

NAVIGANT CONSULTING INC  
Form 8-K  
May 22, 2013

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

WASHINGTON, DC 20549

**FORM 8-K**

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

Date of report (Date of earliest event reported): May 21, 2013

**Navigant Consulting, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

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**1-12173**  
(Commission File Number)

**36-4094854**  
(IRS Employer Identification No.)

**30 South Wacker Drive, Suite 3550**

**Chicago, Illinois**  
(Address of Principal Executive Offices)

**60606**  
(Zip Code)

**(312) 573-5600**

(Registrant's Telephone Number, Including Area Code)

**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

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 (*see* General Instruction A.2. below):

- .. 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.**

On May 21, 2013, Navigant Consulting, Inc. (the Company) held its 2013 Annual Meeting of Shareholders. At the meeting, the Company's shareholders voted on three proposals. Set forth below is the number of votes cast for or against each proposal and the number of abstentions and broker non-votes with respect to each proposal.

|  | For        | Against   | Abstain | Broker<br>Non-Votes |
|--|------------|-----------|---------|---------------------|
| <b>Proposal 1: Election of directors</b>                       |            |           |         |                     |
| Samuel K. Skinner  | 41,006,375 | 2,864,260 | 4,269   | 3,681,444           |
| Governor James R. Thompson                                     | 43,193,035 | 678,086   | 3,783   | 3,681,444           |
| Michael L. Tipsord   | 42,497,343 | 1,368,687 | 8,874   | 3,681,444           |
| <b>Proposal 2: Advisory vote on executive compensation</b>     |            |           |         |                     |
|  | 41,567,526 | 2,235,339 | 72,039  | 3,681,444           |
| <b>Proposal 3: Ratification of the appointment of KPMG LLP</b> |            |           |         |                     |
| as the Company's independent registered public                 |            |           |         |                     |
| accounting firm for 2013                                       |            |           |         |                     |
|  | 46,980,145 | 561,779   | 14,424  |                     |

**SIGNATURES**

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.

**NAVIGANT CONSULTING, INC.**

Date: May 22, 2013

By: /s/ Monica M. Weed  
Name: Monica M. Weed  
Title: Vice President and General Counsel