STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person
   
   Ajdler Arnaud
   
   (Last) (First) (Middle)
   
   C/O HILL INTERNATIONAL, INC.
   
   2005 MARKET STREET, 17TH FLOOR
   
   PHILADELPHIA PA 19103

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

3. Date of Earliest Transaction (Month/Day/Year)
   
   06/04/2020

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

5. Relationship of Reporting Person(s) to Issuer
   
   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

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Amount (A) or (D)</th>
<th>Price</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>06/04/2020</td>
<td></td>
<td>A</td>
<td>44,910(1)</td>
<td>A</td>
<td>$0.00</td>
<td>113,980(2)</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td>5,555,256(3)</td>
<td>I</td>
<td></td>
<td>By Engine Capital, L.P.</td>
<td></td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>Title and Amount of Derivative Security Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
</tr>
</thead>
</table>

Explanation of Responses:

1. Grant of deferred stock units (DSUs) for payment of part of annual retainers for service during 2020-2021 on the Issuer's Board of Directors. Each DSU entitles the reporting person to receive one share of common stock following the reporting person's retirement or termination of service from the Board of Directors.
2. Comprised of shares of common stock to be issued upon settlement of DSUs.

Remarks:

This Form is being filed late due to the Issuer's failure to timely advise the reporting person that it had inadvertently omitted to timely file a Form 4 at the time when the transaction occurred.

/s/ Arnaud Ajdler

Signature of Reporting Person

06/10/2020

Date

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

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).


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

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 Number.