

Hill International, Inc.
Form NT 10-K
March 17, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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FORM 12b-25

NOTIFICATION OF LATE FILING

(Check one): ☒ Form 10-K ☐ Form 20-F ☐ Form 11-K ☐ Form 10-Q ☐ Form 10-D
 ☐ Form N-SAR ☐ Form N-CSR

For Period Ended: December 31, 2016

☐ Transition Report on Form 10-K
☐ Transition Report on Form 20-F
☐ Transition Report on Form 11-K
☐ Transition Report on Form 10-Q
☐ Transition Report on Form N-SAR

For the Transition Period Ended:

Read Instructions (on back page) Before Preparing Form. Please Print or Type.

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

PART I REGISTRANT INFORMATION

Hill International, Inc.
Full Name of Registrant

Former Name if Applicable

One Commerce Square

2005 Market Street, 17th Floor
Address of Principal Executive Office (*Street and Number*)

Philadelphia, Pennsylvania 19103

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City, State and Zip Code

PART II RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- x (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III NARRATIVE

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

The Registrant is unable to file, without unreasonable effort and expense, its Form 10-K Annual Report for the period ended December 31, 2016 because the Registrant continues to assess the impact of certain tax issues identified in connection with the sale of its Construction Claims Group, the closing of which is currently expected to occur on March 31, 2017, the outcome of which could have a material effect on the Registrant's financial position and results of operations as of and for the year ended December 31, 2016. It is anticipated that the Annual Report on Form 10-K, along with the annual financial statements, will be filed on or before the 15th calendar day following the prescribed due date of the Registrant's Form 10-K.

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 the Registrant's 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 the Registrant's 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 the Registrant's current expectations, estimates and assumptions and are subject to certain risks and uncertainties. Although the Registrant believes that the expectations, estimates and assumptions reflected in the Registrant's forward-looking statements are reasonable, actual results could differ materially from those projected or assumed in any of the Registrant's forward-looking statements. Important factors that could cause the Registrant's actual results to differ materially from estimates or projections contained in the Registrant's forward-looking statements are set forth in the Risk Factors section and elsewhere in the reports the Registrant has filed with the Securities and Exchange Commission, including that unfavorable global economic conditions may adversely impact the Registrant's business, the Registrant's backlog may not be fully realized as revenue, the Registrant's expenses may be higher than anticipated and the closing of the sale of the Registrant's Construction Claims Group may be delayed or cancelled. The Registrant does not intend, and undertakes no obligation, to update any forward-looking statement.

Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

PART IV OTHER INFORMATION

- (1) Name and telephone number of person to contact in regard to this notification

John Fanelli III
(Name)

215
(Area Code)

309-7700
(Telephone Number)

- (2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).

☒ Yes ☐ No

- (3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

☐ Yes ☒ No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

HILL INTERNATIONAL, INC.

(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date **March 17, 2017**

By **/s/ John Fanelli III**

Name: John Fanelli III

Title: Executive Vice President and Chief Financial Officer

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

ATTENTION

Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).
