

Edgar Filing: Hill International, Inc. - Form DFAN14A

Hill International, Inc.  
Form DFAN14A  
July 27, 2016

SCHEDULE 14A INFORMATION

PROXY STATEMENT PURSUANT TO SECTION 14(a)  
OF THE SECURITIES EXCHANGE ACT OF 1934

Filed by the Registrant [ ]  
Filed by a Party other than the Registrant [x]  
Bulldog Investors, LLC  
Attn: Phillip Goldstein  
250 Pehle Avenue, Suite 708  
Saddle Brook, NJ 07663  
Phone: 201 881-7100  
Fax: 201 556-0097

Check the appropriate box:  
Preliminary Proxy Statement  
Confidential, for Use of the Commission Only (as permitted by  
Rule 14a-6(e)(2))  
Definitive Proxy Statement [ ]  
Definitive Additional Materials [x]  
Soliciting Material Pursuant to ss.240.14a-12

Hill International Inc.  
(Name of Registrant as Specified in Its Charter)

Bulldog Investors, LLC  
Name of Person(s) Filing Proxy Statement, if other than the  
Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required [x].

Fee computed on table below per Exchange Act Rules 14a-6(i)(1)  
and 0-11.

(1) Title of each class of securities to which transaction  
applies:

(2) Aggregate number of securities to which transaction  
applies:

(3) Per unit price or other underlying value of transaction  
computed pursuant to Exchange Act Rule 0-11 (Set forth the  
amount on which the filing fee is calculated and state how it  
was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials [ ].

Check box if any part of the fee is offset as provided by  
Exchange Act Rule 0-11 (a) (2) and identify the filing for which  
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filing by registration statement number, or the Form or Schedule and the date of its filing [ ].

- (1) Amount Previously Paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:

Bulldog Investors, LLC, 250 Pehle Avenue, Suite 708, Saddle Brook, NJ 07663  
(201) 881-7100 // pgoldstein@bulldoginvestors.com

July 26, 2016

David L. Richter  
President and Chief Executive Officer  
Hill International, Inc.  
One Commerce Square  
2005 Market Street, 17th Floor  
Philadelphia, PA 19103

Dear David:

Stockholders of Hill tell us that their primary complaint is the gross disconnect between executive pay and performance. In your July 22, 2016 letter to stockholders, you try to deflect attention from that issue with a multitude of distortions, half-truths, and outright lies starting with the allegation that we are attempting to "seize control" of Hill. That is plainly false since we are only seeking to elect three directors out of a total of nine. We could provide a point-by-point refutation of your other misrepresentations but we think that stockholders will see through your "blame the messenger" rhetoric. On the other hand, this is something they do care about.

When Irvin Richter, your father, retired as CEO, the board of directors awarded him what appears to be a five-year "no show" contract. That contract does not require your father to perform any specific duties. Yet, he is paid almost \$2 million per annum (including perks). Also, it provides that he "shall not be required to devote any specific or minimum hours to the fulfillment of his duties" but it allows him six weeks' vacation each year.

The simple truth is that the directors that rubber stamped such an outrageous giveaway should be replaced with truly independent directors.

Sincerely yours,

/s/ Phillip Goldstein

Phillip Goldstein  
Member  
Bulldog Investors LLC  
General Partner