

Ajdler Arnaud  
 Form 4  
 December 10, 2018

**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 \*  
 Ajdler Arnaud

(Last) (First) (Middle)

C/O HILL INTERNATIONAL,  
 INC., 2005 MARKET STREET,  
 17TH FLOOR

(Street)

PHILADELPHIA, PA 19103

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 12/06/2018

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)

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	12/06/2018		A	(A) Amount 24,429 (1)	\$ 0 24,429 (2)	D	
Common Stock					5,398,162	I	By Engine Capital, L.P. (3)

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 Reporting Transaction (Instr. 6)
				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

Ajdler Arnaud  
C/O HILL INTERNATIONAL, INC. X  
2005 MARKET STREET, 17TH FLOOR  
PHILADELPHIA, PA 19103

## Signatures

/s/ Arnaud  
Ajdler 12/10/2018

\*\*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).
- Grant of deferred stock units (DSUs) for payment of part of annual retainer for service during 2018-2019 on the Issuer's Board of
- (1) Directors. Each DSU entitles the reporting person to receive one share of common stock following the reporting person's retirement or termination of service from the Board of Directors.
  - (2) Includes 24,429 DSUs.
  - (3) The Reporting Person is the managing member of Engine Capital Management, LLC ("Engine Management"), Engine Investments, LLC ("Engine Investments") and Engine Investments II, LLC ("Engine Investments II"). Engine Management is the investment manager of each of Engine Airflow Capital, L.P. ("Engine Airflow"), Engine Capital, L.P. ("Engine Capital"), and Engine Jet Capital, L.P. ("Engine Jet"). Engine Investments is the general partner of each of Engine Capital and Engine Jet, and Engine Investments II is the general partner of Engine Airflow. Engine Airflow owns 465,064 shares, Engine Capital owns 2,731,960 shares and Engine Jet owns 2,201,138 shares of the Issuer's common stock. The Reporting Person disclaims beneficial ownership in such securities except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.