

Huron Consulting Group Inc.  
Form 8-K/A  
July 27, 2017

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

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FORM 8-K/A  
(Amendment No. 1)

CURRENT REPORT

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

May 5, 2017  
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 of Incorporation) (Commission File Number) (IRS Employer 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

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. o

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Explanatory Note

This Amendment No. 1 on Form 8-K/A amends the Current Report on Form 8-K of Huron Consulting Group Inc. (the "Company"), filed on May 11, 2017 (the "Original Form 8-K"). The Original Form 8-K reported the final voting results of the Company's 2017 Annual Meeting of stockholders held on May 5, 2017. The purpose of this Amendment is to disclose the Company's decision regarding how frequently it will conduct future stockholder advisory votes to approve the compensation of the Company's named executive officers (referred to as "Say-on-Pay" votes). No other changes have been made to the Original Form 8-K.

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

As previously reported in the Original Form 8-K, in a non-binding advisory vote on the frequency of future Say-on-Pay votes held at the 2017 Annual Meeting, shareholders voted for their preferred frequency of future Say-on-Pay votes as follows:

One Year	Two Years	Three Years	Shares Abstain	Broker Non-Votes
15,966,958	2,991	2,554,637	4,664	1,540,882

In consideration of the results of the advisory vote on the frequency of Say-on-Pay votes, the Company's Board of Directors determined that the Company will continue to hold an advisory Say-on-Pay vote annually. The Company's Board of Directors will reevaluate this determination after the next stockholder advisory vote on the frequency of Say-on-Pay votes.

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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: July 27, 2017 /s/ John D. Kelly  
John D. Kelly  
Executive Vice President, Chief Financial Officer and Treasurer