

CRESCENDO PARTNERS II LP
Form 4
August 08, 2016

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
CRESCENDO PARTNERS II LP

2. Issuer Name and Ticker or Trading Symbol
Hill International, Inc. [HIL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
777 THIRD AVENUE, 37TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
08/04/2016

___ Director ___X___ 10% Owner
___ Officer (give title below) ___X___ Other (specify below)

See Explanation of Responses

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

NEW YORK, NY 10017

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u>	08/04/2016		P	A	\$ 4.0971	201,275	I	See Footnote <u>(4)</u>
Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u>	08/05/2016		P	A	\$ 4.15	204,278	I	See Footnote <u>(4)</u>
Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u>	08/08/2016		P	A	\$ 4.15	204,478	I	See Footnote <u>(4)</u>

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CRESCENDO PARTNERS II LP 777 THIRD AVENUE 37TH FLOOR NEW YORK, NY 10017		X		See Explanation of Responses
CRESCENDO INVESTMENTS II LLC 777 THIRD AVENUE 37TH FLOOR NEW YORK, NY 10017		X		See Explanation of Responses
CRESCENDO PARTNERS III LP 777 THIRD AVENUE 37TH FLOOR NEW YORK, NY 10017		X		See Explanation of Responses
CRESCENDO INVESTMENTS III LLC 777 THIRD AVENUE 37TH FLOOR NEW YORK, NY 10017		X		See Explanation of Responses
CRESCENDO ADVISORS II, LLC 777 THIRD AVENUE 37TH FLOOR NEW YORK, NY 10017		X		See Explanation of Responses

Jamarant Capital, L.P. 777 THIRD AVENUE 37TH FLOOR NEW YORK, NY 10017	X	See Explanation of Responses
Jamarant Investors, LLC 777 THIRD AVENUE 37TH FLOOR NEW YORK, NY 10017	X	See Explanation of Responses
Jamarant Advisors LLC 777 THIRD AVENUE 37TH FLOOR NEW YORK, NY 10017	X	See Explanation of Responses

Signatures

By: Crescendo Partners II, L.P., Series M2; By: Crescendo Investments II, LLC; By: /s/ Eric Rosenfeld, Managing Member		08/08/2016
__Signature of Reporting Person		Date
By: Crescendo Investments II, LLC; By: /s/ Eric Rosenfeld, Managing Member		08/08/2016
__Signature of Reporting Person		Date
By: Crescendo Partners III, L.P.; By: Crescendo Investments III, LLC; By: /s/ Eric Rosenfeld, Managing Member		08/08/2016
__Signature of Reporting Person		Date
By: Crescendo Investments III, LLC; By: /s/ Eric Rosenfeld, Managing Member		08/08/2016
__Signature of Reporting Person		Date
By: Crescendo Advisors II, LLC; By: /s/ Eric Rosenfeld, Managing Member		08/08/2016
__Signature of Reporting Person		Date
By: Jamarant Capital, L.P.; By: Jamarant Investors, LLC; By: /s/ Gregory R. Monahan, Managing Member; /s/ David Sgro, Managing Member		08/08/2016
__Signature of Reporting Person		Date
By: Jamarant Investors, LLC; By: /s/ Gregory R. Monahan, Managing Member; /s/ David Sgro, Managing Member		08/08/2016
__Signature of Reporting Person		Date
By: Jamarant Advisors, LLC; By: /s/ Gregory R. Monahan, Managing Member; /s/ David Sgro, Managing Member		08/08/2016
__Signature of Reporting Person		Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This Form 4 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 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 first of two identical

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reports relating to the same transactions being filed with the Securities and Exchange Commission.

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 amended. 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.

- (3) 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.

Shares of Common Stock beneficially owned by Crescendo Partners III. Crescendo Investments III, as the general partner of Crescendo Partners III, may be deemed the beneficial owner of the shares of Common Stock beneficially owned by Crescendo Partners III.

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

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.