

OMB APPROVAL	
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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>Harris Mark R</u>  (Last) (First) (Middle) <u>C/O HEIDRICK &amp; STRUGGLES INT'L INC.</u> <u>233 S. WACKER DRIVE, SUITE 4900</u>  (Street) <u>CHICAGO IL 60606</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HEIDRICK &amp; 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) <u>Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/08/2021</u>	
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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock <sup>(1)</sup>	03/08/2021		M		3,066	A	\$37.96 <sup>(2)</sup>	8,005.019	D	
Common Stock <sup>(3)</sup>	03/08/2021		F		1,421	D	\$37.96	6,584.019	D	
Common Stock <sup>(4)</sup>	03/09/2021		M		3,284	A	\$36.95 <sup>(2)</sup>	9,868.019	D	
Common Stock <sup>(5)</sup>	03/09/2021		F		1,522	D	\$36.95	8,346.019	D	
Common Stock <sup>(6)</sup>	03/09/2021		M		5,335	A	\$36.95 <sup>(2)</sup>	13,681.019	D	
Common Stock <sup>(7)</sup>	03/09/2021		F		2,473	D	\$36.95	11,208.019	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		3,066		(8)	(8)	Common Stock	3,066	\$0	3,066	D	
2018 Restricted Stock Units	(2)	03/09/2021		M		3,284		(9)	(9)	Common Stock	3,284	\$0	0	D	
2020 Restricted Stock Units	(2)	03/09/2021		M		5,335		(10)	(10)	Common Stock	5,335	\$0	10,670	D	
2021 Restricted Stock Units	(11)	03/09/2021		A		10,825		(12)	(12)	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 1,421 shares of common stock retained by 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 RSUs"). 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 1,522 shares of common stock retained by Heidrick & Struggles International, Inc. (the "Issuer") to satisfy tax withholding obligations with respect to 2018 RSUs that vested on March 9, 2021.
- 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.
- Reflects an aggregate of 2,473 shares of common stock retained by Issuer to satisfy tax withholding obligations with respect to 2020 RSUs that vested on March 9, 2021.
- On March 8, 2019, the reporting person was granted 9,198 RSUs, which are service-based and vest in three equal installments on the first, second and third anniversaries of the date of grant.
- On March 9, 2018, the reporting person was granted 9,852 RSUs, which are service-based and vest in three equal installments on the first, second and third anniversaries of the date of grant.
- On March 9, 2020, the reporting person was granted 16,005 RSUs, which are service-based and vest in three equal installments on the first, second and third anniversaries of the date of grant.
- Each RSU represents a contingent right to receive one share of Issuer common stock.
- 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

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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