

HEIDRICK & STRUGGLES INTERNATIONAL INC
Form SC 13G/A
September 06, 2013

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 3)

HEIDRICK & STRUGGLES INTERNATIONAL, INC.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

422819102
(CUSIP Number)

August 31, 2013
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAMES OF REPORTING PERSONS
HEARTLAND ADVISORS, INC.
CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP

2 (a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
WISCONSIN, U.S.A.

5 NUMBER OF SHARES OF ~~SOLE~~ VOTING POWER OF **0**

6 NUMBER OF SHARES BENEFICIALLY OWNED

7 BY ~~SOLE~~ DISPOSITIVE POWER BY **0**

EACH

8 REPORTING PERSONS ~~OWNED~~ DISPOSITIVE POWER **1,814,834**

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,814,834

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

11 CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
10.0%

12 TYPE OF REPORTING PERSON
IA

1 NAMES OF REPORTING PERSONS
William J. Nasgovitz
CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

2 (a)

(b)

3 SEC USE ONLY
4 CITIZENSHIP OR PLACE OF
ORGANIZATION
U.S.A.

| | | |
|--------------|------------------|--------------------------|
| NUMBER OF | 5 | SOLE VOTING POWER |
| SHARES | 0 | |
| BENEFICIALLY | 6 | SHARED VOTING POWER |
| OWNED BY | 1,814,834 | |
| EACH | 7 | SOLE DISPOSITIVE POWER |
| REPORTING | 0 | |
| PERSON WITH | 8 | SHARED DISPOSITIVE POWER |
| | 1,814,834 | |

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON
1,814,834

10 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES
PERCENT OF CLASS REPRESENTED
11 BY AMOUNT IN ROW 9
10.0%

12 TYPE OF REPORTING PERSON
IN

Item 1.

Name of Issuer:

- (a) HEIDRICK & STRUGGLES INTERNATIONAL, INC.

Address of Issuer's Principal Executive Offices:

- (b) 233 South Wacker Drive Suite 4200
Chicago, IL 60606-6303

Item 2.

(a) **Name of Persons Filing:**

- (1) Heartland Advisors, Inc.
(2) William J. Nasgovitz

Address of Principal Business Office:

- (b) All reporting persons may be contacted at:

789 North Water Street
Milwaukee, WI 53202

Citizenship:

- (c) Heartland Advisors, Inc. is a Wisconsin corporation. William J. Nasgovitz is a United States citizen.

Title of Class of Securities:

(d)

Common Stock

CUSIP Number:

(e)
422819102

Item 3.

If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a(n):

- (a) Broker or dealer registered under Section 15 of the Act;
- (b) Bank as defined in Section 3(a)(6) of the Act;
- (c) Insurance company as defined in Section 3(a)(19) of the Act;
- (d) Investment company registered under Section 8 of the Investment Company Act;
- (e) Investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) Employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) Parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act; or

Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

- (j) *The persons filing this Schedule 13G are Heartland Advisors, Inc., an investment adviser registered with the SEC, and William J. Nasgovitz, Chairman and control person of Heartland Advisors, Inc. The reporting persons do not admit that they constitute a group.

Item 4. Ownership

(a)
Amount

beneficially
owned:

1,814,834
shares may
be deemed
beneficially
owned
within the
meaning of
Rule 13d-3
of the Act by

(1)

Heartland
Advisors,
Inc. by
virtue of its
investment
discretion
and voting
authority
granted by
certain
clients,
which may
be revoked
at any time;
and (2)
William J.
Nasgovitz
by virtue of
his control
of Heartland
Advisors,
Inc.

Mr.
Nasgovitz
disclaims
beneficial
ownership of
any shares
reported on
the
Schedule.

(b)
Percent of
Class:
10.0%

(c) For
information
on voting
and
dispositive
power with
respect to
the above
listed shares,
see Items
5-9 of the
Cover Pages

**Item 5. Ownership
of Five
Percent or
Less of a
Class.**

If this
statement is
being filed
to report the
fact that as
of the date
hereof the
reporting
person has
ceased to be
the
beneficial
owner of
more than
five percent
of the class
of securities,
check the
following:

Ownership of More than Five Percent on Behalf of Another Person.

- Item 6.** The clients of Heartland Advisors, Inc., a registered investment adviser, including an investment company registered under the Investment Company Act of 1940 and other managed accounts, have the right to receive or the power to direct the receipt of dividends and proceeds from the sale of shares included on this Schedule. The Heartland Value Plus Fund, a series of the Heartland Group, Inc., a registered investment company, owns 1,775,000 shares or 9.8% of the class of securities reported herein. Any remaining shares disclosed in this filing are owned by various other accounts managed by Heartland Advisors, Inc. on a discretionary basis. To the best of Heartland Advisors' knowledge, none of the other accounts owns more than 5% of the outstanding stock.

Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

- Item 7.** Not applicable.

Identification and Classification of Members of the Group.

- Item 8.** Not applicable.

Notice of Dissolution of Group.

- Item 9.** Not Applicable

Item 10. Certification.

By signing below, the undersigned certify that, to the best of their knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquire and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Date: September 6, 2013

WILLIAM J. NASGOVITZ HEARTLAND ADVISORS, INC.

By: /s/ PAUL T. BESTE

As Attorney in Fact for
William J. Nasgovitz

By: /s/ PAUL T. BESTE

Paul T. Beste
Chief Operating Officer

EXHIBIT INDEX

| | |
|-----------|------------------------|
| Exhibit 1 | Joint Filing Agreement |
|-----------|------------------------|