

Huron Consulting Group Inc.
Form DEFA14A
April 25, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

HURON CONSULTING GROUP INC.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

- (2) Aggregate number of securities to which transaction applies:

- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

- (4) Proposed maximum aggregate value of transaction:

- (5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:

- (2) Form, Schedule or Registration Statement No.:

- (3) Filing Party:

- (4) Date Filed:

Huron Consulting Group Inc.**Supplement to Proxy Statement****For 2018 Annual Meeting of Stockholders****To Be Held on May 4, 2018**

This supplement to proxy statement, dated April 25, 2018 (this Supplement), supplements the proxy statement dated March 26, 2018 (the Proxy Statement), previously mailed and made available to our stockholders in connection with the solicitation by our Board of Directors of proxies to be voted at the 2018 Annual Meeting of Stockholders (the Annual Meeting) of Huron Consulting Group Inc. (the Company, we, or us), to be held on May 4, 2018, beginning 11:00 a.m. Central Time, at 550 West Van Buren Street, Chicago, Illinois 60607. The Company is providing this Supplement solely to correct a typographical error in the last table appearing on page 27 of the Proxy Statement under the heading *2018 NEO Compensation Program Design Changes*. The corrected table is provided below and replaces the original table in the Proxy Statement in its entirety.

The 2018 long-term incentive program design is summarized below:

| Vehicles | Weighting | Performance Measure | Performance/Vesting Timeline |
|-------------------|------------------|----------------------------|-------------------------------------|
| Performance Units | 70% | 40% Adjusted Diluted EPS | Three-Year (cliff) |
| | | <u>30% Revenue Growth</u> | |
| Restricted Shares | 30% | Continued employment | Three-Year (ratable) |

Additional Information

If you have already voted by Internet, telephone, or by mail, you do not need to take any action unless you wish to change your vote. Proxy voting instructions already returned by stockholders (via Internet, telephone, or mail) will remain valid and will be voted at the Annual Meeting unless revoked.

Important information regarding how to vote your shares and revoke proxies already cast is available in the Proxy Statement under the caption *Quorum and Voting Requirements*.

Other than as described above, this Supplement does not revise or update any other information in the Proxy Statement and should be read in conjunction with the Proxy Statement. From and after the date of this Supplement, any references to the Proxy Statement are to the Proxy Statement as supplemented hereby.