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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 OR 15(d) of  
The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): January 28, 2019**

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**HEIDRICK & STRUGGLES INTERNATIONAL, INC.**

(Exact name of registrant as specified in its charter)

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**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.)

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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 (see General Instruction A.2. below):

- 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))

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.

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangement of Certain Officers**

(d) The Board of Directors (the “Board”) of Heidrick & Struggles International, Inc. (“HSII”) has appointed Stacey Rauch as an independent member of HSII’s Board, effective February 1, 2019. Ms. Rauch will stand for election at HSII’s 2019 annual meeting. Ms. Rauch will serve on the Audit and Finance Committee. Ms. Rauch will receive compensation and benefits from HSII for service on the Board on the same terms as other non-employee directors as described in HSII’s Definitive Proxy Statement on Schedule 14A, which was filed with the Securities and Exchange Commission on April 24, 2018. There is no arrangement or understanding between Ms. Rauch and any other person pursuant to which she was appointed as a director of HSII.

Ms. Rauch, 60, is a Director (Senior Partner) Emeritus of McKinsey & Company where she served clients in the United States and internationally for 24 years. She co-founded the New Jersey office and was the first woman to be appointed as an industry practice leader. Ms. Rauch was a leader in the firm’s Retail and Consumer Goods Practices, served as the head of the North American Retail and Apparel Practice and acted as the Global Retail Practice Convener. She retired from McKinsey & Company in September 2010 and has since then pursued a portfolio career.

Ms. Rauch is Chairman of the Board of Fiesta Restaurant Group Inc. and serves on the board of Ascena Retail Group Inc, (both NASDAQ listed companies). Ms. Rauch is also a non-executive director of Land Securities Group PLC (a FTSE company). She previously served as a director of CEB Inc. (a NYSE listed member-based advisory company), ANN Inc (a NYSE listed women’s speciality apparel retailer) and Tops Holding Corporation.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

The following exhibit is being furnished as part of this Report on Form 8-K:

99.1 [Heidrick & Struggles International, Inc. Press Release dated January 29, 2019.](#)

**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: January 29, 2019

By: /s/ Kamau Coar

Name: Kamau Coar

Title: General Counsel

# HEIDRICK & STRUGGLES

**Heidrick & Struggles Media Contact:**

Nina Chang

[nchang@heidrick.com](mailto:nchang@heidrick.com)**Heidrick & Struggles Appoints Stacey Rauch to Board of Directors**

**CHICAGO, January 29, 2019** — Heidrick & Struggles (Nasdaq: HSII), a premier provider of executive search, leadership assessment and development, organization and team effectiveness, and culture shaping services globally, today announced Stacey Rauch has been appointed to its Board of Directors as an independent director and will serve on its Audit and Finance Committee, effective February 1, 2019.

Rauch is a Director (Senior Partner) Emeritus of McKinsey & Company where she served clients in the United States and internationally for 24 years. She retired from McKinsey & Company in September 2010 and has since pursued a portfolio career. Ms. Rauch was a leader in the firm's Retail and Consumer Goods Practices, served as the head of the North American Retail and Apparel Practice and acted as the Global Retail Practice Convener. She also was the first woman to be appointed as an industry practice leader and co-founded the New Jersey office.

"We are delighted to welcome Stacey to our Board of Directors," said Krishnan Rajagopalan, President and CEO, Heidrick & Struggles. "As we introduce new data-driven, tech-enabled platforms and offer an expanded range of executive talent and human capital solutions, Stacey's strategic leadership and consulting expertise, coupled with her deep experience as an international business leader, will add important new perspectives and diverse insights to our board."

"Heidrick & Struggles is on an exciting transformation journey," said Rauch. "I look forward to working with the board as the firm continues to further enhance its digital capabilities and help their clients accelerate their performance."

Rauch also is Chairman of the Board of Fiesta Restaurant Group Inc. and serves on the board of Ascena Retail Group Inc. In addition, she is a non-executive director of Land Securities Group PLC. She previously served as a director of CEB Inc., ANN Inc. and Tops Holding Corporation.

With the addition of Rauch, seven members of Heidrick & Struggles' nine-person Board meet the standards of independence under the company's Corporate Governance Guidelines and Nasdaq Rules.

#### **About Heidrick & Struggles**

Heidrick & Struggles (Nasdaq: HSII) serves the senior-level talent and leadership needs of the world's top organizations as a trusted advisor across executive search, leadership assessment and development, organization and team effectiveness, and culture shaping services. Heidrick & Struggles pioneered the profession of executive search more than 60 years ago. Today, the firm provides integrated leadership solutions to help our clients change the world, one leadership team at a time.® [www.heidrick.com](http://www.heidrick.com)

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