

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-1  
REGISTRATION STATEMENT**

Under  
The Securities Act of 1933

**HURON CONSULTING GROUP INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of Incorporation)

**8742**  
(Primary Standard Industrial  
Classification Code Number)

**01-0666114**  
(I.R.S. Employer  
Identification No.)

**550 West Van Buren Street  
Chicago, Illinois 60607  
(312) 583-8700**  
(Address, including zip code, and telephone number, including area code,  
of registrant's principal executive offices)

**Natalia Delgado  
General Counsel and Corporate Secretary  
Huron Consulting Group Inc.  
550 West Van Buren Street  
Chicago, Illinois 60607  
(312) 583-8700**

(Name, address, including zip code, and telephone number, including area code, of agent for service)  
*Copies to:*

**Michael L. Hermsen, Esq.  
Mayer, Brown, Rowe & Maw LLP  
71 South Wacker Drive  
Chicago, Illinois 60606  
(312) 782-0600**

**Herbert S. Wander, Esq.  
Adam R. Klein, Esq.  
Katten Muchin Rosenman LLP  
525 West Monroe Street  
Chicago, Illinois 60661  
(312) 902-5200**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this registration statement becomes effective.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. :

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-130951

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. : \_\_\_\_\_

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. : \_\_\_\_\_

If delivery of the prospectus is expected to be made pursuant to Rule 434 under the Securities Act, check the following box.:

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to Be Registered	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$.01 per share	31,740,000.00	3,396.18

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## **EXPLANATORY NOTE**

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the Registration Statement on Form S-1 (File No. 333-130951) filed by Huron Consulting Group Inc. (the "Registrant") with the Securities and Exchange Commission (the "Commission") on January 11, 2006, as amended, which was declared effective by the Commission on February 2, 2006, are incorporated herein by reference.

## **CERTIFICATION**

The Registrant hereby authorizes the Commission to deduct the \$3,396.18 registration fee for the additional shares of common stock being registered hereby from available unrestricted funds previously deposited by the Registrant in the Commission's lockbox at Mellon Bank. In the event such funds are not available for any reason, the Registrant hereby certifies to the Commission that it will instruct its bank to wire, to the lockbox of the Commission at Mellon Bank, the registration fee for the additional shares of common stock being registered hereby as soon as practicable (but in no event later than the close of business on February 3, 2006); that it will not revoke such instructions; and that it has sufficient funds in the relevant account to cover the amount of the filing fee.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Chicago, state of Illinois on February 2, 2006.

HURON CONSULTING GROUP INC.

By: /s/ Gary L. Burge  
Name: Gary L. Burge  
Title: Vice President, Chief Financial Officer and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated below on February 2, 2006.

<u>Signature</u>	<u>Title</u>
*	Chairman and Chief Executive Officer (Principal Executive Officer)
Gary E. Holdren	
*	Vice Chairman
George E. Massaro	
*	Vice President, Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)
Gary L. Burge	
*	Director
DuBose Ausley	
*	Director
James D. Edwards	
*	Director
John McCartney	
*	Director
John S. Moody	

\* /s/ Natalia Delgado  
Natalia Delgado, Attorney-in-fact

**INDEX TO EXHIBITS**

<b>Exhibit No.</b>	<b>Description</b>	<b>Page</b>
5.1	Opinion of Mayer, Brown, Rowe & Maw LLP	
23.1	Consent of PricewaterhouseCoopers LLP	
23.2	Consent of Mayer, Brown, Rowe & Maw LLP (included in Exhibit No. 5.1)	
24.1	Powers of Attorney (contained on the signature page of, and exhibit number 24.1 to, Registration Statement No. 333-130951).	

February 2, 2006

Mayer, Brown, Rowe & Maw LLP  
71 South Wacker Drive  
Chicago, Illinois 60606-4637

Huron Consulting Group Inc.  
550 West Van Buren Street  
Chicago, Illinois 60607

Main Tel (312) 782-0600  
Main Fax (312) 701-7711  
www.mayerbrownrowe.com

Re: Registration Statement on Form S-1-  
Common Stock, Par Value \$0.01 Per Share

Ladies and Gentlemen:

We have acted as counsel to Huron Consulting Group Inc., a Delaware corporation (the "Company"), in connection with the public offering by a certain selling stockholder of up to 7,245,000 shares (including 945,000 shares subject to an over-allotment option) of the Company's common stock, par value \$0.01 per share (the "Common Shares"), and the corporate proceedings taken and to be taken in connection therewith. We have also participated in the preparation and filing with the Securities and Exchange Commission under the Securities Act of 1933, as amended, of a registration statement on Form S-1 (the "Registration Statement") relating to the Common Shares.

As counsel to the Company, we have examined originals or copies certified or otherwise identified to our satisfaction of the Company's certificate of incorporation and the Company's bylaws, each as amended, restated and supplemented, the resolutions of the board of directors of the Company and such records of the Company, certificates and other documents and such questions of law as we considered necessary or appropriate for purposes of this opinion. As to certain facts material to our opinion, we have relied, to the extent we deem such reliance proper, upon certificates of public officials and officers of the Company. In rendering this opinion, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity to authentic original documents of all documents submitted to us as copies.

Based upon and subject to the foregoing, it is our opinion that the Common Shares have been duly authorized, legally issued, fully paid and are nonassessable.

We consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to us under the caption "Legal Matters" in the prospectus forming a part of the Registration Statement.

We do not express any opinion as to any laws other than the corporate law of the State of Delaware, and we do not express any opinion as to the effect of any other laws on the opinions stated herein.

Very truly yours,

/s/ Mayer, Brown, Rowe & Maw LLP  
Mayer, Brown, Rowe & Maw LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the use in this Registration Statement on Form S-1 of our report dated February 14, 2005, except as to Note 15 which is as of August 26, 2005 relating to the financial statements of Huron Consulting Group, Inc. which appears in such Registration Statement.

We hereby consent to the use in this Registration Statement on Form S-1 of our report dated July 15, 2005 relating to the financial statements of Speltz & Weis LLC which appears in such Registration Statement.

We also consent to the reference to us under the heading "Experts" in such Registration Statement.

/s/ PricewaterhouseCoopers LLP  
PricewaterhouseCoopers LLP  
Chicago, Illinois  
February 1, 2006