

HEIDRICK & STRUGGLES INTERNATIONAL INC
Form 8-K
May 31, 2016

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): May 26, 2016

HEIDRICK & STRUGGLES INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

233 South Wacker Drive, Suite 4900, Chicago, IL

0-25837
(Commission

File Number)

36-2681268
(IRS Employer

Identification No.)

60606-6303

(Address of principal executive offices)

(Zip Code)

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

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))

Item 5.07. Submission of Matters to a Vote of Security Holders.

(a) The Annual Meeting of stockholders was held on May 26, 2016.

(b) The results of the matters submitted to stockholders were as follows:

1. Election of Eleven Directors: Our stockholders elected the following eleven directors to serve a one-year term expiring on the date of our 2017 annual meeting of stockholders or until his or her successor has been duly chosen and qualified.

| | Shares For | Shares Withheld | Broker Non-Votes |
|-----------------------|-------------------|------------------------|-------------------------|
| ELIZABETH L. AXELROD | 15,715,641 | 66,705 | 1,728,507 |
| RICHARD I. BEATTIE | 15,285,014 | 497,332 | 1,728,507 |
| CLARE M. CHAPMAN | 15,715,641 | 66,705 | 1,728,507 |
| JOHN A. FAZIO | 15,741,884 | 67,462 | 1,728,507 |
| MARK FOSTER | 15,713,345 | 69,001 | 1,728,507 |
| JILL KANIN-LOVERS | 15,699,820 | 82,526 | 1,728,507 |
| GARY KNELL | 15,715,641 | 66,705 | 1,728,507 |
| LYLE LOGAN | 15,715,641 | 66,705 | 1,728,507 |
| WILLEM MESDAG | 15,715,641 | 66,705 | 1,728,507 |
| V. PAUL UNRUH | 15,703,722 | 78,624 | 1,728,507 |
| TRACY R. WOLSTENCROFT | 15,715,709 | 66,637 | 1,728,507 |

2. Advisory Vote to Approve Executive Compensation: Our stockholders approved this proposal.

| | |
|------------------|------------|
| For | 15,354,966 |
| Against | 423,830 |
| Abstain | 3,550 |
| Broker Non-Votes | 1,728,507 |

3. Ratification of the Appointment of KPMG LLP as the Company's Independent Registered Public Accounting Firm for 2016: Our stockholders approved this proposal.

| | |
|---------|------------|
| For | 17,463,471 |
| Against | 44,013 |
| Abstain | 3,369 |

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 hereunto duly authorized.

HEIDRICK & STRUGGLES INTERNATIONAL, INC.
(Registrant)

Date: May 31, 2016

By: /s/ Stephen W. Beard
Name: Stephen W. Beard
Title: Executive Vice President, General Counsel and

Chief Administrative Officer