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

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): **August 13, 2018**

HILL INTERNATIONAL, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or other jurisdiction
of incorporation)

001-33961
(Commission
File Number)

20-0953973
(IRS Employer
Identification No.)

One Commerce Square
2005 Market Street, 17th Floor
Philadelphia, PA
(Address of principal executive offices)

19103
(Zip Code)

Registrant's telephone number, including area code: **(215) 309-7700**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

As previously disclosed in a Current Report on Form 8-K filed on July 17, 2018, the New York Stock Exchange (“NYSE”) provided Hill International, Inc. (the “Company”) an extension through August 15, 2018 (“Compliance Deadline”) to file its delinquent Annual Report on Form 10-K for the year ended December 31, 2017 (the “2017 Form 10-K”), and Quarterly Report on Form 10-Q for the period ended March 31, 2018 as well as its Quarterly Report on Form 10-Q for the period ended June 30, 2018 which is not due until August 9, 2018 (collectively, the “Late Reports”) with the Securities and Exchange Commission (the “SEC”).

While the Company has made significant progress and has worked diligently with its independent accounting firm to complete the 2017 Form 10-K and the audited financial statements contained therein, as well as the other Late Reports, the Company determined that it will be unable to file the Late Reports by the Compliance Deadline and informed the NYSE of its determination. The Company’s determination is due to the time necessary to prepare, finalize and audit the Company’s financial statements.

Following the Company informing the NYSE of its determination, the NYSE announced the suspension of trading of the Company’s common stock due to non-compliance with Section 802.01E of the NYSE’s Listed Company Manual, effective at the close of trading today, and announced that it was initiating proceedings to delist the Company’s common stock. As a result of the suspension, the Company expects that its shares of common stock will begin trading on August 14, 2018 under the symbol “HILP” on the OTC Pink, which is operated by OTC Markets Group Inc.

The Company intends to file a Request for Review (the “Review Request”) to a Committee of the Board of Directors of NYSE Regulation (the “Committee”) of the NYSE’s determination to initiate proceedings. The Company also expects that the Committee will hold a hearing on the Review Request on or after 25 business days from the date of filing the Review Request, and the Company expects to be current with its filings on or before the NYSE’s hearing date.

The Company continues to operate its business as usual. Additionally, the NYSE decision does not affect the Company’s SEC reporting requirements and does not conflict with or cause an event of default under any of the Company’s material debt or other agreements. The Company intends to file its Late Reports as expeditiously as is possible.

On August 13, 2018, the Company issued a press release regarding the NYSE’s delisting determination and the Company’s filing of the Review Request, a copy of which is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01. Other Events.

(d) Exhibits

99.1 [Press Release of the Company, dated August 13, 2018.](#)

Safe Harbor Statement

The above statement that the Company intends to become current with its Late Reports as expeditiously as possible is a forward-looking statement and is subject to risks and uncertainties. We have based this statement on the current status of the Late Reports, other information now known to us, and our anticipated timing for the completion of the Late Reports. Although we believe that the assumptions and expectations reflected in this statement are reasonable, the timing of completion of the audit and review of the Late Reports is subject to known and unknown risks and uncertainties and could vary materially from our current expectations. We assume no, and we specifically disclaim any, obligation to update this statement to reflect actual results or changes in factors or assumptions affecting this statement. We advise investors to consult any further disclosures we make on this topic in our SEC filings.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HILL INTERNATIONAL, INC.

By: /s/ William H. Dengler, Jr.
Name: William H. Dengler, Jr.
Title: Executive Vice President and General Counsel

Dated: August 14, 2018



Hill International

FOR IMMEDIATE RELEASE

Hill International, Inc. Provides Update on NYSE Notice of Delisting

PHILADELPHIA, August 13, 2018 (GLOBE NEWSWIRE) — Hill International, Inc. (HIL), the global leader in managing construction risk, announced today that the Company received notification from the New York Stock Exchange (NYSE) of its determination to commence proceedings to delist the Company's common stock. Furthermore, the NYSE announced the suspension of the Company's common stock. The determination to commence the delisting proceeding is a result of the Company requiring more time to become current in filing its late annual and quarterly reports, including its financial statements, with the Securities and Exchange Commission (SEC).

While Hill has made significant progress and has worked diligently with its independent accounting firm to complete its late reports, the Company informed the NYSE that it would not become current with its SEC periodic reporting by August 15, 2018. The delay is due to the time and effort necessary to prepare, finalize, and audit the Company's financial statements. The Company plans to become current with its SEC periodic reports in the third quarter of 2018.

As a result of the suspension, Hill expects its shares of common stock will begin trading on August 14, 2018 under the symbol "HILF" on the OTC Pink, which is operated by OTC Markets Group Inc.

Hill intends to file a Request for Review with the NYSE regarding the commencement of the delisting proceedings. The Company expects that the NYSE will hold a hearing on the Review Request on or after 25 business days from the date of filing the Review Request, and the Company expects to be current with its filings on or before the NYSE's hearing date.

"The Company's potential delisting does not reflect on the financial fundamentals of Hill, which remain strong and continue to improve," said Paul Evans, Hill International's Interim CEO. "We will complete our required filings and resolve our potential delisting in the near future to the satisfaction of our shareholders and our employees."

Hill International, with approximately 3,000 professionals in more than 50 offices worldwide, provides program management, project management, construction management and other consulting services to clients in a variety of market sectors. *Engineering News-Record* magazine recently ranked Hill as the eighth-largest construction management firm in the United States. For more information on Hill, please visit our website at www.hillintl.com.

Forward Looking Statements

Certain statements contained herein may be considered "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, and it is our intent that any such statements be protected by the safe harbor created thereby. Except for historical information, the matters set forth herein including, but not limited to, any statements of belief or intent, any statements concerning our plans, strategies and objectives for future operations; and any statements regarding our intent to file late periodic reports are forward-looking statements. These forward-looking statements are based on our current expectations, estimates and assumptions and are subject to certain risks and uncertainties. Although we believe that the expectations, estimates and assumptions reflected in our forward-looking

statements are reasonable, actual results could differ materially from those projected or assumed in any of our forward-looking statements. Important factors that could cause our actual results to differ materially from estimates or projections contained in our forward-looking statements are set forth in the Risk Factors section and elsewhere in the reports we have filed with the Securities and Exchange Commission, including that unfavorable global economic conditions may adversely impact our business, our backlog may not be fully realized as revenue, our expenses may be higher than anticipated, and the review of the Company's accounting, accounting policies and internal control over financial reporting, and the preparation of and the audit or review, as applicable, of filings may take longer than currently anticipated or additional restatement adjustments may be identified. We do not intend, and undertake no obligation, to update any forward-looking statement.

Hill International, Inc.

Elizabeth J. Zipf, LEED AP BD+C
Senior Vice President
Hill International, Inc.
One Commerce Square
2005 Market Street, 17th Floor
Philadelphia, PA 19103
Tel: 215-309-7707
elizabethzipf@hillintl.com

Hill International, Inc.

Marco A. Martinez
SVP & Interim Chief Financial Officer
(215) 309-7951
marcomartinez@hillintl.com

InvestorCom

John Glenn Grau
President
(203) 295-7841
jgrau@investor-com.com

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