

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Payne Sarah</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 [ HSHI ]</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) <u>Chief Human Resources Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 03/09/2023	
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 <sup>(1)</sup>	03/09/2023		M		2,134	A	\$33 <sup>(2)</sup>	8,825.261	D	
Common Stock <sup>(3)</sup>	03/09/2023		F		669	D	\$33	8,156.261	D	
Common Stock <sup>(4)</sup>	03/09/2023		A		7,823	A	\$33 <sup>(5)</sup>	15,979.261	D	
Common Stock <sup>(6)</sup>	03/09/2023		F		2,452	D	\$33	13,527.261	D	
Common Stock <sup>(7)</sup>	03/09/2023		M		1,579	A	\$33 <sup>(2)</sup>	15,106.261	D	
Common Stock <sup>(8)</sup>	03/09/2023		F		495	D	\$33	14,611.261	D	
Common Stock <sup>(9)</sup>	03/09/2023		M		1,525	A	\$33 <sup>(2)</sup>	16,136.261	D	
Common Stock <sup>(10)</sup>	03/09/2023		F		478	D	\$33	15,658.261	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		Date Exercisable	Expiration Date						Title
2020 Restricted Stock Units	(2)	03/09/2023		M		2,134	(11)	(11)	Common Stock	2,134	\$0	0	D	
2021 Restricted Stock Units	(2)	03/09/2023		M		1,579	(12)	(12)	Common Stock	1,579	\$0	1,579	D	
2022 Restricted Stock Units	(2)	03/09/2023		M		1,525	(13)	(13)	Common Stock	1,525	\$0	3,051	D	

Explanation of Responses:

- Reflects the vesting of the third of three installments of Restricted Stock Units ("RSUs") granted on March 9, 2020 ("2020 RSUs"). RSUs are service-based and vest in three equal installments on the first, second and third anniversaries of the date of grant.
- RSUs convert into common stock on a one-for-one basis at the time of vesting.
- Reflects an aggregate of 669 shares of common stock retained by the Heidrick & Struggles International, Inc. (the "Issuer") to satisfy tax withholding obligations with respect to 2020 RSUs that vested on March 9, 2023.
- Reflects the vesting of 7,823 non-derivative Performance Stock Units ("PSUs") granted on March 9, 2020 ("2020 PSUs") for the three-year performance period ended December 31, 2022 and which are exempt from liability under Section 16(b) of the Securities Exchange Act pursuant to Rule 16b-3(d). PSUs are target-based equity grants that generally vest three years from the grant date if certain performance goals are achieved. The actual amounts to vest at the end of the performance period can range from 0% to 200% of target based on performance.
- PSUs convert into common stock on a one-for-one basis at the time of vesting.
- Reflects an aggregate of 2,452 shares of common stock retained by Issuer to satisfy tax withholding obligations with respect to 2020 PSUs that vested on March 9, 2023.
- Reflects the vesting of the second of three installments of RSUs granted on March 9, 2021 ("2021 RSUs"). RSUs are service-based and vest in three equal installments on the first, second and third anniversaries of the date of grant.
- Reflects an aggregate of 495 shares of common stock retained by the Issuer to satisfy tax withholding obligations with respect to 2021 RSUs that vested on March 9, 2023.
- Reflects the vesting of the first of three installments of RSUs granted on March 9, 2022 ("2022 RSUs"). RSUs are service-based and vest in three equal installments on the first, second and third anniversaries of the date of grant.
- Reflects an aggregate of 478 shares of common stock retained by the Issuer to satisfy tax withholding obligations with respect to 2022 RSUs that vested on March 9, 2023.

11. On March 9, 2020, the reporting person was granted 6,402 RSUs, which are service-based and vest in three equal installments on the first, second and third anniversaries of the date of grant.
12. On March 9, 2021, the reporting person was granted 4,736 RSUs, which are service-based and vest in three equal installments on the first, second and third anniversaries of the date of grant.
13. On March 9, 2022, the reporting person was granted 4,576 RSUs, which are service-based and vest in three equal installments on the first, second and third anniversaries of the date of grant.

**Remarks:**

/s/ Jose J. Castillo

03/09/2023

\*\* 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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