

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Murray Thomas J III</u>  (Last) (First) (Middle) C/O HEIDRICK & STRUGGLES INT'L, INC. 233 S. WACKER DR. SUITE 4900  (Street) CHICAGO IL 60606  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HEIDRICK &amp; STRUGGLES INTERNATIONAL INC [ HSII ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President
	3. Date of Earliest Transaction (Month/Day/Year) 03/08/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/08/2024		A		22,638 <sup>(1)</sup>	A	\$0	45,233.088	D	
Common Stock	03/08/2024		A		32,383 <sup>(2)</sup>	A	\$0	77,616.088	D	
Common Stock	03/09/2024		F		859 <sup>(3)</sup>	D	\$31.79	76,757.088	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Represents Restricted Stock Units, each representing a contingent right to receive one share of the Issuer's Common Stock under the Fourth Amended and Restated 2012 Heidrick & Struggles GlobalShare Program. The Restricted Stock Units are service-based and vest in three equal installments on the first, second and third anniversaries of the date of grant.
- Represents Performance Stock Units, each representing a contingent right to receive one share of the Issuer's Common Stock under the Fourth Amended and Restated 2012 Heidrick & Struggles GlobalShare Program. The Performance Stock Units will be earned in equal 25% increments upon the attainment of certain prescribed stock price hurdles, and will vest in equal annual installments on each of the first four anniversaries of the grant date, subject to Mr. Murray's continuous employment with the Issuer or an affiliate through such vesting date and the achievement of the applicable stock price hurdle for that year.
- Reflects an aggregate of 859 shares of common stock retained by Heidrick & Struggles International, Inc. to satisfy tax withholding obligations with respect to the vesting of Restricted Stock Units.

**Remarks:**

/s/ Antony Gabriel, Attorney- In-Fact 03/13/2024

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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