

| OMB APPROVAL | |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

| | | | | | | | | |
|---|-----------|--------------|--|--|--|---|--|--|
| 1. Name and Address of Reporting Person* <u>Roth James H</u> | | | 2. Issuer Name and Ticker or Trading Symbol <u>Huron Consulting Group Inc. [HURN]</u> | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CEO | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>06/05/2020</u> | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person | | |
| <u>550 WEST VAN BUREN STREET</u> | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| (Street) | | | | | | | | |
| <u>CHICAGO</u> | <u>IL</u> | <u>60607</u> | | | | | | |
| (City) | (State) | (Zip) | | | | | | |

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) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|------------------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 06/05/2020 | | M ⁽¹⁾ | | 6,800 ⁽²⁾ | A | \$26.19 | 159,009 | D | |
| Common Stock | 06/05/2020 | | S ⁽³⁾ | | 4,029 | D | \$46.75 ⁽⁴⁾ | 154,980 | D | |
| Common Stock | 06/05/2020 | | S ⁽³⁾ | | 6,629 | D | \$48.08 ⁽⁴⁾ | 148,351 | D | |
| Common Stock | 06/05/2020 | | S ⁽³⁾ | | 7,942 | D | \$48.89 ⁽⁴⁾ | 140,409 | D | |
| Common Stock | 06/05/2020 | | S ⁽³⁾ | | 200 | D | \$49.49 | 140,209 | D | |
| Common Stock | | | | | | | | 3,855 | I | By Family LLC |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 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. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of 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 | | | | | |
| Employee Stock Options (Right to Buy) | \$26.19 | 06/05/2020 | | M ⁽¹⁾ | | | 6,800 | 03/11/2012 ⁽⁵⁾ | 03/11/2021 | Common Stock | \$0 | 20,231 | D | |

Explanation of Responses:

- Automatic exercise pursuant to a 10b5-1 trading plan.
- Common stock acquired upon the exercise of options granted March 11, 2011.
- Automatic sale pursuant to a 10b5-1 trading plan.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.38 to \$47.28 for the sale of 4,029 shares, a range of \$47.48 to \$48.45 for the sale of 6,629 shares, and a range of \$48.48 to \$49.45 for the sale of 7,942 shares. The undersigned undertakes to provide Huron Consulting Group Inc. ("Huron"), any security holder of Huron or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (4) to this Form 4.
- The option vested in four equal installments beginning on the first anniversary of the date on which the option was granted.

Ernest W. Torain, Jr., Attorney- 06/09/2020
in-fact for James H. Roth

** 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.