

Huron Consulting Group Inc.  
Form 8-K  
May 09, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8 K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d)**

**OF THE SECURITIES EXCHANGE ACT OF 1934**

**May 3, 2013**

**Date of Report (Date of earliest event reported)**

**Huron Consulting Group Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction)**

**000-50976**  
**(Commission)**

**01-0666114**  
**(IRS Employer)**

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of incorporation)

File Number)  
550 West Van Buren Street

Identification Number)

Chicago, Illinois

60607

(Address of principal executive offices)

(Zip Code)

(312) 583-8700

(Registrant's telephone number, including area code)

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))

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

The Annual Meeting of Stockholders of Huron Consulting Group Inc. was held on May 3, 2013 and a total of 21,628,099 shares were present in person or by proxy. At the Annual Meeting, the Company's shareholders acted upon the following matters: (i) the election of three Class III members of the Board of Directors to serve terms ending at the Company's 2016 Annual Meeting; (ii) an advisory vote on the approval of 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, 2013. The following is a summary of the voting results for each matter presented to shareholders:

**Proposal No. 1 Election of directors.**

Name	Shares For	Shares Withheld	Broker Non-Votes
James D. Edwards	19,697,353	588,409	1,342,337
John McCartney	19,063,098	1,222,664	1,342,337
James H. Roth	19,726,120	559,642	1,342,337

The other members of the Company's board of directors whose terms of office continued after the meeting were: H. Eugene Lockhart, George E. Massaro, DuBose Ausley and John S. Moody.

**Proposal No. 2 An advisory vote on the approval of executive compensation.**

Shares For	Shares Against	Shares Abstain	Broker Non-Votes
19,938,097	343,774	3,891	1,342,337

**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, 2013.**

Shares For	Shares Against	Shares Abstain	Broker Non-Votes
20,639,580	943,560	44,959	

**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.

Date: May 9, 2013

Huron Consulting Group Inc.  
(Registrant)

/s/ C. Mark Hussey  
C. Mark Hussey  
Executive Vice President, Chief

Financial Officer and Treasurer