

HEIDRICK & STRUGGLES INTERNATIONAL INC  
Form 8-K  
March 07, 2005

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**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): March 4, 2005

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**HEIDRICK & STRUGGLES INTERNATIONAL, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction)

(Of incorporation)

**0-25837**  
(Commission File Number)

**36-2681268**  
(IRS Employer

Identification No.)

**233 South Wacker Drive, Suite 4200, Chicago, IL**  
(Address of principal executive offices)

**60606-6303**  
(Zip Code)

Registrant's telephone number, including area code: (312) 496-1200

N/A

(Former name or former address, if changed since last report.)

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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))
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**Item 1.01. Entry into a Material Definitive Agreement**

On March 4, 2005, Heidrick & Struggles International, Inc. ( Heidrick & Struggles or the Company ) entered into a separation agreement (the Agreement ) with Fritz E. Freidinger, its Chief Legal Officer. Pursuant to the Agreement, Mr. Freidinger will remain with Heidrick & Struggles as the Chief Legal Officer through March 31, 2005, will receive salary and bonuses of approximately \$475,000 and will forfeit all unvested outstanding stock options to purchase shares of Heidrick & Struggles common stock.

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits.

**Exhibit**

**Number    Description**

|      |   |
|------|---|
| 99.1 | Separation Agreement between Heidrick & Struggles International, Inc., and Fritz E. Freidinger; dated March 4, 2005 |
|------|---|

**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)

Date: March 4, 2005

By:           /s/ Eileen A. Kamerick          

Name: Eileen A. Kamerick  
Title: Chief Financial Officer