

HEIDRICK & STRUGGLES INTERNATIONAL INC  
Form 10-Q  
July 28, 2015

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

**FORM 10-Q**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2015**

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission File Number 0-25837**

**HEIDRICK & STRUGGLES INTERNATIONAL, INC.**

**(Exact Name of Registrant as Specified in its Charter)**

**Delaware**  
**(State or Other Jurisdiction of**

**36-2681268**  
**(I.R.S. Employer**

**Incorporation or Organization)**

**Identification Number)**

**233 South Wacker Drive-Suite 4900**

**Chicago, Illinois**

**60606-6303**

**(Address of Principal Executive Offices)**

**(312) 496-1200**

**(Registrant's Telephone Number, Including Area Code)**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period of time that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a small reporting company. See definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-Accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

As of July 24, 2015, there were 18,377,692 shares of the Company's common stock outstanding.



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**HEIDRICK & STRUGGLES INTERNATIONAL, INC. AND SUBSIDIARIES**

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**PART I. FINANCIAL INFORMATION****ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
HEIDRICK & STRUGGLES INTERNATIONAL, INC. AND SUBSIDIARIES****CONDENSED CONSOLIDATED BALANCE SHEETS****(In thousands, except share amounts)**

|  | <b>June 30,<br/>2015<br/>(Unaudited)</b> | <b>December 31,<br/>2014</b> |
|--|--|------------------------------|
| <b>Current assets:</b>                             |  |                              |
| Cash and cash equivalents                          | \$ 119,884                               | \$ 211,352                   |
| Restricted cash                                    | 7,238                                    | 6,501                        |
| Accounts receivable, net                           | 97,270                                   | 68,353                       |
| Other receivables                                  | 11,660                                   | 10,613                       |
| Prepaid expenses                                   | 15,369                                   | 14,536                       |
| Other current assets                               | 1,355                                    | 1,592                        |
| Income taxes recoverable                           | 5,541                                    | 5,288                        |
| Deferred income taxes                              | 12,380                                   | 12,094                       |
| <b>Total current assets</b>                        | <b>270,697</b>                           | <b>330,329</b>               |
| <b>Non-current assets:</b>                         |  |                              |
| Property and equipment, net                        | 34,579                                   | 30,417                       |
| Restricted cash                                    | 592                                      | 1,411                        |
| Assets designated for retirement and pension plans | 17,901                                   | 19,426                       |
| Investments  | 15,248                                   | 13,989                       |
| Other non-current assets                           | 10,844                                   | 6,601                        |
| Goodwill   | 121,020                                  | 122,176                      |
| Other intangible assets, net                       | 18,595                                   | 20,939                       |
| Deferred income taxes                              | 22,682                                   | 23,413                       |
| <b>Total non-current assets</b>                    | <b>241,461</b>                           | <b>238,372</b>               |
| <b>Total assets</b>                                | <b>\$ 512,158</b>                        | <b>\$ 568,701</b>            |
| <b>Current liabilities:</b>                        |  |                              |
| Current portion of debt                            | \$ 6,000                                 | \$ 6,000                     |
| Accounts payable                                   | 5,702                                    | 5,493                        |
| Accrued salaries and employee benefits             | 83,099                                   | 130,434                      |
| Deferred revenue, net                              | 33,345                                   | 30,452                       |
| Other current liabilities                          | 27,923                                   | 26,835                       |
| Income taxes payable                               | 3,376                                    | 6,684                        |
| <b>Total current liabilities</b>                   | <b>159,445</b>                           | <b>205,898</b>               |

**Non-current liabilities:**

|   |         |         |
|---|---------|---------|
| Non-current debt, less current maturities | 20,500  | 23,500  |
| Retirement and pension plans              | 39,156  | 39,892  |
| Other non-current liabilities             | 43,794  | 54,747  |
| Total non-current liabilities             | 103,450 | 118,139 |

**Total liabilities**

262,895 324,037

**Commitments and contingencies (Note 17)****Stockholders equity:**

|  |                   |                   |
|--|-------------------|-------------------|
| Preferred stock, \$0.01 par value, 10,000,000 shares authorized, no shares issued at June 30, 2015 and December 31, 2014   |                   |                   |
| Common stock, \$0.01 par value, 100,000,000 shares authorized, 19,585,777 shares issued, 18,328,287 and 18,239,939 shares outstanding at June 30, 2015 and December 31, 2014, respectively | 196               | 196               |
| Treasury stock at cost, 1,257,490 and 1,345,838 shares at June 30, 2015 and December 31, 2014, respectively  | (41,152)          | (44,261)          |
| Additional paid in capital   | 231,423           | 232,075           |
| Retained earnings  | 48,810            | 45,431            |
| Accumulated other comprehensive income   | 9,986             | 11,223            |
| Total stockholders equity  | 249,263           | 244,664           |
| <b>Total liabilities and stockholders equity</b>   | <b>\$ 512,158</b> | <b>\$ 568,701</b> |

The accompanying notes to Condensed Consolidated Financial Statements are an integral part of these statements.

**HEIDRICK & STRUGGLES INTERNATIONAL, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

(In thousands, except per share amounts)

(Unaudited)

|  | Three Months Ended<br>June 30, |            | Six Months Ended<br>June 30, |            |
|--|--------------------------------|------------|------------------------------|------------|
|  | 2015                           | 2014       | 2015                         | 2014       |
| <b>Revenue:</b>  |                                |            |                              |            |
| Revenue before reimbursements (net revenue)            | \$ 133,045                     | \$ 136,080 | \$ 248,198                   | \$ 247,201 |
| Reimbursements   | 4,641                          | 4,878      | 7,967                        | 9,289      |
| Total revenue  | 137,686                        | 140,958    | 256,165                      | 256,490    |
| <b>Operating expenses:</b>                             |                                |            |                              |            |
| Salaries and employee benefits                         | 90,717                         | 92,128     | 169,190                      | 168,043    |
| General and administrative expenses                    | 33,156                         | 31,440     | 63,164                       | 65,866     |
| Reimbursed expenses                                    | 4,641                          | 4,878      | 7,967                        | 9,289      |
| Total operating expenses                               | 128,514                        | 128,446    | 240,321                      | 243,198    |
| <b>Operating income</b>                                | 9,172                          | 12,512     | 15,844                       | 13,292     |
| <b>Non-operating (expense) income:</b>                 |                                |            |                              |            |
| Interest, net  | (175)                          | (110)      | (246)                        | (80)       |
| Other, net   | 121                            | 342        | 46                           | 44         |
| Net non-operating (expense) income                     | (54)                           | 232        | (200)                        | (36)       |
| <b>Income before income taxes</b>                      | 9,118                          | 12,744     | 15,644                       | 13,256     |
| Provision for income taxes                             | 4,162                          | 8,957      | 7,262                        | 10,213     |
| <b>Net income</b>                                      | 4,956                          | 3,787      | 8,382                        | 3,043      |
| <b>Other comprehensive (loss) income, net of tax:</b>  |                                |            |                              |            |
| Foreign currency translation adjustment                | (455)                          | 215        | (1,298)                      | 1,248      |
| Net unrealized gains on available-for-sale investments | (98)                           | 441        | 139                          | 509        |
| Unrealized loss on cash flow hedge                     | (2)                            | (65)       | (78)                         | (69)       |
| Other comprehensive (loss) income, net of tax          | (555)                          | 591        | (1,237)                      | 1,688      |
| <b>Comprehensive income</b>                            | \$ 4,401                       | \$ 4,378   | \$ 7,145                     | \$ 4,731   |
| Basic weighted average common shares outstanding       | 18,315                         | 18,215     | 18,282                       | 18,184     |
| Dilutive common shares                                 | 283                            | 169        | 283                          | 178        |
| Diluted weighted average common shares outstanding     | 18,598                         | 18,384     | 18,565                       | 18,362     |

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|                                     |         |         |         |         |
|-------------------------------------|---------|---------|---------|---------|
| Basic net income per common share   | \$ 0.27 | \$ 0.21 | \$ 0.46 | \$ 0.17 |
| Diluted net income per common share | \$ 0.27 | \$ 0.21 | \$ 0.45 | \$ 0.17 |
| Cash dividends paid per share       | \$ 0.13 | \$ 0.13 | \$ 0.26 | \$ 0.26 |

The accompanying notes to Condensed Consolidated Financial Statements are an integral part of these statements.



## HEIDRICK &amp; STRUGGLES INTERNATIONAL, INC. AND SUBSIDIARIES

## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS EQUITY

(In thousands)

(Unaudited)

|   | Common Stock  |               | Treasury Stock |                   | Additional<br>Paid in<br>Capital | Retained<br>Earnings | Accumulated<br>Other<br>Compre-<br>hensive<br>Income | Total             |
|---|---------------|---------------|----------------|-------------------|----------------------------------|----------------------|--|-------------------|
|   | Shares        | Amount        | Shares         | Amount            |                                  |                      |  |                   |
| <b>Balance at<br/>December 31, 2014</b>               | 19,586        | \$ 196        | 1,346          | \$(44,261)        | \$ 232,075                       | \$ 45,431            | \$ 11,223  | \$ 244,664        |
| Net income  |               |               |                |                   |                                  | 8,382                |  | 8,382             |
| Other comprehensive<br>income, net of tax             |               |               |                |                   |                                  |                      | (1,237)  | (1,237)           |
| Treasury and common<br>stock transactions:            |               |               |                |                   |                                  |                      |  |                   |
| Stock-based<br>compensation                           |               |               |                |                   | 2,590                            |                      |  | 2,590             |
| Vesting of equity, net of<br>tax withholdings         |               |               | (75)           | 2,525             | (3,345)                          |                      |  | (820)             |
| Re-issuance of treasury<br>stock                      |               |               | (14)           | 584               | (135)                            |                      |  | 449               |
| Cash dividends declared<br>(\$0.26 per share)         |               |               |                |                   |                                  | (4,765)              |  | (4,765)           |
| Dividend equivalents on<br>restricted stock units     |               |               |                |                   |                                  | (238)                |  | (238)             |
| Tax deficit related to<br>stock-based<br>compensation |               |               |                |                   | 238                              |                      |  | 238               |
| <b>Balance at June 30,<br/>2015</b>                   | <b>19,586</b> | <b>\$ 196</b> | <b>1,257</b>   | <b>\$(41,152)</b> | <b>\$ 231,423</b>                | <b>\$ 48,810</b>     | <b>\$ 9,986</b>                                      | <b>\$ 249,263</b> |

The accompanying notes to Condensed Consolidated Financial Statements are an integral part of these statements.

**HEIDRICK & STRUGGLES INTERNATIONAL, INC. AND SUBSIDIARIES****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS****(In thousands)****(Unaudited)**

|   | <b>Six Months Ended<br/>June 30,</b> |             |
|---|--------------------------------------|-------------|
|   | <b>2015</b>                          | <b>2014</b> |
| <b>Cash flows operating activities:</b>                                       |                                      |             |
| Net income  | \$ 8,382                             | \$ 3,043    |
| Adjustments to reconcile net income to net cash used in operating activities: |                                      |             |
| Depreciation and amortization   | 6,660                                | 7,648       |
| Deferred income taxes   | (34)                                 | 4,562       |
| Stock-based compensation expense  | 2,590                                | 1,841       |
| Accretion expense related to earnout payments                                 | 585                                  | 899         |
| Changes in assets and liabilities:  |                                      |             |
| Accounts and other receivables  | (33,489)                             | (34,023)    |
| Accounts payable  | 258                                  | (2,466)     |
| Accrued expenses  | (48,620)                             | (30,247)    |
| Deferred revenue  | 3,139                                | 8,309       |
| Income taxes payable, net   | (3,763)                              | (1,060)     |
| Retirement and pension plan assets and liabilities                            | 1,223                                | (170)       |
| Prepaid expenses  | (561)                                | (1,685)     |
| Other assets and liabilities, net   | 492                                  | (1,693)     |
| Net cash used in operating activities   | (63,138)                             | (45,042)    |
| <b>Cash flows investing activities:</b>                                       |                                      |             |
| Restricted cash   |                                      | (102)       |
| Capital expenditures  | (10,248)                             | (1,867)     |
| Purchases of available for sale investments                                   | (1,276)                              | (828)       |
| Proceeds from sales of available for sale investments                         | 255                                  | 592         |
| Net cash used in investing activities   | (11,269)                             | (2,205)     |
| <b>Cash flows financing activities:</b>                                       |                                      |             |
| Debt repayment  | (3,000)                              | (3,000)     |
| Debt issuance costs   | (381)                                |             |
| Cash dividends paid   | (5,003)                              | (4,849)     |
| Payment of employee tax withholdings on equity transactions                   | (820)                                | (406)       |
| Acquisition earnout payments  | (5,496)                              | (3,390)     |
| Net cash used in financing activities   | (14,700)                             | (11,645)    |
| <b>Effect of exchange rates fluctuations on cash and cash equivalents</b>     | <b>(2,361)</b>                       | <b>596</b>  |

|  |            |            |
|--|------------|------------|
| <b>Net decrease in cash and cash equivalents</b> | (91,468)   | (58,296)   |
| Cash and cash equivalents at beginning of period | 211,352    | 181,646    |
| Cash and cash equivalents at end of period       | \$ 119,884 | \$ 123,350 |

**Supplemental Schedule of Non-cash Financing Activities:**

|  |             |    |
|--|-------------|----|
| Term loan facility retirement (Note 11)        | \$ (26,500) | \$ |
| Subsequent drawing on line of credit (Note 11) | 26,500      |    |

The accompanying notes to Condensed Consolidated Financial Statements are an integral part of these statements.

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**HEIDRICK & STRUGGLES INTERNATIONAL, INC. AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

(All tables in thousands, except share and per share figures)

(Unaudited)

**1. Basis of Presentation of Interim Financial Information**

The accompanying unaudited Condensed Consolidated Financial Statements of Heidrick & Struggles International, Inc. and subsidiaries (the Company) have been prepared pursuant to the rules and regulations of the U.S. Securities and Exchange Commission (SEC). The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses. Significant items subject to estimates and assumptions include revenue recognition, income taxes, interim effective tax rate, assessment of goodwill and other intangible assets for impairment, allowance for doubtful accounts and stock-based compensation. Estimates are subject to a degree of uncertainty and actual results could differ from these estimates. These financial statements and notes are to be read in conjunction with the Company's Consolidated Financial Statements and Notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2014, as filed with the SEC on March 11, 2015.

**2. Summary of Significant Accounting Policies**

A complete listing of the Company's significant accounting policies is discussed in Note 2, *Summary of Significant Accounting Policies*, in the Notes to Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2014.

*Recent Financial Accounting Standards*

In May 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2014-09, *Revenue from Contracts with Customers*. The ASU requires that an entity recognizes revenue to depict the transfer of promised goods or services to customer in an amount that reflects the consideration to which the Company expects to be entitled in exchange for these goods or services. The effective date was recently deferred for one year to the interim and annual reporting periods beginning after December 15, 2017. Early adoption is permitted as of the original effective date, which was interim and annual reporting periods beginning after December 15, 2016. The guidance permits the use of either of the following transition methods: (i) a full retrospective approach reflecting the application of the standard in each prior reporting period with the option to elect certain practical expedients or (ii) a retrospective approach with the cumulative effect upon initial adoption recognized at the date of adoption. The Company is currently evaluating the effect that this pronouncement will have on its financial statements and related disclosures. The effect is not known or reasonably estimable at this time.

**3. Allowance for Doubtful Accounts**

The activity of the allowance for doubtful accounts for the six months ended June 30, 2015 is as follows:

|                              |          |
|------------------------------|----------|
| Balance at December 31, 2014 | \$ 3,942 |
| Provision charged to income  | 1,075    |
| Write-offs                   | (967)    |
| Currency                     | (81)     |
| Balance at June 30, 2015     | \$ 3,969 |

#### 4. Property and Equipment, net

The components of the Company's property and equipment are as follows:

|  | <b>June 30,<br/>2015</b> | <b>December 31,<br/>2014</b> |
|--|--------------------------|------------------------------|
| Leasehold improvements                   | \$ 40,986                | \$ 43,930                    |
| Office furniture, fixtures and equipment | 16,748                   | 18,693                       |
| Computer equipment and software          | 30,426                   | 30,751                       |
| Property and equipment, gross            | 88,160                   | 93,374                       |
| Accumulated depreciation                 | (53,581)                 | (62,957)                     |
| Property and equipment, net              | \$ 34,579                | \$ 30,417                    |

Depreciation expense for the three months ended June 30, 2015 and 2014 was \$1.8 million and \$2.4 million, respectively. Depreciation expense for the six months ended June 30, 2015 and 2014 was \$4.3 and \$4.9 million, respectively.

## 5. Restricted Cash

The components of the Company's restricted cash are as follows:

|                                    | June 30,<br>2015 | December 31,<br>2014 |
|------------------------------------|------------------|----------------------|
| <b>Current restricted cash</b>     |                  |                      |
| Retention escrow                   | \$ 6,500         | \$ 6,501             |
| Lease guarantees                   | 738              |                      |
| Total current restricted cash      | \$ 7,238         | \$ 6,501             |
| <b>Non-current restricted cash</b> |                  |                      |
| Lease guarantees                   | \$ 495           | \$ 1,316             |
| Business licenses                  | 97               | 95                   |
| Total non-current restricted cash  | \$ 592           | \$ 1,411             |

The retention escrow is associated with the Senn Delaney acquisition and will be paid to certain key executives of Senn Delaney if they remain with the Company for three years subsequent to the acquisition (See Note 8, *Acquisitions*). The Company has certain lease agreements and business licenses with terms that require the Company to restrict cash through the termination dates of the agreements, which extend through 2018.

## 6. Investments

The components of the Company's investments are as follows:

|   | June 30,<br>2015 | December 31,<br>2014 |
|---|------------------|----------------------|
| U.S. non-qualified deferred compensation plan | \$ 14,956        | \$ 13,709            |
| Warrants and equity securities                | 292              | 280                  |
| Total   | \$ 15,248        | \$ 13,989            |

The Company's U.S. non-qualified deferred compensation plan consists primarily of U.S. marketable securities and mutual funds, all of which are valued using Level 1 inputs (See Note 7, *Fair Value Measurements*). The aggregate cost basis for these investments was \$11.3 million and \$10.1 million as of June 30, 2015 and December 31, 2014, respectively.

## 7. Fair Value Measurements

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. A three-level fair value hierarchy prioritizes the inputs used to measure fair value. The hierarchy requires entities to maximize the use of observable inputs and minimize the use of unobservable inputs. The three levels of inputs used to measure fair value are as follows:

Level 1 Quoted prices in active markets for identical assets and liabilities.

Level 2 Quoted prices in active markets for similar assets and liabilities, or other inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets and liabilities. This includes certain pricing models, discounted cash flow methodologies and similar techniques that use significant unobservable inputs.

|  | Quoted Prices<br>in Active<br>Markets for<br>Identical Assets<br>(Level 1) | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) | Total     |
|--|--|---|--|-----------|
| <b>At June 30, 2015</b>                            |  |   |  |           |
| U.S. non-qualified deferred compensation plan      | \$ 14,956  | \$  | \$   | \$ 14,956 |
| Assets designated for retirement and pension plans |  | 19,242  |  | 19,242    |
| Warrants and equity securities                     |  |   | 292  | 292       |
| Acquisition earnout accruals                       |  |   | (7,279)  | (7,279)   |
|  | \$ 14,956  | \$ 19,242   | \$ (6,987)   | \$ 27,211 |
| <b>At December 31, 2014</b>                        |  |   |  |           |
| U.S. non-qualified deferred compensation plan      | \$ 13,709  | \$  | \$   | \$ 13,709 |
| Assets designated for retirement and pension plans |  | 20,880  |  | 20,880    |
| Derivatives designated as cash flow hedge          |  | 125   |  | 125       |
| Warrants and equity securities                     |  |   | 280  | 280       |
| Acquisition earnout accruals                       |  |   | (12,944)   | (12,944)  |
|  | \$ 13,709  | \$ 21,005   | \$ (12,664)  | \$ 22,050 |

The following table provides a reconciliation of the beginning and ending balance of Level 3 assets and liabilities for the six months ended June 30, 2015.

|                              | Warrants<br>and Equity<br>Securities | Acquisition<br>Earnout<br>Accruals | Total       |
|------------------------------|--------------------------------------|------------------------------------|-------------|
| Balance at December 31, 2014 | \$ 280                               | \$ (12,944)                        | \$ (12,664) |
| Unrealized gains             | 12                                   |                                    | 12          |
| Earnout accretion            |                                      | (585)                              | (585)       |
| Earnout payments             |                                      | 5,496                              | 5,496       |
| Foreign currency translation |                                      | 125                                | 125         |
| Other                        |                                      | 629                                | 629         |
| Balance at June 30, 2015     | \$ 292                               | \$ (7,279)                         | \$ (6,987)  |



The Level 2 assets above are fair valued using a market approach. The Level 3 liabilities are: (i) accruals for future earnout payments related to prior acquisitions, the values of which are determined based on discounted cash flow models; and (ii) warrant and equity securities, the values of which are determined using a valuation model. The Company considers the recorded value of its financial assets and liabilities, which consist primarily of cash and cash equivalents, accounts receivable, and accounts payable, to approximate the fair value of the respective assets and liabilities at June 30, 2015 and December 31, 2014 based upon the short-term nature of the assets and liabilities.

## **8. Acquisitions**

### *Scambler MacGregor Executive Search Pty Limited*

In November 2013, the Company acquired Scambler MacGregor, an Australian-based retained Executive Search boutique in the financial services industry for 1.1 million Australian dollars (equivalent to \$0.8 million at June 30, 2015 and \$0.9 million at December 31, 2014) of initial consideration, pursuant to a stock purchase, which was funded from existing cash. In December 2013, the Company paid an additional \$0.1 million related to the final working capital settlement. The former owners of Scambler MacGregor are eligible to receive earnout payments of up to 2.8 million Australian dollars (equivalent to \$2.2 million as of June 30, 2015) based on the achievement of certain revenue metrics over the period November 2013 through December 2018, of which \$0.7 million was paid during the first quarter of 2015. When estimating the fair value of future earnout payments, the Company had accrued 1.5 million Australian dollars and 2.4 million Australian dollars (equivalent to \$1.2 million and \$2.0 million, respectively) as of June 30, 2015 and December 31, 2014, respectively. The Company also recorded \$0.4 million of intangible assets and \$2.7 million of goodwill. The goodwill is primarily related to the acquired workforce and strategic fit.

*Senn-Delaney Leadership Consulting Group, LLC*

In December 2012, the Company acquired Senn-Delaney Leadership Consulting Group, LLC, a global leader of corporate culture shaping. Under the terms of the purchase agreement, the Company paid \$53.5 million at closing for 100 percent of the equity of Senn Delaney. The agreement also included additional cash consideration up to \$15.0 million based on the realization of specific earnings milestones achieved over the period December 2012 through December 2015, of which \$4.8 million and \$3.4 million was paid during the second quarter of 2015 and 2014, respectively. The Company had accrued \$6.1 million and \$10.9 million at June 30, 2015 and December 31, 2014, respectively, for the remaining cash consideration. The Company has recognized \$0.3 million and \$0.5 million of accretion expense included in *General and administrative expenses* in the three months ended June 30, 2015 and June 30, 2014, respectively, and \$0.6 million and \$0.9 million of accretion expense in the six months ended June 30, 2015 and 2014, respectively. The Company also holds \$6.5 million in a retention escrow that will be paid to certain key executives of Senn Delaney if they remain with the Company for three years subsequent to the acquisition. The Company recognized \$0.5 million and \$0.6 million of compensation expense included in *Salaries and employee benefits* in the three months ended June 30, 2015 and June 30, 2014, respectively, and \$1.0 million and \$0.6 million in the six months ended June 30, 2015 and June 30, 2014, respectively, related to the retention awards.

**9. Goodwill and Other Intangible Assets***Goodwill*

Changes in the carrying amount of goodwill by segment for the six months ended June 30, 2015 are as follows:

|                                     | <b>Executive<br/>Search<br/>and<br/>Leadership<br/>Consulting-<br/>Americas</b> | <b>Executive<br/>Search<br/>and<br/>Leadership<br/>Consulting-<br/>Asia Pacific</b> | <b>Culture<br/>Shaping</b> | <b>Total</b> |
|-------------------------------------|---|---|----------------------------|--------------|
| <b>Balance at December 31, 2014</b> | \$ 82,270   | \$ 10,255   | \$ 29,651                  | \$ 122,176   |
| Exchange rate fluctuations          | (274)   | (898)   | 16                         | (1,156)      |
| <b>Balance at June 30, 2015</b>     | \$ 81,996   | \$ 9,357  | \$ 29,667                  | \$ 121,020   |

*Other Intangible Assets, net*

The Company's other intangible assets, net by segment, are as follows:

|   | <b>June 30,<br/>2015</b> | <b>December 31,<br/>2014</b> |
|---|--------------------------|------------------------------|
| <b>Executive Search and Leadership Consulting</b>       |                          |                              |
| Americas  | \$ 902                   | \$ 1,044                     |
| Asia Pacific  | 285                      | 383                          |
| <b>Total Executive Search and Leadership Consulting</b> | 1,187                    | 1,427                        |

|                                    |           |           |
|------------------------------------|-----------|-----------|
| Culture Shaping                    | 17,408    | 19,512    |
| Total other intangible assets, net | \$ 18,595 | \$ 20,939 |

The carrying amount of amortizable intangible assets and the related accumulated amortization are as follows:

|                         | Weighted<br>Average<br>Life (in<br>years) | June 30, 2015               |                             |                           | December 31, 2014           |                             |                           |
|-------------------------|---|-----------------------------|-----------------------------|---------------------------|-----------------------------|-----------------------------|---------------------------|
|                         |   | Gross<br>Carrying<br>Amount | Accumulated<br>Amortization | Net<br>Carrying<br>Amount | Gross<br>Carrying<br>Amount | Accumulated<br>Amortization | Net<br>Carrying<br>Amount |
| Client relationships    | 8.7                                       | \$ 23,234                   | \$ (16,199)                 | \$ 7,035                  | \$ 23,316                   | \$ (14,999)                 | \$ 8,317                  |
| Trade name              | 15.0                                      | 9,346                       | (2,906)                     | 6,440                     | 9,334                       | (2,358)                     | 6,976                     |
| Software                | 7.0                                       | 7,200                       | (2,571)                     | 4,629                     | 7,200                       | (2,057)                     | 5,143                     |
| Non-compete             | 5.0                                       | 596                         | (105)                       | 491                       | 593                         | (90)                        | 503                       |
| Total intangible assets | 10.37                                     | \$ 40,376                   | \$ (21,781)                 | \$ 18,595                 | \$ 40,443                   | \$ (19,504)                 | \$ 20,939                 |

Intangible asset amortization expense for the three months ended June 30, 2015 and 2014 was \$1.2 million and \$1.4 million, respectively. Intangible asset amortization for the six months ended June 30, 2015 and 2014 was \$2.3 million and \$2.8 million, respectively. The estimated intangible amortization expense is \$4.7 million for fiscal year 2015, \$4.4 million for fiscal

year 2016, \$3.6 million for fiscal year 2017, \$2.8 million for fiscal year 2018, and \$2.2 million for fiscal year 2019. These amounts are based on intangible assets recorded as of June 30, 2015, and actual amortization expense could differ from these estimates as a result of future acquisitions and other factors.

## 10. Other Non-Current Liabilities

The components of other non-current liabilities are as follows:

|  | June 30,<br>2015 | December 31,<br>2014 |
|--|------------------|----------------------|
| Accrued salaries and employee benefits     | \$ 24,084        | \$ 31,605            |
| Premise related costs                      | 18,183           | 15,058               |
| Accrued earnout payments                   | 826              | 7,567                |
| Other                                      | 701              | 517                  |
| <b>Total other non-current liabilities</b> | <b>\$ 43,794</b> | <b>\$ 54,747</b>     |

## 11. Line of Credit

On June 30, 2015, the Company entered into a Second Amended and Restated Credit Agreement (the Restated Credit Agreement). The Restated Credit agreement amended and restated the Credit Agreement executed on June 22, 2011 (the Credit Agreement). Pursuant to the Restated Credit Agreement, the Company replaced its Revolving Facility and Term Facility ( Existing Facility ) with a single senior unsecured revolving line of credit with an aggregate commitment of up to \$100 million, which includes a sublimit of \$25 million for letters of credit, and a \$50 million expansion feature (the Replacement Facility). The Replacement Facility will mature on June 30, 2020. Borrowings under the Restated Credit Agreement bear interest at the Company's election at the existing Alternate Base Rate (as defined in the Credit Agreement) or Adjusted LIBOR Rate (as defined in the Credit Agreement) plus a spread as determined by the Company's leverage ratio. The Company utilizes an interest rate swap to address the risk related to the fluctuation in Adjusted LIBOR. At June 30, 2015 the interest rate was 1.44%.

On the amendment date, an aggregate of \$26.5 million of term loans outstanding under the Existing Facility remains outstanding as revolving borrowings under the Replacement Facility. As of June 30, 2015, the outstanding balance of the revolver is \$26.5 million, of which the Company intends to repay \$6.0 million within the next 12 months. As of December 31, 2014 there was \$29.5 million outstanding under the Term Facility.

Borrowings under the Replacement Facility may be used for working capital, capital expenditures, Permitted Acquisitions (as defined in the Agreement) and for other general corporate purposes of the Company and its subsidiaries. The obligations under the Replacement Facility are guaranteed by certain of the Company's subsidiaries.

## 12. Stock-based Compensation

The Company's 2012 Heidrick & Struggles GlobalShare Program (the 2012 Program) provides for grants of stock options, stock appreciation rights, and other stock-based awards that are valued based upon the grant date fair value of shares. These awards may be granted to directors, selected employees and independent contractors. The 2012 Program originally authorized 1,300,000 shares of Common Stock for issuance pursuant to awards under the plan. On May 22,

2014, the stockholders of the Company approved an amendment to the 2012 Program to increase the number of shares of Common Stock reserved for issuance under the 2012 Program by 700,000 shares. As of June 30, 2015, 1,033,847 awards have been issued under the 2012 Program and 1,325,864 shares remain available for future awards, which includes 359,711 forfeited awards. The 2012 Program provides that no awards can be granted after May 24, 2022.

The Company measures its stock-based compensation costs based on the grant date fair value of the awards and recognizes these costs in the financial statements over the requisite service period.

A summary of information with respect to stock-based compensation is as follows:

|   | <b>Three Months Ended<br/>June 30,</b> |             | <b>Six Months<br/>Ended<br/>June 30,</b> |             |
|---|--|-------------|--|-------------|
|   | <b>2015</b>                            | <b>2014</b> | <b>2015</b>                              | <b>2014</b> |
| Salaries and employee benefits  | \$ 1,107                               | \$ 1,053    | \$ 2,140                                 | \$ 1,390    |
| General and administrative expenses   | 450                                    | 451         | 450                                      | 451         |
| Income tax benefit related to stock-based compensation included in net income | 626                                    | 670         | 1,042                                    | 821         |

**Restricted Stock Units**

Restricted stock unit activity for the six months ended June 30, 2015:

|   | <b>Number of<br/>Restricted<br/>Stock Units</b> | <b>Weighted-<br/>Average<br/>Grant-date<br/>Fair Value</b> |
|---|---|--|
| <b>Outstanding on December 31, 2014</b> | 462,717   | \$ 18.07   |
| Granted                                 | 184,541   | 23.94  |
| Vested and converted to common stock    | (96,546)  | 17.92  |
| Forfeited                               | (10,701)  | 20.42  |
| <b>Outstanding on June 30, 2015</b>     | 540,011   | 20.05  |

As of June 30, 2015, there was \$5.4 million of pre-tax unrecognized compensation expense related to unvested restricted stock units, which is expected to be recognized over a weighted average of 2.6 years.

**Performance Stock Units**

The Company grants performance stock units to certain of its senior executives. The performance stock units are generally subject to a cliff vesting at the end of a three year period. The vesting will vary between 0% - 200% based on the attainment of operating income goals over the 3 year vesting period. The performance stock units are expensed on a straight-line basis over the 3 year vesting period.

In 2014, the Company granted market-based restricted stock units to the Chief Executive Officer. The market-based awards vest after a two-year service period and if the price of the Company's common stock exceeds specified targets. The fair value of the market-based awards was determined using the Monte-Carlo simulation model. A Monte Carlo simulation model uses stock price volatility and other variables to estimate the probability of satisfying the market conditions and the resulting fair value of the award. Compensation costs related to the market-based awards are recognized regardless of whether the market condition is satisfied, as long as the requisite service has been provided.

Performance stock unit activity for the six months ended June 30, 2015:

|   | <b>Number of<br/>Restricted<br/>Stock Units</b> | <b>Weighted-<br/>Average<br/>Grant-date<br/>Fair<br/>Value</b> |
|---|---|--|
| <b>Outstanding on December 31, 2014</b> | 229,170   | \$ 17.06   |
| Granted                                 | 59,221  | 23.64  |
| Vested and converted to common stock    | (13,397)  | 20.62  |
| Forfeited                               | (2,970)   | 20.62  |
| <b>Outstanding on June 30, 2015</b>     | 272,024   | 18.28  |

As of June 30, 2015, there was \$2.5 million of pre-tax unrecognized compensation expense related to unvested performance stock units, which is expected to be recognized over a weighted average of 2.0 years.

### **13. Income Taxes**

The Company reported income before taxes of \$9.1 million and \$12.7 million and income tax provision of \$4.2 million and \$9.0 million for the three months ended June 30, 2015 and 2014, respectively. The decrease in tax provision from the second quarter of 2014 is due to a decrease in income before taxes of \$3.6 million and the establishment of a \$2.3 million valuation allowance in Asia Pacific during 2014. No additional valuation allowances have been recorded during the three months ended June 30, 2015.

The Company reported income before taxes of \$15.6 million and \$13.3 million and income tax provision of \$7.3 million and \$10.2 million for the six months ended June 30, 2015 and 2014, respectively. The decrease in tax provision from the second quarter of 2014 is primarily due to the establishment of a \$2.3 million valuation allowance in Asia Pacific during 2014. No additional valuation allowances have been recorded during the six months ended June 30, 2015.

**14. Changes in Accumulated Other Comprehensive Income**

The changes in *Accumulated other comprehensive income* ( AOCI ) by component for the six months ended June 30, 2015 is summarized below:

|   | Cash<br>Flow<br>Hedge | Available-<br>for-<br>Sale<br>Securities | Foreign<br>Currency<br>Translation | Pension    | AOCI      |
|---|-----------------------|--|------------------------------------|------------|-----------|
| <b>Balance at December 31, 2014</b>                                   | \$ 78                 | \$ 3,183                                 | \$ 10,372                          | \$ (2,410) | \$ 11,223 |
| Other comprehensive income (loss) before reclassification, net of tax |                       | 240                                      | (1,298)                            |            | (1,058)   |
| Amount reclassified from AOCI (1)                                     | (78)                  | (101)                                    |                                    |            | (179)     |
| Net current period other comprehensive income (loss)                  | (78)                  | 139                                      | (1,298)                            |            | (1,237)   |
| <b>Balance at June 30, 2015</b>                                       | \$                    | \$ 3,322                                 | \$ 9,074                           | \$ (2,410) | \$ 9,986  |

- (1) Cash Flow Hedge and Available-for-Sale Securities reclassifications from AOCI are included in *Interest, net* and *Other, net*, respectively, in the Condensed Consolidated Statement of Comprehensive Income.

**15. Segment Information**

The Company operates its executive search and leadership consulting services in the Americas; Europe (which includes Africa); and Asia Pacific (which includes the Middle East) and operates its culture shaping business as a separate segment.

For segment purposes, reimbursements of out-of-pocket expenses classified as revenue and other operating income are reported separately and, therefore, are not included in the results of each segment. The Company believes that analyzing trends in revenue before reimbursements (net revenue), analyzing operating expenses as a percentage of net revenue, and analyzing operating income (loss) more appropriately reflects its core operations.

In the third quarter of 2014, consistent with the Company's practice to periodically review its reporting structure and segments, the Company evaluated its allocation of corporate and support costs to each of its regions. In conjunction with that review, to better align the Company's cost and reporting structure, additional costs were allocated to the regions reflecting management's current view of the costs necessary to support the regional operations. The prior period results have been recast to reflect these changes and present comparative year-over-year results.

The revenue and operating income (loss) by segment are as follows:

|  | Three Months Ended<br>June 30, |      | Six Months Ended<br>June 30, |      |
|--|--------------------------------|------|------------------------------|------|
|  | 2015                           | 2014 | 2015                         | 2014 |
| <b>Revenue:</b>                            |                                |      |                              |      |
| Executive Search and Leadership Consulting |                                |      |                              |      |



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|  |            |            |            |            |
|--|------------|------------|------------|------------|
| Americas   | \$ 75,820  | \$ 70,466  | \$ 140,295 | \$ 128,052 |
| Europe   | 24,075     | 31,201     | 43,733     | 57,425     |
| Asia Pacific                                     | 24,777     | 25,062     | 47,681     | 45,857     |
| Total Executive Search and Leadership Consulting | 124,672    | 126,729    | 231,709    | 231,334    |
| Culture Shaping                                  | 8,373      | 9,351      | 16,489     | 15,867     |
| Revenue before reimbursements (net revenue)      | 133,045    | 136,080    | 248,198    | 247,201    |
| Reimbursements                                   | 4,641      | 4,878      | 7,967      | 9,289      |
| Total  | \$ 137,686 | \$ 140,958 | \$ 256,165 | \$ 256,490 |

|  | Three Months Ended |           | Six Months Ended |           |
|--|--------------------|-----------|------------------|-----------|
|  | June 30,           |           | June 30,         |           |
|  | 2015               | 2014      | 2015             | 2014      |
| <b>Operating income (loss):</b>                  |                    |           |                  |           |
| Executive Search and Leadership Consulting       |                    |           |                  |           |
| Americas   | \$ 18,468          | \$ 17,140 | \$ 32,370        | \$ 29,009 |
| Europe   | 45                 | 1,787     | (452)            | 2,427     |
| Asia Pacific                                     | 2,568              | 2,387     | 5,458            | 2,562     |
| Total Executive Search and Leadership Consulting | 21,081             | 21,314    | 37,376           | 33,998    |
| Culture Shaping                                  | 588                | 1,307     | 1,409            | 777       |
| Total segments                                   | 21,669             | 22,621    | 38,785           | 34,775    |
| Global Operations Support                        | (12,497)           | (10,109)  | (22,941)         | (21,483)  |
| Total  | \$ 9,172           | \$ 12,512 | \$ 15,844        | \$ 13,292 |

## 16. Guarantees

The Company has issued cash collateralized bank guarantees and letter of credit backed bank guarantees supporting certain obligations, primarily the payment of office lease obligations and business license requirements for certain of its subsidiaries in Europe and Asia Pacific. The bank guarantees were made to secure the respective agreements and are for the terms of the agreements, which extend through 2018. For each bank guarantee issued, the Company would have to perform under the guarantee if the subsidiary defaults on a lease payment. The maximum amount of undiscounted payments the Company would be required to make in the event of default on all outstanding guarantees is approximately \$2.0 million as of June 30, 2015. The Company has not accrued for these arrangements as no event of default exists or is expected to exist.

## 17. Commitments and Contingencies

### *Litigation*

The Company has contingent liabilities from various pending claims and litigation matters arising in the ordinary course of the Company's business, some of which involve claims for damages that are substantial in amount. Some of these matters are covered by insurance. Based upon information currently available, the Company believes the ultimate resolution of such claims and litigation, including the *UK Employee Benefits Trust* matter discussed below, will not have a material adverse effect on its financial condition, results of operations or liquidity.

### *UK Employee Benefits Trust*

On January 27, 2010, HM Revenue & Customs ( HMRC ) in the United Kingdom notified the Company that it was challenging the tax treatment of certain of the Company's contributions in the United Kingdom to an Employee Benefits Trust between 2002 and 2008. HMRC alleges that these contributions should have been subject to Pay As You Earn tax and Class 1 National Insurance Contributions in the United Kingdom; and HMRC is proposing an adjustment to the Company's payroll tax liability for the affected years. The aggregate amount of HMRC's proposed adjustment is approximately £3.9 million (equivalent to \$6.1 million at June 30, 2015). The Company has appealed the proposed adjustment. At this time, the Company believes that the likelihood of an unfavorable outcome with respect to the proposed adjustment is not probable and the potential amount of any loss cannot be reasonably

estimated. The Company also believes that the amount of any final adjustment would not be material to the Company's financial condition.

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## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*Management's Discussion and Analysis of Financial Condition and Results of Operations as well as other sections of this report on Form 10-Q contain forward-looking statements. The Private Securities Litigation Reform Act of 1995 provides a safe harbor for forward-looking statements. Forward-looking statements are not historical facts, but instead represent only our beliefs, assumptions, expectations, estimates, forecasts and projections regarding future events, many of which, by their nature, are inherently uncertain and outside our control. These statements include statements other than historical information or statements of current condition and may relate to our future plans and objectives and results. By identifying these statements for you in this manner, we are alerting you to the possibility that our actual results and financial condition may differ, possibly materially, from the anticipated results and financial condition indicated in these forward-looking statements.*

*Factors that may affect the outcome of the forward-looking statements include, among other things, leadership changes, our ability to attract, integrate, manage and retain qualified consultants and senior leaders; our ability to develop and maintain strong, long-term relationships with our clients; fluctuations in the global and local economies and our ability to execute successfully our strategies; social or political instability in markets where we operate, the impact of foreign currency exchange rate fluctuations; unfavorable tax law changes and tax authority rulings; price competition; the ability to forecast, on a quarterly basis, variable compensation accruals that ultimately are determined based on the achievement of annual results; our ability to realize our tax losses; the timing of the establishment or reversal of valuation allowance on deferred tax assets; the mix of profit and loss by country; our reliance on information management systems; any impairment of our goodwill and other intangible assets; and the ability to align our cost structure and headcount with net revenue. For more information on the factors that could affect the outcome of forward-looking statements, refer to our Annual Report on Form 10-K for the year ended December 31, 2014, under Risk Factors in Item 1A. We caution the reader that the list of factors may not be exhaustive. We undertake no obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise.*

### **Executive Overview**

#### *Our Business*

We are a leadership advisory firm providing executive search, culture shaping services and leadership consulting. We help our clients build leadership teams by facilitating the recruitment, management and development of senior executives. We provide our services to a broad range of clients through the expertise of over 300 consultants located in major cities around the world.

*Executive Search.* We partner with respected organizations globally to build and sustain the best leadership teams in the world, with a specialized focus on the recruitment of top-level senior executives. We believe focusing on top-level senior executives provides the opportunity for several advantages including access to and influence with key decision makers, increased potential for recurring search and consulting engagements, higher fees per executive search, enhanced brand visibility, and a leveraged global footprint, which create added barriers to entry for potential competitors. Working at the top of client organizations also allows us to attract and retain high-caliber consultants who desire to serve top industry executives and their leadership needs.

Our executive search services are provided on a retained basis. Revenue before reimbursements of out-of-pocket expenses ( net revenue ) consists of retainers and indirect expenses billed to clients. Typically, we are paid a retainer for our executive search services equal to approximately one-third of the estimated first year compensation for the position to be filled. In addition, generally, if the actual compensation of a placed candidate exceeds the estimated compensation, we often are authorized to bill the client for one-third of the excess. Indirect expenses are calculated as

a percentage of the retainer with certain dollar limits per search.

*Culture Shaping.* Our culture shaping business uses its proprietary technology to administer, analyze and interpret organizational cultures and drivers, as well as methods to develop clarity around leadership teams and desired organizational outcomes. Culture Shaping is currently less than 10% of our net revenue. Our culture shaping services generate revenue through a combination of professional service and license fees related to the engagement. Net revenue associated with culture shaping consulting is recognized proportionally as services are performed. Net revenue associated with licenses to use culture shaping proprietary materials is typically recognized over the term of the license.

*Leadership Consulting.* Our leadership consulting services include executive assessment and development, succession planning, and top team and board effectiveness. Leadership Consulting is currently less than 10% of our net revenue. Our leadership consulting services generate revenue primarily through the professional fees generated for each engagement which are generally based on the size of the project and scope of services. Net revenue from leadership consulting is recognized in accordance with the completion of the engagement deliverables.

### *Key Performance Indicators*

We manage and assess Heidrick & Struggles performance through various means, with the primary financial and operational measures including net revenue, operating income, operating margin, Adjusted EBITDA (non-GAAP), and Adjusted EBITDA margin (non-GAAP). Executive Search and Leadership Consulting performance is also measured using consultant headcount and consultant productivity. Specific to Executive Search, confirmation trends and average revenue per search or project are used to measure performance.

Revenue is driven by market conditions and a combination of the number of executive search engagements and leadership consulting and culture shaping projects and the average revenue per search or project. With the exception of compensation expense, incremental increases in revenue do not necessarily result in proportionate increases in costs, particularly operating and administrative expenses, thus potentially improving operating margins.

The number of consultants, confirmation trends, number of searches or projects completed, productivity levels and the average revenue per search or project will vary from quarter to quarter, affecting net revenue and operating margin.

### *Our Compensation Model*

At the Executive Search consultant level there are fixed and variable components of compensation. Individuals are rewarded for their performance based on a system that directly ties a portion of their compensation to the amount of net revenue for which they are responsible. A portion of the reward may be based upon individual performance against a series of non-financial measures. Credit towards the variable portion of an Executive Search consultant's compensation is earned by generating net revenue for winning and executing work. Each quarter, we review and update the expected annual performance of all Executive Search consultants and accrue variable compensation accordingly. The amount of variable compensation that is accrued for each Executive Search consultant is based on a tiered payout model. Overall Company performance determines the amount available for total variable compensation. The more net revenue that is generated by the consultant, the higher the percentage credited towards the consultant's variable compensation and thus accrued by our Company as expense. The mix of individual consultants who generate the revenue can significantly affect the total amount of compensation expense recorded, which directly impacts operating margin. As a result, the variable portion of the compensation expense may fluctuate significantly from quarter to quarter. The total variable compensation is discretionary and is based on Company-wide financial targets approved by the Human Resources and Compensation Committee of the Board of Directors.

A portion of our Executive Search consultants' and management cash bonuses is deferred and paid over a three-year vesting period. The compensation expense related to the amounts being deferred is recognized on a graded vesting attribution method over the requisite service period. This service period begins on January 1 of the respective fiscal year and continues through the deferral date, which coincides with our bonus payments in the first quarter of the following year, and for an additional three year vesting period. The deferrals are recorded in *Accrued salaries and employee benefits* and *Other non-current liabilities* in the Condensed Consolidated Balance Sheets.

### *Third Quarter 2015 Outlook*

We are currently forecasting 2015 third quarter net revenue of between \$130 million and \$140 million. Our 2015 third quarter guidance is based upon, among other things, management's assumptions for the anticipated volume of new executive search confirmations and leadership consulting and culture shaping projects, the current backlog, consultant productivity, consultant retention, the seasonality of our business and average currency rates in June 2015.

Our 2015 guidance is subject to a number of risks and uncertainties, including those discussed under Item 1A - *Risk Factors* in our 2014 Annual Report on Form 10-K. As such, actual results could vary from these projections.



## Results of Operations

The following table summarizes, for the periods indicated, our results of operations as a percentage of revenue before reimbursements (net revenue):

|   | Three Months Ended<br>June 30, |        | Six Months Ended<br>June 30, |        |
|---|--------------------------------|--------|------------------------------|--------|
|   | 2015                           | 2014   | 2015                         | 2014   |
| <b>Revenue:</b>                             |                                |        |                              |        |
| Revenue before reimbursements (net revenue) | 100.0%                         | 100.0% | 100.0%                       | 100.0% |
| Reimbursements                              | 3.5                            | 3.6    | 3.2                          | 3.8    |
| Total revenue                               | 103.5                          | 103.6  | 103.2                        | 103.8  |
| <b>Operating expenses:</b>                  |                                |        |                              |        |
| Salaries and employee benefits              | 68.2                           | 67.7   | 68.2                         | 68.0   |
| General and administrative expenses         | 24.9                           | 23.1   | 25.4                         | 26.6   |
| Reimbursed expenses                         | 3.5                            | 3.6    | 3.2                          | 3.8    |
| Total operating expenses                    | 96.6                           | 94.4   | 96.8                         | 98.4   |
| <b>Operating income</b>                     | 6.9                            | 9.2    | 6.4                          | 5.4    |
| <b>Non-operating (expense) income</b>       |                                |        |                              |        |
| Interest, net                               | (0.1)                          | (0.1)  | (0.1)                        |        |
| Other, net                                  | 0.1                            | 0.3    |                              |        |
| Net non-operating (expense) income          |                                | 0.2    | (0.1)                        |        |
| <b>Income before income taxes</b>           | 6.9                            | 9.4    | 6.3                          | 5.4    |
| Provision for income taxes                  | 3.1                            | 6.6    | 2.9                          | 4.1    |
| <b>Net income</b>                           | 3.7%                           | 2.8%   | 3.4%                         | 1.2%   |

*Note: Totals and sub-totals may not equal the sum of individual line items due to rounding.*

We operate our executive search and leadership consulting services in the Americas; Europe (which includes Africa); and Asia Pacific (which includes the Middle East) and operate our culture shaping business as a separate segment (See Note 15, *Segment Information*).

In the third quarter of 2014, consistent with the Company's practice to periodically review its reporting structure and segments, the Company evaluated its allocation of corporate and support costs to each of its regions. In conjunction with that review, to better align the Company's cost and reporting structure, additional costs were allocated to the regions reflecting management's current view of the costs necessary to support the regional operations. The prior period results have been recast to reflect these changes and present comparative year-over-year results.



The following table sets forth, for the periods indicated, our revenue and operating income (loss) by segment (in thousands):

|  | <b>Three Months Ended<br/>June 30,</b> |             | <b>Six Months Ended<br/>June 30,</b> |             |
|--|--|-------------|--------------------------------------|-------------|
|  | <b>2015</b>                            | <b>2014</b> | <b>2015</b>                          | <b>2014</b> |
| <b>Revenue:</b>                                  |  |             |                                      |             |
| Executive Search and Leadership Consulting       |  |             |                                      |             |
| Americas   | \$ 75,820                              | \$ 70,466   | \$ 140,295                           | \$ 128,052  |
| Europe   | 24,075                                 | 31,201      | 43,733                               | 57,425      |
| Asia Pacific                                     | 24,777                                 | 25,062      | 47,681                               | 45,857      |
| Total Executive Search and Leadership Consulting | 124,672                                | 126,729     | 231,709                              | 231,334     |
| Culture Shaping                                  | 8,373                                  | 9,351       | 16,489                               | 15,867      |
| Revenue before reimbursements (net revenue)      | 133,045                                | 136,080     | 248,198                              | 247,201     |
| Reimbursements                                   | 4,641                                  | 4,878       | 7,967                                | 9,289       |
| Total  | \$ 137,686                             | \$ 140,958  | \$ 256,165                           | \$ 256,490  |
| <br>   |  |             |                                      |             |
|  | <b>Three Months Ended<br/>June 30,</b> |             | <b>Six Months Ended<br/>June 30,</b> |             |
|  | <b>2015</b>                            | <b>2014</b> | <b>2015</b>                          | <b>2014</b> |
| <b>Operating income (loss):</b>                  |  |             |                                      |             |
| Executive Search and Leadership Consulting       |  |             |                                      |             |
| Americas   | \$ 18,468                              | \$ 17,140   | \$ 32,370                            | \$ 29,009   |
| Europe   | 45                                     | 1,787       | (452)                                | 2,427       |
| Asia Pacific                                     | 2,568                                  | 2,387       | 5,458                                | 2,562       |
| Total Executive Search and Leadership Consulting | 21,081                                 | 21,314      | 37,376                               | 33,998      |
| Culture Shaping                                  | 588                                    | 1,307       | 1,409                                | 777         |
| Total segments                                   | 21,669                                 | 22,621      | 38,785                               | 34,775      |
| Global Operations Support                        | (12,497)                               | (10,109)    | (22,941)                             | (21,483)    |
| Total  | \$ 9,172                               | \$ 12,512   | \$ 15,844                            | \$ 13,292   |

### Three Months Ended June 30, 2015 Compared to the Three Months Ended June 30, 2014

*Total revenue.* Consolidated total revenue decreased \$3.3 million, or 2.3%, to \$137.7 million in 2015 from \$141.0 million in 2014. The decrease in total revenue was due primarily to the decrease in revenue before reimbursements (net revenue).

*Revenue before reimbursements (net revenue).* Consolidated net revenue decreased \$3.1 million, or 2.2%, to \$133.0 million for the three months ended June 30, 2015 from \$136.1 million for the three months ended June 30, 2014. Foreign exchange rate fluctuations decreased revenue by \$6.9 million, or 5.0%. Executive Search and Leadership

Consulting net revenue was \$124.7 million, a decrease of \$2.1 million compared to the three months ended June 30, 2014. Decreases in the Global Technology & Services and Consumer Markets practice groups were the primary drivers for the decrease in consolidated net revenue; however, these decreases were partially offset by increases in Healthcare & Life Sciences and Financial Services practices. Culture Shaping net revenue was \$8.4 million for the three months ended June 30, 2015, a decrease of \$1.0 million compared to the three months ended June 30, 2014.

The number of Executive Search and Leadership Consulting consultants was 325 as of June 30, 2015 compared to 311 as of June 30, 2014. Productivity, as measured by annualized net Executive Search and Leadership Consulting revenue per consultant was \$1.5 million in the second quarter of 2015 compared to \$1.6 million in the second quarter of 2014. Specific to Executive Search, our primary business, the number of confirmed searches increased 3.0% compared to the second quarter of 2014; however, the average revenue per executive search decreased to \$109,700 in the second quarter of 2015 compared to \$117,400 in the second quarter of 2014.

*Salaries and employee benefits.* Consolidated salaries and employee benefits expense decreased \$1.4 million, or 1.5%, to \$90.7 million for the three months ended June 30, 2015 from \$92.1 million for the three months ended June 30, 2014. This decrease was primarily due to lower performance-related compensation of \$2.3 million resulting from a decrease in company performance and the impact of foreign exchange rate fluctuations, partially offset by higher consultant production in some markets. Fixed compensation increased \$0.9 million primarily due to higher headcount, partially offset by the impact of foreign exchange rate fluctuations. In the 2015 second quarter we had an average of 1,524 employees compared to an average of 1,447 employees in the 2014 second quarter.

Foreign exchange rate fluctuations decreased salaries and employee benefits expense by \$4.8 million, or five percentage points.

As a percentage of net revenue, salaries and employee benefits expense was 68.2% in the second quarter of 2015, compared to 67.7% in the second quarter of 2014.

*General and administrative expenses.* Consolidated general and administrative expenses increased \$1.7 million, or 5.5%, to \$33.2 million for the three months ended June 30, 2015 from \$31.5 million for the three months ended June 30, 2014. The increase was primarily due to \$2.0 million for regional conference meetings and \$1.7 million higher legal fees primarily due to employee and compensation matters, partially offset by foreign exchange rate fluctuations.

Foreign exchange rate fluctuations decreased general and administrative expense by \$1.4 million or approximately five percentage points.

As a percentage of net revenue, general and administrative expenses were 24.9% in the second quarter of 2015 compared to 23.1% in the second quarter of 2014.

*Operating income.* Consolidated operating income was \$9.2 million for the three months ended June 30, 2015, compared to \$12.5 million for the three months ended June 30, 2014. The net impacts of foreign exchange rate fluctuations reduced operating income by \$0.6 million.

*Net non-operating expense.* Net non-operating expense was \$0.1 million and income of \$0.2 million for the three months ended June 30, 2015 and June 30, 2014, respectively.

Net interest expense was \$0.2 million in the second quarter of 2015 compared to \$0.1 million in the second quarter of 2014. Interest income was negligible for the three months ended June 30, 2015 which was offset by \$0.2 million of interest expense associated with the Term Loan. Interest income was \$0.1 million for the three months ended June 30, 2014 offset by \$0.2 million of interest expense associated with the Term Loan.

Net other non-operating income was \$0.1 million for the three months ended June 30, 2015 compared to \$0.3 million for the three months ended June 30, 2014. Net other non-operating income consists primarily of exchange gains and losses from balances which are denominated in non-functional currencies and are not considered permanent in nature.

*Income taxes.* See Note 13, *Income Taxes*.

#### *Executive Search and Leadership Consulting*

##### *Americas*

The Americas segment reported operating income of \$18.5 million for the three months ended June 30, 2015, an increase of \$1.4 million compared to \$17.1 million for the three months ended June 30, 2014. The increase in operating income was due to an increase in net revenue of \$5.4 million, which was partially offset by increases in salaries and employee benefits expense of \$2.1 million and general and administrative expense of \$1.9 million.

Net revenue was \$75.8 million for the three months ended June 30, 2015, an increase of 7.6%, from \$70.4 million in the second quarter of 2014. The increase in net revenue was due to increases in the Financial Services and Healthcare & Life Sciences practice groups partially offset by decreases in Consumer Markets and Education, Nonprofit & Social Enterprise practice groups. The number of consultants was 153 as of June 30, 2015, compared to 135 as of June 30, 2014.

The increase in salaries and employee benefits expense was due to a \$3.4 million increase in fixed compensation partially offset by a \$1.3 million decrease in performance-related compensation. Fixed compensation increased primarily due to higher average headcount and sign on bonuses. Performance-related compensation decreased primarily due to lower company performance partially offset by increased production. General and administrative expense increased primarily due to the regional conference meeting costs of \$0.7 million and higher legal and other professional services.

*Europe*

The Europe segment reported negligible operating income for the three months ended June 30, 2015, a decrease of \$1.8 million compared to the three months ended June 30, 2014. The decrease in operating income was primarily due to a decrease in net revenue of \$7.1 million, which was partially offset by decreases in salaries and employee benefits expense of \$3.5 million and general and administrative expense of \$1.8 million.

Net revenue in the Europe segment was \$24.1 million for the three months ended June 30, 2015, a decrease of 22.8%, from \$31.2 million in the second quarter of 2014. The impact of foreign exchange rate fluctuations in the Europe segment contributed approximately twelve percentage points to the decrease in net revenue in the second quarter of 2015. Net revenue decreased due to declines in the Financial Services, Industrial and Global Technology & Services practice groups. The number of consultants was 89 as of June 30, 2015 and June 30, 2014, respectively.

The decrease in salaries and employee benefits expense was primarily due the impact of foreign exchange rate fluctuations of \$2.7 million with the decline in performance-related compensation associated with the decrease in company performance and production making up the remaining decrease. The decrease in general and administrative expense was primarily due to the impact of foreign exchange rate fluctuations of \$0.8 million and \$0.4 million related to the prior year value added tax charge, partially offset by \$0.6 million of costs associated with the regional conference in 2015.

#### *Asia Pacific*

The Asia Pacific segment reported operating income of \$2.6 million for the three months ended June 30, 2015, an increase of \$0.2 million compared to \$2.4 million for the three months ended June 30, 2014. The increase in operating income is due to a \$0.7 million decrease in salaries and employee benefits expense, which was offset by a decrease in net revenue of \$0.3 million and increased general and administrative expense of \$0.2 million.

Net revenue in the Asia Pacific segment was \$24.8 million for the three months ended June 30, 2015, a decrease of 1.1% from \$25.1 million in the second quarter of 2014. Foreign exchange rate fluctuations decreased net revenue in the Asia Pacific segment by eight percentage points in the second quarter of 2015. The decrease in net revenue was primarily within the Global Technology & Services and Financial Services practice groups, which were partially offset by an increase in the Healthcare & Life Sciences practice group. The number of consultants was 83 as of June 30, 2015 compared to 87 as of June 30, 2014.

The decrease in salaries and employee benefits expense reflects the impact of foreign exchange rate fluctuations of \$1.1 million and a decrease in fixed compensation of \$0.7 million due to lower average headcount, partially offset by higher performance related compensation of \$1.2 million due to increased production. General and administrative expense increased due to \$0.5 million higher expenses associated with the regional conference meeting, partially offset by \$0.3 million impact of foreign exchange rate fluctuations.

#### *Culture Shaping*

The Culture Shaping segment reported operating income of \$0.6 million for the three months ended June 30, 2015, a decrease of \$0.7 million compared to \$1.3 million operating income for the three months ended June 30, 2014. The decline is due to a decline in net revenue of \$1.0 million partially offset by lower salaries and employee benefits expense of \$0.2 million and general and administrative expenses of \$0.1 million.

Net revenue decreased due to lower volumes of client work. The decrease in salaries and employee benefits expense is due to \$0.4 million of additional compensation costs in the prior year, partially offset by \$0.2 million of performance-related compensation. The decrease in general and administrative costs is due to lower amortization and accretion expense of \$0.4 million, partially offset by higher internal travel-related costs of \$0.3 million.

#### *Global Operations Support*

Global Operations Support expenses for the three months ended June 30, 2015 increased \$2.4 million or 23.6% to \$12.5 million from \$10.1 million for the three months ended June 30, 2014. General and administrative expense increased \$1.6 million and salaries and employee benefits expense increased \$0.8 million.

The increase in general and administrative expense was primarily due to higher legal fees primarily due to employee and compensation matters. The increase in salaries and employee benefits expense reflects an increase in fixed compensation of \$0.7 million due to higher headcount and an increase in performance-related compensation of \$0.1 million related to executive officer compensation.

**Six Months Ended June 30, 2015 Compared to the Six Months Ended June 30, 2014**

*Total revenue.* Consolidated total revenue decreased \$0.3 million, or 0.1%, to \$256.2 million in 2015 from \$256.5 million in 2014.

*Revenue before reimbursements (net revenue).* Consolidated net revenue increased \$1.0 million, or 0.4%, to \$248.2 million for the six months ended June 30, 2015 from \$247.2 million for the six months ended June 30, 2014. Foreign exchange rate fluctuations decreased revenue by \$11.8 million, or 4.8%. Executive Search and Leadership Consulting net revenue was \$231.7 million for the six months ended June 30, 2015, an increase of \$0.4 million compared to the six months ended June 30, 2014. Increases in the Financial Services and Healthcare & Life Sciences were the primary drivers for the increase in consolidated net revenue, partially offset by decreases in Global Technology & Services and Consumer Markets practice groups. Culture Shaping net revenue was \$16.5 million for the six months ended June 30, 2015, an increase of \$0.6 million compared to the six months ended June 30, 2014.

The number of Executive Search and Leadership Consulting consultants was 325 as of June 30, 2015 compared to 311 as of June 30, 2014. Productivity, as measured by annualized net Executive Search and Leadership Consulting revenue per consultant was \$1.5 million in the first six months of 2015 and 2014. Specific to Executive Search, our primary business, the number of confirmed searches increased 2.5% compared to the first six months of 2014, and average revenue per executive search was \$106,300 in the first six months ended June 30, 2015 compared to \$109,500 for the six months ended June 30, 2014.

*Salaries and employee benefits.* Consolidated salaries and employee benefits expense increased \$1.2 million, or 0.7%, to \$169.2 million for the six months ended June 30, 2015 from \$168.0 million for the six months ended June 30, 2014. This increase was due to higher fixed compensation of \$1.4 million due to prior year forfeitures of equity awards and higher headcount, partially offset by lower severance costs. The fixed compensation expense increase was partially offset by a decrease in variable compensation of \$0.2 million due to lower company performance. In the first six months ended June 30, 2015 we had an average of 1,508 employees, compared to an average of 1,451 employees as of June 30, 2014.

Exchange rate fluctuations impacted salaries and employee benefits expense by \$8.1 million or approximately five percentage points.

As a percentage of net revenue, salaries and employee benefits expense was 68.2% in the first six months of 2015, compared to 68.0% in the first six months of 2014.

*General and administrative expenses.* Consolidated general and administrative expenses decreased \$2.7 million, or 4.1%, to \$63.2 million for the six months ended June 30, 2015 from \$65.9 million for the six months ended June 30, 2014. The decrease was primarily due to the impact of foreign exchange rates of \$2.6 million.

As a percentage of net revenue, general and administrative expenses were 25.4% in the first six months of 2015, compared to 26.6% in the first six months of 2014.

*Operating income.* Our consolidated operating income was \$15.8 million for the six months ended June 30, 2015 and \$13.3 million for the six months ended June 30, 2014. The impacts of foreign exchange rate fluctuations reduced operating income by \$1.0 million.

*Net non-operating income (expense).* Net non-operating expense was \$0.2 million for the six months ended June 30, 2015 and insignificant for the six months ended June 30, 2014.

Net interest expense was \$0.2 million for the six months ended June 30, 2015 and \$0.1 million for the six months ended June 30, 2014. Interest income was \$0.2 million for the six months ended June 30, 2015 offset by \$0.4 million of interest expense associated with the Term Loan. For the six months ended June 30, 2014, interest income was \$0.4 million, offset by \$0.5 million of interest expense associated with the Term Loan.

Net other non-operating income was insignificant for the six months ended June 30, 2015 and June 30, 2014, respectively.

*Income taxes.* See Note 13, *Income Taxes*.

#### *Executive Search and Leadership Consulting*

##### *Americas*

The Americas segment reported operating income of \$32.4 million for the six months ended June 30, 2015, an increase of \$3.4 million compared to \$29.0 million for the six months ended June 30, 2014. The increase in operating income was due to an increase in net revenue of \$12.2 million, which was partially offset by an increase in salaries and employee benefits of \$6.8 million and an increase in general and administrative expenses of \$2.0 million.

Net revenue was \$140.3 million for the six months ended June 30, 2015, an increase of 9.6%, from \$128.1 million in 2014. The increase in net revenue was due to increases in Financial Services, Industrial and Healthcare & Life Sciences practice groups, partially offset by decreases in Consumer Markets and Education, Nonprofit & Social

Enterprise practice groups. The number of consultants was 153 as of June 30, 2015, compared to 135 as of June 30, 2014.

The increase in salaries and employee benefits expense was due to a \$5.6 million increase in fixed compensation due to higher average headcount and sign on bonuses. Performance-related compensation increased \$1.2 million primarily due to higher production, partially offset by a decrease in company performance. The increase in general and administrative costs was primarily due to the regional conference of \$0.7 million and higher legal fees and other professional services.

### *Europe*

The Europe segment reported an operating loss of \$0.5 million for the six months ended June 30, 2015, a decrease of \$2.9 million compared to a \$2.4 million operating income for the six months ended June 30, 2014. The decrease in operating income was due to a decrease in net revenue of \$13.7 million, partially offset by decreases in salaries and employee benefits expense of \$7.3 million and general and administrative expense of \$3.5 million.

Net revenue was \$43.7 million for the six months ended June 30, 2015, a decrease of 23.8%, from \$57.4 million compared to the six months ended June 30, 2014. The impact of foreign exchange rate fluctuations in the Europe segment contributed approximately twelve percentage points to the decrease in net revenue in 2015. The decrease in net revenue was across all industry practice groups except the Education, Nonprofit & Social Enterprise practice group. The number of consultants was 89 as of June 30, 2015 and June 30, 2014.



The decrease in salaries and employee benefits expense was due to the impact of foreign exchange rate fluctuations of \$4.8 million. Performance related compensation made up the remainder of the decline due to lower production and lower company performance.

The decrease in general and administrative expense of \$3.5 million was due to \$1.5 million related to the impact of foreign exchange rates, \$0.4 million related to a value added tax charge in 2014 and \$0.2 million lower hiring fees, partially offset by \$0.6 million of costs associated with the regional conference in 2015.

#### *Asia Pacific*

The Asia Pacific segment reported operating income of \$5.5 million for the six months ended June 30, 2015, an increase of \$2.9 million compared to \$2.6 million for the six months ended June 30, 2014. The increase was due to higher net revenue of \$1.8 million and decreases in general and administrative expenses of \$0.7 million and salaries and employee benefits of \$0.4 million.

Net revenue increased \$1.8 million to \$47.7 million in 2015 compared to \$45.9 million in 2014. The increase in net revenue was partially offset by the impact of foreign exchange rate fluctuations which lowered net revenue by approximately seven percentage points in the six months ended 2015. The increase in net revenue was primarily due to increases in the Healthcare & Life Sciences, Financial Services and Education, Nonprofit & Social Enterprises practice groups, partially offset by a decrease in the Global Technology & Services practice. The number of consultants was 83 as of June 30, 2015, compared to 87 as of June 30, 2014.

The decrease in general and administrative expenses was primarily due to the impact of foreign exchange rates of \$0.6 million. The decrease in salaries and employee benefits expense was due to the impact of foreign exchange rate fluctuations of \$1.9 million, partially offset by a \$1.5 million increase in performance-related compensation primarily due to higher production, partially offset by a decrease in company performance.

#### *Culture Shaping*

The Culture Shaping segment reported operating income of \$1.4 million for the six months ended June 30, 2015, an increase of \$0.6 million compared to \$0.8 million for the six months ended June 30, 2014. The improvement was due to an increase in net revenue of \$0.6 million and a decrease in general and administrative expense of \$0.4 million, partially offset by an increase in salaries and employee benefits of \$0.4 million.

Net revenue increased due to a higher volume of client work. Net revenue excluded \$0.3 million for the six months ended June 30, 2014 of pre-acquisition deferred revenue that we were unable to recognize as a result of purchase accounting. The increase in salaries and employee benefit expenses is due to higher consultant costs for additional staffing related to increased projects. General and administrative expenses decreased due to lower amortization and accretion expense, partially offset by higher internal travel-related costs.

#### *Global Operations Support*

Global Operations Support expenses for the six months ended June 30, 2015 increased \$1.4 million or 6.8% to \$22.9 million from \$21.5 million for the six months ended June 30, 2014. Salaries and employee benefits expense increased \$1.6 million and general and administrative expense decreased \$0.2 million.

The increase in salaries and employee benefits expense is due to increases in fixed compensation of \$1.2 million due to higher support staff headcount and prior year forfeitures of equity awards. Performance-related compensation was \$0.4 million greater due to performance-related compensation for executive compensation. The decrease in general and administrative expense was primarily due to \$0.8 million related to a state franchise tax matter and \$0.5 million

lower internal travel, partially offset by \$0.7 million higher legal fees and \$0.2 million additional hiring fees.

***Liquidity and Capital Resources***

*General.* We continually evaluate our liquidity requirements, capital needs and availability of capital resources based on our operating needs. We believe that our available cash balances together with the funds expected to be generated from operations and funds available under our committed revolving credit facility will be sufficient to finance our operations for the foreseeable future, as well as to finance the cash payments associated with our cash dividends and stock repurchase program.

We pay the non-deferred portion of annual bonuses in the first quarter following the year in which they are earned. Employee bonuses are accrued throughout the year and are based on our performance and the performance of the individual employee.

*Lines of credit.* On June 30, 2015, we entered into a Second Amended and Restated Credit Agreement (the Restated Credit Agreement ) (See Note 11, *Line of Credit* in the Notes to Condensed Consolidated Financial Statements), and replaced our revolving facility and term facility ( Existing Facility ) with a single senior unsecured revolving line of credit. The Restated Credit Agreement has an aggregate commitment of up to \$100 million, which includes a sublimit of \$25 million for letters of credit, and a \$50 million expansion feature. On the amendment date, an aggregate of \$26.5 million of term loans

outstanding under the Existing Facility remains outstanding as revolving borrowings under the Replacement Facility. As of June 30, 2015, the outstanding balance of the revolver was \$26.5 million of which the Company intends to repay \$6.0 million within the next 12 months. As of December 31, 2014 there was \$29.5 million outstanding under the Term Facility.

There were no other borrowings made during the six months ended June 30, 2015 and 2014. During 2015 and 2014 we were in compliance with the financial and other covenants under the Restated Credit Agreement, respectively, and no event of default existed.

*Cash and cash equivalents.* Cash and cash equivalents at June 30, 2015, December 31, 2014 and June 30, 2014 were \$119.9 million, \$211.4 million and \$123.4 million, respectively. The \$119.9 million of cash and cash equivalents at June 30, 2015 includes \$49.6 million held by our foreign subsidiaries. A portion of the \$49.6 million is considered permanently reinvested in these foreign subsidiaries. If these funds were required to satisfy obligations in the U.S., the repatriation of these funds could cause us to incur additional U.S. income taxes or foreign withholding taxes. Any additional taxes could be offset, in part or in whole, by foreign tax credits. The amount of such taxes and application of tax credits would be dependent on the income tax laws and other circumstances at the time these amounts are repatriated. Based on these variables, it is not practicable to determine the income tax liability that might be incurred if these earnings were to be repatriated.

*Cash flows used in operating activities.* For the six months ended June 30, 2015, cash used in operating activities was \$63.1 million, principally reflecting a \$48.6 million decrease in accrued expenses, increases in accounts and other receivables of \$33.5 million and income tax payments of \$3.8 million along with net income of \$8.4 million. The accrued expense decrease reflects approximately \$113 million of bonus payments for 2014 and prior year cash deferrals partially offset by 2015 bonus accruals of \$55.1 million.

For the six months ended June 30, 2014, cash used in operating activities was \$45.0 million, principally reflecting increases in accounts and other receivables of \$34.0 million, a \$30.2 million decrease in accrued expenses along with net income of \$3.0 million. The accrued expense decrease reflects approximately \$86 million of bonus payments for 2013 and prior year cash deferrals partially offset by 2014 bonus accruals of \$55.0 million.

*Cash flows used in investing activities.* Cash used in investing activities was \$11.3 million for the six months ended June 30, 2015 primarily due to capital expenditures of \$10.2 million and net purchases of available for sale securities of \$1.0 million. Capital expenditures primarily related to the office build out for our new Chicago office space. We anticipate that our capital expenditures for 2015 will be approximately \$16 million, of which \$3.8 million was reimbursed due to tenant improvement allowances and reflected as an operating activity. Our capital expenditures consist mostly of office build outs and investments in technology.

Cash used in investing activities was \$2.2 million for the six months ended June 30, 2014 primarily due to capital expenditures of \$1.9 million.

*Cash flows used in financing activities.* Cash used in financing activities for the six months ended June 30, 2015 was \$14.7 million primarily due to earnout payments of \$5.5 million related to the Senn Delaney and Scambler MacGregor acquisitions, cash dividend payments of \$5.0 million, debt repayment of \$3.0 million and employee tax withholdings on equity transactions of \$0.8 million. Also in the second quarter of 2015, the Company amended and restated its borrowing agreement wherein the prior term loan was repaid and the outstanding balance of the term loan remains outstanding under the revolver.

Cash used in financing activities for the six months ended June 30, 2014 was \$11.6 million primarily due to cash dividend payments of \$4.8 million, an earnout payment of \$3.4 related to the Senn Delaney acquisition, debt repayment of \$3.0 million and employee tax withholdings on equity transactions of \$0.4 million.

*Off-Balance Sheet Arrangements.* We do not have material off-balance sheet arrangements, special purpose entities, trading activities of non-exchange traded contracts or transactions with related parties.

### **Application of Critical Accounting Policies and Estimates**

Management's Discussion and Analysis of Financial Condition and Results of Operations is based upon our Condensed Consolidated Financial Statements, which have been prepared using accounting principles generally accepted in the United States of America. Our significant accounting policies are discussed in Note 2, *Summary of Significant Accounting Policies*, in the Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2014, as filed with the U.S. Securities and Exchange Commission (SEC) on March 11, 2015, and in Note 2, *Summary of Significant Accounting Policies*, in the Notes to Condensed Consolidated Financial Statements included in Item 1. The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses, and related disclosure of contingent assets and liabilities. Management bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. If actual amounts are ultimately different from previous estimates, the revisions are included in our results of operations for the period in which the actual amounts become known.

An accounting policy is deemed to be critical if it requires an accounting estimate to be made based on assumptions about matters that are highly uncertain at the time the estimate is made, and if different estimates that reasonably could have been used, or if changes in the accounting estimates that are reasonably likely to occur periodically, could materially impact the financial statements. Management believes its critical accounting policies that reflect its more significant estimates and assumptions relate to revenue recognition, income taxes, interim effective tax rate, assessment of goodwill and other intangible assets for impairment, allowance for doubtful accounts and stock-based compensation. See *Application of Critical Accounting Policies and Estimates* in Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations included in our Annual Report on Form 10-K for the year ended December 31, 2014, as filed with the SEC on March 11, 2015.

### **Recent Financial Accounting Standards**

In May 2014, the Financial Accounting Standards Board ( FASB ) issued Accounting Standards Update ( ASU ) No. 2014-09, *Revenue from Contracts with Customers*. The ASU requires that an entity recognizes revenue to depict the transfer of promised goods or services to customer in an amount that reflects the consideration to which the Company expects to be entitled in exchange for these goods or services. The effective date was recently deferred for one year to the interim and annual reporting periods beginning after December 15, 2017. Early adoption is permitted as of the original effective date, which was interim and annual reporting periods beginning after December 15, 2016. The guidance permits the use of either of the following transition methods: (i) a full retrospective approach reflecting the application of the standard in each prior reporting period with the option to elect certain practical expedients or (ii) a retrospective approach with the cumulative effect upon initial adoption recognized at the date of adoption. The Company is currently evaluating the effect that this pronouncement will have on its financial statements and related disclosures. The effect is not known or reasonably estimable at this time.

### **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

*Currency market risk.* With our operations in the Americas, Europe and Asia Pacific, we conduct business using various currencies. Revenue earned in each country is generally matched with the associated expenses incurred, thereby reducing currency risk to earnings. However, because certain assets and liabilities are denominated in currencies other than the U.S. dollar, changes in currency rates may cause fluctuations in the valuation of such assets and liabilities. As the local currency of our subsidiaries has generally been designated as the functional currency, we are affected by the translation of foreign currency financial statements into U.S. dollars. A 10% change in the average exchange rate for currencies of all foreign countries in which we operate would have increased or decreased our net income for the six months ended June 30, 2015 by a negligible amount. For financial information by geographic segment, see Note 15, *Segment Information*, in the Notes to Condensed Consolidated Financial Statements.

*Interest Rate Risk.* We are exposed to interest rate risk related to our debt (See Note 11, *Line of Credit*, in the Notes to Condensed Consolidated Financial Statements). We mitigate this risk through the use of an interest rate swap. A 10% change in interest rates would not have a material impact on the fair value of the outstanding interest rate swap agreement for the six months ended June 30, 2015.

### **ITEM 4. CONTROLS AND PROCEDURES**

#### *(a) Evaluation of Disclosure Controls and Procedures*

The Company maintains disclosure controls and procedures as defined in the Securities Exchange Act of 1934, as amended, (the Exchange Act) Rule 13a-15(e) and 15d-15(e), that are designed to ensure that information required to be disclosed in the Company's reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission rules and forms, and that such information is accumulated and communicated to the Company's management, including its principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure. Any system of controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives.

Management of the Company, with the participation of the principal executive officer and the principal financial officer, evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures as of June 30, 2015. Based on the evaluation, the Company's principal executive officer and principal financial officer concluded that the Company's disclosure controls and procedures were effective as of June 30, 2015.

#### *(b) Changes in Internal Control Over Financial Reporting*

There have been no changes in our internal control over financial reporting that occurred during the period covered by this Quarterly Report on Form 10-Q that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## **PART II. OTHER INFORMATION**

### **Item 1. Legal Proceedings**

The information presented in Note 17, *Commitments and Contingencies*, to our Condensed Consolidated Financial Statements within this Quarterly Report on Form 10-Q is incorporated herein by reference.



**Item 6. Exhibits**

| <b>Exhibit</b> |  |
|----------------|--|
| <b>No.</b>     | <b>Description</b>   |
| *31.1          | Certification of the Company's Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002   |
| *31.2          | Certification of the Company's Executive Vice President and Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002  |
| *32.1          | Certification of the Company's Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002                              |
| *32.2          | Certification of the Company's Executive Vice President and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| *101.INS       | XBRL Instance Document   |
| *101.SCH       | XBRL Taxonomy Extension Schema Document  |
| *101.CAL       | XBRL Taxonomy Calculation Linkbase Document  |
| *101.DEF       | XBRL Taxonomy Extension Definition Linkbase Document   |
| *101.LAB       | XBRL Taxonomy Extension Label Linkbase Document  |
| *101.PRE       | XBRL Taxonomy Extension Presentation Linkbase Document   |

\* Filed herewith.



**SIGNATURE**

Pursuant to the requirements of the Securities Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: July 28, 2015

Heidrick & Struggles International, Inc.  
(Registrant)

By: /s/ Karen K. Pepping  
Karen K. Pepping  
Senior Vice President, Chief Accounting  
Officer & Controller