

Hill International, Inc.
Form 4
May 25, 2016

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
ROSENFELD ERIC

(Last) (First) (Middle)
777 THIRD AVENUE, 37TH FLOOR

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Hill International, Inc. [HIL]

3. Date of Earliest Transaction (Month/Day/Year)
05/23/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

See Explanation of Responses

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4)
Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u>	05/23/2016		P	V Amount (A) or (D) Price 2,935 A \$ 3.99	188,787	I	See Footnote <u>(4)</u>
Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u>	05/23/2016		P	V Amount (A) or (D) Price 200 A \$ 3.99	77,264	I	See Footnote <u>(5)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROSENFELD ERIC 777 THIRD AVENUE 37TH FLOOR NEW YORK, NY 10017		X		See Explanation of Responses
Monahan Gregory R 777 THIRD AVENUE 37TH FLOOR NEW YORK, NY 10017		X		See Explanation of Responses
Sgro David 777 THIRD AVENUE 37TH FLOOR NEW YORK, NY 10017		X		See Explanation of Responses

Signatures

By: /s/ Eric Rosenfeld 05/25/2016
 **Signature of Reporting Person Date

By: /s/ Gregory R. Monahan 05/25/2016
 **Signature of Reporting Person Date

By: /s/ David Sgro 05/25/2016
 **Signature of Reporting Person Date

Explanation of Responses:

* 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).

This Form 4 is filed jointly by Crescendo Partners II, L.P., Series M2 ("Crescendo Partners II"), Crescendo Investments II, LLC ("Crescendo Investments II"), Crescendo Partners III, L.P. ("Crescendo Partners III"), Crescendo Investments III, LLC ("Crescendo Investments III"), Crescendo Advisors II, LLC ("Crescendo Advisors II"), Jamarant Capital, L.P. ("Jamarant Capital"), Jamarant

- (1) Investors, LLC ("Jamarant Investors"), Jamarant Advisors, LLC ("Jamarant Advisors"), Eric Rosenfeld, Gregory R. Monahan and David Sgro (collectively, the "Reporting Persons"). To enable all of the Reporting Persons to gain access to the Securities and Exchange Commission's electronic filing system (which only accepts a maximum of 10 joint filers per report), this report is the second of two identical reports relating to the same transactions being filed with the Securities and Exchange Commission.

Each Reporting Person is a member of a Section 13(d) group that owns in the aggregate more than 10% of the Issuer's outstanding shares of Common Stock as disclosed in a Schedule 13D, filed on behalf of the Reporting Persons and certain other stockholders of the Issuer on

- (2) March 10, 2016, as amended. As such, each Reporting Person may be deemed to beneficially own more than 10% of the Issuer's outstanding shares of Common Stock. The securities reported herein do not include any securities held by any group member other than the Reporting Persons.

Each Reporting Person disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of his or its pecuniary interest therein, and this report shall not be deemed to be an admission that any Reporting Person is the beneficial owner of such shares of Common Stock for purposes of Section 16 or for any other purpose.

Shares of Common Stock beneficially owned by Crescendo Partners III. Crescendo Investments III, as the general partner of Crescendo Partners III, may be deemed the beneficial owner of the shares of Common Stock beneficially owned by Crescendo Partners III.

- (4) Crescendo Advisors II, as the investment advisor of Crescendo Partners III, may be deemed the beneficial owner of the shares of Common Stock beneficially owned by Crescendo Partners III. Mr. Rosenfeld, as the Managing Member of Crescendo Investments III and Crescendo Advisors II, may be deemed the beneficial owner of the shares of Common Stock beneficially owned by Crescendo Partners III.

Shares of Common Stock beneficially owned by Jamarant Capital. Jamarant Investors, as the general partner of Jamarant Capital, may be deemed the beneficial owner of the shares of Common Stock beneficially owned by Jamarant Capital. Jamarant Advisors, as the

- (5) investment advisor of Jamarant Capital, may be deemed the beneficial owner of the shares of Common Stock beneficially owned by Jamarant Capital. Messrs. Monahan and Sgro, as the Managing Members of Jamarant Investors and Jamarant Advisors, may be deemed the beneficial owner of the shares of Common Stock beneficially owned by Jamarant Capital.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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