

Hill International, Inc.
Form 3
March 14, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|---|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â ROSENFELD ERIC | | (Month/Day/Year) | Hill International, Inc. [HIL] | |
| (Last) | (First) | (Middle) | 03/09/2016 | |
| 777 THIRD AVENUE,Â 37TH FLOOR | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| NEW YORK,Â NYÂ 10017 | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other | <input type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| | | | See Explanation of Responses | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|
| Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> | 2,549,374 | I | See Footnote <u>(4)</u> |
| Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> | 57,211 | I | See Footnote <u>(5)</u> |
| Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> | 28,497 | D <u>(6)</u> | Â |
| Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> | 13,000 | D <u>(7)</u> | Â |
| Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> | 15,500 | D <u>(8)</u> | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | |
|---|---------------|-----------|---------|-------|------------------------------|
| | Director | 10% Owner | Officer | Other | |
| ROSENFELD ERIC 777 THIRD AVENUE 37TH FLOOR NEW YORK, NY 10017 | ^ | ^ X | ^ | | See Explanation of Responses |
| Monahan Gregory R 777 THIRD AVENUE 37TH FLOOR NEW YORK, NY 10017 | ^ | ^ X | ^ | | See Explanation of Responses |
| Sgro David 777 THIRD AVENUE 37TH FLOOR NEW YORK, NY 10017 | ^ | ^ X | ^ | | See Explanation of Responses |

Signatures

By: /s/ Eric Rosenfeld 03/14/2016
 __Signature of Reporting Date
 Person

By: /s/ Gregory R. 03/14/2016
 Monahan Date
 __Signature of Reporting Date
 Person

By: /s/ David Sgro 03/14/2016
 __Signature of Reporting Date
 Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- This Form 3 is filed jointly by Crescendo Partners II, L.P., Series M2 ("Crescendo Partners II"), Crescendo Investments II, LLC ("Crescendo Investments II"), Crescendo Partners III, L.P. ("Crescendo Partners III"), Crescendo Investments III, LLC ("Crescendo Investments III"), Crescendo Advisors II, LLC ("Crescendo Advisors II"), Jamarant Capital, L.P. ("Jamarant Capital"), Jamarant (1) Investors, LLC ("Jamarant Investors"), Jamarant Advisors, LLC ("Jamarant Advisors"), Eric Rosenfeld, Gregory R. Monahan and David Sgro (collectively, the "Reporting Persons"). To enable all of the Reporting Persons to gain access to the Securities and Exchange Commission's electronic filing system (which only accepts a maximum of 10 joint filers per report), this report is the second of two identical reports relating to the same transactions being filed with the Securities and Exchange Commission.

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Each Reporting Person is a member of a Section 13(d) group that owns in the aggregate more than 10% of the Issuer's outstanding shares of Common Stock as disclosed in a Schedule 13D, filed on behalf of the Reporting Persons and certain other stockholders of the Issuer on

- (2) March 10, 2016. As such, each Reporting Person may be deemed to beneficially own more than 10% of the Issuer's outstanding shares of Common Stock. The securities reported herein do not include any securities held by any group member other than the Reporting Persons, as such shares are being reported in a separate Form 3 filing.

Each Reporting Person disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of his or its pecuniary interest therein, and this report shall not be deemed to be an admission that any Reporting Person is the beneficial owner of such shares of Common Stock for purposes of Section 16 or for any other purpose.

- (3) Shares of Common Stock beneficially owned by Crescendo Partners II. Crescendo Investments II, as the general partner of Crescendo Partners II, may be deemed the beneficial owner of the shares of Common Stock beneficially owned by Crescendo Partners II. Crescendo Advisors II, as the investment advisor of Crescendo Partners II, may be deemed the beneficial owner of the shares of Common Stock beneficially owned by Crescendo Partners II. Mr. Rosenfeld, as the Managing Member of Crescendo Investments II and Crescendo Advisors II, may be deemed the beneficial owner of the shares of Common Stock beneficially owned by Crescendo Partners II.

Shares of Common Stock beneficially owned by Jamarant Capital. Jamarant Investors, as the general partner of Jamarant Capital, may be deemed the beneficial owner of the shares of Common Stock beneficially owned by Jamarant Capital. Jamarant Advisors, as the

- (4) investment advisor of Jamarant Capital, may be deemed the beneficial owner of the shares of Common Stock beneficially owned by Jamarant Capital. Messrs. Monahan and Sgro, as the Managing Members of Jamarant Investors and Jamarant Advisors, may be deemed the beneficial owner of the shares of Common Stock beneficially owned by Jamarant Capital.

- (5) Shares of Common Stock beneficially owned by Mr. Rosenfeld (includes 6,000 shares of restricted stock).

- (6) Shares of Common Stock beneficially owned by Mr. Monahan.

- (7) Shares of Common Stock beneficially owned by Mr. Sgro.

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

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