

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities and Exchange Act of 1934

Date of Report: June 18, 2002
(Date of earliest event reported)

HEIDRICK & STRUGGLES, INC. 401(K) PROFIT SHARING AND RETIREMENT PLAN
(Exact name of registrant as specified in the charter)

HEIDRICK & STRUGGLES INTERNATIONAL, INC.
(Name of the issuer of the securities held pursuant to the plan)

| | | |
|---|------------------------------------|--|
| Delaware (State or other jurisdiction of incorporation) | 000-25837 (Commission File No.) | 36-2681268 (IRS Employer Identification No.) |
|---|------------------------------------|--|

233 South Wacker Drive, Suite 4200
Chicago, Illinois 60606-6303
(Address of Principal Executive Offices)

312-496-1200
(Registrant's telephone number including area code)

n/a
(Former name or former address, if changed since last report)

Item 4. Changes in Registrant's Certifying Accountant

On June 18, 2002, the Administrative Committee of the Heidrick & Struggles, Inc. 401(k) Profit Sharing and Retirement Plan ("the Plan") decided to dismiss Arthur Andersen LLP ("Andersen") as the Plan's independent public accountants and engaged KPMG LLP ("KPMG") to serve as the Plan's independent public accountants for the year ending December 31, 2001.

Andersen's audit reports on the Plan's financial statements for each of the two fiscal years ended December 31, 2000 and 1999 did not contain an adverse opinion or disclaimer of opinion, nor were they qualified or modified as to uncertainty, audit scope or accounting principles.

During the Plan's two fiscal years ended December 31, 2000 and 1999 and through the date hereof, there were no disagreements with Andersen on any matter of accounting principle or practice, financial statement disclosure, or auditing scope or procedure which, if not resolved to Andersen's satisfaction, would have caused them to make reference to the subject matter in conjunction with their report on the Plan's financial statements for such years; and there were no reportable events as defined in Item 304(a) (1) (v) of Regulation S-K.

The company provided Andersen with a copy of the foregoing disclosures. Attached as Exhibit 16.1 is a copy of Andersen's letter, dated June 18, 2002 with respect thereto.

During the Plan's two fiscal years ended December 31, 2000 and 1999 and through the date hereof, the Plan did not consult with KPMG with respect to the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Plan's financial statements, or any other matters or reportable events as set forth in Items 304 (a) (2) (i) and (ii) of Regulation S-K.

Item 7. Financial Statements and Exhibits.

(c) Exhibits.

| Exhibit Number | Description |
|----------------|--|
| ----- | ----- |
| 16.1 | Letter from Arthur Andersen LLP dated June 18, 2002 regarding change in certifying accountant. |

SIGNATURE

Pursuant to the requirements of the Securities and 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, INC. 401(k)
PROFIT SHARING AND RETIREMENT PLAN

/s/ Robert Sloan

Authorized signatory for the
Administrative Committee

Dated: June 21, 2002

[LOGO OF ANDERSEN]

Arthur Andersen LLP
33 West Monroe Street
Chicago IL 60603-5385
Tel 312 580-0033

www.andersen.com

Administrative Committee
Heidrick & Struggles, Inc.
401(k) Profit Sharing & Retirement Plan
Sears Tower, Suite 4200
233 South Wacker Drive
Chicago, Illinois 60606

June 18, 2002

Dear Sir/Madam:

You requested that Arthur Andersen LLP ("Andersen") provide you with a letter stating whether Andersen agreed with statements that will be included in a Form 8-K that will be filed by the Heidrick & Struggles, Inc. 401 (k) Profit Sharing and Retirement Plan (the "Plan") with the Securities and Exchange Commission on or about June 21, 2002, regarding the termination of the audit relationship between Andersen and the Plan.

The Partner and manager who formerly supervised Andersen's audit of the Plan's financial statements have left the firm. Therefore, Andersen is unable to provide the letter that you have requested.

This letter is intended solely to acknowledge your request and advise you of Andersen's inability to respond. No inference regarding Andersen's agreement or disagreement with the Plan's disclosures should be drawn from this letter.

Very truly yours,

/s/ Arthur Andersen LLP