

HEIDRICK & STRUGGLES INTERNATIONAL INC
Form 8-K
May 30, 2013

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 23, 2013

HEIDRICK & STRUGGLES INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

| | | |
|------------------------------|--------------------------|---------------------|
| Delaware | 0-25837 | 36-2681268 |
| (State or other jurisdiction | (Commission File Number) | (IRS Employer |
| of incorporation) | | Identification No.) |

| | |
|--|------------|
| 233 South Wacker Drive, Suite 4200, Chicago, | 60606-6303 |
| IL | |
| (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 of Heidrick & Struggles International, Inc. (the "Company") was held on May 23, 2013.

(b) The stockholders elected all of the Company's nominees for director to serve on the Board of Directors until the Company's annual meeting in 2016; approved the advisory vote on executive compensation; and ratified the appointment of KPMG LLP as the Company's independent registered accounting firm for the fiscal year 2013. The results of the matters submitted to stockholders were as follows:

1. Election of Class II Directors:

| | | | | | | | | | |
|--|--|--|--|--|--|--|--|--|--|
| | | | | | | | | | |
|--|--|--|--|--|--|--|--|--|--|

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| | Shares For | Shares Withheld | Broker Non-Votes |
|--------------------|------------|-----------------|------------------|
| Richard I. Beattie | 14,991,943 | 219,641 | 1,847,831 |
| John A. Fazio | 15,016,986 | 194,598 | 1,847,831 |
| Mark Foster | 14,960,665 | 250,919 | 1,847,831 |

2. Advisory Vote on Executive Compensation:

| | |
|------------------|------------|
| For | 13,085,181 |
| Against | 2,093,890 |
| Abstain | 32,513 |
| Broker Non-Votes | 1,847,831 |

3. Ratification of KPMG LLP:

| | |
|---------|------------|
| For | 16,998,843 |
| Against | 54,821 |
| Abstain | 5,751 |

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)

By:

Date: May 30, 2013

/s/ Stephen W. Beard

Name:

Stephen W. Beard

Title:

Executive Vice President, General
Counsel, Chief Administrative
Officer and Secretary