

**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

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Dengler William H</u>  (Last) (First) (Middle) C/O HILL INTERNATIONAL, INC. 2005 MARKET STREET, 17TH FL  (Street) PHILADELPHIA PA 19103  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Hill International, Inc. [ HIL ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP and Chief Admin Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 01/10/2019	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/10/2020		M		7,740	A	(2)	124,734 <sup>(6)</sup>	D	
Common Stock	01/10/2020		F		3,060	D	\$2.03	121,674 <sup>(6)</sup>	D	
Common Stock	01/10/2021		M		7,740	A	(2)	129,414 <sup>(6)</sup>	D	
Common Stock	01/10/2021		F		3,060	D	\$2.03	126,354 <sup>(6)</sup>	D	
Common Stock	01/13/2021		M		10,417	A	(3)	136,771 <sup>(6)</sup>	D	
Common Stock	01/13/2021		F		4,121	D	\$2	132,650 <sup>(6)</sup>	D	
Common Stock	01/10/2022		M		7,740	A	(2)	140,390 <sup>(6)</sup>	D	
Common Stock	01/10/2022		F		3,060	D	\$2.03	137,330 <sup>(6)</sup>	D	
Common Stock	01/13/2022		M		10,417	A	(3)	147,747 <sup>(6)</sup>	D	
Common Stock	01/13/2022		F		4,121	D	\$2	143,626 <sup>(6)</sup>	D	
Common Stock	01/14/2022		M		14,539	A	(5)	158,165 <sup>(6)</sup>	D	
Common Stock								793,4366	I	In Issuer's 401(k) Plan

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(1)	01/10/2019		A		23,220		(2)	(2)	Common Stock	23,220	\$0	23,220	D	
Restricted Stock Units	(1)	01/10/2020		M		7,740		(2)	(2)	Common Stock	7,740	\$0	15,480	D	
Restricted Stock Units	(1)	01/13/2020		A		31,250		(3)	(3)	Common Stock	31,250	\$0	31,250	D	
Restricted Stock Units	(1)	01/10/2021		M		7,740		(2)	(2)	Common Stock	7,740	\$0	7,740	D	
Restricted Stock Units	(1)	01/13/2021		M		10,417		(3)	(3)	Common Stock	10,416	\$0	20,833	D	
Deferred Stock Units	(4)	01/14/2021		A		43,617		(5)	(5)	Common Stock	43,617	\$0	43,617	D	
Restricted Stock Units	(1)	01/10/2021		M		7,740		(2)	(2)	Common Stock	7,740	\$0	0	D	

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(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(1)	01/13/2022		M			10,417	(3)	(3)	Common Stock	10,416	\$0	10,416	D	
Deferred Stock Units	(4)	01/14/2022		M			14,539	(5)	(5)	Common Stock	14,539	\$0	29,078	D	

**Explanation of Responses:**

- Grant of restricted stock units (RSUs) under the Hill International, Inc. 2017 Equity Compensation Plan. Each RSU represents a contingent right to receive one share of the Issuer's common stock.
- On January 10, 2019, the reporting person was granted 23,220 RSUs, vesting over time in three equal portions on the first, second and third anniversaries of the grant date, provided the reporting person is then an employee of the Issuer.
- On January 13, 2020, the reporting person was granted 31,250 RSUs, vesting over time in three equal portions on the first, second and third anniversaries of the grant date, provided the reporting person is then an employee of the Issuer.
- Grant of DSUs under the Hill International, Inc. 2017 Equity Compensation Plan. Each DSU represents a contingent right to receive one share of the Issuer's common stock.
- On January 14, 2021, the reporting person was granted 43,617 DSUs, vesting over time in three equal portions on the first, second and third anniversaries of the grant date, provided the reporting person is then an employee of the Issuer.
- Includes 15,000 shares 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/ William H. Dengler                      05/31/2022

\*\* Signature of Reporting Person                      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).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

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