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

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**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): **February 12, 2018**

**HILL INTERNATIONAL, INC.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**000-33961**  
(Commission  
File Number)

**20-0953973**  
(IRS Employer  
Identification No.)

**One Commerce Square**  
**2005 Market Street, 17<sup>th</sup> 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.

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**Item 8.01. Other Events.**

As previously disclosed, Hill International, Inc. (the “Company”) received a notice (the “Notice”) from the New York Stock Exchange (the “NYSE”) indicating that the Company is not in compliance with the NYSE’s continued listing requirements under the timely filing criteria established in Section 802.01E of the NYSE Listed Company Manual as a result of its failure to timely file its Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2017 (the “Form 10-Q”). The Notice states that the Company would have six months from August 15, 2017 to file the Form 10-Q with the Securities and Exchange Commission (“SEC”) and that, if the Company fails to file the Form 10-Q before the NYSE’s compliance deadline, the NYSE may grant, at its sole discretion, an extension of up to six additional months for the Company to regain compliance.

On February 12, 2018, the Company received a letter from the NYSE which granted the Company’s request for a listing extension, which expires on July 16, 2018, in order to file the Form 10-Q as well as all subsequent delinquent filings (collectively, the “Delinquent Filings”) with the SEC. During that period, trading of the Company’s shares on the NYSE will remain unaffected. If the Company does not file the Delinquent Filings by July 16, 2018, the NYSE will initiate suspension and delisting procedures. Should the Company require additional time, the NYSE may grant, at its sole discretion, an additional extension to August 15, 2018. The extension is subject to review by the NYSE on an ongoing basis. The Company continues to work diligently to complete ongoing work on its financial restatement and expects to meet the timing requirements set forth by the NYSE.

A copy of the Company’s press release regarding the above is filed as Exhibit 99.1 and is incorporated by reference into this Item 8.01.

**Safe Harbor Statement**

The above statement that the Company expects to meet the timing requirements set forth by the NYSE is a forward-looking statement and is subject to risks and uncertainties. We have based this statement on the current status of the restatement process, other information now known to us, and our anticipated timing for the completion of the restatement and related SEC filings. Although we believe that the assumptions and expectations reflected in this statement are reasonable, the timing of completion of the restatement process and related SEC filings in order to come into compliance with the NYSE’s requirements for continued listing 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.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	<a href="#">Press Release, dated February 16, 2018.</a>

**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/ Marco A. Martinez  
Name: Marco A. Martinez  
Title: Senior Vice President and Interim Chief Financial Officer

Dated: February 16, 2018



# Hill International

## FOR IMMEDIATE RELEASE

### Hill International NYSE Notice Regarding Listing Extension

**PHILADELPHIA — February 15, 2018** — Hill International (NYSE:HIL), the global leader in managing construction risk, today announced that the Company received a letter from the NYSE which granted the Company's request for a listing extension, which expires on July 16, 2018, in order to file the Form 10-Q as well as all subsequent delinquent filings (collectively, the "Delinquent Filings") with the SEC. During that period, trading of the Company's shares on the NYSE will remain unaffected. If the Company does not file the Delinquent Filings by July 16, 2018, the NYSE will initiate suspension and delisting procedures. Should the Company require additional time, the NYSE may grant, at its sole discretion, an additional extension to August 15, 2018. The extension is subject to review by the NYSE on an ongoing basis. The Company continues to work diligently to complete ongoing work on its financial restatement and expects to meet the timing requirements set forth by the NYSE.

Hill International, with more than 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](http://www.hillintl.com).

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 projections of revenues, earnings or other financial items; any statements concerning our plans, strategies and objectives for future operations; and any statements regarding future economic conditions or performance, 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 and our expenses may be higher than anticipated. 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](mailto:elizabethzipf@hillintl.com)

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**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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