

Edgar Filing: Hill International, Inc. - Form SC 13D/A

Hill International, Inc.  
Form SC 13D/A  
December 17, 2018

SCHEDULE 13D/A

DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT  
12/13/18

1. NAME OF REPORTING PERSON  
Bulldog Investors, LLC

2. CHECK THE BOX IF MEMBER OF A GROUP a[ ]

b[ ]

3. SEC USE ONLY

4. SOURCE OF FUNDS  
WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) AND 2(e) [ ]

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
DE

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7. SOLE VOTING POWER  
1,607,341

8. SHARED VOTING POWER  
1,255,975

9. SOLE DISPOSITIVE POWER  
1,607,341

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10. SHARED DISPOSITIVE POWER  
1,255,975

11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON  
2,863,316 (Footnote 1)

12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES

[ ]

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13. PERCENT OF CLASS REPRESENTED BY ROW 11  
5.15%

14. TYPE OF REPORTING PERSON

IA

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1. NAME OF REPORTING PERSON

Phillip Goldstein

2. CHECK THE BOX IF MEMBER OF A GROUP a[X]

b[]

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) AND 2(e) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

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7. SOLE VOTING POWER

1,607,341

8. SHARED VOTING POWER

1,255,975

9. SOLE DISPOSITIVE POWER

1,607,341

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10. SHARED DISPOSITIVE POWER

1,255,975

11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON

2,863,316 (Footnote 1)

12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES

[]

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13. PERCENT OF CLASS REPRESENTED BY ROW 11

5.15%

14. TYPE OF REPORTING PERSON

IN

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1. NAME OF REPORTING PERSON

Andrew Dakos

2. CHECK THE BOX IF MEMBER OF A GROUP a[X]

b[]

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3. SEC USE ONLY

4. SOURCE OF FUNDS

WC

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PURSUANT TO ITEMS 2(d) AND 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

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1,607,341

8. SHARED VOTING POWER

1,255,975

9. SOLE DISPOSITIVE POWER

1,607,341

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10. SHARED DISPOSITIVE POWER

1,255,975

11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON

2,863,316 (Footnote 1)

12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES

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13. PERCENT OF CLASS REPRESENTED BY ROW 11

5.15%

14. TYPE OF REPORTING PERSON

IN

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1. NAME OF REPORTING PERSON

Steven Samuels

2. CHECK THE BOX IF MEMBER OF A GROUP

a

b

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC

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5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) AND 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
USA

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7. SOLE VOTING POWER  
1,607,341

8. SHARED VOTING POWER  
1,255,975

9. SOLE DISPOSITIVE POWER  
1,607,341

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10. SHARED DISPOSITIVE POWER  
1,255,975

11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON  
2,863,316 (Footnote 1)

12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES

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13. PERCENT OF CLASS REPRESENTED BY ROW 11  
5.15%

14. TYPE OF REPORTING PERSON

IN

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### Item 1. SECURITY AND ISSUER

This statement constitutes Amendment #9 to the schedule 13D filed May 15, 2015. Except as specifically set forth herein, the Schedule 13D remains unmodified.

### ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a) As per the 10-Q filed on November 7, 2018, there were 55,558,243 shares of common stock outstanding as of October 22, 2018. The percentages set forth herein were derived using such number. Phillip Goldstein, Andrew Dakos and Steven Samuels own Bulldog Investors, LLC, a registered investment advisor. As of December 14, 2018, Bulldog Investors, LLC is deemed to be the beneficial owner of 2,863,316 shares of HIL (representing 5.15% of HIL's outstanding shares) solely by virtue of Bulldog Investors LLC's power to direct the vote of, and dispose of, these shares. These 2,863,316 shares of HIL include 1,607,341 shares (representing 2.89% of HIL's outstanding shares) that are beneficially owned by Messrs. Goldstein, Dakos and Samuels, and the following entities over which Messrs. Goldstein, Dakos and Samuels exercise control: Opportunity Partners LP, Calapasas West Partners LP, Full Value Partners, LP, and MCM Opportunity Partners, LP (collectively, "Bulldog Investors Group of Funds").

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All other shares included in the aforementioned 2,863,316 shares of HIL beneficially owned by Bulldog Investors, LLC (solely by virtue of its power to sell or direct the vote of these shares) are also beneficially owned by clients of Bulldog Investors, LLC who are not members of any group. The total number of these "non-group" shares is 1,255,975 shares (representing 2.26% of HIL's outstanding shares).

(b) Bulldog Investors, LLC has sole power to dispose of and vote 1,607,341 shares. Bulldog Investors, LLC has shared power to dispose of and vote 1,255,975 shares. Certain of Bulldog Investors, LLC's clients (none of whom beneficially own more than 5% of HIL's shares) share this power with Bulldog Investors, LLC. Messrs. Goldstein, Dakos and Samuels are control persons of Bulldog Investors, LLC.

c) During the last 60 days the following shares of HIL were sold:

Date:	Shares:	Price:
10/15/18	(9,472)	4.2421
10/16/18	(10,000)	4.4500
10/29/18	(12,500)	2.8519
10/30/18	(25,000)	2.8374
10/31/18	(19,100)	2.9264
11/01/18	(19,200)	2.8957
11/02/18	(11,787)	3.0091
11/05/18	(25,000)	3.0020
11/06/18	(25,000)	3.0489
11/07/18	(60,000)	3.1571
11/08/18	(14,615)	3.2029
11/09/18	(7,800)	3.1548
11/12/18	(10,889)	3.1445
11/13/18	(29,900)	3.2697
11/15/18	(15,200)	3.1926
11/19/18	(11,605)	3.1099
11/20/18	(3,600)	3.1000
11/23/18	(1,300)	3.1500
11/26/18	(7,838)	3.1487
11/27/18	(18,100)	3.1739
11/28/18	(21,104)	3.2165
11/29/18	(14,411)	3.2104
12/03/18	(1,228)	3.2521
12/06/18	(1,395)	3.2000
12/13/18	(320,332)	3.0600

d) Clients of Bulldog Investors, LLC are entitled to receive any dividends or sales proceeds.

e) N/A

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

N/A

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

None

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

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Dated: 12/17/18

By: /S/ Phillip Goldstein  
Name: Phillip Goldstein

By: /S/ Andrew Dakos  
Name: Andrew Dakos

By: /S/ Steven Samuels  
Name: Steven Samuels

Bulldog Investors, LLC  
By: /s/ Andrew Dakos  
Andrew Dakos, Member

Footnote 1: The reporting persons disclaim beneficial ownership except to the extent of any pecuniary interest therein.

**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)CodeVAmount(A) or (D)Price Common Stock03/10/2017 F 1,297 <sup>(1)</sup> D \$ 14.69 220,346 D

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 number.**

SEC 1474  
(9-02)

**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. Nature of Derivative Security Beneficially Owned Following Reported Transaction (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares		

**Reporting Owners**

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director    10% Owner    Officer    Other

Bluestein Scott  
C/O HERCULES CAPITAL, INC.  
31 ST. JAMES AVENUE, SUITE 790  
BOSTON, MA 02116

Chief Investment Officer

## Signatures

/s/Melanie Grace, Attorney-in-Fact for Scott  
Bluestein

03/13/2017

\_\_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).

(1) Represents shares of common stock withheld to pay taxes applicable to the vesting of restricted stock on March 10, 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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