Ajdler Arnaud
Form 4
December 14, 2018

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Ajdler Arnaud

(Last) (First) (Middle)

C/O HILL INTERNATIONAL, INC., 2005 MARKET STREET, 17TH FLOOR

(Street)

PHILADELPHIA, PA 19103

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/12/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director
_____ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/12/2018		P		39,594	A	$ 3 (1)	5,437,756	I	By Engine Capital, L.P. (2)
Common Stock	12/13/2018		P		110,000	A	$ 3.06 (1)	5,547,756	I	By Engine Capital, L.P. (3)
Common Stock								24,429 (4)	D	

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

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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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				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
Ajdler Arnaud C/O HILL INTERNATIONAL, INC. 2005 MARKET STREET, 17TH FLOOR PHILADELPHIA, PA 19103	X			

Signatures

/s/ Arnaud Ajdler	12/14/2018
**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) The price reported in Column 4 is a weighted average price from multiple transactions. The reporting person undertakes to provide to Hill International, Inc., any security holder of Hill International, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.

(2) The Reporting Person is the managing member of Engine Capital Management, L.P. ("Engine Management"), Engine Investments, LLC ("Engine Investments") and Engine Investments II, LLC ("Engine Investments II"). Engine Management is the investment manager of each of Engine Airflow Capital, L.P. ("Engine Airflow"), Engine Capital, L.P. ("Engine Capital"), and Engine Jet Capital, L.P. ("Engine Jet"). Engine Investments is the general partner of each of Engine Capital and Engine Jet, and Engine Investments II is the general partner of Engine Airflow. Following the transaction, Engine Airflow owns 465,064 shares, Engine Capital owns 2,771,554 shares and Engine Jet owns 2,201,138 shares of the Issuer's common stock. The Reporting Person disclaims beneficial ownership in such securities except to

the extent of his pecuniary interest therein.

(3) Following the transaction, Engine Airflow owns 465,064 shares, Engine Capital owns 2,881,554 shares and Engine Jet owns 2,201,138 shares of the Issuer's common stock. The Reporting Person disclaims beneficial ownership in such securities except to the extent of his pecuniary interest therein.

(4) Includes 24,429 deferred stock units (DSUs). Each DSU entitles the reporting person to receive one share of the Issuer's common stock following the Reporting Person's retirement or termination of service from the Issuer's Board of Directors.

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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