

KANIN LOVERS JILL

Form 4/A

May 31, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
KANIN LOVERS JILL

(Last) (First) (Middle)

C/O HEIDRICK & STRUGGLES
INT'L., INC., 233 S. WACKER
DRIVE, SUITE 4200

(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
HEIDRICK & STRUGGLES
INTERNATIONAL INC [HSII]3. Date of Earliest Transaction
(Month/Day/Year)
05/23/20134. If Amendment, Date Original
Filed(Month/Day/Year)
05/28/20135. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person**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)
Common Stock	05/23/2013		A	(A) or (D) A 5,023 (1)	Price \$ 0 (1)	27,360	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**SEC 1474
(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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 Underlying Securities (Instr. 3 and 4)		8. Deemed Settlement Date (Instr. 3)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Employee Restricted Stock	(2)							(3)	(4)	Common Stock	870

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KANIN LOVERS JILL C/O HEIDRICK & STRUGGLES INT'L., INC. 233 S. WACKER DRIVE, SUITE 4200 CHICAGO, IL 60606	X			

Signatures

Stephen W. Beard,
Attorney-in-Fact

****Signature of Reporting Person** _____ **Date** _____

Explanation of Responses:

- * 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).
- (1) Common stock awarded on May 23, 2013, the date of the annual meeting of stockholders. The award is equal to the annual equity retainer of \$75,000, rounded to the nearest whole number of shares (\$75,000 divided by the closing stock price on May 23, 2013 of \$14.93).
- (2) Each restricted stock unit represents the contingent right to receive one share of Heidrick & Struggles International, Inc. common stock.
- (3) Pursuant to the terms of the award agreement, the award will fully vest upon the completion of the director's service as a member of the Board of Directors.
- (4) There is no expiration date for this award.

Remarks:

The Form 4A is being filed only to correct footnotes 2,3 and 4. No other changes were made.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.