

Huron Consulting Group Inc.  
Form DEFA14A  
April 27, 2010

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**SCHEDULE 14A INFORMATION**

**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 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):

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4) Proposed maximum aggregate value of transaction:

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.. Fee paid previously with preliminary materials.

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1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

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Chicago, Illinois 60607

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## MEMO

To **All Managing Directors and Directors**  
From **Jim Roth**  
Re: **Message for Managing Directors and Directors Who Own Huron Stock**  
Date **April 27, 2010**

By now you should have received in the mail a copy of Huron's annual report, proxy statement and proxy voting materials. Please review the information, consider the items to be voted on at our annual meeting on May 3, and cast your vote. You may:

Access the Internet voting site indicated on your proxy card,

Call the toll-free number indicated on your proxy card,

Execute, sign and mail your proxy card

If you have not received voting materials, please contact Deb Korak at extension 3387 or [dkorak@huronconsultinggroup.com](mailto:dkorak@huronconsultinggroup.com).

The Board of Directors recommends a vote FOR proposals 1, 2 and 3:

1. Election of Directors.

Nominees for Director are: James D. Edwards, John McCartney, and James H. Roth.

2. Approval of the Company's Amended and Restated 2004 Omnibus Stock Plan.

We have made changes to the Omnibus Stock Plan that we are asking shareholders to approve that will improve the link between pay and performance for our executives and improve certain governance provisions of the plan. For example, we have committed that future grants to executive officers will include up to two-thirds performance-based awards rather than only time-based awards. We are also asking to increase the number of shares available for award under the plan so that we can meet our obligations to Managing Directors under the Managing Director compensation plan implemented this year, to employees who purchase shares through the EbSPP and receive a match in restricted shares, and so that we can continue to attract top talent in the market.

3. Approval of Auditors.

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The Board is asking shareholders to ratify the appointment of PricewaterhouseCoopers LLC as auditors for 2010. Regardless of the number of shares you own, it is important that they be represented at the annual stockholders meeting. **Your vote matters.** Please vote your shares now so that your vote can be counted.

Jim Roth

Chief Executive Officer

Huron Consulting Group

550 West Van Buren Street

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