| SEC Form 4 | |
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

| OMB Number: | 3235-0287 |
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| Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See | STATEMEN |
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| Instruction 1(b). | Filed |

T OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| | | | of Section 50(ii) of the investment Company Act of 1940 | | | | | | | |
|--|----|---|--|--|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person [*] MCCARTNEY JOHN | | g Person [*] | 2. Issuer Name and Ticker or Trading Symbol <u>Huron Consulting Group Inc.</u> [HURN] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | | |
| | | | | X Director 10% Owner | | | | | | |
| (Last)(First)(Middle)C/O HURON CONSULTING GROUP550 WEST VAN BUREN STREET | | (, , , , , , , , , , , , , , , , , , , | 3. Date of Earliest Transaction (Month/Day/Year) 01/02/2024 | Officer (give title Other (specify below) below) | | | | | | |
| | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | | | |
| - | | | | X Form filed by One Reporting Person | | | | | | |
| (Street) CHICAGO | IL | 60607 | | Form filed by More than One Reporting Person | | | | | | |
| | | | Rule 10b5-1(c) Transaction Indication | | | | | | | |
| (City) (State) (Zip) | | | Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. | | | | | | | |
| | | | | | | | | | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | | | | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership |
|---------------------------------|--|---|---|---|--------|---------------|---------|---|---|---|
| | | | Code | v | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | (Instr. 4) |
| Common Stock | 01/02/2024 | | S | | 300(1) | D | \$101.2 | 57,519 | D | |
| Common Stock | | | | | | | | 1,259 | Ι | Through wholly owned LLC |
| т | able II - Derivative Se (e.g., puts, ca | | | | | | | Owned | | |

(e.g., puts, calls, warrants, options, convertible securities)

| | | | (e.y., pr | 115, 0 | ans, v | warre | ants, | options, t | ,onvenus | ie se | cunities | ' | | | |
|---|---|--|---|------------------------------|--------|--------|-------|--|---|-------|--|--|--|--|--|
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transa Code (8) | | of Exp | | 6. Date Exerc Expiration Da (Month/Day/Y | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

Explanation of Responses:

1. The reported sale of 300 shares occurred automatically pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 2, 2023.

Remarks:

Ernest W. Torain, Jr., Attorney-in-fact for John <u>McCartney</u>

01/04/2024

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.