

Edgar Filing: Hill International, Inc. - Form DEFC14A

Hill International, Inc.  
Form DEFC14A  
June 01, 2015

SCHEDULE 14A INFORMATION

PROXY STATEMENT PURSUANT TO SECTION 14(a)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. )

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

Check the appropriate box:  
Preliminary Proxy Statement  
Confidential, for Use of the Commission Only (as permitted by  
Rule 14a-6(e)(2))  
Definitive Proxy Statement [ ]  
Definitive Additional Materials [x]  
Soliciting Material Pursuant to ss.240.14a-11(c) or ss.240.14a-  
12

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

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

Payment of Filing Fee (Check the appropriate box):

No fee required [x].

Fee computed on table below per Exchange Act Rules 14a-6(i)(4)  
and 0-11.

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

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

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

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials [ ].

Check box if any part of the fee is offset as provided by  
Exchange Act Rule 0-11 (a) (2) and identify the filing for which  
the offsetting fee was paid previously. Identify the previous

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filing by registration statement number, or the Form or Schedule and the date of its filing [ ].

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

### BULLDOG Investors

Leading Independent Proxy Advisory Firm Recommends For Bulldog Investors in Proxy Contest for Hill International

SADDLE BROOK, N.J. --(BUSINESS WIRE) - June 1, 2015 - Bulldog Investors, LLC ("Bulldog") announced today that Institutional Shareholder Services ("ISS") has recommended that stockholders of Hill International, Inc. (NYSE: HIL) vote to elect Phillip Goldstein and Andrew Dakos, Bulldog's nominees, to Hill's board of directors.

In a report dated May 29, 2015, ISS stated:

The company's underperformance over a prolonged period, coupled with the board's hasty rejection of an unsolicited offer at a substantial premium to HIL's trading price - including adoption of a three-year poison pill that has not been submitted to shareholder approval - suggests that additional shareholder perspective on the board might be beneficial. The dissident case for change is further bolstered by a persistent pay-for-performance disconnect at the company, and the board's lack of responsiveness to related shareholder concerns. As such, support for dissident nominees Andrew Dakos and Phillip Goldstein is warranted. (\*)

Andrew Dakos, a principal of Bulldog Investors, commented: "We are very pleased that ISS, the leading proxy advisory firm, has endorsed our position that change at Hill International is needed by recommending in favor of Bulldog's nominees as well as our proposals to (1) hire an investment banker to explore all options for maximizing stockholder value, and (2) rescind the poison pill if a cash tender offer is made for all shares of Hill."

To follow ISS' recommendations, stockholders of Hill must submit Bulldog's GREEN proxy card. A stockholder that has already voted on management's proxy card (even to vote against the board's nominees), must submit a subsequent GREEN proxy card to vote in favor of Bulldog's nominees.

If you have any questions or need assistance voting your Shares, please call:

InvestorCom, Inc.  
65 Locust Avenue, Third Floor  
New Canaan, Connecticut 06840

Shareholders Call Toll-Free at: (877) 972-0090  
Banks and Brokers Call Collect at: (203) 972-9300

About Bulldog Investors

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Bulldog Investors is an SEC-registered investment adviser that manages the Bulldog Investors group of private funds, Special Opportunities Fund, Inc. (NYSE:SPE), a closed-end registered investment company, and the accounts of certain high net worth individuals and institutions. [www.BulldogInvestors.com](http://www.BulldogInvestors.com)

(\* Permission to use quotations was neither sought nor obtained from ISS.

### Contacts

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John Glenn Grau, (203) 972-9300 ext. 11

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