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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 OR 15(d)  
of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): July 6, 2017**

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**HEIDRICK & STRUGGLES INTERNATIONAL, INC.**

(Exact name of registrant as specified in its charter)

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**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.)

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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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR 240.12b-2).

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.

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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On July 6, 2017, Heidrick & Struggles International, Inc. (“HSII”) announced the appointment of Krishnan Rajagopalan as the Chief Executive Officer and President of HSII effective immediately. He will also become a member of the Board of Directors of HSII (the “Board”). Mr. Rajagopalan has been serving as the acting Chief Executive Officer and President and interim principal executive officer of HSII since April 3, 2017.

Mr. Tracy R. Wolstencroft, who is retiring from his role as the Chief Executive Officer, was appointed as Chairman of the HSII Board. Mr. Richard I. Beattie, who had served as Chairman, will remain on the Board as the Lead Independent Director.

Mr. Rajagopalan, age 57, has been HSII’s Executive Vice President and Managing Partner – Executive Search since January 2016 and serves on the Executive Committee. He has been serving as the acting Chief Executive Officer and President and interim principal executive officer of HSII since April 3, 2017. Previously, Mr. Rajagopalan served as the Head of Global Practices beginning in April 2014 and was appointed an Executive Vice President on January 1, 2015. Mr. Rajagopalan has served in other leadership roles including Global Practice Managing Partner, Technology and Services (2010 to 2014) and Global Practice Managing Partner, Business/Professional Services (2007 to 2010). Mr. Rajagopalan joined the firm in 2001 in executive search.

A copy of HSII’s press release announcing these matters is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

99.1 Press Release dated July 6, 2017

**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: July 7, 2017

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

# HEIDRICK & STRUGGLES

FOR RELEASE July 6, 2017

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## **Heidrick & Struggles Acting CEO Krishnan Rajagopalan Appointed President and CEO**

### ***Tracy Wolstencroft Named Chairman of the Board***

**CHICAGO, July 6, 2017** – Heidrick & Struggles (Nasdaq: HSII), a premier provider of executive search, leadership consulting, and culture shaping services worldwide, today announced that acting Chief Executive Officer Krishnan Rajagopalan has been appointed President and Chief Executive Officer, and will become a member of the Board of Directors. The firm also announced that Tracy R. Wolstencroft will assume the role of Chairman of the Board, succeeding Richard “Dick” Beattie, who will remain on the Board as Lead Independent Director.

As the firm previously announced, Wolstencroft recently took a medical leave of absence. While he is responding well to the treatment regimen, more time is required for a complete recovery. Given the projected timing, the Board believes the firm will be best served by Wolstencroft assuming the role of Chairman and Rajagopalan succeeding him as President and CEO.

Beattie said, “We are thankful that Tracy’s recovery is progressing well. While we are disappointed that he will not return as our CEO, we understand and respect his decision. Tracy is an extraordinarily talented executive and a terrific person. He has led Heidrick exceptionally well for more than three years. We will continue to benefit from his strategic leadership and market expertise as Chairman of the Board.”

Beattie continued, “Krishnan has demonstrated tremendous leadership and the time is right for him to succeed to the President and CEO role. Krishnan is a highly accomplished executive who has shown outstanding skills and capabilities in driving Heidrick’s growth in multiple leadership roles during his 16 years with the firm.”

Wolstencroft said, “Leading Heidrick & Struggles has been one of the most rewarding privileges of my professional career. It is a premier organization with immense talent and momentum. As Krishnan formally assumes the President and CEO position, I look forward to continuing to frame Heidrick’s strategy together with the Board. This is a wonderful opportunity for Krishnan and the firm. He is enormously talented and the firm will be well served with him at the helm.”

Wolstencroft added, “We extend deep thanks and gratitude to Dick for his tireless service to Heidrick & Struggles as Chairman of the Board since 2007. We are pleased he will continue to provide us with his intellect, leadership and experience as an active member of our Board.”

Rajagopalan stated, “It is an honor to lead Heidrick & Struggles. Tracy has been a superb mentor and partner. I look forward to working with Tracy, the Board, the executive team, and the entire organization to continue to develop and execute our strategies, provide our clients with unparalleled service and insights, and deliver value to our shareholders.”

### **About Heidrick & Struggles**

Heidrick & Struggles (NASDAQ: HSII) serves the executive talent and leadership needs of the world’s top organizations as a premier provider of leadership consulting, culture-shaping, and senior-level executive search services. Heidrick & Struggles pioneered the profession of executive search more than 60 years ago. Today, the firm serves as a trusted advisor, providing integrated leadership solutions and helping its clients change the world, one leadership team at a time. [www.heidrick.com](http://www.heidrick.com)