

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>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 &amp; 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)  <b>President and CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) 03/26/2021	
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock <sup>(1)</sup>	03/26/2021		A		16,065	A	\$35.33 <sup>(2)</sup>	130,244	D	
Common Stock <sup>(3)</sup>	03/26/2021		F		7,760	D	\$35.33	122,484	D	
Common Stock <sup>(4)</sup>	03/28/2021		A		28,947	A	\$34.72 <sup>(5)</sup>	151,431	D	
Common Stock <sup>(6)</sup>	03/28/2021		F		13,982	D	\$34.72	137,449	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					

**Explanation of Responses:**

- Reflects the vesting of the third of three installments of non-derivative Performance-Based Restricted Stock Units ("PRSU") granted on March 26, 2018, which were awarded on September 28, 2017, as per the terms of Krishnan Rajagopalan's employment agreement and which are exempt from liability under Section 16(b) of the Securities Exchange Act pursuant to Rule 16b-3(d). PRSUs are target-based equity grants that vest ratably over three years from the grant date if certain performance criteria are achieved. The actual amounts to vest each year can range from 0% to 100% of target based on performance.
- PRSUs convert into common stock on a one-for-one basis at the time of vesting.
- Reflects an aggregate of 7,760 shares of common stock retained by Heidrick & Struggles International, Inc. (the "Issuer") to satisfy tax withholding obligations with respect to PRSUs that vested on March 26, 2021.
- Reflects the vesting of 28,947 non-derivative Performance Stock Units ("PSUs") granted on March 28, 2018 ("2018 PSUs") for the three-year performance period ended December 31, 2020 and which are exempt from liability under Section 16(b) of the Securities Exchange Act pursuant to Rule 16b-3(d). PSUs are target-based equity grants that generally vest three years from the grant date if certain performance goals are achieved. The actual amounts to vest at the end of the performance period can range from 0% to 200% of target based on performance.
- PSUs convert into common stock on a one-for-one basis at the time of vesting.
- Reflects an aggregate of 13,982 shares of common stock retained by Issuer to satisfy tax withholding obligations with respect to 2018 PSUs that vested on March 28, 2021.

**Remarks:**

/s/ Kelly A Crosier, Attorney-In-Fact 03/30/2021

\*\* 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 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.

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.