

Huron Consulting Group Inc.  
Form DEFA14A  
April 25, 2006

**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**

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)

Edgar Filing: Huron Consulting Group Inc. - Form DEFA14A

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 the transaction applies:

---

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

---

(3) Per unit price or other underlying value of the 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 the 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:

---

April 24, 2006

Ms. Katelyn Pascuzzi  
Fidelity Management & Research  
Investment Proxy Research  
19 Congress Street, C8A  
Boston, MA 02109

BOSTON

CHARLOTTE  
CHICAGO  
HOUSTON

**Re: Huron Consulting Group Inc.**

LOS ANGELES  
NEW YORK  
SAN FRANCISCO  
WASHINGTON DC

Dear Kate:

Thank you for taking the time to speak with us last Thursday regarding our proposed amendments to the Huron Consulting Group Inc. 2004 Omnibus Stock Plan (the "Plan") to increase the number of shares Huron is authorized to issue under the Plan.

We want to advise you that in 2006 Huron's management will recommend to Huron's board of directors and its compensation committee that the following changes be made to the Plan:

1. That all future awards to non-employee directors be administered by an independent committee of the board of directors rather than the full board of directors;
2. That all stock options granted under the plan in the future will not be granted at an exercise price of less than 100% of the fair market value of Huron's common stock. (We also wanted to advise you that the exercise price of the options that Huron has granted to date have all had an exercise price of fair market value at the time of grant);
3. That subject to a *deminimis* exception no greater than 5% in the aggregate, (i) future retention-based awards will have a minimum vesting period of at least 3 years; (ii) all performance-based awards will have a minimum vesting period of at least 1 year; and (iii) the compensation committee of Huron's board of directors will not be able to waive these vesting provisions except in the event of death, disability, termination or retirement of the recipient or a change in control of Huron. The compensation committee is likely to want the flexibility of accelerating equity in connection with termination in lieu of cash payments; and

550 W. Van Buren Street

Chicago, IL 60607

P 312-583-8700 F 312-583-8701

[www.huronconsultinggroup.com](http://www.huronconsultinggroup.com)

Ms. Katelyn Pascuzzi

April 24,2006

Page 2

4. That no amendment to the Plan that would materially (i) increase the benefits accruing to participants under the Plan, (ii) increase the aggregate number of securities that may be issued under the Plan or (iii) modify the requirements as to eligibility for participation in the Plan, will be made without the approval of Huron's shareholders.

We hope that you find our proposal satisfactory. If you have any questions, please do not hesitate to contact me at (312) 583-8733.

Sincerely,

Gary L. Burge  
Chief Financial Officer