
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
the Securities and Exchange Act of 1934

Date of Report: February 18, 2004
(Date of earliest event reported)

HEIDRICK & STRUGGLES INTERNATIONAL, INC.

(Exact name of registrant as specified in the charter)

Delaware
(State or other jurisdiction
of incorporation)

000-25837
(Commission File No.)

36-2681268
(IRS Employer
Identification No.)

233 South Wacker Drive, Suite 4200
Chicago, Illinois 60606-6303
(Address of Principal Executive Offices)

312-496-1200
(Registrant's telephone number including area code)

n/a
(Former name or former address, if changed since last report)

Item 5. Other Events

On February 18, 2004, Heidrick & Struggles International, Inc. issued a press release announcing the resignation of Frederic V. Salerno from the Board of Directors. A copy of the press release is attached as Exhibit 99.1 to this report and is incorporated herein by reference.

Item 7. Financial Statements and Exhibits.

(c) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Heidrick & Struggles International, Inc. Press Release Dated February 18, 2004

NOTE: The information in this report (including the exhibit) is furnished pursuant to Item 9 and shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section. The inclusion of the information contained herein will not be deemed an admission as to the materiality of any of this information.

SIGNATURE

Pursuant to the requirements of the Securities and 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.

/s/ Fritz E. Freidinger

Fritz E. Freidinger, Secretary

Dated: February 18, 2004

HEIDRICK & STRUGGLES

NEWS

FOR IMMEDIATE RELEASE**HEIDRICK & STRUGGLES ANNOUNCES
RESIGNATION OF BOARD DIRECTOR**

CHICAGO (February 18, 2004)—Heidrick & Struggles International, Inc. (Nasdaq: HSII), the world's premier executive search and leadership consulting firm, today announced that Frederic V. Salerno has resigned from the Heidrick & Struggles Board of Directors, effective March 16, 2004.

Salerno cited the need to decrease the number of boards on which he presently serves. In its 2004 updates of its Domestic Corporate Governance Policy, Institutional Shareholder Services (ISS) indicated that it will recommend withholding votes from directors who sit on more than six boards. Salerno will resign from two of the boards he joined most recently, including Heidrick & Struggles's, in order to be within the ISS guidelines. He joined the Heidrick & Struggles board in May 2003.

"I am truly disappointed to be leaving the Heidrick & Struggles board—I had looked forward to serving the firm's shareholders for the long term," said Salerno. "I respect, however, ISS's recently announced position on board service limitations and will adhere to their guidelines."

Added Thomas J. Friel, Chairman and Chief Executive Officer of Heidrick & Struggles: "While we too are disappointed to be losing someone of Fred's caliber, we certainly understand and support his decision. In his brief tenure, he has been an important contributor to the governance of our firm."

About Heidrick & Struggles International, Inc.

Heidrick & Struggles International, Inc. is the world's premier provider of senior-level executive search, interim executive placement, and leadership services, including executive assessment and professional development. For 50 years, we have focused on quality service and built strong leadership teams through our relationships with clients and individuals worldwide. Today, Heidrick & Struggles leadership experts operate from principal business centers in North America, Latin America, Europe, and Asia Pacific. For more information about Heidrick & Struggles, visit www.heidrick.com.

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Contact

Eric Sodorff (media)
312-496-1613 or esodorff@heidrick.com
Lynn McHugh (analysts)
312-496-1593 or lmchugh@heidrick.com