

Edgar Filing: Hill International, Inc. - Form DFAN14A

Hill International, Inc.  
Form DFAN14A  
August 02, 2016

SCHEDULE 14A INFORMATION

PROXY STATEMENT PURSUANT TO SECTION 14(a)  
OF THE SECURITIES EXCHANGE ACT OF 1934

Filed by the Registrant ☐  
Filed by a Party other than the Registrant ☒  
Bulldog Investors, LLC  
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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 ☒  
Soliciting Material Pursuant to 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)

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No fee required ☒.

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- (1) Amount Previously Paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
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BulldogInvestors  
UNLOCKING VALUE

Two Leading Proxy Advisory Services Recommend that Hill International Shareholders Vote on Bulldog Investors'Proxy Card

Both Services Recommend Shareholders Discard Proxy Card Issued by Company's Board of Directors

SADDLE BROOK, N.J. - August 1, 2016 - Bulldog Investors, LLC ("Bulldog"), an SEC-registered investment advisor and a major shareholder of Hill International ("Hill"; NYSE: HIL) today announced that Institutional Shareholder Services (ISS), the nation's leading independent proxy advisory firm, has issued a report endorsing all three of Bulldog's nominees for election to Hill's Board of Directors.

In support of its recommendation, ISS stated, "[T]he turnaround [at Hill] has taken too long and is not yet sufficiently robust to give shareholders enough confidence in the board's sense of urgency about the company's situation." It added: "The fact that the board has had to rely on a newly created peer group to demonstrate improved share performance or on heavily adjusted EBITDA and SG&A figures to demonstrate improved operational performance suggests...that shareholders would benefit from greater transparency at the board level." ISS concluded: "The dissident nominees, as a group...would likely bring new viewpoints that could help formulate more effective approaches to some of the company's longstanding difficulties."

In addition, Glass Lewis, another independent proxy advisory firm, recommended that Hill's shareholders reject all three incumbent nominees and vote on Bulldog's GREEN proxy card. Phillip Goldstein, a principal of Bulldog, commented: "I laughed when I saw that David Richter, Hill's CEO, stated in a press release that he is "honored and grateful" for Glass Lewis' recommendation. I cannot believe that he read the same report I did."

### About Bulldog Investors

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)

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