

Hill International, Inc.
Form 3
March 16, 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)

| | | | | | |
|---|--|--|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Bulldog Investors, LLC</p> <p>(Last) (First) (Middle)</p> <p>PARK 80 WEST - PLAZA TWO,Â 250 PEHLE AVE. SUITE 708</p> <p>(Street)</p> <p>SADDLE BROOK,Â NJÂ 07663</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>03/09/2016</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Hill International, Inc. [HIL]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) See Explanation of Responses</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|--|--|---|---|---|

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> | 2,811,833 | I | By Clients <u>(3)</u> |
| Common Stock <u>(1)</u> <u>(2)</u> <u>(4)</u> | 716,946 | D | 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)

| 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 | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| Date Exercisable | Expiration Date | (Instr. 4) | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) |
|------------------|-----------------|------------|----------------------------|------------------------------|---|
| | | Title | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|------------------------------|
| | Director | 10% Owner | Officer | Other |
| Bulldog Investors, LLC PARK 80 WEST - PLAZA TWO 250 PEHLE AVE. SUITE 708 SADDLE BROOK, NJ 07663 | Â | Â X | Â | See Explanation of Responses |
| GOLDSTEIN PHILLIP PARK 80 WEST - PLAZA TWO 250 PEHLE AVE. SUITE 708 SADDLE BROOK, NJ 07663 | Â | Â X | Â | See Explanation of Responses |
| Dakos Andrew PARK 80 WEST - PLAZA TWO 250 PEHLE AVE. SUITE 708 SADDLE BROOK, NJ 07663 | Â | Â X | Â | See Explanation of Responses |
| Samuels Steven PARK 80 WEST - PLAZA TWO 250 PEHLE AVE. SUITE 708 SADDLE BROOK, NJ 07663 | Â | Â X | Â | See Explanation of Responses |
| FULL VALUE PARTNERS LP PARK 80 WEST - PLAZA TWO 250 PEHLE AVE. SUITE 708 SADDLE BROOK, NJ 07663 | Â | Â X | Â | See Explanation of Responses |

Signatures

| | |
|---|------------|
| /s/ Phillip Goldstein on behalf of Bulldog Investors, LLC | 03/16/2016 |
| __Signature of Reporting Person | Date |
| /s/ Phillip Goldstein | 03/16/2016 |
| __Signature of Reporting Person | Date |
| /s/ Andrew Dakos | 03/16/2016 |
| __Signature of Reporting Person | Date |
| /s/ Steven Samuels | 03/16/2016 |
| __Signature of Reporting Person | Date |

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).

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 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.

(1) 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.

(2) Certain private investment fund clients of Bulldog Investors, LLC are the beneficial owners of these shares. Andrew Dakos, Steven Samuels and Phillip Goldstein are the owners of Bulldog Investors, LLC. Each of Messrs. Dakos, Samuels and Goldstein also is a Principal of the general partner of certain of such private investment fund clients of Bulldog Investors, LLC, and a limited partner in certain of such private fund clients.

(3) Shares are held by Full Value Partners, L.P. Such shares are included in the number of shares reported herein by Bulldog Investors, LLC, the investment adviser of Full Value Partners, L.P.

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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