

Huron Consulting Group Inc.
Form 8-K
May 07, 2015

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 1, 2015

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

of incorporation)

000-50976
(Commission

File Number)

01-0666114
(IRS Employer

Identification Number)

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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)

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 (the Annual Meeting) of stockholders of Huron Consulting Group Inc. (the Company) was held on May 1, 2015, and a total of 21,374,508 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 two Class II members of the Board of Directors to serve terms ending at the Company s 2018 Annual Meeting; (ii) the approval of the Company s Stock Ownership Participation Program; (iii) an advisory vote on the approval of the compensation of the Company s named executive officers; and (iv) the ratification of the appointment of PricewaterhouseCoopers LLP as the Company s independent registered public accounting firm for the fiscal year ending December 31, 2015. 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 | 19,652,231 | 59,399 | 1,662,878 |
| Debra Zumwalt | 19,296,622 | 415,008 | 1,662,878 |

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 To approve the Company s Stock Ownership Participation Program.

| Shares For | Shares Against | Shares Abstain | Broker Non-Votes |
|------------|----------------|----------------|------------------|
| 19,627,989 | 74,512 | 9,129 | 1,662,878 |

Proposal No. 3 An advisory vote on the approval of executive compensation.

| Shares For | Shares Against | Shares Abstain | Broker Non-Votes |
|------------|----------------|----------------|------------------|
| 19,662,916 | 37,335 | 11,379 | 1,662,878 |

Proposal No. 4 To ratify the appointment of PricewaterhouseCoopers LLP as the Company s independent registered public accounting firm for the fiscal year ending December 31, 2015.

| Shares For | Shares Against | Shares Abstain | Broker Non-Votes |
|------------|----------------|----------------|------------------|
| 20,977,835 | 389,329 | 7,344 | |

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 7, 2015

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

Chief Financial Officer and Treasurer