

**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): May 26, 2022

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, 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 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 5.07 Submission of Matters to a Vote of Security Holders.

(a) The annual meeting of stockholders (the “Annual Meeting”) of Heidrick & Struggles International, Inc. (the “Company”) was held on May 26, 2022.

(b) The results of the matters submitted to the Company’s stockholders at the Annual Meeting were as follows:

1. Election of Seven Directors: The Company’s stockholders elected the following seven directors, each to serve a one-year term expiring on the date of the Company’s 2023 annual meeting of stockholders. Each director will hold office until his or her successor has been duly elected and qualified or until the director’s earlier resignation or removal.

| | <u>For</u> | <u>Withheld</u> | <u>Broker Non-Votes</u> |
|----------------------|------------|-----------------|-----------------------------|
| ELIZABETH L. AXELROD | 16,060,243 | 289,412 | 1,755,700 |
| MARY E. G. BEAR | 16,287,073 | 62,582 | 1,755,700 |
| LYLE LOGAN | 16,083,722 | 265,933 | 1,755,700 |
| T. WILLEM MESDAG | 16,074,363 | 275,292 | 1,755,700 |
| KRISHNAN RAJAGOPALAN | 16,277,840 | 71,815 | 1,755,700 |
| STACEY RAUCH | 16,291,548 | 58,107 | 1,755,700 |
| ADAM WARBY | 16,094,461 | 255,194 | 1,755,700 |

2. Advisory Vote to Approve Named Executive Officer Compensation: The Company’s stockholders approved this proposal.

| | |
|------------------|------------|
| For | 15,597,651 |
| Against | 749,347 |
| Abstain | 2,657 |
| Broker Non-Votes | 1,755,700 |

3. Ratification of the Appointment of RSM US LLP as the Company’s Independent Registered Public Accounting Firm for the 2022 Fiscal Year: The Company’s stockholders approved this proposal.

| | |
|---------|------------|
| For | 18,086,608 |
| Against | 14,705 |
| Abstain | 4,042 |

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: May 31, 2022

/s/ Tracey Heaton

Name: Tracey Heaton

Title: Chief Legal Officer & Corporate Secretary