restricted Stock Unit                 | (2)  | 03/08/2016                           | 03/08/2016   | M                              |   |  | 4,200                | (3)  | (3)             | Common Stock  | (4)                        | (2)  | 10,900   | D   |  |
| 2013 Performance Stock Unit                | (2)  | 03/08/2016                           | 03/08/2016   | A                              |   |  | 4,587 <sup>(5)</sup> | (3)  | (3)             | Common Stock  | (4)                        | (2)  | 34,023   | D   |  |
| 2013 Performance Stock Unit <sup>(6)</sup> | (2)  | 03/08/2016                           | 03/08/2016   | M                              |   |  | 17,186               | (3)  | (3)             | Common Stock  | (4)                        | (2)  | 16,837   | D   |  |

**Explanation of Responses:**

- Reflects shares acquired from the 2013 RSU and PSU vesting reported on Table II.
- The number of RSUs or PSUs awarded to the Reporting Person was determined by dividing the total dollar value of compensation granted to the Reporting Person by the closing price of HSII common stock on the grant date of March 8, 2013.
- RSUs are service-based and will vest in three equal installments on the first, second and third anniversaries of the date of grant. PSUs are target-based equity grants that generally vest three years from the grant date if certain performance goals are achieved.
- Granted under the Company's Global Share Plan. Each RSU or PSU represents a right to receive one share of the Issuer's Common Stock upon vesting.
- Represents an increase in the target number of PSUs granted to the Reporting Person under the 2013 PSU grant because the Issuer exceeded the operating income performance measure for the period 2013-2015 which increased the number of shares vesting on the PSU grant.
- Represents the vesting of PSUs granted on March 8, 2013 in the amount of 12,599 which were subject to the achievement of certain performance measures and issued based on a graduated scale ranging from 0 to 200 percent of the initial target amount.

**Remarks:**

/s/ Stephen W. Beard, Attorney-In-Fact 03/10/2016

\*\* 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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