

**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 ACTS OF 1934**

Date of Report (Date of earliest event reported): May 29, 2007

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 4200, 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 29, 2007, Heidrick & Struggles International, Inc. issued a press release announcing the election of Richard I. Beattie as Non-Executive Chairman for the company's Board of Directors. Mr. Beattie succeeds Thomas J. Friel, who stepped down as Chairman, in accordance with the company's previously announced plan. A copy of the press release is attached as Exhibit 99.1 to this report and is incorporated herein by reference.

Item 8.01. Other Events

On May 29, 2007, Heidrick & Struggles International, Inc. issued a press release announcing the authorization by its Board of Directors of a \$50 million stock repurchase program. A copy of the press release is attached as Exhibit 99.1 to this report and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits:

<u>Exhibit Number</u>	<u>Description</u>
99.1	Company Press Release dated May 29, 2007

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.

Dated: May 31, 2007

HEIDRICK & STRUGGLES INTERNATIONAL, INC.

By: /s/ K. Steven Blake
K. Steven Blake, Executive Vice President,
General Counsel and Secretary

**Heidrick & Struggles Announces Results
of Board Meeting and Annual Meeting**

***Richard I. Beattie Named Non-Executive Chairman
Board Authorizes New \$50 Million Stock Repurchase Program
Shareholders Vote In Favor of All Three Proposals***

CHICAGO (May 29, 2007) — Heidrick & Struggles International, Inc. (NASDAQ: HSII), the world's premier executive search and leadership consulting firm, today announced that Richard I. Beattie has been elected Non-Executive Chairman of the company's Board of Directors.

Beattie, 68, has served on the company's Board since 2002. He currently is Chairman of Simpson Thacher & Bartlett, LLP and has practiced law at that firm since 1968. He also serves on the board of Harley-Davidson, Inc.

Beattie succeeds Thomas J. Friel, who stepped down as Chairman last week, in accordance with the company's previously announced plan.

"As one of our longest-serving independent directors, Dick knows this company well and is an ideal choice to lead our Board," said Heidrick & Struggles Chief Executive Officer Kevin Kelly. "He is a skilled advisor to global companies and I look forward to drawing upon his experience as we continue to enhance the Heidrick & Struggles brand."

Presently the Heidrick & Struggles Board comprises seven independent directors and two internal directors, including Kelly.

The Board also authorized a new \$50 million stock repurchase program. The company intends, from time to time, as business conditions warrant, to continue to purchase common stock in open market transactions or in negotiated or block trades. No time limit has been set for completion of the program. A portion of the repurchased shares is intended to offset dilution associated with the company's employee equity programs.

Added Kelly: "We have made it clear that we intend to use our cash to provide a greater return for shareholders. Acquisitions that make good business sense are one way, a share repurchase program is another. We are pleased the Board supports and encourages this."

The program will commence following the completion of the company's current \$50 million stock repurchase program – announced in May 2006 – under which approximately \$19.9 million remains authorized and available as of May 29, 2007.

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Since October 2004, the company has repurchased more than 3.3 million shares of its common stock at an aggregate cost of approximately \$110 million. At March 31, 2007, Heidrick & Struggles had approximately 19 million fully diluted shares outstanding.

Also, at last week's Annual Meeting, Heidrick & Struggles shareholders voted in favor of all three proposals before them as described in the company's 2007 proxy statement. Directors Beattie, Antonio Borges, and John A. Fazio were re-elected to serve on the Board until the Annual Meeting in 2010. Also approved were the 2007 Heidrick & Struggles GlobalShare Program and the Heidrick & Struggles Incentive Plan.

About Heidrick & Struggles International, Inc.

Heidrick & Struggles International, Inc. is the world's premier provider of senior-level executive search and leadership consulting services, including talent management, board building, executive on-boarding and M&A effectiveness. For more than 50 years, we have focused on quality service and built strong leadership teams through our relationships with clients and individuals worldwide. Today, Heidrick & Struggles leadership experts operate from principal business centers in North America, Latin America, Europe and Asia Pacific. For more information about Heidrick & Struggles, please visit www.heidrick.com.

Safe Harbor Statement

This press release contains forward-looking statements. The forward-looking statements are based on current expectations, estimates, forecasts and projections about the industry in which we operate and management's beliefs and assumptions. Forward-looking statements may be identified by the use of words such as "expects," "anticipates," "intends," "plans," "believes," "seeks," "estimates," "projects," "forecasts," and similar expressions. Forward-looking statements are not guarantees of future performance and involve certain known and unknown risks, uncertainties and assumptions that are difficult to predict. Actual outcomes and results may differ materially from what is expressed, forecasted or implied in the forward-looking statements. Factors that may affect the outcome of the forward-looking statements include, among other things: our ability to attract and retain qualified executive search consultants; the condition of the economies in the United States, Europe, or elsewhere; social or political instability in markets where we operate; the impact of foreign currency exchange rate fluctuations; price competition; the ability to forecast, on a quarterly basis, variable compensation accruals that ultimately are determined based on the achievement of annual results; delays or difficulties in integrating the Highland Partners search operations; an inability to achieve the planned cost savings from our cost-reduction initiatives; an inability to sublease or assign unused office space; our ability to realize our tax loss carryforwards; the timing of any deferred tax asset valuation allowance reversals; the mix of profit and loss by country; an impairment of our goodwill and other intangible assets; and delays in the development and/or implementation of new technology and systems. Our reports filed with the U.S. Securities and Exchange Commission also include information on factors that may affect the outcome of forward-looking statements. We undertake no obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

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