

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT***Under
THE SECURITIES ACT OF 1933***HURON CONSULTING GROUP INC.**

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)**01-0666114**
(I.R.S. Employer
Identification No.)**550 West Van Buren Street
Chicago, Illinois 60607**
(Address of principal executive offices)**Huron Consulting Group Inc. 2004 Omnibus Stock Plan**
(Full title of the plan)**Natalia Delgado**
Vice President, General Counsel and Corporate Secretary
Huron Consulting Group Inc.
550 West Van Buren Street
Chicago, Illinois 60607
(Name and Address of Agent for Service)**(312) 583-8700**
(Telephone Number, including area code, of Agent for Service)**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to be Registered	Amount to be Registered¹	Proposed Maximum Offering Price Per Share²	Proposed Maximum Aggregate Offering Price²	Amount of Registration Fee
Common Stock, par value \$.01 per share	2,100,000	\$ 35.51	\$74,560,500	\$ 7,977.97

- This registration statement shall also cover any additional shares of common stock of the Registrant which may become issuable under the plan being registered pursuant to this registration statement by reason of any stock dividend, stock split, recapitalization or any other similar transaction, effected as required by such plan.
- Estimated in accordance with Rules 457 (c) and (h) of the Securities Act solely for purposes of calculating the registration fee on the basis of the average of the high and low sale prices of the Registrant's Common Stock on the NASDAQ Global Market on August 28, 2006 (\$35.51).

Pursuant to General Instruction E of Form S-8, the contents of the Registration Statement on Form S-8 (File No. 333-119697) of Huron Consulting Group Inc. (the "Company") are incorporated herein by reference. This Registration Statement covers an additional 2,100,000 shares of common stock, par value \$.01 per share, of the Company (the "Common Stock") issuable under the Huron Consulting Group Inc. 2004 Omnibus Stock Plan.

PART II

Item 8. Exhibits.

Exhibit 5.1	Opinion of Mayer, Brown, Rowe & Maw LLP
Exhibit 10.1	Amendment No. 1 to the Huron Consulting Group Inc. 2004 Omnibus Stock Plan
Exhibit 23.1	Consent of Mayer, Brown, Rowe & Maw LLP (included in Exhibit 5.1)
Exhibit 23.2	Consent of PricewaterhouseCoopers LLP
Exhibit 23.3	Consent of PricewaterhouseCoopers LLP
Exhibit 24.1	Power of Attorney (included on signature page)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Chicago, Illinois, on September 1, 2006.

HURON CONSULTING GROUP INC.

By: /s/ Gary E. Holdren
Name: Gary E. Holdren
Title: President, Chief Executive Officer and Director

POWER OF ATTORNEY

We, the undersigned directors and officers of Huron Consulting Group Inc., a Delaware corporation, do hereby constitute and appoint Gary E. Holdren, Gary L. Burge and Natalia Delgado, and each of them individually, our true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to do any and all acts and things in our names and on our behalf in our capacities as directors and officers and to execute any and all instruments for us and in our name in the capacities indicated below, which said attorneys and agents may deem necessary or advisable to enable said registrant to comply with the Securities Act of 1933 and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this registration statement, including specifically, but without limitation, power and authority to sign any and all amendments (including post-effective amendments) to this registration statement, to sign a registration statement filed with the Securities and Exchange Commission pursuant to Rule 462(b) promulgated under the Securities Act of 1933 and any and all amendments thereto, and to file the same, with all exhibits thereto, and we do hereby ratify and confirm all that said attorneys and agents shall do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following person in the capacities and on the dates indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Gary E. Holdren</u> Gary E. Holdren	President, Chief Executive Officer and Director (Principal Executive Officer)	September 1, 2006
<u>/s/ George E. Massaro</u> George E. Massaro	Vice Chairman of the Board	September 1, 2006
<u>/s/ Gary L. Burge</u> Gary L. Burge	Vice President, Chief Financial Officer and Treasurer (Principal Accounting Officer)	September 1, 2006
<u>/s/ DuBose Ausley</u> DuBose Ausley	Director	September 1, 2006
<u>/s/ James D. Edwards</u> James D. Edwards	Director	September 1, 2006
<u>/s/ John McCartney</u> John McCartney	Director	September 1, 2006
<u>/s/ John S. Moody</u> John S. Moody	Director	September 1, 2006

INDEX TO EXHIBITS

Exhibit Number	Description of Document
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24.1	Power of Attorney (included on signature page)

[Letterhead of Mayer, Brown, Rowe & Maw]

September 1, 2006

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

Re: Registration Statement on Form S-8
Huron Consulting Group Inc. 2004 Omnibus Stock Plan

Ladies and Gentlemen:

We have acted as counsel to Huron Consulting Group Inc., a Delaware corporation (the "Company") in connection with the proceedings (the "Company Proceedings") taken and to be taken regarding the registration by the Company of an aggregate 2,100,000 shares of its common stock (the "Common Stock"), with the Securities and Exchange Commission (the "SEC") in connection with the Company's 2004 Omnibus Stock Plan (the "Plan"). We have also participated in the preparation and filing with the SEC under the Securities Act of 1933, as amended, of a registration statement on Form S-8 (the "Registration Statement") relating to the Common Stock.

As counsel to the Company, we have examined originals or copies certified to our satisfaction of the Company's Amended and Restated Certificate of Incorporation, Amended and Restated Bylaws, resolutions of the Board of Directors and such other Company records, instruments, certificates and documents and such questions of law as we considered necessary or appropriate to enable us to express 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 photostatic copies.

Based upon and subject to the foregoing and to the assumptions, limitations and conditions set forth above, we are of the opinion that the Common Stock, when issued and delivered in accordance with the Company Proceedings and the Plan, will be validly issued, fully paid and nonassessable.

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ MAYER, BROWN, ROWE & MAW LLP

FIRST AMENDMENT
TO
HURON CONSULTING GROUP INC.
2004 OMNIBUS STOCK PLAN

WHEREAS, Huron Consulting Group Inc. (the "Company") maintains the Huron Consulting Group Inc. 2004 Omnibus Stock Plan (the "Plan"); and

WHEREAS, the board of directors of the Company has adopted an amendment to the Plan to increase the number of shares available for grant under the Plan by 2,100,000 subject to shareholder approval

WHEREAS, at a meeting held on May 2, 2006, the shareholders of the Company approved a proposal authorizing an amendment to the Plan to increase the number of shares available for grant under the Plan by 2,100,00; and

WHEREAS, amendment of the Plan is now deemed desirable;

NOW, THEREFORE, in accordance with Section 20 of the Plan, the Plan is hereby amended effective May 2, 2006 in the following particulars:

1. By substituting the following for the first sentence of subsection 3(a) of the Plan:

"The maximum number of shares of Company Stock reserved for issuance under the Plan shall be 4,241,000 (subject to adjustment as provided herein)."

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 17, 2006 relating to the financial statements, management's assessment of the effectiveness of internal control over financial reporting and the effectiveness of internal control over financial reporting, which appears in Huron Consulting Group Inc.'s Annual Report on Form 10-K for the year ended December 31, 2005.

/s/ Pricewaterhouse Coopers LLP
Chicago, Illinois
September 1, 2006

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Huron Consulting Group Inc. of our report dated June 15, 2006 relating to the financial statements of MSGalt & Company, LLC, which appears in the Current Report on Form 8-K/A of Huron Consulting Group Inc. dated March 31, 2006 and filed June 16, 2006.

/s/ Pricewaterhouse Coopers LLP
Chicago, Illinois
September 1, 2006