

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Estimated average burden

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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>Wolstencroft Tracy R</u> (Last) (First) (Middle) <u>233 S. WACKER DR.</u> (Street) <u>CHICAGO IL 60606</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>02/03/2014</u>	3. Issuer Name and Ticker or Trading Symbol <u>HEIDRICK & STRUGGLES INTERNATIONAL INC [HSII]</u> 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><u>President & CEO</u></p>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Restricted Stock Units⁽¹⁾</u>	(2)	(2)	<u>Common Stock</u>	<u>125,000⁽¹⁾</u>	(1)	D	
<u>Performance Restricted Stock Units⁽³⁾</u>	(4)	(4)	<u>Common Stock</u>	<u>125,000⁽³⁾</u>	(3)	D	

Explanation of Responses:

1. Granted under the Company's Global Share Plan. Each RSU represents a right to receive one share of the Issuer's Common Stock upon vesting.
2. The RSUs are service-based and will vest in three equal installments (specifically on the third, fourth and fifth anniversaries of the date of grant), generally subject to the Reporting Person's continued employment with the Company.
3. Granted under the Company's Global Share Plan. Each PSU represents a right to receive one share of the Issuer's Common Stock upon vesting.
4. The PSUs will vest upon the later of the 2nd anniversary of the date of grant, or specified stock price increases (specifically, 31,250 PSUs may vest upon the achievement of each price increase at 115%, 130%, 145% and 160%), generally subject to the Reporting Person's continued employment with the Company.

Remarks:

/s/ Stephen W Beard, Attorney- 02/14/2014
in-Fact

** 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 5 (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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.