
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**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 15, 2013

HEIDRICK & STRUGGLES INTERNATIONAL, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of Incorporation)

0-25837
(Commission
File Number)

36-2681268
(IRS Employer
Identification No.)

233 South Wacker Drive, Suite 4200, Chicago, IL
(Address of principal executive offices)

60606-6303
(Zip Code)

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

N/A
(Former name or former address, if changed since last report)

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))
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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.

Effective July 15, 2013, L. Kevin Kelly resigned as the Chief Executive Officer and a member of the Board of Directors of Heidrick & Struggles International, Inc. (“Heidrick & Struggles” or the “Company”) and from all executive and director positions with the Company’s subsidiaries. Mr. Kelly, an accomplished search professional, will continue with the Company as a senior partner in Heidrick & Struggles’ CEO and Board practice.

Also on July 15, 2013 the Company’s Board of Directors appointed Jory J. Marino to serve as the Company’s Interim Chief Executive Officer. Mr. Marino (age 62) has served as the Company’s Vice Chairman and Region Leader, Americas since November 14, 2012 and is a senior member of the firm’s Financial Services Practice. He has held a number of senior operating and practice leadership roles with Heidrick & Struggles, including the Company’s Functional Practices, Global CIO Practice and Managing Partner, North America. Mr. Marino joined the Company in 1999 upon the Company’s acquisition of Sullivan & Company, where he was a founding partner and senior managing director.

Item 7.01 Regulation FD Disclosure.

On July 15, 2013, the Company issued a press release announcing Mr. Kelly’s resignation as CEO and a director and the Company’s appointment of Mr. Marino as Interim Chief Executive Officer. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibit is being furnished as part of this Report on Form 8-K:

99.01 Heidrick & Struggles International, Inc. Press Release dated July 15, 2013.

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 thereunto duly authorized.

Heidrick & Struggles International, Inc.

(Registrant)

/s/ Stephen W. Beard

General Counsel, Chief Administrative
Officer and Secretary

Date: July 15, 2013

HEIDRICK & STRUGGLES ANNOUNCES CEO TRANSITION

L. Kevin Kelly to Step Down as CEO; Jory Marino, Regional Leader,
Americas, Named Interim CEO

Company Reaffirms Second Quarter Revenue Outlook and Concludes
Evaluation of Strategic Alternatives

CHICAGO, July 15, 2013 – Heidrick & Struggles International, Inc. (Nasdaq: HSII), the premier professional services firm focused on serving the leadership needs of top organizations globally, today announced that L. Kevin Kelly has stepped down as Chief Executive Officer and resigned from the Company's Board of Directors. Jory Marino, Regional Leader, Americas, will serve as Interim CEO while a search committee of the Board considers both internal and external candidates for the CEO position. Kelly, an accomplished search professional, will return full-time to Heidrick's executive search practice in a senior client service role.

The Company also said that it expects 2013 second-quarter net revenue to be at the high end of its previous guidance range of \$110 million and \$120 million when results are reported later this month. In addition, the Company announced that its Board of Directors has concluded its previously announced exploration of strategic alternatives, including discussions with third parties regarding a potential transaction, and has determined, after consulting with its independent financial advisors, that at this time a standalone strategy is the best way to maximize value for shareholders.

Marino has more than 25 years of executive search experience and is widely recognized as an authority on leadership and talent within the financial services industry. He is also vice chairman and a senior member of the firm's Financial Services Practice. In his current role as Regional Leader, Americas, he is responsible for managing the firm's U.S., Canadian and Latin American operations. He joined the firm following its 1999 acquisition of Sullivan & Company, where he was a founding partner and senior managing director.

HEIDRICK & STRUGGLES

Richard Beattie, Chairman of the Board of Heidrick & Struggles, said, “Kevin Kelly has had a distinguished 17-year career at Heidrick & Struggles, the last seven as CEO where he led the Company through a very challenging period of macroeconomic uncertainty. On behalf of the entire Board and organization, I want to thank Kevin for his unwavering dedication and his many contributions to the Company during his nearly two decades of service. As we conduct a search for a permanent CEO, the Board is confident that Jory Marino, a key member of the senior executive team, will provide the continuity of leadership to ensure that Heidrick & Struggles continues to execute on behalf of its clients and shareholders worldwide.”

Said Marino, “I am excited to step into this important transitional role and enthusiastic about the prospects of Heidrick & Struggles. Our global platform, deep industry and functional expertise, and trusted relationships with C-suite and Board-level executives throughout the world leave us poised to capitalize on the long-term trends shaping our industry. I look forward to working with our talented executive team and consultants to continue the strategic initiatives and direction that we have established to grow the business and improve financial performance and profitability.”

Kelly said, “The opportunity to lead Heidrick & Struggles through a crucial period of its history over the last seven years has been both challenging and fulfilling. I am proud of what we have accomplished during this period and believe we have established a strong platform from which the Company can pursue growth and do even more to meet the needs of clients around the world. Now is the right time for new leadership and to build on this platform and move the Company forward into its next phase of growth and development.”

About Heidrick & Struggles International, Inc.

Heidrick & Struggles International, Inc., (NASDAQ:HSII) is the premier provider of senior-level Executive Search, Culture Shaping and Leadership Consulting services. For 60 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, please visit www.heidrick.com.

Safe Harbor Statement

This press release contains forward-looking statements. The forward-looking statements are based on current expectations, estimates, forecasts and projections about the industry in which we operate and management's beliefs and assumptions. Forward-looking statements may be identified by the use of words such as "expects," "anticipates," "intends," "plans," "believes," "seeks," "estimates," "projects," "forecasts," and similar expressions. Forward-looking statements are not guarantees of future performance and involve certain known and unknown risks, uncertainties and assumptions that are difficult to predict. Actual outcomes and results may differ materially from what is expressed, forecasted or implied in the forward-looking statements. Factors that may affect the outcome of the forward-looking statements include, among other things: our ability to attract, integrate, manage, and retain qualified executive search consultants; our ability to develop and maintain strong, long-term relationships with our clients; further declines in the global economy and our ability to execute successfully through business cycles; the timing, speed or robustness of any future economic recovery; social or political instability in markets where we operate; the impact of foreign currency exchange rate fluctuations; unfavorable tax law changes and tax authority rulings; price competition; the ability to forecast, on a quarterly basis, variable compensation accruals that ultimately are determined based on the achievement of annual results; our ability to realize our tax losses; the timing of the establishment or reversal of valuation allowance on deferred tax assets; the mix of profit and loss by country; our reliance on information management systems; any further impairment of our goodwill and other intangible assets; and the ability to align our cost structure and headcount with net revenue. Our reports filed with the U.S. Securities and Exchange Commission also include information on factors that may affect the outcome of forward-looking statements. We undertake no obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

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