

Huron Consulting Group Inc.  
Form 8-K  
May 09, 2018

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

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FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

May 4, 2018  
Date of Report (Date of earliest event reported)

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Huron Consulting Group Inc.  
(Exact name of registrant as specified in its charter)

Delaware                      000-50976    01-0666114  
(State or other jurisdiction (Commission (IRS Employer  
of incorporation)              File Number) Identification Number)

550 West Van Buren Street  
Chicago, Illinois  
60607  
(Address of principal executive offices)  
(Zip Code)

(312) 583-8700  
(Registrant's telephone number, including area code)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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Item 5.07. Submission of Matters to a Vote of Security Holders.

The Annual Meeting (the "Annual Meeting") of stockholders of Huron Consulting Group Inc. (the "Company" or "Huron") was held on May 4, 2018, and a total of 20,982,935 shares were present in person or by proxy. At the Annual Meeting, the Company's stockholders acted upon the following matters: (i) the election of three Class II members of the Board of Directors to serve terms ending at the Company's 2021 Annual Meeting; (ii) an advisory vote to approve the compensation of the Company's named executive officers; and (iii) the ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018. The following is a summary of the voting results for each matter presented to stockholders.

Proposal No. 1 - Election of directors.

| Name           | Shares For | Shares Withheld | Broker Non-Votes |
|----------------|------------|-----------------|------------------|
| John S. Moody  | 18,200,472 | 1,492,184       | 1,290,279        |
| Hugh E. Sawyer | 18,980,749 | 711,907         | 1,290,279        |
| Debra Zumwalt  | 17,802,508 | 1,890,148       | 1,290,279        |

The other members of the Board of Directors whose terms of office continued after the Annual Meeting were: James D. Edwards, John McCartney, James H. Roth, H. Eugene Lockhart, and George E. Massaro.

Proposal No. 2 - An advisory vote to approve the Company's executive compensation.

| Shares For | Shares Against | Shares Abstain | Broker Non-Votes |
|------------|----------------|----------------|------------------|
| 7,840,981  | 11,836,521     | 15,154         | 1,290,279        |

Huron's shareholders have provided the Company with important feedback, which the Compensation Committee of the Board of Directors will consider when it makes future executive compensation decisions.

Proposal No. 3 - To ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018.

| Shares For | Shares Against | Shares Abstain | Broker Non-Votes |
|------------|----------------|----------------|------------------|
| 20,829,618 | 147,987        | 5,330          | —                |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Huron Consulting Group Inc.  
(Registrant)

Date: May 9, 2018 /s/ John D. Kelly  
John D. Kelly  
Executive Vice President, Chief Financial Officer, and Treasurer