

Hill International, Inc.
Form NT 10-K
March 19, 2018

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

FORM 12b-25

NOTIFICATION OF LATE FILING

SEC FILE NUMBER
001-33961
CUSIP NUMBER
431466101

(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, 2017

- ☐ 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
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
- ☐ (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 Annual Report on Form 10-K for the fiscal year ended December 31, 2017 because the Registrant continues work on the restatement which was disclosed in the Registrant's Current Report on Form 8-K, filed with the Commission on September 21, 2017 (the "Prior Form 8-K") and in the Registrant's Notification of Late Filing on Form 12b-25 related to the filing of the Company's Quarterly Report Form 10-Q for the interim period ended September 30, 2017, filed with the Commission on November 13, 2017 (the "Prior Form 12b-25"). Specifically, the Registrant continues its review of the accounting for (i) the sale of its Construction Claims Group and other comprehensive income (loss), including foreign currency adjustments related to intercompany balances, (ii) revenue recognition and (iii) finite lived assets (collectively, the "Restatement Adjustments").

The Registrant, with the assistance of outside financial consultants, continues to evaluate its historical and current practices with respect to accounting for the Restatement Adjustments in accordance with accounting principles generally accepted in the United States, which will affect the financial statements included in the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2017. There can be no assurance that the actual effects of the corrections on the Registrant's consolidated financial statements will not differ materially from the Registrant's current expectation set forth in the Prior Form 8-K, or that additional items in need of correction will not be discovered.

The Registrant intends to file its periodic reports that are currently late as soon as practicable.

PART IV OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this notification
Marco A. Martinez 215 309-7700
(Name) (Area Code) (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

The Registrant has not yet filed its Quarterly Reports on Form 10-Q for each of the periods ended June 30, 2017 and September 30, 2017.

(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.

As described in Part III above, the Registrant continues work on the restatement which was disclosed in the Prior Form 8-K and the Prior Form 12b-25.

The Registrant anticipates that the Restatement Adjustments will affect the Registrant's results of operations for the three and twelve months ended December 31, 2016 which will be included in the Registrant's Annual Report on Form 10-K for the three and twelve months ended December 31, 2017, but is not currently able to provide a reasonable estimate regarding the results as of the date of this filing because the Registrant has not completed its review of the Restatement Adjustments.

The Registrant intends to file its periodic reports that are currently late as soon as practicable.

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 19, 2018

By: /s/ Marco A. Martinez

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Name: Marco A. Martinez

Title: Senior Vice President and Interim 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).
