

**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 19, 2024**

**HEIDRICK & STRUGGLES INTERNATIONAL, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**0-25837**  
(Commission  
File Number)

**36-2681268**  
(I.R.S. Employer  
Identification Number)

**233 South Wacker Drive, Suite 4900, Chicago, Illinois**  
(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.**

*Appointments of Vijayabharathi V. Kaza and Timothy L. Carter to the Board of Directors*

On September 19, 2024, the Board of Directors (the “Board”) of Heidrick & Struggles International, Inc. (the “Company”), following the recommendation of its Nominating and Board Governance Committee, appointed each of Ms. Vijayabharathi V. Kaza and Mr. Timothy L. Carter to the Board, effective immediately. Ms. Kaza and Mr. Carter will both serve on the Audit and Finance Committee of the Board. Mr. Carter will additionally serve on the Human Resources and Compensation Committee of the Board.

The Board has determined that each of Ms. Kaza and Mr. Carter qualifies as an independent director. There is no arrangement or understanding between Ms. Kaza or Mr. Carter and any other person pursuant to which they were selected and appointed as a director. There have been no transactions directly or indirectly involving either of Ms. Kaza or Mr. Carter and the Company that would require disclosure under Item 404(a) of Regulation S-K promulgated under the Securities Exchange Act of 1934.

Consistent with the compensation the Company provides to its other non-employee directors, Ms. Kaza and Mr. Carter will each receive an annual cash retainer of \$90,000 per year, payable quarterly in arrears, prorated based on the date of their appointment to the Board. In addition, Ms. Kaza and Mr. Carter will each receive an annual equity award of restricted stock units or shares of common stock with a grant date fair value of \$150,000, consistent with the annual equity awards granted to other non-employee directors of the Company, prorated based on the date of their appointment to the Board.

Ms. Kaza and Mr. Carter will each also enter into the Company’s standard form of Director and Officer Indemnification Agreement with the Company.

*Departure of Lyle Logan from the Board of Directors*

On September 19, 2024, Lyle Logan notified the Board that he would resign as a member of the Board, effective upon the adjournment of the Board meeting on September 26, 2024. Mr. Logan’s decision to resign as a member of the Board was not a result of any disagreement with the Company on any matter relating to the Company’s operations, policies or practices.

In connection with the foregoing, on September 19, 2024, the Board approved (i) an increase in the size of the Board from eight directors to ten directors, effective immediately prior to the appointment of Ms. Kaza and Mr. Carter as members of the Board, and (ii) a decrease in the size of the Board from ten directors to nine directors, effective upon Mr. Logan’s departure as a member of the Board.

A copy of the Company’s press release announcing the changes to the Board 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	<a href="#">Heidrick &amp; Struggles International, Inc. Press Release dated September 24, 2024</a>
104	Cover Page Interactive Data File, formatted in Inline XBRL

**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 24, 2024

/s/ Tracey Heaton

Name: Tracey Heaton

Title: Chief Legal Officer & Corporate Secretary

**Heidrick & Struggles Announces Appointment of Two New Independent Board Members**  
*Vijaya Kaza and Timothy Carter Newest Appointments to Board of Directors*

**CHICAGO, September 24, 2024** – Heidrick & Struggles International, Inc. (Nasdaq: HSII), a premier provider of global leadership advisory and on-demand talent solutions, today announced the appointment of Vijaya Kaza and Timothy Carter to its Board of Directors as independent directors, effective immediately. The Company also announced that long-serving board member Lyle Logan will depart, effective September 26. Following these changes, the Company’s Board of Directors consists of nine directors, eight of whom are independent.

“We are thrilled to welcome both Vijaya and Tim to our Board, and on behalf of Heidrick & Struggles and the Board of Directors, I would like to thank Lyle for his valuable contributions to the Company and wish him well with his future endeavors,” said Tom Monahan, CEO of Heidrick & Struggles. “Vijaya’s executive experience overseeing digital products, consumer experience, and cybersecurity, combined with Tim’s record of value creation in complex advisory businesses, will greatly enhance our Board’s capabilities and value in the marketplace as we continue to innovate and grow across diverse industries. Furthermore, Tim’s appointment marks the first time a public company CFO joins our Board, bringing a new depth of financial expertise to help guide our strategic decisions.”

Vijaya Kaza currently serves as Chief Security Officer & Vice President, Engineering—Trust and Safety at Airbnb, Inc. She brings over two decades of experience in the technology sector and has been instrumental in driving digital transformation and product development in high-growth technology companies. Her technical expertise and leadership in AI/ML, Cybersecurity, and SaaS/Cloud security will provide significant value to Heidrick & Struggles amid the evolving leadership landscape.

Timothy Carter is the former Chief Financial Officer of Piper Sandler Companies, where he played a pivotal role in steering the firm through a period of value creation through both strategic growth initiatives and major acquisitions. With over 30 years of financial leadership experience, Timothy has demonstrated strong capabilities in capital deployment, corporate governance, and business unit autonomy. His financial acumen and experience will contribute invaluable insights into governance and strategic growth across multiple industries.

“I am excited to join Heidrick & Struggles’ Board of Directors and look forward to contributing to the company’s continued growth and innovation,” said Vijaya Kaza. “Heidrick & Struggles has an impressive legacy of delivering world-class leadership advisory services, and I’m eager to support their mission in building future-ready leaders and organizations.”

Timothy Carter added, “Having worked closely with Heidrick & Struggles in the past, I have seen firsthand the impact they make in transforming leadership teams across industries. I’m honored to join the Board at this pivotal time and contribute to the company’s ongoing success.”

---

**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. As trusted leadership advisors, we partner with clients to develop future-ready leaders and organizations, bringing together our services in executive search, diversity and inclusion, leadership assessment and development, 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 clients change the world, one leadership team at a time. Learn more at [www.heidrick.com](http://www.heidrick.com).

**Media Contact**

Bianca Wilson

Director, Public Relations, Americas

Heidrick & Struggles

[bwilson@heidrick.com](mailto:bwilson@heidrick.com)

###