

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

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-K

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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

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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



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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