

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**HILL INTERNATIONAL, INC.**

(Exact name of registrant as specified in its charter)

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

**20-0953973**  
(I.R.S. Employer  
Identification Number)

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

**19103**  
(Zip Code)

**HILL INTERNATIONAL, INC.**  
**2017 EQUITY INCENTIVE PLAN**  
(Full title of the plan)

**Raouf S. Ghali**  
**Chief Executive Officer**  
**Hill International, Inc.**  
**One Commerce Square**  
**2005 Market Street, 17th Floor**  
**Philadelphia, Pennsylvania 19103**  
(Name and address of agent for service)

**(215) 309-7700**  
(Telephone number, including area code, of agent for service)

**Copies to:**

**Darrick M. Mix, Esq.**  
Duane Morris LLP  
30 South 17th Street  
Philadelphia, Pennsylvania 19103  
(215) 979-1000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee (2)
Common Stock, par value \$0.0001 per share, issuable pursuant to the Hill International, Inc. 2017 Equity Incentive Plan	4,250,000	\$ 2.96	\$ 12,580,000	\$ 1,524.70

- (1) Pursuant to Rule 416(a), under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement on Form S-8 also covers additional shares of the common stock, par value \$0.0001 per share ("Common Stock"), of Hill International, Inc. (the "Registrant") that may be offered or issued by reason of certain corporate transactions or events, including any stock splits, stock dividends, recapitalization or any other similar transactions.
- (2) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(c) and (h) under the Securities Act based on the average of the high and low prices of the shares of Common Stock, as reported by the New York Stock Exchange on November 2, 2018.



## PART I

### INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

#### Item 1. Plan Information.

The document(s) containing the information specified in Part I of Form S-8 will be sent or given to participants in the Hill International, Inc. 2017 Equity Incentive Plan as specified by Rule 428(b)(1) under the Securities Act. Such documents are not being filed with the Securities and Exchange Commission, but constitute, along with the documents incorporated by reference into this Registration Statement, a prospectus that meets the requirements of Section 10(a) of the Securities Act.

#### Item 2. Registrant Information and Employee Plan Annual Information.

The Registrant will furnish without charge to each person to whom the prospectus is delivered, upon the written or oral request of such person, a copy of any and all of the documents incorporated by reference in Item 3 of Part II of this Registration Statement, other than exhibits to such documents (unless such exhibits are specifically incorporated by reference to the information that is incorporated). Requests should be directed to Hill International, Inc., One Commerce Square, 2005 Market Street, 17th Floor, Philadelphia, Pennsylvania 19103, Attention: General Counsel; telephone: (215) 309-7700.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The following documents filed with the U.S. Securities and Exchange Commission (the "Commission") pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are incorporated into this Registration Statement by reference (other than, in each case, documents or information deemed to have been furnished and not filed in accordance with the Commission's rules):

- (a) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2017;
- (b) The Registrant's Quarterly Reports on Form 10-Q for the quarters ended March 31 and June 30, 2018;
- (c) Each of the Registrant's Current Reports on Form 8-K, filed February 16, 2018, March 9, 2018, March 30, 2018, April 5, 2018, July 17, 2018, August 3, 2018, August 14, 2018, August 21, 2018, September 13, 2018, September 18, 2018, October 2, 2018, October 16, 2018, October 17, 2018 and October 30, 2018; and
- (d) The description of the Registrant's Common Stock contained in the Company's Registration Statement on Form S-3 (File No. 333-198190) filed with the Commission on August 15, 2014.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents.

Notwithstanding the foregoing, information furnished under Items 2.02 and 7.01 of any Current Report on Form 8-K, including the related exhibits, is not incorporated by reference in this Registration Statement or any related prospectus.

#### Item 4. Description of Securities.

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

**Item 6. Indemnification of Directors and Officers.**

Section 102 of the Delaware General Corporation Law (the “DGCL”) allows a corporation to eliminate the personal liability of directors to a corporation or its stockholders for monetary damages for a breach of a fiduciary duty as a director, except where the director breached his duty of loyalty, failed to act in good faith, engaged in intentional misconduct or knowingly violated a law, authorized the payment of a dividend or approved a stock repurchase or redemption in violation of Section 174 of the DGCL or obtained an improper personal benefit.

Section 145 of the DGCL permits a corporation to include in its charter documents, and in agreements between the corporation and its directors and officers, provisions expanding the scope of indemnification beyond that specifically provided by the current law.

The Registrant’s certificate of incorporation provides for the indemnification of directors to the fullest extent permitted under Delaware law. Directors shall not be personally liable to the Registrant or its stockholders for monetary damages for breach of fiduciary duty as a director.

The Registrant’s amended and restated bylaws provide for the indemnification of directors, executive officers and third parties acting on the Registrant’s behalf to the fullest extent permitted under Delaware law.

The Registrant maintains a directors and officers liability insurance policy on behalf of any person who is or was a director or officer against any loss arising from any claim asserted against him or her and incurred by him or her in that capacity, subject to certain exclusions and limits of the amount of coverage.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to the Registrant’s directors, officers, and controlling persons pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment of expenses incurred or paid by a director, officer or controlling person in a successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to the court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

The following Exhibits are filed as part of this Registration Statement:

<u>Exhibit No.</u>	<u>Description</u>
4.1	<a href="#"><u>Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Annex B to the Registrant's Definitive Proxy Statement filed on June 6, 2006 (File No. 000-50781)).</u></a>
4.2	<a href="#"><u>Amended and Restated By-laws of Hill International, Inc. (incorporated by reference to Exhibit 3.2 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2016 filed on March 31, 2017 (File No. 001-33961)).</u></a>
4.3	<a href="#"><u>Hill International, Inc. 2017 Equity Incentive Plan (incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q, filed on September 28, 2018 (File No. 001-33961)).</u></a>
5.1*	<a href="#"><u>Opinion of Duane Morris LLP regarding the legality of the securities being registered.</u></a>
23.1*	<a href="#"><u>Consent of EisnerAmper LLP, Independent Registered Public Accounting Firm.</u></a>
23.2*	<a href="#"><u>Consent of Duane Morris LLP (included in Exhibit 5.1).</u></a>
24.1*	<a href="#"><u>Power of Attorney (included on the signature page of this Registration Statement).</u></a>

\* Filed herewith.

**Item 9. Undertakings.**

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement.

*Provided, however,* that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Philadelphia, Commonwealth of Pennsylvania, on the 5th day of November, 2018.

### HILL INTERNATIONAL, INC.

By: /s/ Raouf S. Ghali  
Name: Raouf S. Ghali  
Title: Chief Executive Officer

## POWER OF ATTORNEY

We, the undersigned officers and directors of Hill International, Inc. (the "Company"), hereby constitute and appoint Raouf S. Ghali and William H. Dengler, Jr., jointly and severally, the true and lawful agents and attorneys-in-fact of the undersigned with full power and authority in said agents and attorneys-in-fact, and in any one or more of them, to sign for the undersigned and in their respective names as an officer/director of the Company, a registration statement on Form S-8 (or other appropriate form) relating to the offer and sale of common stock of the Company pursuant to this Registration Statement and any amendments thereto and file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, and with full power of substitution; hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Raouf S. Ghali</u> Raouf S. Ghali	Chief Executive Officer, President and Director	November 5, 2018
<u>/s/ Gregory Wolf</u> Gregory Wolf	Interim Chief Financial Officer	November 5, 2018
<u>/s/ David D. Sgro</u> David D. Sgro	Chairman of the Board of Directors	November 5, 2018
<u>/s/ Arnaud Ajdler</u> Arnaud Ajdler	Director	November 5, 2018
<u>/s/ Camille S. Andrews</u> Camille S. Andrews	Director	November 5, 2018
<u>/s/ James Chadwick</u> James Chadwick	Director	November 5, 2018
<u>/s/ Brian W. Clymer</u> Brian W. Clymer	Director	November 5, 2018
<u>/s/ Paul J. Evans</u> Paul J. Evans	Director	November 5, 2018
<u>/s/ Alan S. Fellheimer</u> Alan S. Fellheimer	Director	November 5, 2018
<u>/s/ Charles M. Gillman</u> Charles M. Gillman	Director	November 5, 2018

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ALLIANCE WITH  
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November 5, 2018

Hill International, Inc.  
One Commerce Square  
2005 Market Street, 17th Floor  
Philadelphia, Pennsylvania 19103

**Re: Hill International, Inc.  
Registration Statement on Form S-8  
Relating to the Hill International, Inc. 2017 Equity Compensation Plan**

Ladies and Gentlemen:

We have acted as counsel to Hill International, Inc., a Delaware corporation (the "Company"), in connection with the preparation of the registration statement on Form S-8 (the "Registration Statement") for filing with the United States Securities and Exchange Commission (the "SEC") pursuant to the Securities Act of 1933, as amended (the "Act"), for the registration by the Company of 4,250,000 shares (the "Shares") of the Company's common stock, par value \$0.0001 per share, which may be issued under the Hill International, Inc. 2017 Equity Compensation Plan, as amended and restated through March 26, 2018 (the "Plan").

In connection with the opinion set forth in this letter, we have examined the Registration Statement, originals or copies certified or otherwise identified to our satisfaction of the Plan, and all such corporate records of the Company, including the resolutions of the Company's board of directors relating to the authorization of the Shares, and such other documents, records and other instruments as we have deemed appropriate for purposes of the opinion set forth herein.

DUANE MORRIS LLP  
30 SOUTH 17TH STREET PHILADELPHIA, PA 19103-4196

PHONE: 215.979.1000 FAX: 215.979.1020

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In making such examination, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of the documents submitted to us as originals, the conformity to the originals of all documents submitted to us as certified, facsimile, photostatic or other copies and the authenticity of the originals of all documents submitted to us as copies.

Based upon the foregoing and subject to the further limitations, qualifications and assumptions set forth herein, we are of the opinion that the Shares to be issued by the Company under the Plan, when issued in accordance with the terms and conditions of the Plan, and assuming no changes in relevant law or facts, will be validly issued, fully paid and non-assessable.

The opinion set forth above is limited to the laws of the State of Delaware, as currently in effect, and we express no opinion as to the laws of any other jurisdiction. The opinions contained in this letter are expressed as of the date hereof, and we do not have, nor do we assume, any obligation to advise of any changes in any facts or applicable laws after the date hereof that may affect the opinions we express herein.

We hereby consent to the filing of a copy of this opinion with the SEC as an exhibit to the Registration Statement and any amendment thereto and to any and all references to our firm in the Prospectus which is a part of the Registration Statement. In giving such consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Act or the rules or regulations of the SEC promulgated thereunder.

Sincerely,

/s/ DUANE MORRIS LLP

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Hill International, Inc. to be filed on or about November 5, 2018 of our reports dated August 31, 2018, on our audits of the consolidated financial statements and financial statement schedule as of December 31, 2017 and 2016 and for each of the years in the three-year period ended December 31, 2017 and our disclaimer of opinion on the effectiveness of Hill International Inc.'s internal control over financial reporting as of December 31, 2017, which reports were included in the Annual Report on Form 10-K filed on August 31, 2018.

*/s/ EisnerAmper LLP*

EISNERAMPER LLP  
Iselin, New Jersey  
November 5, 2018

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