

Ajdler Arnaud
Form 4
January 09, 2019

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(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)

01/04/2019

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. 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (1)	(A) or (D)	Price
Common Stock	01/04/2019		P		3,968 (1)	A	\$ 0
Common Stock							28,397 (2)
							5,555,256
						I	
							By Engine Capital, L.P. (3)

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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.
2005 MARKET STREET, 17TH FLOOR
PHILADELPHIA, PA 19103

X

Signatures

/s/ Arnaud
Ajdler 01/09/2019

**Signature of Date
Reporting Person

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).
- (1) Represents shares of common stock in respect to deferred stock units (DSUs) which the Reporting Person has elected to receive in lieu of the cash portion of his board service retainer. Each DSU entitles the reporting person to receive one share of the Issuer's common stock following the Reporting Person's retirement or termination of service from the Issuer's Board of Directors.
- (2) Includes 28,397 DSUs.
- (3) The Reporting Person is the managing member of Engine Capital Management, L.P. ("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. Following the transaction, Engine Airflow owns 465,064 shares, Engine Capital owns 2,779,054 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.

Remarks:

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This Form is being filed late due to the Issuer's failure to timely advise the reporting person that it had inadvertently omitted to

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.