

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | |
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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

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| 1. Name and Address of Reporting Person* <u>Rajagopalan Krishnan</u> (Last) (First) (Middle) C/O HEIDRICK & STRUGGLES, INT'L INC. 233 SOUTH WACKER DRIVE, SUITE 4900 (Street) CHICAGO IL 60606 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>HEIDRICK & STRUGGLES INTERNATIONAL INC [HSI]</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) President and CEO |
| | 3. Date of Earliest Transaction (Month/Day/Year) 03/08/2021 | |
| 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|------------------------|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock ⁽¹⁾ | 03/08/2021 | | M | | 7,818 | A | \$37.96 ⁽²⁾ | 107,315 | D | |
| Common Stock ⁽³⁾ | 03/08/2021 | | F | | 3,777 | D | \$37.96 | 103,538 | D | |
| Common Stock ⁽⁴⁾ | 03/09/2021 | | M | | 6,979 | A | \$36.95 ⁽²⁾ | 110,517 | D | |
| Common Stock ⁽⁵⁾ | 03/09/2021 | | F | | 3,371 | D | \$36.95 | 107,146 | D | |
| Common Stock ⁽⁶⁾ | 03/09/2021 | | M | | 13,604 | A | \$36.95 ⁽²⁾ | 120,750 | D | |
| Common Stock ⁽⁷⁾ | 03/09/2021 | | F | | 6,571 | D | \$36.95 | 114,179 | 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 | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| 2019 Restricted Stock Units | (2) | 03/08/2021 | | M | | | 7,818 | (8) | (8) | Common Stock | 7,818 | \$0 | 7,819 | D | |
| 2018 Restricted Stock Units | (2) | 03/09/2021 | | M | | | 6,979 | (9) | (9) | Common Stock | 6,979 | \$0 | 0 | D | |
| 2020 Restricted Stock Units | (2) | 03/09/2021 | | M | | | 13,604 | (10) | (10) | Common Stock | 13,604 | \$0 | 27,209 | D | |
| 2021 Restricted Stock Units | (11) | 03/09/2021 | | A | | | 25,034 | (12) | (12) | Common Stock | 25,034 | \$0 | 25,034 | D | |

Explanation of Responses:

- Reflects the vesting of the second of three installments of Restricted Stock Units ("RSUs") granted on March 8, 2019 ("2019 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 3,777 shares of common stock retained by Issuer to satisfy tax withholding obligations with respect to 2019 RSUs that vested on March 8, 2021.
- Reflects the vesting of the third of three installments of Restricted Stock Units ("RSUs") granted on March 9, 2018 ("2018 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 3,371 shares of common stock retained by Heidrick & Struggles International, Inc. (the "Issuer") to satisfy tax withholding obligations with respect to 2018 RSUs that vested on March 9, 2021.
- Reflects the vesting of the first of three installments of 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.
- Reflects an aggregate of 6,571 shares of common stock retained by Issuer to satisfy tax withholding obligations with respect to 2020 RSUs that vested on March 9, 2021.
- On March 8, 2019, the reporting person was granted 23,455 RSUs, which are service-based and vest in three equal installments on the first, second and third anniversaries of the date of grant.
- On March 9, 2018, the reporting person was granted 20,936 RSUs, which are service-based and vest in three equal installments on the first, second and third anniversaries of the date of grant.
- On March 9, 2020, the reporting person was granted 40,813 RSUs, which are service-based and vest in three equal installments on the first, second and third anniversaries of the date of grant.
- Each RSU represents a contingent right to receive one share of Issuer common stock.
- RSUs are service-based and vest in three equal installments on the first, second and third anniversaries of the date of grant.

Remarks:

/s/ Kelly A Crosier, Attorney- 03/10/2021

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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