

**HILL INTERNATIONAL, INC.**  
Filed by  
**RUTABAGA CAPITAL MANAGEMENT LLC/MA**

**FORM SC 13G/A**  
(Amended Statement of Ownership)

Filed 02/15/17

Address	ONE COMMERCE SQUARE 2005 MARKET STREET, 17TH FLOOR PHILADELPHIA, PA 19103
Telephone	(856) 810-6200
CIK	0001287808
Symbol	HIL
Fiscal Year	12/31

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington D.C. 20549

**SCHEDULE 13GA**

**Under the Securities Exchange Act 1934  
(Amendment No.2)**

**HILL INTERNATIONAL INC**  
(Name of Issuer)

**COMMON**  
(Title of Class of Securities)

**431466101**  
(CUSIP Number)

**Calendar Year 2016**  
(Date of Event Which Requires Filing of this Statement)

**CHECK THE APPROPRIATE BOX TO DESIGNATE THE RULE PURSUANT  
TO WHICH THIS SCHEDULE IS FILED:**

RULE 13D-1(b)

RULE 13D-1(c)

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1. Names of Reporting Persons I.R.S. Identification No. of above person

**RUTABAGA CAPITAL MANAGEMENT**  
I.R.S. Identification No.: 04-3451870

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2. Check the Appropriate Box if a Member of a Group (a) [ ] (b) [ ]

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3. SEC Use Only

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4. Citizenship or Place of Organization

Massachusetts

5. Sole Voting Power

NUMBER OF SHARES	1289850
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6. Shared Voting Power 560388 7. Sole Dispositive Power 1850238 8. Shared Dispositive Power 0

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9. Aggregate Amount Beneficially Owned by Each Reporting Person

1850238

10. Check if the aggregate Amount in Row (9) Excludes Certain Shares [ ]

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11. Percent of Class Represented by Amount in Row (9)

3.57%

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12. Type of Reporting Person

IA

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**Item 1(a). NAME OF ISSUER**

**HILL INTERNATIONAL INC**

**Item 1(b). ADDRESS OF PRINCIPAL OFFICES**

**303 LIPPINCOTT CENTRE  
MARLTON, NEW JERSEY 08053**

**Item 2(a). NAME OF PERSON FILING**

**Rutabaga Capital Management**

**Item 2(b). ADDRESS OF PRINCIPAL OFFICES**

64 Broad Street, 3rd Floor, Boston, MA 02109

**Item 2(c). Citizenship**

**MASSACHUSETTS**

**Item 2(d). TITLE OF CLASS OF SECURITIES**

**COMMON STOCK**

**Item 2(e). CUSIP NUMBER**

431466101

**Item 3. IF THIS STATEMENT IS BEING FILED PURSUANT TO RULE 13d-1(b), or 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:**

- (a)  Broker or dealer registered under Section 15 of the Act(15 U.S.C 780);
- (b)  Bank as defined in Section 3(a)(6) of the Act(15 U.S.C 78c);
- (c)  insurance company as defined in Section 3(a)(19) of the Act(15 U.S.C 78e);
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940(15 U.S.C. 80a-8);
- (e)  An investment adviser in accordance with section 240.13d-1(b)(1)(ii)(E)
- (f)  An employee benefit plan or endowment fund in accordance with 13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with 13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in in Section 3(b) of the Federal Deposit Insurance Act(12 U.S.C 1813);
- (i)  A church plan that is excluded from the definition of an investment company under Section3(c)(14) of the Investment Company Act of 1940(15 U.S.C. 80a-3);
- (j)  Group, in accordance with 13d-1(b)(1)(ii)(J)

If this statement is filed pursuant to 13d-1(c), check this box.

**Item 4. OWNERSHIP**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: 1850238
- (b) Percent of class: 3.57%

(c) Number of Shares as to which person has:

(i) Sole power to vote: 1289850

(ii) Shared power to vote or to direct the vote: 560388

(iii) Sole power to dispose or to direct the disposition of: 1850238

(iv) Shared power to dispose or to direct the disposition of: 0

**Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following

[X]

Not Applicable

**Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.**

Not Applicable

**Item 7. IDENTIFICATION AND CLASSIFICATION OF THE  
SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON**

**BY THE PARENT HOLDING COMPANY.**

Not Applicable

**Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF A GROUP.**

Not Applicable

**Item 9. NOTICE OF DISSOLUTION OF GROUP**

Not Applicable

**Item 10. CERTIFICATION**

By signing below I certify that, to the best of my knowledge and belief, the securities referred above were not acquired or held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

*Dated: February 15, 2017*

*Rutabaga Capital Management*

*By: /s/ Dana Cohen*

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*Dana Cohen, Principal*