

HEIDRICK & STRUGGLES INTERNATIONAL INC  
Form 8-K  
October 05, 2016

**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 30, 2016**

**HEIDRICK & STRUGGLES INTERNATIONAL, INC.**

**(Exact name of registrant as specified in its charter)**

**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.)**

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))

**Item 1.01. Entry into a Material Definitive Agreement.**

On September 22, 2016, the Board of Directors of Heidrick & Struggles International, Inc. ( Heidrick & Struggles ) amended and restated the Heidrick & Struggles Non-Employee Directors Voluntary Deferred Compensation Plan effective as of September 30, 2016 (the Directors VDC Plan ). A copy of the Directors VDC Plan is being furnished as an exhibit to this Report on Form 8-K and is incorporated herein by reference.

The amendments to the Directors VDC Plan permit directors to elect in-service distributions and to receive installment payments only with respect to new contributions made after the date of the amendment and restatement. Previously, in-service distributions and installment payments were not permitted under the Directors VDC Plan.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

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

2.1 Heidrick & Struggles Non-Employee Directors Voluntary Deferred Compensation Plan (Amended and Restated as of September 30, 2016).

**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: October 5, 2016

By: /s/ Stephen W. Beard  
Name: Stephen W. Beard  
Title: Executive Vice President, General Counsel and  
Chief Administrative Officer