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UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2015

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

Commission file number: 000-50976

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 Number)

550 West Van Buren Street

Chicago, Illinois 60607

(Address of principal executive offices and zip code)

(312) 583-8700

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

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**Title of each class**

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**Name of each exchange on which registered**

Common Stock, par value \$0.01 per share

NASDAQ Global Select Market

**Securities registered pursuant to Section 12(g) of the Act: None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of the Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value of the registrant's common stock held by non-affiliates as of June 30, 2015 (the last business day of the registrant's most recently completed second fiscal quarter) was approximately \$1,579,300,000.

As of February 16, 2016, 21,554,771 shares of the registrant's common stock, par value \$0.01 per share, were outstanding.

Documents Incorporated By Reference

Portions of the registrant's definitive Proxy Statement to be filed with Securities and Exchange Commission within 120 days after the end of its fiscal year are incorporated by reference into Part III.

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HURON CONSULTING GROUP INC.  
ANNUAL REPORT ON FORM 10-K  
FOR FISCAL YEAR ENDED DECEMBER 31, 2015

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## FORWARD-LOOKING STATEMENTS

In this Annual Report on Form 10-K, unless the context otherwise requires, the terms “Huron,” “company,” “we,” “us” and “our” refer to Huron Consulting Group Inc. and its subsidiaries.

Statements in this Annual Report on Form 10-K that are not historical in nature, including those concerning the Company’s current expectations about its future requirements and needs, are “forward-looking” statements as defined in Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and the Private Securities Litigation Reform Act of 1995. Forward-looking statements are identified by words such as “may,” “should,” “expects,” “provides,” “anticipates,” “assumes,” “can,” “will,” “meets,” “could,” “likely,” “intends,” “might,” “predicts,” “seeks,” “would,” “believes,” “estimates,” “plans,” “continues,” or “outlook” or similar expressions. These forward-looking statements reflect our current expectation about our future requirements and needs, results, levels of activity, performance, or achievements. Some of the factors that could cause actual results to differ materially from the forward-looking statements contained herein include, without limitation: failure to achieve expected utilization rates, billing rates, and the number of revenue-generating professionals; inability to expand or adjust our service offerings in response to market demands; our dependence on renewal of client-based services; dependence on new business and retention of current clients and qualified personnel; failure to maintain third-party provider relationships and strategic alliances; inability to license technology to and from third parties; the impairment of goodwill; various factors related to income and other taxes; difficulties in successfully integrating the businesses we acquire and achieving expected benefits from such acquisitions; risks relating to privacy, information security, and related laws and standards; and a general downturn in market conditions. These forward-looking statements involve known and unknown risks, uncertainties and other factors, including, among others, those described under Item 1A. “Risk Factors,” that may cause actual results, levels of activity, performance or achievements to be materially different from any anticipated results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. We disclaim any obligation to update or revise any forward-looking statements as a result of new information or future events, or for any other reason.

## PART I

### ITEM 1. BUSINESS.

#### OVERVIEW

Huron is a global professional services firm focused on assisting clients with their most complex business issues by delivering high-value, quality solutions to support their long-term strategic objectives. Huron specializes in serving clients in the healthcare, higher education, life sciences, and commercial sectors as these organizations face significant transformational change and regulatory or economic pressures in dynamic market environments. With its deep industry and technical expertise, Huron provides advisory, consulting, technology, and analytic solutions to deliver sustainable and measurable results.

Since our founding in 2002, we have grown significantly; we have increased the number of full-time employees from 249 in 2002 to 2,671 as of December 31, 2015, through hiring and acquisitions of complementary and strategic businesses. Our recent acquisitions include Studer Group, Rittman Mead India, and Cloud62 in 2015; Threshold Consulting, Vonlay, and The Frankel Group in 2014; and Blue Stone International in 2013.

We have hired experienced professionals, many of whom are recognized as experts in their fields, from such organizations as the four largest public accounting firms, referred to as the Big Four, and other consulting firms. As of December 31, 2015, we had 124 client-serving managing directors. These individuals have an average of 26 years of business experience.

Our headquarters are located in Chicago, Illinois; other domestic and international offices include Atlanta, Georgia; Boston, Massachusetts; Buffalo, New York; Dallas, Texas; Detroit, Michigan; Houston, Texas; Madison, Wisconsin; New York City, New York; Pensacola, Florida; Portland, Oregon; San Francisco, California; Washington, D.C.; Bangalore, India; and Toronto, Canada.

#### 2015 Acquisitions

##### *Studer Group*

On February 12, 2015, we completed our acquisition of Studer Holdings, Inc. (“Studer Group”), a premier professional services firm that assists healthcare providers achieve cultural transformation to deliver and sustain improvement in clinical outcomes and financial results. The acquisition leverages the Huron Healthcare segment’s performance improvement and clinical transformation capabilities with Studer Group’s Evidence-Based Leadership<sup>SM</sup> framework to provide leadership and cultural transformation expertise for healthcare provider clients. We completed the acquisition in exchange for consideration with a fair value of approximately \$325.2 million, consisting of \$323.2 million in cash and \$2.2 million in Huron common stock, less the receipt of a net working capital adjustment payment of \$0.2 million. The results of operations of Studer Group have been included in our consolidated financial statements and the segment operating results of Huron

Healthcare from the date of acquisition. See Note 4 “Acquisitions” within our consolidated financial statements for further information regarding the Studer Group acquisition.

### ***Rittman Mead India***

Effective July 1, 2015, we completed our acquisition of Rittman Mead Consulting Private Limited (“Rittman Mead India”), the India affiliate of Rittman Mead Consulting Ltd. Rittman Mead India is a data and analytics consulting firm that specializes in the implementation of enterprise performance management and analytics systems. The results of operations of Rittman Mead India have been included in our consolidated financial statements and the segment operating results of Huron Business Advisory from the date of acquisition.

### ***Cloud62***

On October 1, 2015, we completed our acquisition of Cloud62, Inc., a Buffalo, New York-based provider of business consulting services specializing in Salesforce.com implementations and related cloud-based applications. The results of operations of Cloud62 have been included in our consolidated financial statements and the segment operating results of Huron Business Advisory from the date of acquisition.

See Note 4 “Acquisitions” within our consolidated financial statements for further information regarding our recent acquisitions.

## **2015 Divestiture**

### ***Huron Legal***

On December 31, 2015, we completed our divestiture of the Huron Legal segment to Consilio, Inc. for net proceeds of \$110.1 million. Huron Legal provides eDiscovery services, consulting services and contract management services related to law department management, information governance and compliance, legal discovery, litigation management, and legal analytics to legal departments, law firms and companies in connection with their eDiscovery, law department operations and contract and litigation management needs. All of the operations of our Huron Legal segment have been reclassified as discontinued operations in our consolidated financial statements for the years ended December 31, 2015, 2014 and 2013 and as of December 31, 2015 and 2014, and unless indicated otherwise, the information included within this Annual Report on Form 10-K relates to our continuing operations. See Note 3 “Discontinued Operations” within our consolidated financial statements for further information regarding the Huron Legal divestiture.

## **OUR SERVICES**

We provide professional services through four operating segments: Huron Healthcare, Huron Education and Life Sciences, Huron Business Advisory and All Other. For the year ended December 31, 2015, we derived 64%, 24%, and 12% of our revenues from Huron Healthcare, Huron Education and Life Sciences, and Huron Business Advisory, respectively.

For further financial information on our segment results, see Part II—Item 7. “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and Note 18 “Segment Information” within the notes to our consolidated financial statements.

### **Huron Healthcare**

Our Huron Healthcare segment provides strategic advisory, consulting, and technology solutions to national and regional hospitals and integrated health systems, academic medical centers, community hospitals, and physician practices. We deliver solutions to address challenges in the rapidly evolving healthcare environment to improve quality and patient outcomes, increase revenue, reduce expenses, and enhance physician, patient, and employee satisfaction across the healthcare enterprise.

This segment’s primary service lines include:

- **Revenue cycle solutions.** Our revenue cycle solutions are designed to optimize performance and deliver sustainable revenue cycle improvement and a predictable revenue stream, while increasing patient, physician, and staff satisfaction. We work with our clients to improve clinical documentation so that it fully and accurately reflects the severity of illness, complexity of care, and resources consumed. Improved physician documentation results in greater coding specificity, improved case mix index, and appropriate reimbursement for utilized resources. Our technology-enabled solutions help clients optimize investments in financial and support systems, and integrate information with work flow to enable high performance organizations.
- **Cost and clinical solutions.** Our cost and clinical solutions focus on providing a systematic and comprehensive approach to help clients reduce costs across the enterprise while optimizing clinical performance, improving quality and outcomes, and achieving staff alignment across the continuum of care. We help clients improve clinical and administrative operations across inpatient, perioperative, emergency, and outpatient settings as well as physician practices through strategic advisory, consulting, and technology-enabled services. We help clients establish operational and data-enabled clinical transformation, scale and integration improvements, and operational excellence. By fully aligning goals and incentives, we help clients drive efficiency and quality across the clinical and administrative enterprises to improve quality outcomes, reduce costs, and improve patient and staff satisfaction.

- **Studer Group.** Studer Group® works with healthcare organizations primarily in the United States and Canada to build a sustainable culture that promotes accountability and fosters innovation. Through the use of coaching partnerships, software accelerators, and leadership conferences, Studer Group partners with organizations to help them achieve and sustain exceptional improvement in clinical outcomes and financial results.

## Huron Education and Life Sciences

Our Huron Education and Life Sciences segment provides management consulting services and technology solutions to the higher education, academic medical center, pharmaceutical and medical device, and research industries. We work with our clients to develop and implement strategic priorities, performance improvement, technology, and research enterprise solutions to help them address challenges relating to financial management, strategy, operational and organizational effectiveness, research administration, and regulatory compliance.

This segment's primary service lines include:

- **Higher Education.** Our higher education professionals have extensive experience working with colleges and universities on complex strategic, financial, operational, and technology issues. Our strategy and operations solutions assist institutions of higher education align their missions and strategic priorities with their operations to improve quality and reduce costs across the organization. Our strategy and operations solutions include enrollment management, student lifecycle management, financial management, and performance improvement services. To support an institution's technology, data, and analytics strategy, our technology professionals provide services in enterprise systems planning, design and implementation, IT strategy, and governance and research software products and implementation services. Our research solutions, including operational, compliance, and cost reimbursement, assist our clients as they face immense regulatory and cost and reimbursement pressure in their research organizations.
- **Life Sciences.** Our Life Sciences practice brings together a highly skilled team of professionals focused on helping companies, from large pharmaceuticals to newly formed biotechs, to drive measurable value and comply with government regulations. We provide clients with integrated solutions across the life sciences value chain in the areas of corporate and financial strategy, compliance and operations, reimbursement and access strategy, commercial segmentation, lifecycle management and R&D and product strategy. We assist companies in complying with government regulations including fair market value analysis, litigation and investigations, and auditing and monitoring. In addition, we advise companies on commercial contracting strategies, government pricing and transparency reporting, data strategy and analytics, and overall business process improvement.

## Huron Business Advisory

Our Huron Business Advisory segment provides services to the C-suite of middle market and large organizations, lending institutions, law firms, investment banks, and private equity firms. We assist clients in a broad range of industries and across the spectrum from healthy, well-capitalized companies to organizations in transition, and to creditors, owners, and other key constituents.

This segment's primary service lines include:

- **Business Advisory.** Our Business Advisory practice resolves complex business issues and enhances client enterprise value through a suite of services including capital advisory, transaction advisory, operational improvement, restructuring and turnaround, valuation, and dispute advisory. We improve operations or capital structures for businesses performing at less than optimal levels, assess the short-term and long-term prospects of potential acquisition and divestiture opportunities, and provide independent valuation and consulting services to assist clients in making informed decisions for transaction, tax, or litigation purposes. Securities transactions are provided by our registered broker-dealer Huron Transaction Advisory LLC, a member of FINRA.
- **Enterprise Performance Management and Analytics.** Our Enterprise Performance Management and Analytics professionals deliver solutions that enable organizations to manage and optimize their financial performance, operational efficiency, and client experience. With expertise in full-service enterprise performance management (EPM), business analytics, customer relationship management (CRM), and big data professional services, Huron's global presence and remote delivery capabilities help clients drive results and gain a competitive advantage. Our comprehensive offerings include organizational improvements and technology consulting, leveraging both cloud and on-premise configurations. Huron is a Platinum level member of the Oracle PartnerNetwork (OPN) and a Silver level partner of the Salesforce.com partner network.

## All Other

Our All Other segment consists of any line of business not managed by our other three operating segments. These businesses include our public sector consulting practice and our foreign consulting operations based in the Middle East, both of which we wound down in 2015.

## OUR CLIENTS AND INDUSTRIES

We provide consulting services to a wide variety of both financially sound and distressed organizations, including healthcare organizations, leading academic institutions, Fortune 500 companies, and governmental entities. We have worked with more than 450 health systems, hospitals, and academic medical centers and more than 400 universities and research institutions. In 2015, we served over 800 clients, including over 200 new clients. Our top ten clients represented approximately 29.9%, 31.5%, and 36.7% of our revenues in the years ended December 31, 2015, 2014, and 2013, respectively, with no single client accounting for more than 10% of our revenues during those years.

Our clients are in a broad array of industries, including healthcare, education, professional services, pharmaceutical, technology, transportation services, telecommunications, financial services, electronics, consumer products, governmental, retail, mining, oil and gas, energy and utilities, and industrial manufacturing.

## EMPLOYEES

Our success depends on our ability to attract, retain, and develop highly talented professionals by creating a work environment where both employees and teams thrive and individuals are rewarded not only for their own contributions but also for the success of our organization as a whole. To accomplish these goals and recognize high performance, we have developed comprehensive employee programs incorporating training and development opportunities, competitive compensation, performance management, benefits and wellness, as well as corporate social responsibility, facilitated through our Huron Helping Hands program and the diversity and inclusion council.

Our employee population is divided into two groups; client-serving and service and support. As of December 31, 2015, we had 2,671 full-time employees, including 124 client-serving managing directors. Our client-serving employees serve our clients as critical business advisors in support of transforming their business. Our managing directors are the key drivers of our business. They work externally to serve clients as advisors and engagement team leaders, originate revenue by developing new and existing client relationships, and enhance our reputation. Internally they create our intellectual capital and develop our people. Our senior directors, directors, and managers manage day-to-day client relationships and oversee the delivery and quality of our work product. Our associates and analysts gather and organize data, conduct detailed analyses, and prepare presentations that synthesize and distill information to support recommendations we deliver to clients. Our service and support employees include our senior management team as well as professionals who provide sales support, methodology creation, software development, and corporate functions consisting of our facilities, finance and accounting, human resources, information technology, legal, and marketing teams. These employees provide strategic direction and support that enables the success of our client-serving employees. At December 31, 2015, this population contained 18 managing directors, executives, and corporate vice presidents.

In addition to our full-time employees, we engage contractors who supplement our full-time client-serving employees on an as-needed basis by providing highly unique skill sets that are not required to be staffed on a full-time basis.

Supporting our employees' career progression is critical to our retention success. We provide this support through established training and development programs. We provide structured orientation and training programs for new campus hires and experienced employees to enable a more effective assimilation into the Company. "Milestone" programs are development programs offered to recently promoted employees to support their transition to a new role with greater responsibility. In addition to these milestone programs, we offer a variety of leadership development programs for those we deem capable of taking on broader roles in the organization at the senior director and managing director level. We also provide a variety of continuing education opportunities to all our employees, including formal classroom environments, on-line courses, and webinars to further develop employees' technical knowledge and ability to work cooperatively and coach others. We encourage our employees to enhance their professional skills through outside courses that certify their technical skills and to pursue certain advanced degrees. Employees are assigned internal performance coaches to help them establish expectations that are reviewed quarterly, including identifying opportunities for professional development, formal training, and technical skill certifications.

Our compensation philosophy focuses on rewarding and retaining our high performing employees. To accomplish this, we offer employees a competitive base salary, performance incentives, and competitive benefits.

Our incentive compensation plan is designed to recognize and reward performance of both the organization and individuals and to ensure we properly recognize and retain our top performers. We take both practice and Company financial performance into consideration in the determination of bonus pool funding. At the practice level, the annual bonus pool is funded based on achievement of its annual financial goals. The board of directors then reviews and approves the total incentive compensation pool for all practices in the context of the Company's overall financial performance. Individual bonus awards are based on the practice's financial performance, individual bonus targets, and the individual's performance as evaluated through our performance management process. The intent of the incentive compensation plan is to differentiate rewards based on individual performance, ensuring that our top performers for the year receive incentives that are commensurate with their contributions, enabling us to retain them and continue to provide our clients with exceptional

service. The incentive compensation plan for our named executive officers is funded based on a blend of achievement of financial goals and strategic initiatives.

Managing directors' individual compensation levels, including base salary and target incentive awards, are set to align with the value of their expected contributions to the organization. As the key drivers of the organization's success, their compensation is designed to include equity awards as a core component. The use of equity is intended to encourage retention, align the interests of our managing directors with shareholders, and help managing directors build wealth over their career at Huron through annual grants as well as stock price appreciation.

Our benefit and wellness programs are designed to be both comprehensive and tailored to our employee population. One specific benefit we have created is a travel reward to recognize the significant travel commitment of our workforce. Our wellness benefits are aimed at supporting our employees in maintaining a healthy lifestyle which is beneficial to the employee and the Company, given the demanding nature of the work. Through these unique benefits, as well as our health and welfare plans, retirement benefits, stock purchase plan, and other standard benefit programs, we provide a core sense of security to our employees.

Our corporate social responsibility efforts are designed to support an individual's charitable interests while also providing a venue for our employees to come together to make an impact in the communities in which we live and work. In addition, the diversity and inclusion council supports the needs of our growing employee population through employee resource groups and corporate-wide educational efforts to ensure we are fostering a welcoming and nurturing environment for all employees.

## **BUSINESS DEVELOPMENT AND MARKETING**

Our business development and marketing activities are aimed at cultivating relationships, driving demand, generating leads and building a strong brand reputation with hospital, health system, and university administrators, and the offices of the C-suite of middle market and large corporate organizations. We believe that excellent service delivery to clients is critical to building and maintaining relationships and our brand reputation, and we emphasize the importance of client service to all of our employees.

Currently, we generate most of our new business opportunities through relationships that our managing directors have with individuals working in hospitals and health systems, academic institutions, and corporations. We also view cross-selling as a key component in building our business. Often, the client relationship of a managing director in one area leads to opportunities in another area. All of our managing directors understand their role in ongoing relationship and business development, which is reinforced through our compensation and incentive programs. We actively seek to identify new business opportunities, and frequently receive referrals and repeat business from past and current clients. In addition, to complement the business development efforts of our managing directors, we have dedicated business development professionals who are focused exclusively on developing client relationships and generating new business.

## **COMPETITION**

The consulting services industry is extremely competitive, highly fragmented, and subject to rapid change. The industry includes a large number of participants with a variety of skills and industry expertise, including other strategy, business operations, technology, and financial consulting firms, general management consulting firms, the consulting practices of major accounting firms, technical and economic advisory firms, regional and specialty consulting firms, and the internal professional resources of organizations. We compete with a large number of service and technology providers in all of our segments. Our competitors often vary, depending on the particular practice area. We expect to continue to face competition from new entrants.

We believe the principal competitive factors in our market include reputation, the ability to attract and retain top talent, and the capacity to manage engagements effectively to drive high value to clients. There is also competition on price, although to a lesser extent due to the criticality of the issues that many of our services address. Our competitors may have a greater geographic footprint, a broader international presence, and more resources than we do, but we believe that our industry experience and reputation, ability to deliver meaningful client results, and balanced portfolio of services enable us to compete favorably in the consulting marketplace.

## **AVAILABLE INFORMATION**

Our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act are available free of charge on our website, [www.huronconsultinggroup.com](http://www.huronconsultinggroup.com), as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. Any materials we file with the SEC may be read and copied at the SEC's Public Reference Room at 100 F Street, NE, Washington, D.C. 20549. Information on the operation of the Public Reference Room may be obtained by calling the SEC at 1-800-SEC-0330. The SEC maintains an Internet site (<http://www.sec.gov>) that contains reports, proxy and information statements and other information regarding issuers that file electronically with the SEC.

## **ITEM 1A. RISK FACTORS.**

The following discussion of risk factors may be important to understanding the statements in this Annual Report on Form 10-K or elsewhere. The following information should be read in conjunction with Part II—Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the Consolidated Financial Statements and related notes in this Annual Report on Form 10-K. Discussions about the important operational risks that our business encounters can be found in Part II—Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations."

### **An inability to retain our senior management team and other managing directors would be detrimental to the success of our business.**

We rely heavily on our senior management team, our practice leaders, and other managing directors; our ability to retain them is particularly important to our future success. Given the highly specialized nature of our services, the senior management team must have a thorough understanding of our service offerings as well as the skills and experience necessary to manage an organization consisting of a diverse group of professionals. In addition, we rely on our senior management team and other managing directors to generate and market our business. Further, our senior management's and other managing directors' personal reputations and relationships with our clients are a critical element in obtaining and maintaining client engagements. Although we enter into non-solicitation agreements with our senior management team and other managing directors, we generally do not enter into non-competition agreements. Accordingly, members of our senior management team and our other managing directors are not contractually prohibited from leaving or joining one of our competitors, and some of our clients could choose to use the services of that competitor instead of our services. If one or more members of our senior management team or our other managing directors leave and we cannot replace them with a suitable candidate quickly, we could experience difficulty in securing and successfully completing engagements and managing our business properly, which could harm our business prospects and results of operations.

### **Our inability to hire and retain talented people in an industry where there is great competition for talent could have a serious negative effect on our prospects and results of operations.**

Our business involves the delivery of professional services and is highly labor-intensive. Our success depends largely on our general ability to attract, develop, motivate, and retain highly skilled professionals. Further, we must successfully maintain the right mix of professionals with relevant experience and skill sets as we continue to grow, as we expand into new service offerings, and as the market evolves. The loss of a significant number of our professionals, the inability to attract, hire, develop, train, and retain additional skilled personnel, or failure to maintain the right mix of professionals could have a serious negative effect on us, including our ability to manage, staff, and successfully complete our existing engagements and obtain new engagements. Qualified professionals are in great demand, and we face significant competition for both senior and junior professionals with the requisite credentials and experience. Our principal competition for talent comes from other consulting firms and accounting firms, as well as from organizations seeking to staff their internal professional positions. Many of these competitors may be able to offer significantly greater compensation and benefits or more attractive lifestyle choices, career paths, or geographic locations than we do. Therefore, we may not be successful in attracting and retaining the skilled consultants we require to conduct and expand our operations successfully. Increasing competition for these revenue-generating professionals may also significantly increase our labor costs, which could negatively affect our margins and results of operations.

### **Additional hiring, departures, business acquisitions and dispositions could disrupt our operations, increase our costs or otherwise harm our business.**

Our business strategy is dependent in part upon our ability to grow by hiring individuals or groups of individuals and by acquiring complementary businesses. However, we may be unable to identify, hire, acquire, or successfully integrate new employees and acquired businesses without substantial expense, delay, or other operational or financial obstacles. From time to time, we will evaluate the total mix of services we provide and we may conclude that businesses may not achieve the results we previously expected. Competition for future hiring and acquisition opportunities in our markets could increase the compensation we offer to potential employees or the prices we pay for businesses we wish to acquire. In addition, we may be unable to achieve the financial, operational, and other benefits we anticipate from any hiring or acquisition, as well as any disposition, including those we have completed so far. New acquisitions could also negatively impact existing practices and cause current employees to depart. Hiring additional employees or acquiring businesses could also involve a number of additional risks, including:

- the diversion of management's time, attention, and resources from managing and marketing our Company;
- the failure to retain key acquired personnel or existing personnel who may view the acquisition unfavorably;
- the potential loss of clients of acquired businesses;
- the need to compensate new employees while they wait for their restrictive covenants with other institutions to expire;

- the potential need to raise significant amounts of capital to finance a transaction or the potential issuance of equity securities that could be dilutive to our existing stockholders;
- increased costs to improve, coordinate, or integrate managerial, operational, financial, and administrative systems;
- the potential assumption of liabilities of an acquired business;
- the inability to attain the expected synergies with an acquired business;
- the usage of earn-outs based on the future performance of our business acquisitions may deter the acquired company from fully integrating into our existing business;
- the perception of inequalities if different groups of employees are eligible for different benefits and incentives or are subject to different policies and programs; and
- difficulties in integrating diverse backgrounds and experiences of consultants, including if we experience a transition period for newly hired consultants that results in a temporary drop in our utilization rates or margins.

All of our prior acquisitions were accounted for as purchases, some of which involved purchase prices well in excess of tangible asset values, resulting in the creation of a significant amount of goodwill and other intangible assets. Under generally accepted accounting principles, we do not amortize goodwill or intangible assets acquired in a business combination that are determined to have indefinite useful lives, but instead review them annually (or more frequently if impairment indicators arise) for impairment. To the extent that we determine that such an asset has been impaired, we will write down its carrying value on our balance sheet and book an impairment charge in our statement of operations. If, as a result of acquisitions or otherwise, the amount of intangible assets being amortized increases, so will our amortization charges in future periods.

Also, selling practices and shutting down operations present similar challenges in a service business. Dispositions not only require management's time, but they can impair existing relationships with clients or otherwise affect client satisfaction, particularly in situations where the divestiture eliminates only part of the complement of consulting services provided to a client. Dispositions may also involve continued financial involvement, as we may be required to retain responsibility for, or agree to indemnify buyers against, liabilities related to a business sold. For example, in connection with the sale of our Huron Legal segment to Consilio, Inc., which was completed on December 31, 2015, we have contractually agreed to indemnify the buyer against certain liabilities. If we fail to successfully address these risks, our ability to compete may be impaired and our results of operations may be adversely affected.

**Changes in capital markets, legal or regulatory requirements, and general economic or other factors beyond our control could reduce demand for our services, in which case our revenues and profitability could decline.**

A number of factors outside of our control affect demand for our services. These include:

- fluctuations in U.S. and global economies;
- the U.S. or global financial markets and the availability, costs, and terms of credit;
- changes in laws and regulations; and
- other economic factors and general business conditions.

We are not able to predict the positive or negative effects that future events or changes to the U.S. or global economy, financial markets, regulatory and business environment could have on our operations.

**If we are unable to manage fluctuations in our business successfully, we may not be able to sustain profitability.**

We have grown significantly since we commenced operations and have increased the number of our full-time professionals from 249 in 2002 to 2,671 as of December 31, 2015. Additionally, our considerable growth has placed demands on our management and our internal systems, procedures, and controls and will continue to do so in the near future. To successfully manage growth, we must periodically adjust and strengthen our operating, financial, accounting, and other systems, procedures, and controls, which could increase our costs and may adversely affect our gross profits and our ability to sustain profitability if we do not generate increased revenues to offset the costs. As a public company, our information and control systems must enable us to prepare accurate and timely financial information and other required disclosures. If we discover deficiencies in our existing information and control systems that impede our ability to satisfy our reporting requirements, we must successfully implement improvements to those systems in an efficient and timely manner.

Although we have generated positive earnings since we became a public company, we may not sustain profitability in the future. Additionally, the nature of our services and the general economic environment make it difficult to predict our future operating results. To sustain profitability, we must:

- attract, integrate, retain, and motivate highly qualified professionals;
- achieve and maintain adequate utilization and suitable billing rates for our revenue-generating professionals;
- expand our existing relationships with our clients and identify new clients in need of our services;
- successfully resell engagements and secure new engagements every year;
- maintain and enhance our brand recognition; and
- adapt quickly to meet changes in our markets, our business mix, the economic environment, the credit markets, and competitive developments.

**Our financial results could suffer if we are unable to achieve or maintain adequate utilization and suitable billing rates for our consultants.**

Our profitability depends to a large extent on the utilization and billing rates of our professionals. Utilization of our professionals is affected by a number of factors, including:

- the number and size of client engagements;
- the timing of the commencement, completion and termination of engagements, which in many cases is unpredictable;
- our ability to transition our consultants efficiently from completed engagements to new engagements;
- the hiring of additional consultants because there is generally a transition period for new consultants that results in a temporary drop in our utilization rate;
- unanticipated changes in the scope of client engagements;
- our ability to forecast demand for our services and thereby maintain an appropriate level of consultants; and
- conditions affecting the industries in which we practice as well as general economic conditions.

The billing rates of our consultants that we are able to charge are also affected by a number of factors, including:

- our clients' perception of our ability to add value through our services;
- the market demand for the services we provide;
- an increase in the number of clients in the government sector;
- introduction of new services by us or our competitors;
- our competition and the pricing policies of our competitors; and
- current economic conditions.

If we are unable to achieve and maintain adequate overall utilization as well as maintain or increase the billing rates for our consultants, our financial results could materially suffer. In addition, our consultants oftentimes perform services at the physical locations of our clients. If there are natural disasters, disruptions to travel and transportation or problems with communications systems, our ability to perform services for, and interact with, our clients at their physical locations may be negatively impacted which could have an adverse effect on our business and results of operations.

**Our quarterly results of operations have fluctuated in the past and may continue to fluctuate in the future as a result of certain factors, some of which may be outside of our control.**

A key element of our strategy is to market our products and services directly to certain large organizations, such as health systems and acute care hospitals, and to increase the number of our products and services utilized by existing clients. The sales cycle for some of our products and services is often lengthy and may involve significant commitment of client personnel. As a consequence, the commencement

date of a client engagement often cannot be accurately forecasted. As discussed below, certain of our client contracts contain terms that result in revenue that is deferred and cannot be recognized until the occurrence of certain events. As a result, the period of time between contract signing and recognition of associated revenue may be lengthy, and we are not able to predict with certainty the period in which revenue will be recognized.

Certain of our contracts provide that some portion or all of our fees are at risk if our services do not result in the achievement of certain performance targets. To the extent that any revenue is contingent upon the achievement of a performance target, we only recognize revenue upon client confirmation that the performance targets have been achieved. If a client fails to provide such confirmation in a timely manner, our ability to recognize revenue will be delayed.

Fee discounts, pressure to not increase or even decrease our rates and less advantageous contract terms, could result in the loss of clients, lower revenues and operating income, higher costs and less profitable engagements. More discounts or write-offs than we expect in any period would have a negative impact on our results of operations.

Other fluctuations in our quarterly results of operations may be due to a number of other factors, some of which are not within our control, including:

- the timing and volume of client invoices processed and payments received, which may affect the fees payable to us under certain of our engagements;
- client decisions regarding renewal or termination of their contracts;
- the amount and timing of costs related to the development or acquisition of technologies or businesses; and
- unforeseen legal expenses, including litigation and other settlement gains or losses.

We base our annual employee bonus expense upon our expected annual adjusted earnings before interest, taxes, depreciation and amortization (“EBITDA”) for that year. If we experience lower adjusted EBITDA in a quarter without a corresponding change to our full-year adjusted EBITDA expectation, our estimated bonus expense will not be reduced, which will have a negative impact on our quarterly results of operations for that quarter. Our quarterly results of operations may vary significantly and period-to-period comparisons of our results of operations may not be meaningful. The results of one quarter should not be relied upon as an indication of future performance. If our quarterly results of operations fall below the expectations of securities analysts or investors, the price of our common stock could decline substantially.

**Revenues from our performance-based engagements are difficult to predict, and the timing and extent of recovery of our costs is uncertain.**

We have engagement agreements under which our fees include a significant performance-based component. Performance-based fees are contingent on the achievement of specific measures, such as our clients meeting cost-saving or other contractually-defined goals. The achievement of these contractually-defined goals may be subject to acknowledgment by the client and is often impacted by factors outside of our control, such as the actions of the client or other third parties. Because performance-based fees are contingent, revenues on such engagements, which are recognized when all revenue recognition criteria are met, are not certain and the timing of receipt is difficult to predict and may not occur evenly throughout the year. The percentage of our revenues derived from performance-based fees for the years ended December 31, 2015, 2014, and 2013, was 8.7%, 17.2%, and 19.6%, respectively. A greater number of performance-based fee arrangements may result in increased volatility in our working capital requirements and greater variations in our quarter-to-quarter results, which could affect the price of our common stock. In addition, an increase in the proportion of performance-based fee arrangements may temporarily offset the positive effect on our operating results from an increase in our utilization rate until the related revenues are recognized.

**The profitability of our fixed-fee engagements with clients may not meet our expectations if we underestimate the cost of these engagements.**

When making proposals for fixed-fee engagements, we estimate the costs and timing for completing the engagements. These estimates reflect our best judgment regarding the efficiencies of our methodologies and consultants as we plan to deploy them on engagements. Any increased or unexpected costs or unanticipated delays in connection with the performance of fixed-fee engagements, including delays caused by factors outside our control, could make these contracts less profitable or unprofitable, which would have an adverse effect on our profit margin. For the years ended December 31, 2015, 2014, and 2013, fixed-fee engagements represented 58.0%, 50.3%, and 48.5% of our revenues, respectively.

**Our business is becoming increasingly dependent on information technology and will require additional investments in order to grow and meet the demands of our clients.**

We depend on the use of sophisticated technologies and systems. Some of our practices provide services that are increasingly dependent on the use of software applications and systems that we do not own and could become unavailable. Moreover, our technology platforms will require continuing investments by us in order to expand existing service offerings and develop complementary services. A portion of our business, in which we provide implementation and consulting services for third-party software technology, has grown over the last few years. If third-party software technology that is important to our business does not continue to be available or utilized within the marketplace, certain services that we provide to clients may no longer be relevant in the marketplace, which may harm our financial condition and operating results. Our future success depends on our ability to adapt our services and infrastructure while continuing to improve the performance, features, and reliability of our services in response to the evolving demands of the marketplace.

**We could experience system failures, service interruptions, or security breaches that could negatively impact our business.**

Our organization is comprised of employees who work on matters throughout the United States and overseas. Our technology platform is a “virtual office” from which we all operate. We may be subject to disruption to our operating systems from technology events that are beyond our control, including the possibility of failures at third-party data centers, disruptions to the Internet, natural disasters, power losses, and malicious attacks. In addition, despite the implementation of security measures, our infrastructure and operating systems, including the Internet and related systems, may be vulnerable to physical break-ins, hackers, improper employee or contractor access, computer viruses, programming errors, denial-of-service attacks, or other attacks by third parties seeking to disrupt operations or misappropriate information or similar physical or electronic breaches of security. While we have taken and are taking reasonable steps to prevent and mitigate the damage of such events, including implementation of system security measures, information backup, and disaster recovery processes, those steps may not be effective and there can be no assurance that any such steps can be effective against all possible risks. We will need to continue to invest in technology in order to achieve redundancies necessary to prevent service interruptions. Access to our systems as a result of a security breach, the failure of our systems, or the loss of data could result in legal claims or proceedings, liability, or regulatory penalties and disrupt operations, which could adversely affect our business and financial results.

**Our reputation could be damaged and we could incur additional liabilities if we fail to protect client and employee data through our own accord or if our information systems are breached.**

We rely on information technology systems to process, transmit, and store electronic information and to communicate among our locations around the world and with our clients, partners, and employees. The breadth and complexity of this infrastructure increases the potential risk of security breaches which could lead to potential unauthorized disclosure of confidential information.

In providing services to clients, we may manage, utilize, and store sensitive or confidential client or employee data, including personal data and protected health information. As a result, we are subject to numerous laws and regulations designed to protect this information, such as the U.S. federal and state laws governing the protection of health or other personally identifiable information, including the Health Insurance Portability and Accountability Act (HIPAA), and international laws such as the European Union Directive on Data Protection. In addition, many states, U.S. federal governmental authorities and non-U.S. jurisdictions have adopted, proposed or are considering adopting or proposing, additional data security and/or data privacy statutes or regulations. Continued governmental focus on data security and privacy may lead to additional legislative and regulatory action, which could increase the complexity of doing business. The increased emphasis on information security and the requirements to comply with applicable U.S. and foreign data security and privacy laws and regulations may increase our costs of doing business and negatively impact our results of operations.

These laws and regulations are increasing in complexity and number. If any person, including any of our employees, negligently disregards or intentionally breaches our established controls with respect to client or employee data, or otherwise mismanages or misappropriates that data, we could be subject to significant monetary damages, regulatory enforcement actions, fines, and/or criminal prosecution.

In addition, unauthorized disclosure of sensitive or confidential client or employee data, whether through systems failure, employee negligence, fraud, or misappropriation, could damage our reputation and cause us to lose clients and their related revenue in the future.

**Our international expansion could result in additional risks.**

We operate both domestically and internationally, including in Canada, Europe, Asia, and the Middle East. Although historically our international operations have been limited, we intend to continue to expand internationally. Such expansion may result in additional risks that are not present domestically and which could adversely affect our business or our results of operations, including:

- compliance with additional U.S. regulations and those of other nations applicable to international operations;

- cultural and language differences;
- employment laws and rules and related social and cultural factors;
- losses related to start-up costs, lack of revenue, higher costs due to low utilization, and delays in purchase decisions by prospective clients;
- currency fluctuations between the U.S. dollar and foreign currencies, which are harder to predict in the current adverse global economic climate;
- restrictions on the repatriation of earnings;
- potentially adverse tax consequences and limitations on our ability to utilize losses generated in our foreign operations;
- different regulatory requirements and other barriers to conducting business;
- different or less stable political and economic environments;
- greater personal security risks for employees traveling to or located in unstable locations; and
- civil disturbances or other catastrophic events.

Further, conducting business abroad subjects us to increased regulatory compliance and oversight. For example, in connection with our international operations, we are subject to laws prohibiting certain payments to governmental officials, such as the Foreign Corrupt Practices Act. A failure to comply with applicable regulations could result in regulatory enforcement actions as well as substantial civil and criminal penalties assessed against us and our employees.

**Our obligations under the Amended Credit Agreement are secured by a pledge of certain of the equity interests in our subsidiaries and a lien on substantially all of our assets and those of our subsidiary grantors. If we default on these obligations, our lenders may foreclose on our assets, including our pledged equity interest in our subsidiaries.**

On March 31, 2015, we entered into a second amended and restated security agreement with Bank of America (the “Security Agreement”) and a second amended and restated pledge agreement (the “Pledge Agreement”) in connection with our entry into the Second Amended and Restated Credit Agreement, dated as of March 31, 2015 (as amended and restated, the “Amended Credit Agreement”). Pursuant to the Security Agreement and to secure our obligations under the Amended Credit Agreement, we granted our lenders a first-priority lien, subject to permitted liens, on substantially all of the personal property assets that we and the subsidiary grantors own. Pursuant to the Pledge Agreement, we granted our lenders 100% of the voting stock or other equity interests in our domestic subsidiaries and 65% of the voting stock or other equity interests in certain of our foreign subsidiaries. If we default on our obligations under the Amended Credit Agreement, our lenders could accelerate our indebtedness and may be able to exercise their liens on the equity interests subject to the Pledge Agreement and their liens on substantially all of our assets and the assets of our subsidiary grantors, which would have a material adverse effect on our business, operations, financial condition, and liquidity. In addition, the covenants contained in the Amended Credit Agreement impose restrictions on our ability to engage in certain activities, such as the incurrence of additional indebtedness, certain investments, certain acquisitions and dispositions, and the payment of dividends.

**Our indebtedness could adversely affect our ability to raise additional capital to fund our operations and obligations, expose us to interest rate risk to the extent of our variable-rate debt, and adversely affect our financial results.**

At December 31, 2015, we had outstanding indebtedness totaling \$312.0 million, including \$250 million principal amount of our 1.25% convertible senior notes. Our ability to make scheduled payments of the principal of, to pay interest on, make payments upon conversion, or to refinance our indebtedness, depends on our future performance. Our business may not continue to generate cash flow from operations in the future sufficient to satisfy our obligations under our current indebtedness and any future indebtedness we may incur and to make necessary capital expenditures. If we are unable to generate such cash flow, we may be required to adopt one or more alternatives, such as reducing or delaying investments or capital expenditures, selling assets, refinancing, or obtaining additional equity capital on terms that may be onerous or highly dilutive. Our ability to refinance our current indebtedness or future indebtedness will depend on the capital markets and our financial condition at such time. We may not be able to engage in any of these activities or engage in these activities on desirable terms, which could result in a default on the current indebtedness or future indebtedness.

In addition, our indebtedness, combined with our other financial obligations and contractual commitments, could have other important consequences. For example, it could:

- expose us to the risk of increased interest rates because some of our borrowings are at variable interest rates;

- make us more vulnerable to adverse changes in general U.S. and worldwide economic, industry, and competitive conditions and adverse changes in government regulation;
- limit our ability to obtain additional financing and flexibility in planning for, or reacting to, changes in our business and our industry;
- place us at a disadvantage compared to our competitors who have less debt or have better access to capital resources; and
- require us to dedicate a larger portion of our cash from operations to service our indebtedness and thus reduce the level of cash for other purposes such as funding working capital, strategic acquisitions, capital expenditures, and other general corporate purposes.

Any of these factors could materially and adversely affect our business, financial condition, and results of operations. In addition, if we incur additional indebtedness, the risks related to our business and our ability to service or repay our indebtedness would increase.

**The accounting method for convertible debt securities that may be settled in cash, such as our convertible notes, could have a material effect on our reported financial results.**

Under GAAP, an entity must separately account for the debt component and the embedded conversion option of convertible debt instruments that may be settled entirely or partially in cash upon conversion, such as our convertible notes, in a manner that reflects a company's economic interest cost. The effect of the accounting treatment for such instruments is that the value of such embedded conversion option would be treated as an original issue discount for purposes of accounting for the debt component of the notes and that original issue discount is amortized into interest expense over the term of the notes using an effective yield method. As a result, over the term of our convertible notes, we will initially be required to record a greater amount of noncash interest expense. Accordingly, we will report lower net income in our financial results because of the recognition of both the current period's amortization of the debt discount and our convertible notes' coupon interest, which could adversely affect our reported or future financial results, the trading price of our common stock, and the trading price of our convertible notes.

Under certain circumstances, the shares of common stock underlying convertible debt instruments (such as our convertible notes) that may be settled entirely or partially in cash are reflected in earnings per share utilizing the treasury stock method, the effect of which is that such shares of common stock are not included in the calculation of diluted earnings per share except to the extent that the conversion value of the notes exceeds their principal amount at the end of the reporting period. Under the treasury stock method, for diluted earnings per share purposes, our convertible notes are accounted for as if the number of shares of common stock that would be necessary to settle such excess, if we elected to settle such excess in shares of common stock, are issued. The accounting standards in the future may not continue to permit the use of the treasury stock method. If we are unable to use the treasury stock method in accounting for the shares of common stock issuable upon conversion of our convertible notes, then our diluted earnings per share could be adversely affected.

In addition, if the conditional conversion feature of our convertible notes is triggered, even if holders do not elect to convert their convertible notes, we could be required under applicable accounting rules to reclassify all of the outstanding principal of our convertible notes as a current, rather than long-term, liability, which would result in a material reduction of our net working capital.

**We may not have the ability to raise the funds necessary to pay the amount of cash due upon conversion of our convertible notes, if relevant, or the fundamental change repurchase price due when a holder submits its convertible notes for repurchase upon the occurrence of a fundamental change, and our debt may contain limitations on our ability to pay cash upon conversion or required repurchase of our convertible notes.**

Upon the occurrence of a fundamental change as defined in the indenture governing our convertible notes, holders of our convertible notes may require us to repurchase, for cash, all or a portion of their convertible notes at a repurchase price equal to 100% of their principal amount, plus accrued and unpaid interest, if any. In addition, upon conversion of our convertible notes, we will be required to make cash payments in respect of our convertible notes being converted, including if the conditional conversion feature of our convertible notes is triggered, unless we elect to deliver solely shares of our common stock to settle such conversion.

We may not have sufficient financial resources, or may be unable to arrange financing, to pay the fundamental change repurchase price if holders of our convertible notes submit their convertible notes for purchase by us upon the occurrence of a fundamental change or to pay the amount of cash (if any) due if holders of our convertible notes surrender their convertible notes for conversion. In addition, the occurrence of a fundamental change may cause an event of default under agreements governing our or our subsidiaries' indebtedness. Agreements governing any of our future debt may restrict our ability to make each of the required cash payments even if we have sufficient funds to make them. Furthermore, our ability to purchase our convertible notes or to pay cash (if any) due upon the conversion of our convertible notes may be limited by law or regulatory authorities. In addition, if we fail to repurchase our convertible notes or to pay the amount of cash (if any) due upon conversion of our convertible notes, we will be in default under the indenture. A default under the indenture or the fundamental change

itself could also lead to a default under agreements governing our other indebtedness, which in turn may result in the acceleration of such other indebtedness we may then have outstanding. If the repayment of the other indebtedness were to be accelerated, we may not have sufficient funds to repay that indebtedness and to repurchase our convertible notes or to pay the amount of cash (if any) due upon conversion.

**The fundamental change provisions associated with our convertible notes may delay or prevent an otherwise beneficial takeover attempt of us.**

The fundamental change purchase rights, which will allow holders of our convertible notes to require us to repurchase all or a portion of their convertible notes upon the occurrence of a fundamental change, and the provisions requiring an increase to the conversion rate for conversions in connection with certain other circumstances may delay or prevent a takeover of us that might otherwise be beneficial to investors.

**The convertible note hedge transactions and the warrant transactions may affect the value of our convertible notes and our common stock.**

In connection with the pricing of our convertible notes, we entered into privately negotiated convertible note hedge transactions with affiliates of Merrill Lynch, Pierce, Fenner & Smith Incorporated and J.P. Morgan Securities as hedge counterparties. The convertible note hedge transactions collectively cover, subject to customary anti-dilution adjustments, the number of shares of common stock that initially underlie our convertible notes. We also entered into separate privately negotiated warrant transactions with the hedge counterparties relating to the same number of shares of our common stock, subject to customary anti-dilution adjustments.

We expect that the hedge counterparties and/or their affiliates may modify their hedge positions with respect to the convertible note hedge transactions and the warrant transactions from time to time by purchasing and/or selling shares of our common stock and/or our convertible notes in privately negotiated transactions and/or open market transactions or by entering into and/or unwinding various over-the-counter derivative transactions with respect to our common stock. This activity could also cause or prevent an increase or decrease in the market value of our common stock. In addition, the hedge counterparties and/or their affiliates may choose to engage in, or to discontinue engaging in, any of these transactions with or without notice at any time, and their decisions will be in their sole discretion and not within our control.

The hedge counterparties are financial institutions which will be subject to the risk that one or both of the hedge counterparties might default under their respective convertible note hedge transactions. Upon a default by any hedge counterparty, we may suffer adverse tax consequences and more dilution than we currently anticipate with respect to our common stock. We can provide no assurances as to the financial stability or viability of the hedge counterparties.

**Our intellectual property rights in our “Huron Consulting Group” name are important, and any inability to use that name could negatively impact our ability to build brand identity.**

We believe that establishing, maintaining, and enhancing the “Huron Consulting Group” name is important to our business. We are, however, aware of a number of other companies that use names containing “Huron.” There could be potential trade name or service mark infringement claims brought against us by the users of these similar names and marks and those users may have trade name or service mark rights that are senior to ours. If another company were to successfully challenge our right to use our name, or if we were unable to prevent a competitor from using a name that is similar to our name, our ability to build brand identity could be negatively impacted.

**Our business performance might not be sufficient for us to meet the full-year financial guidance that we provide publicly.**

We provide full-year financial guidance to the public based upon our expectations regarding our financial performance. While we believe that our annual financial guidance provides investors and analysts with insight to our view of the Company’s future performance, such financial guidance is based on assumptions that may not always prove to be accurate and may vary from actual results. If we fail to meet the full-year financial guidance that we provide, or if we find it necessary to revise such guidance during the year, the market value of our common stock could be adversely affected.

**Expanding our service offerings or number of offices may not be profitable.**

We may choose to develop new service offerings, open new offices, or eliminate service offerings because of market opportunities or client demands. Developing new service offerings involves inherent risks, including:

- our inability to estimate demand for the new service offerings;
- competition from more established market participants;

- a lack of market understanding; and
- unanticipated expenses to recruit and hire qualified consultants and to market our new service offerings.

In addition, expanding into new geographic areas and expanding current service offerings is challenging and may require integrating new employees into our culture as well as assessing the demand in the applicable market. If we cannot manage the risks associated with new service offerings or new locations effectively, we are unlikely to be successful in these efforts, which could harm our ability to sustain profitability and our business prospects.

**The healthcare industry is an area of significant focus for our business, and factors that adversely affect the financial condition of the healthcare industry could consequently affect our business.**

We derive a significant portion of our revenue from clients in the healthcare industry. As a result, our financial condition and results of operations could be adversely affected by conditions affecting the healthcare industry generally and hospitals and health systems particularly. The healthcare industry is highly regulated and is subject to changing political, legislative, regulatory, and other influences. Existing and new federal and state laws and regulations affecting the healthcare industry could create unexpected liabilities for us, could cause us or our clients to incur additional costs, and could restrict our or our clients' operations. Many healthcare laws are complex and their application to us, our clients, or the specific services and relationships we have with our clients are not always clear. In addition, federal and state legislatures have periodically introduced programs to reform or amend the U.S. healthcare system at both the federal and state level, such as the Patient Protection and Affordable Care Act and the Health Care and Education Reconciliation Act of 2010. Due to the significant implementation issues arising under these laws, it is unclear what long-term effects they will have on the healthcare industry and in turn on our business, financial condition, and results of operations. Our failure to accurately anticipate the application of these laws and regulations, or our failure to comply with such laws and regulations, could create liability for us, result in adverse publicity and negatively affect our business.

There are many factors that could affect the purchasing practices, operations, and, ultimately, the operating funds of healthcare organizations, such as reimbursement policies for healthcare expenses, federal and state budgetary considerations, consolidation in the healthcare industry, and regulation, litigation, and general economic conditions. In particular, we could be required to make unplanned modifications of our products and services (which would require additional time and investment) or we could suffer reductions in demand for our products and services as a result of changes in regulations affecting the healthcare industry, such as changes in the way that healthcare organizations are paid for their services (e.g., based on patient outcomes instead of services provided).

In addition, state tax authorities have challenged the tax-exempt status of some hospitals and other healthcare facilities claiming such status on the basis that they are operating as charitable and/or religious organizations. If the tax-exempt status of any of our clients is revoked or compromised by new legislation or interpretation of existing legislation, that client's financial health could be adversely affected, which could adversely impact demand for our services, our sales, revenue, financial condition, and results of operations.

**Our ability to maintain and attract new business and talented personnel depends upon our reputation, the professional reputation of our revenue-generating employees, and the quality of our services.**

As a professional services firm, our ability to secure new engagements and retain and attract talented personnel depends heavily upon our reputation and the individual reputations of our professionals. Any factor that diminishes our reputation or that of our employees, including not meeting client expectations or misconduct by our employees, could make it substantially more difficult for us to attract new engagements, clients, and employees. Similarly, because we obtain many of our new engagements from former or current clients or from referrals by those clients or by law firms that we have worked with in the past, any client that questions the quality of our work or that of our consultants could impair our ability to secure additional new engagements and clients.

**A significant portion of our revenues is derived from a limited number of clients, and our engagement agreements, including those related to our largest clients, can be terminated by our clients with little or no notice and without penalty, which may cause our operating results to be unpredictable and may result in unexpected declines in our utilization and revenues.**

As a consulting firm, we have derived, and expect to continue to derive, a significant portion of our revenues from a limited number of clients. Our ten largest clients accounted for approximately 29.9%, 31.5%, and 36.7% of our revenues for the years ended December 31, 2015, 2014, and 2013, respectively. No single client accounted for more than 10% of our revenues in 2015, 2014, or 2013. Our clients typically retain us on an engagement-by-engagement basis, rather than under fixed-term contracts; the volume of work performed for any particular client is likely to vary from year to year, and a major client in one fiscal period may not require or may decide not to use our services in any subsequent fiscal period. Moreover, a large portion of our new engagements comes from existing clients. Accordingly, the failure to obtain new large engagements or multiple engagements from existing or new clients could have a material adverse effect on the amount of revenues we generate.

In addition, almost all of our engagement agreements can be terminated by our clients with little or no notice and without penalty. In client engagements that involve multiple engagements or stages, there is a risk that a client may choose not to retain us for additional stages of an engagement or that a client will cancel or delay additional planned engagements. For clients in bankruptcy, a bankruptcy court could elect not to retain our interim management consultants, terminate our retention, require us to reduce our fees for the duration of an engagement, or elect not to approve claims against fees earned by us prior to or after the bankruptcy filing.

Terminations of engagements, cancellations of portions of the project plan, delays in the work schedule, or reductions in fees could result from factors unrelated to our services. When engagements are terminated or reduced, we lose the associated future revenues, and we may not be able to recover associated costs or redeploy the affected employees in a timely manner to minimize the negative impact. In addition, our clients' ability to terminate engagements with little or no notice and without penalty makes it difficult to predict our operating results in any particular fiscal period.

**Our engagements could result in professional liability, which could be very costly and hurt our reputation.**

Our engagements typically involve complex analyses and the exercise of professional judgment. As a result, we are subject to the risk of professional liability. From time to time, lawsuits with respect to our work are pending. Litigation alleging that we performed negligently or breached any other obligations could expose us to significant legal liabilities and, regardless of outcome, is often very costly, could distract our management, could damage our reputation, and could harm our financial condition and operating results. In addition, certain of our engagements, including interim management engagements and corporate restructurings, involve greater risks than other consulting engagements. We are not always able to include provisions in our engagement agreements that are designed to limit our exposure to legal claims relating to our services. While we attempt to identify and mitigate our exposure with respect to liability arising out of our consulting engagements, these efforts may be ineffective and an actual or alleged error or omission on our part or the part of our client or other third parties in one or more of our engagements could have an adverse impact on our financial condition and results of operations. In addition, we carry professional liability insurance to cover many of these types of claims, but the policy limits and the breadth of coverage may be inadequate to cover any particular claim or all claims plus the cost of legal defense. For example, we provide services on engagements in which the impact on a client may substantially exceed the limits of our errors and omissions insurance coverage. If we are found to have professional liability with respect to work performed on such an engagement, we may not have sufficient insurance to cover the entire liability.

**The consulting services industry is highly competitive and we may not be able to compete effectively.**

The consulting services industry in which we operate includes a large number of participants and is intensely competitive. We face competition from other business operations and financial consulting firms, general management consulting firms, the consulting practices of major accounting firms, regional and specialty consulting firms, and the internal professional resources of organizations. In addition, because there are relatively low barriers to entry, we expect to continue to face additional competition from new entrants into the business operations and financial consulting industries. Competition in several of the sectors in which we operate is particularly intense as many of our competitors are seeking to expand their market share in these sectors. Many of our competitors have a greater national and international presence, as well as have a significantly greater number of personnel, financial, technical, and marketing resources. In addition, these competitors may generate greater revenues and have greater name recognition than we do. Some of our competitors may also have lower overhead and other costs and, therefore, may be able to more effectively compete through lower cost service offerings. Our ability to compete also depends in part on the ability of our competitors to hire, retain, and motivate skilled professionals, the price at which others offer comparable services, the ability of our competitors to offer new and valuable products and services to clients, and our competitors' responsiveness to their clients. If we are unable to compete successfully with our existing competitors or with any new competitors, our financial results will be adversely affected.

**Conflicts of interest could preclude us from accepting engagements thereby causing decreased utilization and revenues.**

We provide services in connection with bankruptcy and other proceedings that usually involve sensitive client information and frequently are adversarial. In connection with bankruptcy proceedings, we are required by law to be "disinterested" and may not be able to provide multiple services to a particular client. In addition, our engagement agreement with a client or other business reasons may preclude us from accepting engagements from time to time with our clients' competitors or adversaries. As we adjust the size of our operations and the complement of consulting services, the number of conflict situations may continue to increase. Moreover, in many industries in which we provide services, there has been a continuing trend toward business consolidations and strategic alliances. These consolidations and alliances reduce the number of companies that may seek our services and increase the chances that we will be unable to accept new engagements as a result of conflicts of interest. If we are unable to accept new engagements for any reason, our consultants may become underutilized, which would adversely affect our revenues and results of operations in future periods.

**ITEM 1B. UNRESOLVED STAFF COMMENTS.**

None.

**ITEM 2. PROPERTIES.**

As of December 31, 2015, our principal executive offices in Chicago, Illinois, consisted of approximately 140,000 square feet of office space, under a lease expiring September 2024. We have one five-year renewal option that will allow us to continue to occupy this office space until September 2029. This facility accommodates our executive team and corporate departments, as well as professionals in each of our practices. Additionally, we occupy leased facilities for our other domestic and international offices, including those located in the following cities: Atlanta, Georgia; Boston, Massachusetts; Buffalo, New York; Dallas, Texas; Detroit, Michigan; Houston, Texas; Madison, Wisconsin; New York City, New York; Pensacola, Florida; Portland, Oregon; San Francisco, California; Washington, D.C.; Bangalore, India; and Toronto, Canada. We do not own any real property. We believe that our leased facilities are adequate to meet our current needs and that additional facilities are available for lease to meet future needs.

**ITEM 3. LEGAL PROCEEDINGS.**

**Tamalluk Business Development LLC v. Huron Consulting Services LLC (Abu Dhabi Court of First Instance)**

On August 22, 2013, we learned that Tamalluk Business Development LLC, who was Huron's agent in Abu Dhabi, and its principal, Mubarak Ahmad Bin Hamouda Al Dhaheri, filed a claim against Huron Consulting Services LLC in the Abu Dhabi Court of First Instance. The lawsuit alleged that under the agency agreement, Tamalluk was entitled to a commission on certain amounts that Huron collected from Abu Dhabi clients, and that Huron breached the agreement with Tamalluk and caused damages by declining to enter into a client engagement in Abu Dhabi and subsequently terminating the agency agreement with Tamalluk. Claimants alleged they were entitled to \$50 million for damage to reputation and defamation and another \$50 million for breach of contract. Huron submitted its written response on September 25, 2013. The response stated that Huron had the right to terminate the agency agreement with Tamalluk, and Huron had the sole discretion whether to accept or reject an engagement. Huron also filed a counterclaim on October 10, 2013 seeking a judicial order to permit the cancellation of Huron's commercial license to allow Huron to cease doing business in Abu Dhabi. On December 17, 2013, the Abu Dhabi court ruled in Huron's favor on all claims and held that Huron permissibly terminated the contract with Tamalluk and Huron did not owe Tamalluk any compensation related to Tamalluk's claims. In addition, the court terminated the Local Sponsorship Agreement as requested by Huron in its counterclaim. Tamalluk appealed the decision, and on March 18, 2014, the appellate court upheld the decision in Huron's favor. Tamalluk filed an appeal on May 18, 2014 to the Court of Cassation, which is the highest court in Abu Dhabi. On October 21, 2014, the Court of Cassation referred the case back to the appellate court for consideration of Claimants' allegations relating to damage to reputation and defamation, which the appellate court had not previously addressed. The Court of Cassation ruled in Huron's favor on the other claims and on Huron's counterclaim. On October 13, 2015, the appellate court ruled in Huron's favor and denied Tamalluk's claims for damage to reputation and defamation. Tamalluk did not appeal to the Court of Cassation in the time period prescribed by law, and therefore the litigation is concluded.

**Physiotherapy Associates**

In 2011, Huron was engaged to design and implement new processes, software, tools, and techniques to assist Physiotherapy Associates, Inc. ("PA") in reducing older accounts receivable levels and optimizing cash flow. The engagement agreement specifically provided that Huron will not be auditing financial statements and that Huron's services are not designed, and should not be relied on, to disclose weaknesses in internal controls, financial statement errors, irregularities, illegal acts, or disclosure deficiencies.

In November 2013, Physiotherapy Holdings, Inc., and certain subsidiaries and affiliates (including PA) filed a voluntary petition for bankruptcy pursuant to Chapter 11 of the Bankruptcy Code, which resulted in part from claims related to an alleged overstatement of PA's revenues and profitability in connection with the sale of PA in 2012. The Joint Prepackaged Plan of Reorganization (the "Plan"), which was confirmed by the Bankruptcy Court in December 2013, established and funded a Litigation Trust to pursue certain claims on behalf of certain beneficiaries. The Plan disclosed a lengthy list of potential defendants and witnesses regarding these claims, including but not limited to the debtors' officers, directors, certain employees, former owners, investment bankers, auditors, and various consultants. This list of potential defendants and witnesses included Huron, as well as three of Huron's current or former employees.

The Plan suggested that Huron, among others, was involved in "actively marketing PA" for sale and provided opinions to unnamed parties "defending the quality of PA's earnings." While we believe that we have meritorious defenses, to avoid the time and expense of protracted litigation, in September 2015 we reached an agreement with the Litigation Trust to settle the matter for \$3.6 million. As a result, in

the third quarter of 2015 we increased our accrued liability from \$1.3 million to \$3.6 million, and increased our insurance receivable from \$0.5 million to \$2.8 million. The settlement agreement has been finalized and approved by the Bankruptcy Court.

#### **Other Litigation**

During the fourth quarter of 2015, we settled two lawsuits brought by Huron, resulting in a gain of \$10.0 million being recorded. We collected the \$10.0 million in January 2016.

From time to time, we are involved in legal proceedings and litigation arising in the ordinary course of business. As of the date of this Annual Report on Form 10-K, we are not a party to any other litigation or legal proceeding that, in the current opinion of management, could have a material adverse effect on our financial position or results of operations. However, due to the risks and uncertainties inherent in legal proceedings, actual results could differ from current expected results.

#### **ITEM 4. MINE SAFETY DISCLOSURES.**

Not applicable.

**PART II****ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.****Market Information**

Our common stock is traded on The NASDAQ Global Select Market under the symbol "HURN." The following table sets forth, on a per share basis and for the periods indicated, the high and low sale prices for our common stock as reported by The NASDAQ Stock Market.

	<b>High</b>	<b>Low</b>
<b>2014</b>		
First Quarter	\$ 70.41	\$ 59.27
Second Quarter	\$ 72.07	\$ 57.18
Third Quarter	\$ 72.66	\$ 59.67
Fourth Quarter	\$ 72.80	\$ 59.54
<b>2015</b>		
First Quarter	\$ 78.89	\$ 62.29
Second Quarter	\$ 71.92	\$ 58.13
Third Quarter	\$ 78.13	\$ 61.37
Fourth Quarter	\$ 65.03	\$ 43.35

**Holders**

As of February 16, 2016, there were 758 registered holders of record of Huron's common stock. A number of the Company's stockholders hold their shares in street name; therefore, the Company believes that there are substantially more beneficial owners of its common stock.

**Dividends**

We have not declared or paid dividends on our common stock since we became a public company. Our board of directors re-evaluates this policy periodically. Any determination to pay cash dividends will be at the discretion of the board of directors and will be dependent upon our results of operations, financial condition, capital requirements, terms of our financing arrangements, and such other factors as the board of directors deems relevant. In addition, the amount of dividends we may pay is subject to the restricted payment provisions of our senior secured credit facility. See the Liquidity and Capital Resources section under Part II—Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations" for further information on the restricted payment provisions of our senior secured credit facility.

**Securities Authorized for Issuance Under Equity Compensation Plans**

The information required by this item appears under Item 12. "Security Ownership of Certain Beneficial Owners and Management and Related Stockholders Matters" included elsewhere in this Annual Report on Form 10-K.

**Purchases of Equity Securities by the Issuer and Affiliated Purchasers**

On February 12, 2015, as partial consideration for our acquisition of Studer Group, we issued 28,486 shares of the Company's common stock, par value \$0.01 per share, with an aggregate value of \$2.2 million. The issuance was exempt from registration under Section 4(a)(2) of the Securities Act of 1933, as amended, as a transaction by an issuer not involving a public offering.

Our Stock Ownership Participation Program, 2012 Omnibus Incentive Plan (as amended and restated), and our 2004 Omnibus Stock Plan, which was replaced by the 2012 Omnibus Incentive Plan on a prospective basis, permit the netting of common stock upon vesting of restricted stock awards to satisfy individual tax withholding requirements. During the quarter ended December 31, 2015, we reacquired 33,297 shares of common stock with a weighted average fair market value of \$58.87 as a result of such tax withholdings.

In October 2014, our board of directors authorized a share repurchase program pursuant to which we may, from time to time, repurchase up to \$50 million of our common stock through October 31, 2015 (the "October 2014 Share Repurchase Program"). In October

2015, our board of directors authorized an extension of the October 2014 Share Repurchase Program through October 31, 2016, and in December 2015, our board of directors authorized an increase to the October 2014 Share Repurchase Program to \$125 million. The amount and timing of the repurchases will be determined by management and will depend on a variety of factors, including the trading price of our common stock, general market and business conditions, and applicable legal requirements.

<b>Period</b>	<b>Total Number of Shares Purchased <sup>(1)</sup></b>	<b>Average Price Paid Per Share</b>	<b>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs</b>	<b>Dollar Value of Shares that May Yet Be Purchased under the Plans or Programs <sup>(2)</sup></b>
October 1, 2015 – October 31, 2015	75	\$ 62.53	—	\$ 36,501,715
November 1, 2015 – November 30, 2015	—	\$ —	—	\$ 36,501,715
December 1, 2015 – December 31, 2015	399,823	\$ 57.62	366,601	\$ 90,408,840
Total	399,898	\$ 57.62	366,601	

(1) The number of shares purchased includes 75 shares in October 2015 and 33,222 shares in December 2015 to satisfy employee tax withholding requirements. These shares do not reduce the repurchase authority under the October 2014 Share Repurchase Program.

(2) As of the end of the period.

**ITEM 6. SELECTED FINANCIAL DATA.**

We have derived the following selected consolidated financial data as of and for the years ended December 31, 2011 through 2015 from our consolidated financial statements. The following data reflects the business acquisitions that we have completed through December 31, 2015. The results of operations for acquired businesses have been included in our results of operations since the date of their acquisitions. The following data also reflects the classification of discontinued operations as of December 31, 2015. Amounts previously reported on our Consolidated Statements of Operations and Consolidated Balance Sheets for the years 2011 through 2014 have been reclassified to adhere to the discontinued operations presentation. See Note 3 "Discontinued Operations" within the notes to our consolidated financial statements for additional information on our discontinued operations. The information set forth below is not necessarily indicative of the results of future operations and should be read in conjunction with Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the Consolidated Financial Statements and related notes included elsewhere in this Annual Report on Form 10-K.

Consolidated Statements of Operations Data (in thousands, except per share data):	Year Ended December 31,				
	2015	2014	2013	2012	2011
Revenues and reimbursable expenses:					
Revenues	\$ 699,010	\$ 627,686	\$ 538,128	\$ 441,043	\$ 433,959
Reimbursable expenses	70,013	73,847	64,623	52,354	48,959
Total revenues and reimbursable expenses	769,023	701,533	602,751	493,397	482,918
Direct costs and reimbursable expenses (exclusive of depreciation and amortization shown in operating expenses) <sup>(1)</sup> :					
Direct costs	401,915	384,277	323,398	261,092	259,284
Amortization of intangible assets and software development costs	16,788	4,590	2,660	3,635	5,349
Reimbursable expenses	69,932	73,855	64,665	52,360	49,070
Total direct costs and reimbursable expenses	488,635	462,722	390,723	317,087	313,703
Operating expenses and other operating gains:					
Selling, general and administrative expenses	157,902	132,799	116,976	107,616	105,642
Restructuring charges	3,329	2,811	305	3,047	3,798
Restatement related expenses	—	—	—	1,785	4,579
Litigation and other (gains) losses	(9,476)	(590)	(5,875)	1,150	1,096
Depreciation and amortization <sup>(1)</sup>	25,135	15,451	10,723	10,650	13,019
Goodwill impairment charges	—	—	—	13,083	21,973
Total operating expenses and other operating gains	176,890	150,471	122,129	137,331	150,107
Operating income	103,498	88,340	89,899	38,979	19,108
Other income (expense), net:					
Interest expense, net of interest income	(18,136)	(8,679)	(6,475)	(8,142)	(12,092)
Other income (expense), net	(1,797)	400	353	425	(323)
Total other expense, net	(19,933)	(8,279)	(6,122)	(7,717)	(12,415)
Income from continuing operations before income tax expense	83,565	80,061	83,777	31,262	6,693
Income tax expense	21,670	33,059	32,200	14,211	6,015
Net income from continuing operations	61,895	47,002	51,577	17,051	678
Income (loss) from discontinued operations, net of tax	(2,843)	32,049	14,856	19,377	19,841
Net income	\$ 59,052	\$ 79,051	\$ 66,433	\$ 36,428	\$ 20,519

Consolidated Statements of Operations Data (in thousands, except per share data):	Year Ended December 31,				
	2015	2014	2013	2012	2011
Net earnings per basic share:					
Net income from continuing operations	\$ 2.80	\$ 2.10	\$ 2.31	\$ 0.78	\$ 0.03
Income (loss) from discontinued operations, net of tax	(0.13)	1.42	0.67	0.88	0.93
Net income	\$ 2.67	\$ 3.52	\$ 2.98	\$ 1.66	\$ 0.96
Net earnings per diluted share:					
Net income from continuing operations	\$ 2.74	\$ 2.05	\$ 2.26	\$ 0.77	\$ 0.03
Income (loss) from discontinued operations, net of tax	(0.13)	1.40	0.66	0.86	0.92
Net income	\$ 2.61	\$ 3.45	\$ 2.92	\$ 1.63	\$ 0.95
Weighted average shares used in calculating net earnings per share:					
Basic	22,136	22,431	22,322	21,905	21,324
Diluted	22,600	22,925	22,777	22,285	21,676

Consolidated Balance Sheet Data (in thousands):	As of December 31,				
	2015	2014	2013	2012	2011
Cash and cash equivalents	\$ 58,437	\$ 256,872	\$ 58,131	\$ 25,162	\$ 5,080
Working capital	\$ 98,168	\$ 309,783	\$ 99,130	\$ 83,647	\$ 41,822
Total assets	\$ 1,164,160	\$ 1,155,914	\$ 885,600	\$ 787,900	\$ 786,644
Long-term debt <sup>(2)</sup>	\$ 311,993	\$ 327,852	\$ 143,798	\$ 192,500	\$ 193,500
Total stockholders' equity <sup>(3)</sup>	\$ 652,325	\$ 600,634	\$ 530,264	\$ 445,321	\$ 396,789

- (1) Intangible assets amortization relating to customer contracts, certain client relationships, and software and amortization of software development costs are presented as a component of total direct costs. Depreciation and intangible assets amortization not classified as direct costs are presented as a component of operating expenses.
- (2) Consists of bank borrowings, convertible senior notes, and capital lease obligations, net of current portions.
- (3) We have not declared or paid dividends on our common stock in the periods presented above. See Item 5. "Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities—Dividends."

## ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

You should read the following discussion and analysis of our financial condition and results of operations together with the information under Part II—Item 6. "Selected Financial Data," and our historical audited Consolidated Financial Statements and related notes appearing under Part II—Item 8. "Financial Statements and Supplementary Data." The following discussion and analysis of our financial condition and results of operations contains forward-looking statements and involves numerous risks and uncertainties, including, without limitation, those described under Part I—Item 1A. "Risk Factors" and "Forward-Looking Statements" of this Annual Report on Form 10-K. Actual results may differ materially from those contained in any forward-looking statements.

### OVERVIEW

We are a global professional services firm focused on assisting clients with their most complex business issues by delivering high-value, quality solutions to support their long-term strategic objectives. Huron specializes in serving clients in the healthcare, higher education, life sciences, and commercial sectors as these organizations face significant transformational change and regulatory or economic pressures in dynamic market environments. With its deep industry and technical expertise, Huron provides advisory, consulting, technology, and analytic solutions to deliver sustainable and measurable results.

We provide our services and manage our business under four operating segments: Huron Healthcare, Huron Education and Life Sciences, Huron Business Advisory, and All Other. See Part I—Item 1. "Business—Overview—Our Services" and Note 18 "Segment Information" within the notes to our consolidated financial statements for a detailed discussion of our four segments.

On December 31, 2015, we completed our divestiture of the Huron Legal segment. See Note 3 "Discontinued Operations" under Part II—Item 8. "Financial Statements and Supplementary Data" for information on our discontinued operations.

## How We Generate Revenues

A large portion of our revenues is generated by our full-time consultants who provide consulting services to our clients and are billable to our clients based on the number of hours worked. A smaller portion of our revenues is generated by our other professionals, also referred to as full-time equivalents, many of whom work variable schedules as needed by our clients. Full-time equivalent professionals include specialized finance and operational consultants, our cultural transformation consultants from our Studer Group solution, which include coaches and their support staff, and our employees who provide software support and maintenance services to our clients. We translate the hours that these other professionals work on client engagements into a full-time equivalent measure that we use to manage our business. We refer to our full-time consultants and other professionals collectively as revenue-generating professionals.

Revenues generated by our full-time consultants are primarily driven by the number of consultants we employ and their utilization rates, as well as the billing rates we charge our clients. Revenues generated by our other professionals, or full-time equivalents, are largely dependent on the number of consultants we employ, their hours worked, and billing rates charged. Revenues generated by our coaches are largely dependent on the number of coaches we employ and the total value, scope, and terms of the consulting contracts under which they provide services, which are primarily fixed-fee contracts.

We generate the majority of our revenues from providing professional services under four types of billing arrangements: fixed-fee (including software license revenue), time-and-expense, performance-based, and software support and maintenance and subscriptions.

In fixed-fee billing arrangements, we agree to a pre-established fee in exchange for a predetermined set of professional services. We set the fees based on our estimates of the costs and timing for completing the engagements. It is the client's expectation in these engagements that the pre-established fee will not be exceeded except in mutually agreed upon circumstances. We generally recognize revenues under fixed-fee billing arrangements using a proportionate performance approach, which is based on work completed to-date versus our estimates of the total services to be provided under the engagement. Contracts within our Studer Group solution are fixed-fee partner contracts with multiple deliverables, which primarily consist of coaching services, as well as seminars, materials and software products ("Partner Contracts"). Revenues for coaching services and software products are generally recognized on a straight-line basis over the length of the contract. All other revenues under Partner Contracts are recognized at the time the service is provided.

Fixed-fee arrangements also include software licenses for our revenue cycle management software and research administration and compliance software. Licenses for our revenue cycle management software are sold only as a component of our consulting projects, and the services we provide are essential to the functionality of the software. Therefore, revenues from these software licenses are recognized over the term of the related consulting services contract. License revenue from our research administration and compliance software is generally recognized in the month in which the software is delivered.

Fixed-fee engagements represented 58.0%, 50.3% and 48.5% of our revenues for the years ended December 31, 2015, 2014, and 2013, respectively.

Time-and-expense billing arrangements require the client to pay based on the number of hours worked by our revenue-generating professionals at agreed upon rates. Time-and-expense arrangements also include certain speaking engagements, conferences, and publication orders purchased by our clients outside of Partner Contracts within our Studer Group solution. We recognize revenues under time-and-expense billing arrangements as the related services or publications are provided. Time-and-expense engagements represented 28.7%, 28.3%, and 27.7% of our revenues in 2015, 2014, and 2013, respectively.

In performance-based fee billing arrangements, fees are tied to the attainment of contractually defined objectives. We enter into performance-based engagements in essentially two forms. First, we generally earn fees that are directly related to the savings formally acknowledged by the client as a result of adopting our recommendations for improving operational and cost effectiveness in the areas we review. Second, we have performance-based engagements in which we earn a success fee when and if certain predefined outcomes occur. Often, performance-based fees supplement our time-and-expense or fixed-fee engagements. We do not recognize revenues under performance-based billing arrangements until all related performance criteria are met. Performance-based fee revenues represented 8.7%, 17.2%, and 19.6% of our revenues in 2015, 2014, and 2013, respectively. Performance-based fee engagements may cause significant variations in quarterly revenues and operating results depending on the timing of achieving the performance-based criteria.

Clients that have purchased one of our software licenses can pay an annual fee for software support and maintenance. We also generate subscription revenue from our cloud-based analytic tools and solutions. Software support and maintenance and subscription-based revenues are recognized ratably over the support or subscription period, which ranges from one to three years. These fees are billed in advance and included in deferred revenues until recognized. Software support and maintenance and subscription-based revenues represented 4.6%, 4.2%, and 4.2% of our revenues in 2015, 2014, and 2013, respectively.

Our quarterly results are impacted principally by our full-time consultants' utilization rate, the billing rates we charge our clients, the number of our revenue-generating professionals who are available to work, and the amount of performance-based fees recognized, which often vary significantly between quarters. Our utilization rate can be negatively affected by increased hiring because there is generally a

transition period for new professionals that results in a temporary drop in our utilization rate. Our utilization rate can also be affected by seasonal variations in the demand for our services from our clients. For example, during the third and fourth quarters of the year, vacations taken by our clients can result in the deferral of activity on existing and new engagements, which would negatively affect our utilization rate. The number of business work days is also affected by the number of vacation days taken by our consultants and holidays in each quarter. We typically have fewer business work days available in the fourth quarter of the year, which can impact revenues during that period.

Time-and-expense engagements do not provide us with a high degree of predictability as to performance in future periods. Unexpected changes in the demand for our services can result in significant variations in utilization and revenues and present a challenge to optimal hiring and staffing. Moreover, our clients typically retain us on an engagement-by-engagement basis, rather than under long-term recurring contracts. The volume of work performed for any particular client can vary widely from period to period.

### **Reimbursable expenses**

Reimbursable expenses that are billed to clients, primarily relating to travel and out-of-pocket expenses incurred in connection with engagements, are included in total revenues and reimbursable expenses, and typically an equivalent amount of these expenses are included in total direct costs and reimbursable expenses. Reimbursable expenses also include those subcontractors who are billed to our clients at cost. We manage our business on the basis of revenues before reimbursable expenses. We believe this is the most accurate reflection of our services because it eliminates the effect of reimbursable expenses that we bill to our clients at cost.

### **Total direct costs**

Our most significant expenses are costs classified as total direct costs. These total direct costs primarily include salaries, performance bonuses, payroll taxes, and benefits for revenue-generating professionals, as well as technology costs and fees paid to independent contractors that we retain to supplement our revenue-generating professionals, typically on an as-needed basis for specific client engagements. Direct costs also include share-based compensation, which represents the cost of restricted stock and performance-based share awards granted to our revenue-generating professionals. Compensation expense for restricted stock awards and performance-based share awards is recognized ratably using either the graded vesting attribution method or the straight-line attribution method, as appropriate, over the requisite service period, which is generally three to four years. As a result of the granting of restricted stock awards, performance-based share awards, and anticipated future awards, share-based compensation expense may increase in the future. Total direct costs also include amortization of intangible assets primarily relating to customer contracts, certain customer relationships, and technology and software, as well as internally developed software costs.

### **Operating expenses and other operating gains**

Our operating expenses include selling, general and administrative expenses, which consist primarily of salaries, performance bonuses, payroll taxes, benefits, and share-based compensation for our support personnel. As a result of the granting of restricted stock awards and performance-based share awards and anticipated future awards, share-based compensation expense may increase in the future. Also included in this category are sales and marketing related expenses, rent and other office related expenses, professional fees, recruiting and training expenses, restructuring charges, and litigation and other gains and losses. Other operating expenses include depreciation and certain amortization expenses not included in total direct costs.

### **Segment results**

Segment operating income consists of the revenues generated by a segment, less the direct costs of revenue and selling, general and administrative costs that are incurred directly by the segment. Unallocated corporate costs include corporate costs related to administrative functions that are performed in a centralized manner that are not attributable to a particular segment. These administrative function costs include corporate office support costs, certain office facility costs, costs relating to accounting and finance, human resources, legal, marketing, information technology, and Company-wide business development functions, as well as costs related to overall corporate management.

## RESULTS OF OPERATIONS

The following table sets forth, for the periods indicated, selected segment and consolidated operating results and other operating data. The results of operations for acquired businesses have been included in our results of operations since the date of their respective acquisition. All of the results of operations for the Huron Legal segment have been reclassified as discontinued operations for the periods presented. See Note 3 "Discontinued Operations" within the notes to our consolidated financial statements for additional information on the Huron Legal divestiture.

	Year Ended December 31,		
	2015	2014	2013
<b>Segment and Consolidated Operating Results (in thousands):</b>			
<b>Huron Healthcare:</b>			
Revenues	\$ 446,887	\$ 415,803	\$ 358,766
Operating income	\$ 169,560	\$ 159,015	\$ 141,870
Segment operating income as a percentage of segment revenues	37.9%	38.2%	39.5%
<b>Huron Education and Life Sciences:</b>			
Revenues	\$ 167,933	\$ 145,962	\$ 143,609
Operating income	\$ 44,216	\$ 36,131	\$ 35,966
Segment operating income as a percentage of segment revenues	26.3%	24.8%	25.0%
<b>Huron Business Advisory:</b>			
Revenues	\$ 82,968	\$ 62,840	\$ 34,669
Operating income	\$ 19,263	\$ 14,035	\$ 7,211
Segment operating income as a percentage of segment revenues	23.2%	22.3%	20.8%
<b>All Other:</b>			
Revenues	\$ 1,222	\$ 3,081	\$ 1,084
Operating loss	\$ (1,718)	\$ (2,466)	\$ (1,256)
Segment operating loss as a percentage of segment revenues	N/M	N/M	N/M
<b>Total Company:</b>			
Revenues	\$ 699,010	\$ 627,686	\$ 538,128
Reimbursable expenses	70,013	73,847	64,623
<b>Total revenues and reimbursable expenses</b>	<b>\$ 769,023</b>	<b>\$ 701,533</b>	<b>\$ 602,751</b>
<b>Statements of Earnings reconciliation:</b>			
Segment operating income	\$ 231,321	\$ 206,715	\$ 183,791
Items not allocated at the segment level:			
Other operating expenses and gains	102,688	102,924	83,169
Depreciation and amortization expense	25,135	15,451	10,723
<b>Total operating income</b>	<b>\$ 103,498</b>	<b>\$ 88,340</b>	<b>\$ 89,899</b>
<b>Other Operating Data (excluding All Other):</b>			
<b>Number of full-time billable consultants (at period end) <sup>(1)</sup>:</b>			
Huron Healthcare	1,037	1,099	966
Huron Education and Life Sciences	478	418	413
Huron Business Advisory	306	205	155
Total	1,821	1,722	1,534
<b>Average number of full-time billable consultants (for the period) <sup>(1)</sup>:</b>			
Huron Healthcare	1,085	1,070	907
Huron Education and Life Sciences	442	417	427
Huron Business Advisory	243	180	85
Total	1,770	1,667	1,419
<b>Full-time billable consultant utilization rate <sup>(2)</sup>:</b>			
Huron Healthcare	77.9%	78.3%	83.0%
Huron Education and Life Sciences	75.5%	71.3%	66.6%
Huron Business Advisory	75.0%	68.0%	72.7%
Total	76.9%	75.4%	77.4%
<b>Full-time billable consultant average billing rate per hour <sup>(3)</sup>:</b>			
Huron Healthcare	\$ 217	\$ 248	\$ 233
Huron Education and Life Sciences	\$ 231	\$ 219	\$ 216
Huron Business Advisory <sup>(4)</sup>	\$ 228	\$ 255	\$ 285
Total	\$ 222	\$ 242	\$ 232

**Other Operating Data (continued):**
**Revenue per full-time billable consultant (in thousands):**

Huron Healthcare	\$	313	\$	363	\$	369
Huron Education and Life Sciences	\$	325	\$	292	\$	272
Huron Business Advisory	\$	328	\$	330	\$	392
Total	\$	318	\$	341	\$	341

**Average number of full-time equivalents (for the period) <sup>(5)</sup>:**

Huron Healthcare	179	60	53
Huron Education and Life Sciences	43	43	44
Huron Business Advisory	8	9	2
Total	230	112	99

**Revenue per full-time equivalent (in thousands):**

Huron Healthcare	\$	604	\$	461	\$	449
Huron Education and Life Sciences	\$	574	\$	558	\$	620
Huron Business Advisory	\$	408	\$	390	\$	530
Total	\$	591	\$	493	\$	530

- (1) Consists of our full-time professionals who provide consulting services and generate revenues based on the number of hours worked.
- (2) Utilization rate for our full-time billable consultants is calculated by dividing the number of hours all of our full-time billable consultants worked on client assignments during a period by the total available working hours for all of these consultants during the same period, assuming a forty-hour work week, less paid holidays and vacation days.
- (3) Average billing rate per hour for our full-time billable consultants is calculated by dividing revenues for a period by the number of hours worked on client assignments during the same period.
- (4) The Huron Business Advisory segment includes the operations of Rittman Mead India, a business we acquired effective July 1, 2015. Absent the impact of Rittman Mead India, the average billing rate per hour for Huron Business Advisory for the year ended December 31, 2015 would have been \$256.
- (5) Consists of consultants who work variable schedules as needed by our clients, including full-time employees who provide software support and maintenance services to our clients, and cultural transformation consultants within our Studer Group solution, which include coaches and their support staff.

N/M - Not meaningful

**Non-GAAP Measures**

We also assess our results of operations using certain non-GAAP financial measures. These non-GAAP financial measures differ from GAAP because the non-GAAP financial measures we calculate to measure adjusted earnings before interest, taxes, depreciation and amortization (“EBITDA”), adjusted net income from continuing operations, and adjusted diluted earnings per share from continuing operations exclude a number of items required by GAAP, each discussed below. These non-GAAP financial measures should be considered in addition to, and not as a substitute for or superior to, any measure of performance, cash flows, or liquidity prepared in accordance with GAAP. Our non-GAAP financial measures may be defined differently from time to time and may be defined differently than similar terms used by other companies, and accordingly, care should be exercised in understanding how we define our non-GAAP financial measures.

Our management uses the non-GAAP financial measures to gain an understanding of our comparative operating performance, for example when comparing such results with previous periods or forecasts. These non-GAAP financial measures are used by management in their financial and operating decision making because management believes they reflect our ongoing business in a manner that allows for meaningful period-to-period comparisons. Management also uses these non-GAAP financial measures when publicly providing our business outlook, for internal management purposes, and as a basis for evaluating potential acquisitions and dispositions. We believe that these non-GAAP financial measures provide useful information to investors and others in understanding and evaluating Huron’s current operating performance and future prospects in the same manner as management does and in comparing in a consistent manner Huron’s current financial results with Huron’s past financial results.

The reconciliations of these financial measures from GAAP to non-GAAP are as follows (in thousands):

	Year Ended December 31,		
	2015	2014	2013
Revenues	\$ 699,010	\$ 627,686	\$ 538,128
Net income from continuing operations	\$ 61,895	\$ 47,002	\$ 51,577
Add back:			
Income tax expense	21,670	33,059	32,200
Interest and other expenses	19,933	8,279	6,122
Depreciation and amortization	41,923	20,041	13,383
Earnings before interest, taxes, depreciation and amortization (EBITDA)	145,421	108,381	103,282
Add back:			
Restructuring charges	3,329	2,811	305
Litigation and other gains, net	(9,476)	(590)	(5,875)
Adjusted EBITDA	\$ 139,274	\$ 110,602	\$ 97,712
Adjusted EBITDA as a percentage of revenues	19.9%	17.6%	18.2%

  

	Year Ended December 31,		
	2015	2014	2013
Net income from continuing operations	\$ 61,895	\$ 47,002	\$ 51,577
Weighted average shares—diluted	22,600	22,925	22,777
Diluted earnings per share from continuing operations	\$ 2.74	\$ 2.05	\$ 2.26
Add back:			
Amortization of intangible assets	28,696	8,896	3,933
Restructuring charges	3,329	2,811	305
Litigation and other gains, net	(9,476)	(590)	(5,875)
Non-cash interest on convertible notes	7,141	2,139	—
Tax effect	(11,698)	(5,302)	655
Net tax (benefit) expense related to “check-the-box” elections	(12,336)	1,161	—
Total adjustments, net of tax	5,656	9,115	(982)
Adjusted net income from continuing operations	\$ 67,551	\$ 56,117	\$ 50,595
Adjusted diluted earnings per share from continuing operations	\$ 2.99	\$ 2.45	\$ 2.22

These non-GAAP financial measures include adjustments for the following items:

*Restructuring charges:* We have incurred charges due to the restructuring of various parts of our business. These restructuring charges have primarily consisted of costs associated with office space consolidations, including the accelerated depreciation of certain leasehold improvements, and severance charges. We have excluded the effect of the restructuring charges from our non-GAAP measures because the amount of each restructuring charge is significantly affected by the timing and size of the restructured business or component of a business.

*Litigation and other gains, net:* We have excluded the effects of the net litigation gain and remeasurement gain related to a contingent acquisition liability recorded in 2015, the remeasurement gain related to a contingent acquisition liability recorded in 2014, and the net litigation gains recorded in 2013 to permit comparability with periods that were not impacted by these items.

*Amortization of intangible assets:* We have excluded the effect of amortization of intangible assets from the calculation of Adjusted net income from continuing operations presented above. Amortization of intangibles is inconsistent in its amount and frequency and is significantly affected by the timing and size of our acquisitions.

*Non-cash interest on convertible notes:* We incur non-cash interest expense relating to the implied value of the equity conversion component of our \$250 million principal amount of 1.25% convertible senior notes due 2019 (the “Convertible Notes”) that we issued in September 2014. The value of the equity conversion component is treated as a debt discount and amortized to interest expense over the life of the Convertible Notes using the effective interest rate method. We exclude this non-cash interest expense that does not represent cash interest payments made to our note holders from the calculation of Adjusted net income from continuing operations.

*Tax effect:* The non-GAAP income tax adjustment reflects the incremental tax rate applicable to the non-GAAP adjustments.

*Net tax (benefit) expense related to “check-the-box” elections:* We have excluded the effects of our “check-the-box” elections to treat two of our wholly-owned foreign subsidiaries in the fourth quarter of 2015 and one of our wholly-owned foreign subsidiaries in the first quarter of 2014 as disregarded entities for U.S. federal income tax purposes because their exclusion permits comparability with periods that were not impacted by this item.

*Income tax expense, Interest and other expenses, Depreciation and amortization:* We have excluded the effects of income tax expense, interest and other expenses, and depreciation and amortization in the calculation of EBITDA as these are customary exclusions as defined by the calculation of EBITDA to arrive at meaningful earnings from core operations excluding the effect of such items.

## **Year Ended December 31, 2015 Compared to Year Ended December 31, 2014**

### **Revenues**

Revenues increased \$71.3 million, or 11.4%, to \$699.0 million for the year ended December 31, 2015, from \$627.7 million for the year ended December 31, 2014. Revenues for 2015 included \$81.5 million from our acquisitions of Studer Group, Cloud62, and Rittman Mead India, which were completed in 2015, and \$11.5 million of incremental revenues due to the full year impact in 2015 of our acquisitions of Vonlay and Threshold Consulting, which were completed in 2014.

Of the overall \$71.3 million increase in revenues, \$79.4 million was attributable to an increase in revenue generated by our full-time equivalents, partially offset by an \$8.1 million decrease in revenue from our full-time billable consultants.

The increase in revenue attributable to full-time equivalents primarily reflected the revenue generated by our healthcare coaches in the Huron Healthcare segment, which was the result of our acquisition of Studer Group during the first quarter of 2015.

The decrease in full-time billable consultant revenues reflected a decrease in the average billing rate, partially offset by increases in the average number of billable consultants and consultant utilization rate. As discussed below in Segment Results, this decrease in revenue was primarily the result of lower revenues from full-time billable consultants in our Huron Healthcare segment, which was largely driven by lower performance-based fees, a decrease in revenue in our performance improvement solutions, and project timing, all compared to the prior year, partially offset by strengthened demand for our services in the Huron Education and Life Sciences and Huron Business Advisory segments.

### **Total Direct Costs**

Our total direct costs increased \$29.8 million, or 7.7%, to \$418.7 million for the year ended December 31, 2015 from \$388.9 million for the year ended December 31, 2014. Total direct costs for the year ended December 31, 2015 included \$43.0 million from Studer Group. The overall increase primarily related to a \$39.0 million increase in salaries and related expenses for our revenue-generating professionals, a \$12.1 million increase in intangible asset amortization expense, and a \$3.6 million increase in product and event costs, partially offset by a \$23.7 million decrease in bonus expense for our revenue-generating professionals and a \$3.3 million decrease in contractor expense during 2015 compared to 2014.

As a percentage of revenues, our total direct costs decreased to 59.9% during 2015 compared to 62.0% during 2014, and primarily reflected the decrease in bonus expense for our revenue-generating professionals and the decrease in contractor expense. These decreases were partially offset by increases, as a percentage of revenues, in intangible asset amortization expense, salaries and related expenses for our revenue-generating professionals, and product and event costs, all of which were largely driven by the acquisition of Studer Group during 2015.

Total direct costs for the year ended December 31, 2015 included \$15.6 million of share-based compensation expense for our revenue-generating professionals compared to \$14.0 million in 2014.

Total direct costs for the year ended December 31, 2015 also included \$16.8 million of amortization expense for intangible assets, primarily representing customer-related assets and software acquired in business combinations, and software development costs, compared to \$4.6 million of amortization expense in 2014. The \$12.2 million increase in amortization expense was primarily attributable to \$13.9 million of amortization expense for intangible assets acquired in the Studer Group acquisition, partially offset by other intangible assets that became fully amortized during 2014.

### **Operating Expenses and Other Operating Gains**

Selling, general and administrative expenses increased \$25.1 million, or 18.9%, to \$157.9 million for the year ended December 31, 2015, compared to \$132.8 million for the year ended December 31, 2014. Selling, general and administrative expenses for the year ended December 31, 2015 included \$23.2 million from Studer Group. This overall increase was primarily related to a \$12.4 million increase in

salaries and related expenses for our support personnel, a \$3.1 million increase in facilities and other office related expenses, a \$1.8 million increase in bonus expense, a \$1.1 million increase in promotion and sponsorship expenses, and a \$0.9 million increase in outside professional services expenses. As a percentage of revenues, selling, general and administrative expenses increased to 22.6% during 2015 compared to 21.2% during 2014, primarily due to the items described above. Also included in selling, general and administrative expenses is share-based compensation expense for our non-revenue-generating professionals, which totaled \$3.6 million in 2015, compared to \$4.7 million in 2014.

Restructuring charges for the year ended December 31, 2015 totaled \$3.3 million, compared to \$2.8 million for the year ended December 31, 2014. The charges in 2015 consisted of \$2.8 million related to workforce reductions to better align our resources with market demand and \$0.5 million related to office exit costs primarily related to updated assumptions for the lease accrual of the Washington, D.C. space vacated in the fourth quarter of 2014. Of the \$3.3 million pretax charge, \$1.2 million related to our Huron Healthcare segment, \$1.1 million related to our All Other segment as we wound down our public sector consulting practice and our foreign consulting operations based in the Middle East, and \$1.0 million related to our corporate operations. The \$2.8 million charge in 2014 related to the consolidation of office spaces in Washington, D.C., Chicago, and New York, and the closure of our office in San Diego. The \$2.8 million charge for office space reductions primarily includes \$1.8 million related to the accrual of our remaining lease obligations at vacated spaces, net of estimated sublease income, and \$0.9 million related to accelerated depreciation of assets disposed of as a result of the exit of space. The vacated locations in Chicago and New York were acquired as part of business acquisitions during 2013 and 2014. The \$2.8 million total charge in 2014 related to our corporate operations. See Note 10 "Restructuring Charges" within the notes to our consolidated financial statements for further discussion of our restructuring expenses.

Litigation and other gains totaled \$9.5 million for the year ended December 31, 2015, compared to \$0.6 million during the year ended December 31, 2014. The gain of \$9.5 million in 2015 consisted of a \$9.2 million net gain from litigation settlements and a \$0.3 million remeasurement gain related to a decrease in the fair value of a contingent consideration liability incurred in connection with a business acquisition that was completed in the fourth quarter of 2014. During the fourth quarter of 2015, we settled two lawsuits brought by Huron, resulting in a gain of \$10.0 million being recorded. We collected the \$10.0 million in January 2016. During the second quarter of 2015, we recorded a net litigation accrual of \$0.8 million related to the Physiotherapy Associates matter, which is discussed in more detail in Note 17 "Commitments, Contingencies and Guarantees" within the notes to the consolidated financial statements. During the year ended December 31, 2014, we recorded remeasurement gains totaling \$0.6 million related to a decrease in the fair value of a contingent consideration liability incurred in connection with another business acquisition that was completed in the first quarter of 2014.

Depreciation and amortization expense increased \$9.7 million, or 62.7%, to \$25.1 million for the year ended December 31, 2015, from \$15.5 million for the year ended December 31, 2014. The increase was primarily attributable to \$7.3 million of amortization expense for intangible assets acquired in the Studer Group acquisition and \$1.2 million of depreciation expense for fixed assets acquired in the Studer Group acquisition. Intangible asset amortization included within operating expenses relates to certain customer relationships, non-competition agreements, and trade names acquired in connection with our business acquisitions.

## **Operating Income**

Operating income increased \$15.2 million, or 17.2%, to \$103.5 million for the year ended December 31, 2015, from \$88.3 million for the year ended December 31, 2014. Operating margin, which is defined as operating income expressed as a percentage of revenues, increased to 14.8% in 2015 compared to 14.1% in 2014. The increase in operating margin was primarily attributable to the decrease in bonus expense for our revenue-generating professionals and the increase in litigation and other gains, largely offset by the increases, as a percentage of revenues, in intangible asset amortization expense and salaries and related expenses for both our revenue-generating professionals and support personnel.

## **Other Expense, Net**

Other expense, net increased \$11.7 million to \$19.9 million for the year ended December 31, 2015, from \$8.3 million for the year ended December 31, 2014. The increase was primarily attributable to a \$9.5 million increase in interest expense, net and a \$1.5 million increase in foreign currency transaction losses. The increase in interest expense, net was due to our Convertible Notes issued in September 2014 and interest expense resulting from higher levels of borrowings under our credit facility. During 2015, cash interest expense related to the coupon of the Convertible Notes was \$3.1 million and the non-cash interest expense related to the amortization of the debt discount and debt issuance costs totaled \$8.3 million. During 2014, cash interest expense related to the coupon of the Convertible Notes was \$1.0 million and the non-cash interest expense related to the amortization of the debt discount and debt issuance costs totaled \$2.5 million. For the year ending December 31, 2016, we expect interest expense related to the coupon of the Convertible Notes to be \$3.1 million and interest expense for the amortization of debt discount and debt issuance costs related to the Convertible Notes to be \$8.7 million.

## **Income Tax Expense**

For the year ended December 31, 2015, we recognized income tax expense from continuing operations of \$21.7 million on income from continuing operations of \$83.6 million, for an effective tax rate of 25.9%. For the year ended December 31, 2014, we recognized income tax expense from continuing operations of \$33.1 million on income from continuing operations of \$80.1 million, for an effective tax rate of 41.3%. Our effective tax rate for 2015 was lower than the statutory rate, inclusive of state income taxes, primarily due to the impact of a tax election made in the fourth quarter of 2015 to classify two of our wholly-owned foreign subsidiaries as disregarded entities for U.S. federal income tax purposes (commonly referred to as a “check-the-box” election). As a result of this election, we expect to realize an income tax benefit of \$13.0 million, of which \$0.7 million is unrecognized, resulting in a net recognized tax benefit of \$12.3 million. Our effective tax rate for 2014 was higher than the statutory rate, inclusive of state income taxes, primarily due to an increase in valuation allowance and foreign source losses with no tax benefits.

## **Net Income from Continuing Operations**

Net income from continuing operations was \$61.9 million for the year ended December 31, 2015, compared to \$47.0 million for the year ended December 31, 2014. The \$14.9 million increase in net income from continuing operations was primarily due to the increase in operating income, as well as the decrease in income tax expense due to our check-the-box election, partially offset by the increase in interest expense, as discussed above. As a result of the increase in net income from continuing operations, diluted earnings per share from continuing operations for the year ended December 31, 2015 was \$2.74 compared to \$2.05 for 2014.

## **Discontinued Operations**

Net loss from discontinued operations was \$2.8 million for the year ended December 31, 2015, compared to net income from discontinued operations of \$32.0 million for the year ended December 31, 2014. See Note 3 "Discontinued Operations" within the notes to our consolidated financial statements for additional information about our discontinued operations.

## **EBITDA and Adjusted EBITDA**

EBITDA increased \$37.0 million, or 34.2%, to \$145.4 million for the year ended December 31, 2015, from \$108.4 million for the year ended December 31, 2014. Adjusted EBITDA increased \$28.7 million, or 25.9%, to \$139.3 million in 2015 from \$110.6 million in 2014. The increase in EBITDA was primarily due to the increase in segment operating income, exclusive of the increase in amortization expense, as discussed below in Segment Results. The increase in Adjusted EBITDA was primarily due to the increase in segment operating income, exclusive of the increase in amortization expense, partially offset by an increase in corporate expenses, exclusive of litigation and other gains.

## **Adjusted Net Income from Continuing Operations**

Adjusted net income from continuing operations increased \$11.4 million, or 20.4%, to \$67.6 million for the year ended December 31, 2015, compared to \$56.1 million for the year ended December 31, 2014. The increase was primarily attributable to the increase in segment operating income, exclusive of the increase in amortization expense, partially offset by an increase in corporate expenses and interest and other expenses, exclusive of litigation and other gains. As a result of the increase in adjusted net income from continuing operations, adjusted diluted earnings per share from continuing operations for 2015 was \$2.99, compared to \$2.45 for 2014.

## **Segment Results**

### **Huron Healthcare**

#### **Revenues**

Huron Healthcare segment revenues increased \$31.1 million, or 7.5%, to \$446.9 million for the year ended December 31, 2015, from \$415.8 million for the year ended December 31, 2014. Revenues for 2015 included \$79.8 million from our acquisition of Studer Group completed in 2015, and \$10.7 million of incremental revenues due to the full year impact in 2015 of our acquisition of Vonlay completed in 2014. Revenues for 2015 were negatively impacted by a \$0.8 million charge related to the fair value adjustment of deferred revenue acquired in the Studer Group acquisition. We do not expect to incur any additional charges related to this adjustment as the \$0.8 million charge reflects the total fair value adjustment.

During 2015, revenues from fixed-fee engagements, time-and-expense engagements, performance-based arrangements, and software support and maintenance arrangements represented 75.7%, 7.2%, 11.7%, and 5.4% of this segment's revenues, respectively, compared to 65.0%, 5.4%, 24.8%, and 4.8%, respectively, in 2014.

Of the overall \$31.1 million increase in revenues, \$80.0 million was attributable to an increase in revenue from our full-time equivalents, partially offset by a \$48.9 million decrease in revenue attributable to our full-time billable consultants.

The increase in revenue attributable to our full-time equivalents reflected increases in both the average number of full-time equivalents and revenue per full-time equivalent in 2015 compared to 2014, and is primarily the result of our Studer Group acquisition.

The decrease in revenue attributable to our full-time billable consultants reflected decreases in the average billing rate and consultant utilization rate, partially offset by an increase in the average number of full-time billable consultants. This decrease in revenue was largely driven by lower performance-based fees, a decrease in revenue in our performance improvement solutions, and project timing, all compared to the prior year. Performance-based fee revenue was \$52.3 million during 2015 compared to \$103.2 million during 2014. The level of performance-based fees earned may vary based on our clients' risk sharing preferences and the mix of services we provide. Performance-based fee arrangements may cause significant variations in revenues, operating results, and average billing rates due to our level of execution and the timing of achievement of the performance-based criteria.

## **Operating Income**

Huron Healthcare segment operating income increased \$10.5 million, or 6.6%, to \$169.6 million for the year ended December 31, 2015, from \$159.0 million for the year ended December 31, 2014. The Huron Healthcare segment operating margin, defined as segment operating income expressed as a percentage of segment revenues, decreased slightly to 37.9% in 2015 from 38.2% in 2014. The slight decrease in this segment's operating margin was primarily attributable to increases, as a percentage of revenues, in salaries and related expenses for our revenue-generating professionals, salaries and related expenses and bonus expense for our support personnel, intangible asset amortization expense related to our acquisition of Studer Group, and product and event costs during 2015 compared to the prior year. The unfavorable impact of these items was largely offset by a decrease in bonus expense for our revenue-generating professionals, as well as a decrease in technology expense, during 2015 compared to 2014.

## **Huron Education and Life Sciences**

### **Revenues**

Huron Education and Life Sciences segment revenues increased \$22.0 million, or 15.1%, to \$167.9 million for the year ended December 31, 2015, from \$146.0 million for the year ended December 31, 2014. Revenues from fixed-fee engagements, time-and-expense engagements, performance-based arrangements, and software support and maintenance arrangements represented 32.2%, 62.7%, 0.3%, and 4.8% of this segment's revenues, respectively, during 2015. Revenues from fixed-fee engagements, time-and-expense engagements, and software support and maintenance arrangements represented 24.3%, 71.2%, and 4.5% of this segment's revenues, respectively, during 2014.

Of the overall \$22.0 million increase in revenues, \$21.8 million was attributable to an increase in revenue generated by our full-time billable consultants and \$0.2 million was attributable to our full-time equivalents. The overall increase in revenues was driven by strong demand across all practices within this segment. The increase in revenues from our full-time billable consultants reflected increases in the average number of full-time billable consultants, consultant utilization rate, and average billing rate in 2015 compared to 2014. The increase in revenue from our full-time equivalents reflected an increase in revenue per full-time equivalent in 2015 compared to 2014.

### **Operating Income**

Huron Education and Life Sciences segment operating income increased \$8.1 million, or 22.4%, to \$44.2 million for the year ended December 31, 2015, from \$36.1 million for the year ended December 31, 2014. The Huron Education and Life Sciences segment operating margin increased to 26.3% for 2015 from 24.8% for 2014. The increase in this segment's operating margin was primarily attributable to revenue growth that outpaced the increase in salaries and related expenses for both our revenue-generating professionals and support personnel, as well as a decrease in contractor expense, partially offset by an increase in bonus expense for our revenue-generating professionals and support personnel as a percentage of revenues.

## **Huron Business Advisory**

### **Revenues**

Huron Business Advisory segment revenues increased \$20.1 million, or 32.0%, to \$83.0 million for the year ended December 31, 2015, from \$62.8 million for the year ended December 31, 2014. Revenues for 2015 included \$1.6 million from our acquisitions of Cloud62 and Rittman Mead India, which were completed in 2015, and \$0.8 million of incremental revenues due to the full year impact in 2015 of our acquisition of Threshold Consulting completed in 2014. Revenues from fixed-fee engagements, time-and-expense engagements, performance-based engagements, and software support and maintenance arrangements represented 14.7%, 75.3%, 9.6%, and 0.4% of this

segment's revenues, respectively, during 2015. Revenues from fixed-fee engagements, time-and-expense engagements, and performance-based engagements represented 13.8%, 79.5%, and 6.7% of this segment's revenues, respectively, in 2014. Performance-based fee revenue for the year ended December 31, 2015 was \$8.0 million, of which \$5.2 million was generated by Huron Transaction Advisory LLC, our registered broker-dealer. Performance-based fee revenue for the year ended December 31, 2014 was \$4.2 million, of which \$2.5 million was generated by Huron Transaction Advisory LLC. The level of performance-based fees earned may vary based on our clients' preferences and the mix of services we provide. Performance-based fee arrangements may cause significant variations in revenues, operating results, and average billing rates due to our level of execution and the timing of achievement of the performance-based criteria.

The \$20.1 million increase in revenues was attributable to an increase in revenue generated by our full-time billable consultants. This revenue growth reflected increases in the average number of full-time billable consultants and consultant utilization rate, partially offset by a decrease in the average billing rate when comparing 2015 to 2014. The decrease in the average billing rate was largely the result of our acquisition of Rittman Mead India.

## **Operating Income**

Huron Business Advisory segment operating income increased by \$5.2 million, or 37.2%, to \$19.3 million for the year ended December 31, 2015, compared to \$14.0 million for the year ended December 31, 2014. Segment operating margin increased to 23.2% for 2015 from 22.3% for 2014. The increase in this segment's operating margin was primarily attributable to revenue growth that outpaced increases in salaries and related expenses and bonus expense for our revenue-generating professionals and a decrease in contractor expense, partially offset by increases, as a percentage of revenues, in salaries and related expenses and bonus expense for our support personnel and practice administration and meetings expenses.

## **Year Ended December 31, 2014 Compared to Year Ended December 31, 2013**

### **Revenues**

Revenues increased \$89.6 million, or 16.6%, to \$627.7 million for the year ended December 31, 2014, from \$538.1 million for the year ended December 31, 2013. Revenues for 2014 included \$36.0 million from our acquisitions of Vonlay, The Frankel Group Associates, and Threshold Consulting, which were completed in 2014, and \$21.6 million of incremental revenues due to the full year impact in 2014 of our acquisition of Blue Stone International completed in 2013.

Of the overall \$89.6 million increase in revenues, \$87.0 million was attributable to our full-time billable consultants, while \$2.6 million was attributable to our full-time equivalents. The \$87.0 million increase in full-time billable consultant revenues was driven by increases in the average number of billable consultants and the average billing rate, partially offset by a decrease in our consultant utilization rate. This increase primarily reflected strengthened demand for our services in the Huron Healthcare, Huron Business Advisory, and Huron Education and Life Sciences segments. Performance-based fee revenue was \$107.9 million for the year ended December 31, 2014, compared to \$105.5 million for the year ended December 31, 2013. The level of performance-based fees earned may vary based on our clients' preferences and the mix of services we provide. Performance-based fee engagements may cause significant variations in revenues, operating results, and average billing rates due to our level of execution and the timing of achievement of the performance-based criteria.

The \$2.6 million increase in full-time equivalent revenues was primarily driven by an increase in the average number of full-time equivalents, partially offset by a decrease in revenue per full-time equivalent. Revenue attributable to full-time equivalents reflected increased use of contractors in the Huron Healthcare and Huron Business Advisory segments, partially offset by a decreased use of contractors in the Huron Education and Life Sciences segment.

### **Total Direct Costs**

Our total direct costs increased \$62.8 million, or 19.3%, to \$388.9 million for the year ended December 31, 2014 from \$326.1 million for the year ended December 31, 2013. The increase was primarily related to a \$52.5 million increase in salaries and related expenses for our revenue-generating professionals, a \$7.8 million increase in bonus expense for our revenue-generating professionals, and a \$1.9 million increase in amortization expense for intangible assets and software development costs. As a percentage of revenues, our total direct costs increased to 62.0% during 2014 compared to 60.6% during 2013. This primarily reflected an increase in salaries and related expenses for our revenue-generating professionals as a percentage of revenues, largely offset by revenue growth that outpaced the increase in bonus expense for our revenue-generating professionals and a decrease in contractor expense. The increase in salaries and related expenses for our revenue-generating professionals as a percentage of revenues was largely driven by the businesses acquired during 2014 and the fourth quarter of 2013 within our Healthcare, Education and Life Sciences, and Business Advisory segments.

Total direct costs for the year ended December 31, 2014 included \$14.0 million of share-based compensation expense for our revenue-generating professionals compared to \$12.1 million in 2013. The increase in share-based compensation expense was primarily attributable to an increase in the amount of restricted stock awards granted to employees in 2014 and an increase in the amount of performance-based

stock awards earned in 2014 based on 2014 performance compared to the amount of performance-based stock awards that were earned in 2013 based on 2013 performance.

Total direct costs for the year ended December 31, 2014 also included \$4.6 million of amortization expense for intangible assets, primarily representing customer-related assets and software acquired in business combinations, and software development costs, compared to \$2.7 million of amortization expense in 2013. The increase in amortization expense was primarily related to the amortization of intangible assets from businesses we acquired during 2014 and the fourth quarter of 2013, as well as an increase in amortization expense for certain software development costs.

### **Operating Expenses and Other Operating Gains**

Selling, general and administrative expenses increased \$15.8 million, or 13.5%, to \$132.8 million for the year ended December 31, 2014, compared to \$117.0 million for the year ended December 31, 2013. This increase was primarily related to a \$7.4 million increase in salaries and related expenses for our support personnel, a \$2.6 million increase in facilities and other office related expenses, a \$2.2 million increase in promotion and sponsorship expenses, a \$1.4 million increase in outside professional service expenses, a \$0.9 million increase in legal expenses, and a \$0.9 million increase in accounting, tax, and audit fees. These increases were partially offset by a \$1.5 million decrease in bonus expense. As a percentage of revenues, selling, general and administrative expenses decreased to 21.2% during 2014 from 21.7% during 2013, primarily due to the decrease in bonus expense. Also included in selling, general and administrative expenses is share-based compensation expense for our non-revenue-generating professionals, which totaled \$4.7 million in 2014, compared to \$4.0 million in 2013.

Restructuring charges for the year ended December 31, 2014 totaled \$2.8 million, compared to \$0.3 million for the year ended December 31, 2013. The charges in 2014 primarily consisted of \$2.8 million in pretax charges related to the consolidation of office spaces in Washington, D.C., Chicago, and New York, and closure of our office in San Diego. Of the total \$2.8 million charge for office space reduction, \$1.8 million is related to the accrual of our remaining lease obligations at vacated spaces, net of estimated sublease income, and \$0.9 million is related to accelerated depreciation of assets disposed of as a result of the exit of space. The vacated locations in Chicago and New York were acquired as part of business acquisitions during 2013 and 2014. The restructuring expense in 2013 primarily consisted of the early termination of certain computer lease contracts related to the integration of our Blue Stone International, LLC acquisition. See Note 10 "Restructuring Charges" within the notes to our consolidated financial statements for further discussion of our restructuring expenses.

During the year ended December 31, 2014, we recorded remeasurement gains totaling \$0.6 million related to the contingent consideration liability incurred in connection with a business acquisition that was completed in the first quarter of 2014. The initial acquisition date fair value of this liability was \$0.6 million. There was no remeasurement gain or loss for the comparable period last year.

Net litigation and other gains totaled \$5.9 million for the year ended December 31, 2013. These gains primarily consisted of a \$5.3 million gain that was recorded as a result of reaching a settlement agreement to resolve a lawsuit brought by Huron.

Depreciation and amortization expense increased \$4.7 million, or 44.1%, to \$15.5 million for the year ended December 31, 2014, from \$10.7 million for the year ended December 31, 2013. The increase primarily related to the amortization of intangible assets from businesses acquired during 2014 and the fourth quarter of 2013, as well as the depreciation of network equipment and leasehold improvements that were placed into service during the second half of 2013 and first half of 2014. Intangible asset amortization included within operating expenses relates to customer relationships, non-competition agreements, trade names, and licenses acquired in connection with our acquisitions.

### **Operating Income**

Operating income decreased \$1.6 million, or 1.7%, to \$88.3 million for the year ended December 31, 2014, from \$89.9 million for the year ended December 31, 2013. Operating margin, which is defined as operating income expressed as a percentage of revenues, decreased to 14.1% in 2014 compared to 16.7% in 2013. The decrease in operating margin was primarily attributable to the increases in salaries and related expenses for our revenue-generating professionals and restructuring charges as a percentage of revenues and the decrease in litigation and other gains, partially offset by revenue growth that outpaced the increase in bonus expense for our revenue-generating professionals and the decrease in bonus expense for our support personnel.

### **Other Expense, Net**

Total other expense, net increased \$2.2 million, or 35.2%, to \$8.3 million for the year ended December 31, 2014, from \$6.1 million for the year ended December 31, 2013. This increase is primarily attributable to a \$2.2 million increase in interest expense, which increased due to our Convertible Notes issued in September 2014, partially offset by a decrease in our borrowing levels under our senior secured credit facility. For 2014, interest expense related to the Convertible Notes totaled \$3.5 million, consisting of \$1.0 million for the stated coupon of the

Convertible Notes and \$2.5 million for the amortization of debt discount and debt issuance costs.

### **Income Tax Expense**

For the year ended December 31, 2014, we recognized income tax expense from continuing operations of \$33.1 million on income from continuing operations of \$80.1 million, for an effective tax rate of 41.3%. For the year ended December 31, 2013, we recognized income tax expense from continuing operations of \$32.2 million on income from continuing operations of \$83.8 million, for an effective tax rate of 38.4%. Our effective tax rate for 2014 was higher than the statutory rate, inclusive of state income taxes, primarily due to an increase in valuation allowance and foreign source losses with no tax benefits. Our effective tax rate for 2013 was lower than the statutory rate, inclusive of state income taxes, primarily due to the impact of tax credits and certain deductions, partially offset by the impact of no tax benefit for foreign losses and certain non-deductible business expenses.

### **Net Income from Continuing Operations**

Net income from continuing operations was \$47.0 million for the year ended December 31, 2014, compared to \$51.6 million for the year ended December 31, 2013. The \$4.6 million decrease in net income from continuing operations was primarily due to the decrease in operating income and the increase in interest expense, as discussed above. As a result of the decrease in net income from continuing operations, diluted earnings per share from continuing operations for the year ended December 31, 2014 was \$2.05 compared to \$2.26 for 2013.

### **Discontinued Operations**

Net income from discontinued operations was \$32.0 million for the year ended December 31, 2014, compared to \$14.9 million for the year ended December 31, 2013. This increase is primarily the result of a "check-the-box" election we made in the first quarter of 2014 to classify one of our wholly-owned foreign subsidiaries as a disregarded entity for U.S. federal income tax purposes. As a result of this election, we realized an income tax benefit of \$13.8 million, of which \$2.4 million is unrecognized, resulting in a net recognized tax benefit for discontinued operations of \$11.4 million. See Note 3 "Discontinued Operations" within the notes to our consolidated financial statements for additional information about our discontinued operations.

### **EBITDA and Adjusted EBITDA**

EBITDA increased \$5.1 million, or 4.9%, to \$108.4 million for the year ended December 31, 2014, from \$103.3 million for the year ended December 31, 2013. Adjusted EBITDA increased \$12.9 million, or 13.2%, to \$110.6 million in 2014 from \$97.7 million in 2013. The increase in EBITDA was primarily due to the increase in segment operating income, as discussed below in Segment Results, partially offset by an increase in corporate expenses and a decrease in litigation and other gains. The increase in Adjusted EBITDA was primarily due to the increase in segment operating income, partially offset by an increase in corporate expenses, excluding the impact of the restructuring charges and litigation and other gains.

### **Adjusted Net Income from Continuing Operations**

Adjusted net income from continuing operations increased \$5.5 million, or 10.9%, to \$56.1 million for the year ended December 31, 2014, compared to \$50.6 million for the year ended December 31, 2013. The increase was primarily attributable to the increase in segment operating income, partially offset by an increase in corporate expenses. As a result of the increase in adjusted net income from continuing operations, adjusted diluted earnings per share from continuing operations for 2014 was \$2.45, compared to \$2.22 for 2013.

### **Segment Results**

#### **Huron Healthcare**

##### **Revenues**

Huron Healthcare segment revenues increased \$57.0 million, or 15.9%, to \$415.8 million for the year ended December 31, 2014, from \$358.8 million for the year ended December 31, 2013. Revenues for 2014 included \$20.0 million from our acquisition of Vonlay, which was completed in 2014. During 2014, revenues from fixed-fee engagements, time-and-expense engagements, performance-based arrangements, and software support and maintenance arrangements represented 65.0%, 5.4%, 24.8%, and 4.8% of this segment's revenues, respectively, compared to 64.6%, 1.6%, 29.1%, and 4.7%, respectively, in 2013.

Of the overall \$57.0 million increase in revenues, \$53.2 million was attributable to our full-time billable consultants and \$3.8 million was attributable to our full-time equivalents. The increase in demand for our services in the Huron Healthcare segment reflected the continued pressures our clients face as the result of evolving business models, rising costs, and declining reimbursements from government and

commercial payers. The increase in full-time billable consultant revenues reflected increases in the average number of full-time billable consultants and the average billing rate, partially offset by a decrease in consultant utilization rate. Performance-based fee revenue was \$103.2 million during 2014 compared to \$104.5 million during 2013. The level of performance-based fees earned may vary based on our clients' preferences and the mix of services we provide. Performance-based fee arrangements may cause significant variations in revenues, operating results, and average billing rates due to our level of execution and the timing of achievement of the performance-based criteria. With regard to our full-time equivalents, the Huron Healthcare segment experienced increases in both the average number of full-time equivalents and revenue per full-time equivalent during the year ended December 31, 2014 compared to the same period last year.

## **Operating Income**

Huron Healthcare segment operating income increased \$17.1 million, or 12.1%, to \$159.0 million for the year ended December 31, 2014, from \$141.9 million for the year ended December 31, 2013. The Huron Healthcare segment operating margin, defined as segment operating income expressed as a percentage of segment revenues, decreased to 38.2% in 2014 from 39.5% in 2013. The decrease in this segment's operating margin was primarily attributable to an increase in salaries and related expenses for our revenue-generating professionals as a percentage of revenues, as well as increases in contractor expense and intangible asset amortization expense as percentages of revenues, partially offset by revenue growth that outpaced the increase in bonus expense for our revenue-generating professionals during 2014 compared to 2013.

## **Huron Education and Life Sciences**

### **Revenues**

Huron Education and Life Sciences segment revenues increased \$2.4 million, or 1.6%, to \$146.0 million for the year ended December 31, 2014, from \$143.6 million for the year ended December 31, 2013. Revenues for 2014 included \$15.5 million from our acquisition of The Frankel Group Associates, which was completed in 2014. Revenues from fixed-fee engagements, time-and-expense engagements, and software support and maintenance arrangements represented 24.3%, 71.2%, and 4.5% of this segment's revenues, respectively, during 2014, compared to 15.0%, 81.0%, and 4.0%, respectively, in 2013.

Of the overall \$2.4 million increase in revenues, \$5.4 million was attributable to an increase in revenue generated by our full-time billable consultants, partially offset by a \$3.0 million decrease in revenue generated by our full-time equivalents. The increase in revenues from our full-time billable consultants was driven by increases in the consultant utilization rate and the average billing rate, partially offset by a decrease in the average number of full-time billable consultants in 2014 compared to 2013. The decrease in revenue attributable to our full-time equivalents was attributable to decreases in both revenue per full-time equivalent and the average number of full-time equivalents in 2014 compared to 2013.

### **Operating Income**

Huron Education and Life Sciences segment operating income increased \$0.2 million to \$36.1 million for the year ended December 31, 2014, from \$36.0 million for the year ended December 31, 2013. The Huron Education and Life Sciences segment operating margin decreased slightly to 24.8% for 2014 from 25.0% for 2013. The decrease in this segment's operating margin was primarily attributable to increases in salaries and related expenses for both our revenue-generating professionals and support personnel and bonus expense for our revenue-generating professionals, all as a percentage of revenues, partially offset by decreases in contractor expense and practice administration and meetings expense.

## **Huron Business Advisory**

### **Revenues**

Huron Business Advisory segment revenues increased \$28.2 million, or 81.3%, to \$62.8 million for the year ended December 31, 2014, from \$34.7 million for the year ended December 31, 2013. Revenues for 2014 included \$30.0 million from our EPM practice (formerly referred to as Blue Stone International, LLC, a business that we acquired during the fourth quarter of 2013), compared to revenues of \$4.7 million during 2013. Included in the \$30.0 million of revenues from our EPM practice in 2014 is \$0.6 million from Threshold Consulting, Inc., a business that we acquired in the fourth quarter of 2014. Revenues from fixed-fee engagements, time-and-expense engagements, and performance-based engagements represented 13.8%, 79.5%, and 6.7% of this segment's revenues, respectively, during 2014, compared to 18.4%, 78.8%, and 2.8% of this segment's revenues, respectively, in 2013. Performance-based fee revenue was \$4.2 million for the year ended December 31, 2014, of which \$2.5 million was generated by Huron Transaction Advisory LLC, our registered broker-dealer established in the first quarter of 2014. Performance-based fee revenue was \$1.0 million for the year ended December 31, 2013. The level of performance-based fees earned may vary based on our clients' preferences and the mix of services we provide. Performance-based fee arrangements may cause significant variations in revenues, operating results, and average billing rates due to our level of execution and the

timing of achievement of the performance-based criteria.

Of the overall \$28.2 million increase in revenues, \$26.2 million was attributable to our full-time billable consultants and \$2.0 million was attributable to our full-time equivalents. The increase in revenues from our full-time billable consultants reflected an increase in the average number of full-time billable consultants, partially offset by decreases in our consultant utilization rate and average billing rate when comparing 2014 to 2013. The increase in revenue attributable to our full-time equivalents was driven by an increase in the average number of full-time equivalents, partially offset by a decrease in revenue per full-time equivalent. The increases in the average number of full-time billable consultants and full-time equivalents, and the decreases in the average billing rate and revenue per full-time equivalent are largely the result of our acquisition of Blue Stone International, LLC.

### Operating Income

Huron Business Advisory segment operating income increased by \$6.8 million, or 94.6%, to \$14.0 million for the year ended December 31, 2014, compared to \$7.2 million for the year ended December 31, 2013. Segment operating margin increased to 22.3% for 2014 from 20.8% for 2013. The increase in this segment's operating margin was primarily attributable to revenue growth that outpaced the increases in bonus expense for our revenue-generating professionals and salaries and related expenses for both our revenue-generating professionals and support personnel. Decreases in restructuring expense, severance expense, and bonus expense for our support personnel also contributed to the increase in the operating margin, partially offset by increases in contractor expense, practice administration and meetings expense, and promotion and sponsorship expense as percentages of revenue.

### LIQUIDITY AND CAPITAL RESOURCES

Cash and cash equivalents were \$58.4 million, \$256.9 million, and \$58.1 million at December 31, 2015, 2014, and 2013, respectively. As of December 31, 2015, our primary sources of liquidity are cash on hand, cash flows from our U.S. operations, and borrowing capacity available under our credit facility.

<b>Cash Flows (in thousands):</b>	<b>Year Ended December 31,</b>		
	<b>2015</b>	<b>2014</b>	<b>2013</b>
Net cash provided by operating activities	\$ 164,267	\$ 146,453	\$ 115,258
Net cash used in investing activities	\$ (272,158)	\$ (93,831)	\$ (52,658)
Net cash provided by (used in) financing activities	\$ (89,955)	\$ 146,170	\$ (29,648)
Effect of exchange rate changes on cash	\$ (589)	\$ (51)	\$ 17
Net increase (decrease) in cash and cash equivalents	\$ (198,435)	\$ 198,741	\$ 32,969

### Operating Activities

Net cash provided by operating activities totaled \$164.3 million, \$146.5 million, and \$115.3 million for the years ended December 31, 2015, 2014, and 2013, respectively. Our operating assets and liabilities consist primarily of receivables from billed and unbilled services, accounts payable and accrued expenses, accrued payroll and related benefits, and deferred revenues. The volume of services rendered and the related billings and timing of collections on those billings, as well as payments of our accounts payable and salaries, bonuses, and related benefits to employees affect these account balances.

The increase in cash provided by operations in 2015 compared to 2014 was primarily attributable to increased cash collections from clients, driven by our growth in revenues, as well as lower tax payments, partially offset by an increase in operating expenditures and an increase in the amount paid for annual performance bonuses during the first quarter of 2015 compared to the first quarter of 2014.

The increase in cash provided by operations in 2014 when compared to 2013 was primarily attributable to increased cash collections from clients, driven by our growth in revenues, as well as lower tax payments, and higher net income, partially offset by an increase in the amount paid for annual performance bonuses and an increase in unbilled services from clients. The increase in the unbilled services from clients was driven by several large healthcare implementation projects where the services provided and corresponding revenue recognized as of December 31, 2014 has exceeded the amount billed to the client in accordance with the contractual billing terms. We billed and collected these unbilled services in 2015. The increase in unbilled services was largely offset by the improved collections on billed services.

### Investing Activities

Net cash used in investing activities was \$272.2 million, \$93.8 million, and \$52.7 million for the years ended December 31, 2015, 2014, and 2013, respectively.

The use of cash in 2015 primarily consisted of \$340.0 million for purchases of businesses, \$18.6 million for purchases of property and equipment, and \$15.4 million for the purchase of convertible debt investments in Shorelight Holdings, LLC ("Shorelight"). Shorelight, the parent company of Shorelight Education, is a U.S.-based company that partners with leading nonprofit universities to increase access and retention of international students, boost institutional growth, and enhance an institution's global footprint. The zero coupon convertible notes will mature on July 1, 2020, unless converted earlier. The use of cash in 2015 was partially offset by the net proceeds received of \$108.5 million for the sale of the Huron Legal segment in December 2015. See Note 3 "Discontinued Operations" within the notes to our consolidated financial statements for information about the sale of the Huron Legal segment.

The use of cash in 2014 primarily consisted of \$54.0 million for purchases of businesses, \$25.9 million for purchases of property and equipment, and \$12.5 million for the purchase of convertible debt investments in Shorelight.

The use of cash in 2013 primarily consisted of \$30.3 million for purchases of businesses and \$20.2 million for purchases of property and equipment.

We estimate that the cash utilized for purchases of property and equipment in 2016 will be approximately \$20.0 million, primarily consisting of information technology related equipment and leasehold improvements to support our corporate infrastructure.

## **Financing Activities**

Net cash used in financing activities was \$90.0 million for the year ended December 31, 2015. During 2015, we borrowed \$314.0 million under our credit facility, including \$102.0 million for the Studer Group acquisition, made repayments on our credit facility of \$365.8 million, and repurchased and retired \$34.6 million of our common stock under our October 2014 Share Repurchase Program, as defined below.

Net cash provided by financing activities was \$146.2 million for the year ended December 31, 2014. During 2014, we issued \$250 million principal amount of the Convertible Notes, which provided proceeds of \$242.7 million, net of issuance costs. In connection with the issuance of the Convertible Notes, we paid \$42.1 million for the convertible note hedge transactions and received \$23.6 million for the sale of warrants. Borrowings made under our credit facility to fund operations during 2014 totaled \$129.0 million, with repayments during the period totaling \$154.0 million. During 2014, we repurchased and retired \$50.0 million of our common stock under the February 2014 Share Repurchase Program, as defined below, which completed the repurchase program.

Net cash used in financing activities was \$29.6 million for the year ended December 31, 2013. During 2013, our financing activities primarily consisted of \$119.8 million of repayments on our credit facility, mostly offset by \$96.0 million of borrowings made under our credit facility. Our financing activities during 2013 also included \$5.4 million of deferred acquisition payments related to prior year acquisitions and \$1.2 million for debt issuance costs.

In October 2014, our board of directors authorized a share repurchase program pursuant to which we may, from time to time, repurchase up to \$50 million of our common stock through October 31, 2015 (the "October 2014 Share Repurchase Program"). In October 2015, our board of directors authorized an extension of the October 2014 Share Repurchase Program through October 31, 2016; and in December 2015, our board of directors increased the authorized amount to \$125 million. The amount and timing of the repurchases will be determined by management and will depend on a variety of factors, including the trading price of our common stock, general market and business conditions, and applicable legal requirements. No shares were repurchased under this program in 2014. During the twelve months ended December 31, 2015, we repurchased 583,880 shares at an average cost of \$59.24 per share.

In February 2014, our board of directors authorized a share repurchase program permitting us to repurchase up to \$50 million of our common stock through February 28, 2015 (the "February 2014 Share Repurchase Program"). We completed the February 2014 Share Repurchase Program in October 2014.

## **Financing Arrangements**

At December 31, 2015, we had \$250.0 million principal amount of our 1.25% convertible senior notes outstanding and \$92.0 million outstanding under our senior secured credit facility, as discussed below.

### *1.25% Convertible Senior Notes*

In September 2014, we issued \$250 million principal amount of the Convertible Notes in a private offering. The Convertible Notes are senior unsecured obligations of the Company and will pay interest semi-annually on April 1 and October 1 of each year at an annual rate of 1.25%. The Convertible Notes will mature on October 1, 2019, unless earlier repurchased by the Company or converted in accordance with their terms.

Upon conversion, the Convertible Notes will be settled, at our election, in cash, shares of the Company's common stock, or a combination of cash and shares of the Company's common stock. Our current intent and policy is to settle conversions with a combination of

cash and shares of common stock with the principal amount of the Convertible Notes paid in cash, in accordance with the settlement provisions of the Indenture.

The initial conversion rate for the Convertible Notes is 12.5170 shares of our common stock per \$1,000 principal amount of the Convertible Notes, which is equal to an initial conversion price of approximately \$79.89 per share of our common stock.

In connection with the issuance of the Convertible Notes, we entered into convertible note hedge transactions and warrant transactions. The convertible note hedge transactions are intended to reduce the potential future economic dilution associated with the conversion of the Convertible Notes and, combined with the warrants, effectively raise the price at which economic dilution would occur from the initial conversion price of approximately \$79.89 to approximately \$97.12 per share.

For further information see Note 7 “Financing Arrangements” within the notes to our consolidated financial statements. For a discussion of certain risks and uncertainties related to the Convertible Notes see Part I—Item 1A. “Risk Factors.”

#### *Senior Secured Credit Facility*

On March 31, 2015, the Company and certain of the Company’s subsidiaries entered into a Second Amended and Restated Credit Agreement dated as of March 31, 2015 (the “Amended Credit Agreement”). The Amended Credit Agreement amended and restated, in its entirety, the credit agreement entered into as of April 14, 2011 (as amended and modified, the “Existing Credit Agreement”).

The Amended Credit Agreement consists of a \$500 million senior secured revolving credit facility that becomes due and payable in full upon maturity on March 31, 2020. The Amended Credit Agreement provides for the option to increase the revolving credit facility or establish term loan facilities in an aggregate amount of up to \$100 million, subject to customary conditions and the approval of any lender whose commitment would be increased, resulting in a maximum available principal amount under the Amended Credit Agreement of \$600 million. The initial borrowings under the Amended Credit Agreement were used to refinance borrowings outstanding under the Existing Credit Agreement, and future borrowings under the Amended Credit Agreement may be used for working capital, capital expenditures, share repurchases, and general corporate purposes.

Fees and interest on borrowings vary based on our Consolidated Leverage Ratio (as defined in the Amended Credit Agreement). At our option, borrowings under the Amended Credit Agreement will bear interest at one, two, three or six-month LIBOR or an alternate base rate, in each case plus the applicable margin. The applicable margin will fluctuate between 1.25% per annum and 1.75% per annum, in the case of LIBOR borrowings, or between 0.25% per annum and 0.75% per annum, in the case of base rate loans, based upon our Consolidated Leverage Ratio at such time.

Amounts borrowed under the Amended Credit Agreement may be prepaid at any time without premium or penalty. We are required to prepay the amounts outstanding under the Amended Credit Agreement in certain circumstances, including a requirement to pay all amounts outstanding under the Amended Credit Agreement 90 days prior to the Convertible Indebtedness Maturity Date (as defined in the Amended Credit Agreement) unless (1) the Convertible Indebtedness Maturity Date is waived or extended to a later date, (2) the Company can demonstrate (a) Liquidity (as defined in the Amended Credit Agreement) in an amount at least equal to the principal amount due on the Convertible Indebtedness Maturity Date, and (b) financial covenant compliance after giving effect to such payments and any additional indebtedness incurred on a pro forma basis, or (3) this requirement is waived by the Required Lenders (as defined in the Amended Credit Agreement). In addition, we have the right to permanently reduce or terminate the unused portion of the commitments provided under the Amended Credit Agreement at any time.

The Amended Credit Agreement contains usual and customary representations and warranties; affirmative and negative covenants, which include limitations on liens, investments, additional indebtedness, and restricted payments; and two quarterly financial covenants as follows: (i) a maximum Consolidated Leverage Ratio (defined as the ratio of debt to consolidated EBITDA) of either 3.25 to 1.00 or 3.50 to 1.00, depending on the measurement period, and (ii) a minimum Consolidated Interest Coverage Ratio (defined as the ratio of consolidated EBITDA to interest) of 3.50 to 1.00. Consolidated EBITDA for purposes of the financial covenants is calculated on a continuing operations basis and includes adjustments to add back share-based compensation costs, certain non-cash restructuring charges, and pro forma historical EBITDA for businesses acquired. At December 31, 2015, we were in compliance with these financial covenants with a Consolidated Leverage Ratio of 2.09 to 1.00 and a Consolidated Interest Coverage Ratio of 15.70 to 1.00.

The Amended Credit Agreement contains restricted payment provisions, including a potential limit on the amount of dividends we may pay. Pursuant to the terms of the Amended Credit Agreement, if our Consolidated Leverage Ratio is greater than 3.00, the amount of dividends and other Restricted Payments (as defined in the Amended Credit Agreement) we may pay is limited to an amount up to \$50 million plus 50% of cumulative consolidated net income from the closing date of the Amended Credit Agreement plus 50% of the net cash proceeds from equity issuances after the closing date of the Amended Credit Agreement.

Borrowings outstanding under the Amended Credit Agreement at December 31, 2015 totaled \$92.0 million. These borrowings carried a weighted average interest rate of 2.4% including the effect of the interest rate swaps described in Note 11 “Derivative Instruments and Hedging Activity” within the notes to the consolidated financial statements. Borrowings outstanding under the Existing Credit Agreement at December 31, 2014 were \$143.8 million and carried a weighted average interest rate of 2.3%. The borrowing capacity under the revolving credit facility is reduced by any outstanding borrowings under the revolving credit facility and outstanding letters of credit. At December 31, 2015, we had outstanding letters of credit totaling \$4.8 million, which are primarily used as security deposits for our office facilities. As of December 31, 2015, the unused borrowing capacity under the revolving credit facility was \$403.2 million.

For further information see Note 7 “Financing Arrangements” within the notes to our consolidated financial statements. For a discussion of certain risks and uncertainties related to the Amended Credit Agreement see Part I—Item 1A. “Risk Factors.”

## Future Needs

Our primary financing need has been to fund our growth. Our growth strategy is to expand our service offerings, which may require investments in new hires, acquisitions of complementary businesses, possible expansion into other geographic areas, and related capital expenditures. We believe our internally generated liquidity, together with our available cash on hand, the borrowing capacity available under our revolving credit facility, and access to external capital resources will be adequate to fund our long-term growth and capital needs arising from cash commitments and debt service obligations. Our ability to secure short-term and long-term financing in the future will depend on several factors, including our future profitability, the quality of our accounts receivable and unbilled services, our relative levels of debt and equity, and the overall condition of the credit markets.

## CONTRACTUAL OBLIGATIONS

The following table represents our significant obligations and commitments as of December 31, 2015 and the scheduled years of payments (in thousands).

	Total	Payments Due by Period			
		Less than 1 Year	1-3 Years	3-5 Years	More than 5 Years
Long-term bank borrowings—principal and interest <sup>(1)</sup>	\$ 99,522	\$ 1,770	\$ 3,540	\$ 94,212	\$ —
Convertible senior notes—principal and interest <sup>(2)</sup>	262,500	3,125	6,250	253,125	—
Operating lease obligations <sup>(3)</sup>	83,045	16,896	23,187	16,457	26,505
Purchase obligations <sup>(4)</sup>	24,025	10,939	12,245	841	—
Contingent consideration <sup>(5)</sup>	2,063	—	2,063	—	—
Uncertain tax positions <sup>(6)</sup>	3,223	—	—	—	—
Deferred compensation <sup>(7)</sup>	13,120	—	—	—	—
Total contractual obligations	\$ 487,498	\$ 32,730	\$ 47,285	\$ 364,635	\$ 26,505

- (1) The interest payments on long-term bank borrowings are estimated in the table above based on the principal amount outstanding and the interest rate in effect as of December 31, 2015. Actual future interest payments will differ due to changes in our borrowings outstanding and the interest rate on those borrowings, as the interest rate varies based on the fluctuations in the variable base rates and the spread we pay over those base rates pursuant to the Amended Credit Agreement. Refer to “Liquidity and Capital Resources” and Note 7 “Financing Arrangements” within the notes to our consolidated financial statements for more information on our outstanding borrowings.
- (2) In September 2014, we issued \$250 million principal of 1.25% convertible senior notes due 2019. We will pay cash interest on the outstanding notes at an annual rate of 1.25% semi-annually on April 1 and October 1 of each year until October 1, 2019, at which time we will repay any accrued and unpaid interest and the principal amount of all outstanding notes.
- (3) We lease our facilities under operating lease arrangements expiring on various dates through 2026, with various renewal options. We lease office facilities under non-cancelable operating leases that include fixed or minimum payments plus, in some cases, scheduled base rent increases over the term of the lease. Certain leases provide for monthly payments of real estate taxes, insurance and other operating expense applicable to the property. Some of the leases contain provisions whereby the future rental payments may be adjusted for increases in operating expense above the specified amount.
- (4) Purchase obligations include sponsorships, subscriptions to research tools, information technology, and other commitments to purchase services where we cannot cancel or would be required to pay a termination fee in the event of cancellation.
- (5) In connection with a business acquisition, we may be required to pay post-closing consideration to the sellers if specific financial performance targets are met over a number of years as specified in the related purchase agreement. As of December 31, 2015, the

estimated fair value of this contingent consideration liability was \$2.1 million. The actual amount that may be paid ranges from zero to \$2.5 million.

- (6) Our liabilities for uncertain tax positions are classified as non-current. As we are unable to reasonably estimate the timing of future payments as it depends on examinations by taxing authorities, the related balance has not been reflected in the "Payments Due by Period" section of the table.
- (7) Included in deferred compensation and other liabilities on our consolidated balance sheet as of December 31, 2015 is a \$13.1 million obligation for deferred compensation. As the specific payment dates for the deferred compensation are unknown, the related balances have not been reflected in the "Payments Due by Period" section of the table. Refer to Note 14 "Employee Benefit and Deferred Compensation Plans" within the notes to our consolidated financial statements for more information on our deferred compensation plan.

## OFF-BALANCE SHEET ARRANGEMENTS

We have not entered into any off-balance sheet arrangements.

## CRITICAL ACCOUNTING POLICIES

Management's discussion and analysis of financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP"). Our significant accounting policies are discussed in Note 2 "Summary of Significant Accounting Policies," within the notes to our consolidated financial statements. We regularly review our financial reporting and disclosure practices and accounting policies to ensure that our financial reporting and disclosures provide accurate information relative to the current economic and business environment. The preparation of financial statements in conformity with GAAP requires management to make assessments, estimates, and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements, as well as the reported amounts of revenues and expenses during the reporting period. Critical accounting policies are those policies that we believe present the most complex or subjective measurements and have the most potential to impact our financial position and operating results. While all decisions regarding accounting policies are important, we believe that there are four accounting policies that could be considered critical: revenue recognition, allowances for doubtful accounts and unbilled services, carrying values of goodwill and other intangible assets, and accounting for income taxes.

### Revenue Recognition

We recognize revenues in accordance with Account Standards Codification ("ASC") 605, *Revenue Recognition*. Under ASC 605, revenue is recognized when persuasive evidence of an arrangement exists, the related services are provided, the price is fixed or determinable, and collectability is reasonably assured. We generate the majority of our revenues from providing professional services under four types of billing arrangements: fixed-fee (including software license revenue), time-and-expense, performance-based, and software support and maintenance and subscriptions.

In fixed-fee billing arrangements, we agree to a pre-established fee in exchange for a predetermined set of professional services. We set the fees based on our estimates of the costs and timing for completing the engagements. We generally recognize revenues under fixed-fee billing arrangements using a proportionate performance approach, which is based on work completed to-date versus our estimates of the total services to be provided under the engagement. Contracts within our Studer Group solution are fixed-fee partner contracts with multiple deliverables, which primarily consist of coaching services, as well as seminars, materials and software products ("Partner Contracts"). Revenues for coaching services and software products are generally recognized on a straight-line basis over the length of the contract. All other revenues under Partner Contracts are recognized at the time the service is provided. Estimates of total engagement revenues and cost of services are monitored regularly during the term of the engagement. If our estimates indicate a potential loss, such loss is recognized in the period in which the loss first becomes probable and reasonably estimable.

We also generate revenues from software licenses for our revenue cycle management software and research administration and compliance software. Licenses for our revenue cycle management software are sold only as a component of our consulting projects, and the services we provide are essential to the functionality of the software. Therefore, revenues from these software licenses are recognized over the term of the related consulting services contract in accordance with ASC 605. License revenue from our research administration and compliance software is recognized in accordance with ASC 985-605, generally in the month in which the software is delivered.

Time-and-expense billing arrangements require the client to pay based on the number of hours worked by our revenue-generating professionals at agreed upon rates. Time-and-expense arrangements also include certain speaking engagements, conferences, and publication orders purchased by our clients outside of Partner Contracts within our Studer Group solution. We recognize revenues under time-and-expense arrangements as the related services or publications are provided.

In performance-based billing arrangements, fees are tied to the attainment of contractually defined objectives. We enter into performance-based engagements in essentially two forms. First, we generally earn fees that are directly related to the savings formally acknowledged by the client as a result of adopting our recommendations for improving operational and cost effectiveness in the areas we review. Second, we have performance-based engagements in which we earn a success fee when and if certain pre-defined outcomes occur. We do not recognize revenues under performance-based billing arrangements until all related performance criteria are met.

Clients that have purchased one of our software licenses can pay an annual fee for software support and maintenance. We also generate subscription revenue from our cloud-based analytic tools and solutions. Support and maintenance and subscription-based revenues are recognized ratably over the support or subscription period, which ranges from one to three years. These fees are billed in advance and included in deferred revenues until recognized.

We have arrangements with clients in which we provide multiple elements of services under one engagement contract. Revenues under these types of arrangements are allocated to each element based on the element's fair value in accordance with ASC 605 and recognized pursuant to the criteria described above.

Provisions are recorded for the estimated realization adjustments on all engagements, including engagements for which fees are subject to review by the bankruptcy courts. Expense reimbursements that are billable to clients are included in total revenues and reimbursable expenses, and typically an equivalent amount of reimbursable expenses are included in total direct costs and reimbursable expenses. Reimbursable expenses are primarily recognized as revenue in the period in which the expense is incurred. Subcontractors that are billed to clients at cost are also included in reimbursable expenses.

Differences between the timing of billings and the recognition of revenue are recognized as either unbilled services or deferred revenues in the accompanying consolidated balance sheets. Revenues recognized for services performed but not yet billed to clients are recorded as unbilled services. Client prepayments and retainers are classified as deferred revenues and recognized over future periods as earned in accordance with the applicable engagement agreement.

### **Allowances for Doubtful Accounts and Unbilled Services**

We maintain allowances for doubtful accounts and for services performed but not yet billed based on several factors, including the estimated cash realization from amounts due from clients, an assessment of a client's ability to make required payments, and the historical percentages of fee adjustments and write-offs by age of receivables and unbilled services. The allowances are assessed by management on a regular basis. These estimates may differ from actual results. If the financial condition of a client deteriorates in the future, impacting the client's ability to make payments, an increase to our allowance might be required or our allowance may not be sufficient to cover actual write-offs.

We record the provision for doubtful accounts and unbilled services as a reduction in revenue to the extent the provision relates to fee adjustments and other discretionary pricing adjustments. To the extent the provision relates to a client's inability to make required payments on accounts receivables, we record the provision to selling, general and administrative expenses.

### **Carrying Values of Goodwill and Other Intangibles Assets**

For an acquisition accounted for as a business combination, goodwill represents the excess of the cost over the fair value of the net assets acquired. We test goodwill for impairment, at the reporting unit level, annually and whenever events or circumstances make it more likely than not that an impairment may have occurred. We perform our annual goodwill impairment test as of November 30 and monitor for interim triggering events on an ongoing basis. A reporting unit is an operating segment or one level below an operating segment (referred to as a component) to which goodwill is assigned when initially recorded. We assign goodwill to reporting units based on our integration plans and the expected synergies resulting from the acquisition. At the time of our November 30, 2015 annual goodwill impairment test, we had five reporting units with goodwill balances: our Huron Healthcare and Huron Education and Life Sciences operating segments, our Financial Advisory practice and Enterprise Performance Management and Analytics ("EPM&A") practice, which together make up our Huron Business Advisory operating segment, and our Huron Legal operating segment, which we subsequently sold in December 2015.

Goodwill is reviewed for impairment utilizing a qualitative assessment or a quantitative two-step process. We have an option to make a qualitative assessment of a reporting unit's goodwill for impairment. If we choose to perform a qualitative assessment and determine the fair value more likely than not exceeds the carrying value, no further evaluation is necessary. For reporting units where we perform the quantitative two-step process, the first step requires us to compare the fair value of each reporting unit, which we generally determine using a combination of the income approach and the market approach, to the respective carrying value, which includes goodwill. For companies providing services similar to those provided by us, the income and market approaches will generally provide the most reliable indications of fair value because the value of such companies is dependent on their ability to generate earnings. If the fair value of the reporting unit exceeds its carrying value, the goodwill is not considered impaired. If the carrying value is higher than the fair value, there is an indication that an impairment may exist and the second step is required. In the second step, the implied fair value of goodwill is calculated as the

excess of the fair value of a reporting unit over the fair values assigned to its assets and liabilities. If the implied fair value of goodwill is less than the carrying value of the reporting unit's goodwill, the difference is recognized as an impairment loss.

We tested our goodwill for impairment twice during 2015, as discussed below.

**First Quarter 2015 Goodwill Impairment Analysis.** During the first three months of 2015, the operating results for Huron Legal were generally in line with management's expectations for the quarter but still significantly below the results achieved during the first three quarters of 2014. Given the increase in the reporting unit's carrying value as a result of the Sky Analytics acquisition in the first quarter of 2015 and weakened results compared to the first nine months of 2014, we performed an interim impairment test for the goodwill balances within our Huron Legal reporting unit as of March 31, 2015. Our goodwill impairment test was performed using the quantitative two-step process. In estimating the fair value of the Huron Legal reporting unit, we relied on a combination of the income approach and the market approach, utilizing the guideline company method, with a fifty-fifty weighting. These methods require the use of significant estimates and assumptions, including long-term projections of future cash flows, market conditions, and discount rates reflecting the risk inherent in future cash flows. Based on the results of the first step of the goodwill impairment test, we determined that the fair value of our Huron Legal reporting unit exceeded its carrying value by 25%, or \$28.8 million. Since the fair value of the reporting unit exceeded its carrying value, the second step of the goodwill impairment test was not necessary.

We continued to monitor the results of the Huron Legal reporting unit in 2015, and did not identify any indicators of impairment that required additional interim impairment tests. Pursuant to our policy, we performed our annual goodwill impairment test on Huron Legal as of November 30, 2015, as discussed below.

**2015 Annual Goodwill Impairment Analysis.** Pursuant to our policy, we performed our annual goodwill impairment test as of November 30, 2015 on our five reporting units with goodwill balances: Huron Healthcare, Huron Education and Life Sciences, Financial Advisory, EPM&A, and Huron Legal which was subsequently sold in December 2015. Our All Other reporting unit does not have a goodwill balance.

For each reporting unit, we reviewed goodwill for impairment utilizing the quantitative two-step process. We performed the first step of the quantitative two-step impairment test by comparing the fair value of each reporting unit to its respective carrying amount, including goodwill. Based on the results of the first step of the goodwill impairment test, we determined that the fair value of each of the Huron Healthcare, Huron Education and Life Sciences, Financial Advisory, EPM&A, and Huron Legal reporting units exceeded its carrying value by 79%, 80%, 118%, 15%, and 3%, respectively. Since the fair value of each reporting unit exceeded its respective carrying value, the second step of the goodwill impairment test was not necessary.

In estimating the fair value of our Huron Healthcare, Huron Education and Life Sciences, Financial Advisory, and EPM&A reporting units, we relied on a combination of the income approach and the market approach, utilizing the guideline company method, with a fifty-fifty weighting. The fair value of the Huron Legal reporting unit used in the impairment test was based on the gross sales price of \$112 million, which was derived in a market transaction.

In the income approach, we utilized a discounted cash flow analysis, which involves estimating the expected after-tax cash flows that will be generated by the reporting unit and then discounting those cash flows to present value reflecting the relevant risks associated with the reporting unit and the time value of money. This approach requires the use of significant estimates and assumptions, including long-term projections of future cash flows, market conditions, and discount rates reflecting the risk inherent in future cash flows. In estimating future cash flows, we relied on an internally generated six-year forecast. For periods after the six-year forecast, we assumed a long-term annual revenue growth rate of 3.5% for all reporting units. Our forecast is based on historical experience, current backlog, expected market demand, and other industry information. Our discounted cash flow analysis assumed a 10.0% weighted average cost of capital ("WACC") discount rate for the Huron Healthcare and Huron Education and Life Sciences reporting units and a 14.0% WACC discount rate for the Financial Advisory and EPM&A reporting units.

In the market approach, we utilized the guideline company method, which involved calculating valuation multiples based on operating data from guideline publicly traded companies. Multiples derived from guideline companies provide an indication of how much a knowledgeable investor in the marketplace would be willing to pay for a company. For each reporting unit, these multiples are evaluated and adjusted based on specific characteristics of the reporting unit relative to the selected guideline companies and applied to the reporting unit's operating data to arrive at an indication of value.

Determining the fair value of a reporting unit requires us to make significant judgments, estimates, and assumptions. While we believe that the estimates and assumptions underlying our valuation methodology are reasonable, these estimates and assumptions could have a significant impact on whether or not an impairment charge is recognized and also the magnitude of any such charge. The results of an impairment analysis are as of a point in time. There is no assurance that the actual future earnings or cash flows of our reporting units will be consistent with our projections. We will monitor any changes to our assumptions and will evaluate goodwill as deemed warranted during future periods. Any significant decline in our operations could result in goodwill impairment charges.

The table below presents, based on the goodwill impairment test performed as of November 30, 2015, the decrease in the fair value of our reporting units given a 100 basis point increase in the assumed discount rate or a 100 basis point decrease in the assumed long-term annual revenue growth rate. The table below does not include the Huron Legal reporting unit as the fair value used in the goodwill impairment test was derived in a market transaction and the sale of the Huron Legal segment closed on December 31, 2015.

	Discount rate increased by 100 bps	Long-term growth rate decreased by 100 bps
<b>Huron Healthcare</b>		
Decrease in fair value	\$ (77,100)	\$ (55,000)
Percentage by which fair value exceeds carrying value	69%	72%
<b>Huron Education and Life Sciences</b>		
Decrease in fair value	\$ (14,300)	\$ (10,300)
Percentage by which fair value exceeds carrying value	68%	71%
<b>Financial Advisory</b>		
Decrease in fair value	\$ (2,500)	\$ (1,700)
Percentage by which fair value exceeds carrying value	107%	111%
<b>EPM&amp;A</b>		
Decrease in fair value	\$ (2,300)	\$ (1,400)
Percentage by which fair value exceeds carrying value	9%	11%

The carrying values of goodwill for each of our reporting units as of December 31, 2015 are as follows (in thousands):

Reporting Unit	Carrying Value of Goodwill
Huron Healthcare	\$ 610,264
Huron Education and Life Sciences	102,906
Financial Advisory	16,094
Enterprise Performance Management and Analytics	22,136
Total	<u>\$ 751,400</u>

The carrying value of goodwill for the Huron Legal reporting unit immediately before the sale of that business was \$59.5 million, which was written off as a result of the sale on December 31, 2015.

Intangible assets represent purchased assets that lack physical substance but can be distinguished from goodwill. Our intangible assets, net of accumulated amortization, totaled \$95.0 million at December 31, 2015 and primarily consist of customer relationships, trade names, customer contracts, technology and software, publishing content, and non-competition agreements, all of which were acquired through business combinations. We use valuation techniques in estimating the initial fair value of acquired intangible assets. These valuations are primarily based on the present value of the estimated net cash flows expected to be derived from the intangible assets, discounted for assumptions such as future customer attrition. We evaluate our intangible assets for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable.

#### Income Taxes

Our income tax expense, deferred tax assets and liabilities, and reserves for unrecognized tax benefits reflect management's best assessment of estimated future taxes to be paid. In determining our provision for income taxes on an interim basis, we estimate our annual effective tax rate based on information available at each interim period.

Deferred tax assets and liabilities are recorded for future tax consequences attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. These deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Deferred tax assets are reduced by a valuation allowance when, in management's opinion, it is more likely than not that some portion or the entire deferred tax asset will not be realized.

Our tax positions are subject to income tax audits by federal, state, local, and foreign tax authorities. A tax benefit from an uncertain position may be recognized in the financial statements only if it is more likely than not that the position is sustainable, based on its technical merits. We measure the tax benefit recognized as the largest amount of benefit which is more likely than not to be realized upon settlement.

with the taxing authority. The estimate of the potential outcome of any uncertain tax issue is subject to management's assessment of relevant risks, facts and circumstances existing at that time.

## NEW ACCOUNTING PRONOUNCEMENTS

Refer to Note 2 "Summary of Significant Accounting Policies" within the notes to the consolidated financial statements for information on new accounting pronouncements.

## SUBSEQUENT EVENT

Effective February 1, 2016, we completed our acquisition of MyRounding Solutions LLC ("MyRounding"), a Denver, Colorado-based firm specializing in digital health solutions to improve patient care. The addition of MyRounding strengthens Huron's cultural transformation services for healthcare providers and expands the integration of Huron's software and consulting solutions. The results of operations of MyRounding will be included within the Huron Healthcare segment.

## ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

We are exposed to market risks primarily from changes in interest rates and changes in the market value of our investments.

### *Market Risk and Interest Rate Risk*

The value of the Convertible Notes is exposed to interest rate risk. Generally, the fair value of our fixed interest rate Convertible Notes will increase as interest rates fall and decrease as interest rates rise. In addition, the fair value of our Convertible Notes is affected by our stock price. The carrying value of our Convertible Notes was \$220.0 million as of December 31, 2015, which represents the liability component of the \$250 million principal balance. The total estimated fair value of our Convertible Notes at December 31, 2015 was \$248.0 million, and was determined based on the quoted bid price of the Convertible Notes in an over-the-counter market as of the last day of trading for the quarter ended December 31, 2015, which was \$99.204 per \$100 principal amount. At December 31, 2014, the carrying value of our Convertible Notes was \$212.9 million, which represented the liability component of the \$250 million principal balance, and the total estimated fair value of our Convertible Notes was \$261.9 million, which was determined based on the quoted bid price of the Convertible Notes in an over-the-counter market as of the last day of trading for the year ended December 31, 2014, which was \$104.761 per \$100 principal amount.

Concurrent with the issuance of the Convertible Notes, we entered into separate convertible note hedge and warrant transactions. The convertible note hedge transactions are intended to reduce the potential future economic dilution associated with the conversion of the Convertible Notes and, combined with the warrants, effectively raise the price at which economic dilution would occur from the initial conversion price of approximately \$79.89 to approximately \$97.12 per share. Under the convertible note hedge transactions, we have the option to purchase a total of approximately 3.1 million shares of our common stock, which is the number of shares initially issuable upon conversion of the Convertible Notes in full, at a price of approximately \$79.89, which corresponds to the initial conversion price of the Convertible Notes, subject to customary anti-dilution adjustments substantially similar to those in the Convertible Notes. Under the warrant transactions, the holders of the warrants have the option to purchase a total of approximately 3.1 million shares of our common stock at a price of approximately \$97.12. If the average market value per share of our common stock for the reporting period exceeds the strike price of the warrants, the warrants will have a dilutive effect on our earnings per share.

We have exposure to changes in interest rates associated with borrowings under our bank credit facility, which has variable interest rates tied to LIBOR or an alternate base rate, at our option. At December 31, 2015, we had borrowings outstanding under the credit facility totaling \$92.0 million that carried a weighted average interest rate of 2.4% including the effect of the interest rate swaps described below. As of December 31, 2015 these variable rate borrowings were fully hedged against changes in interest rates by the interest rate swaps described below, which had a notional amount of \$92.0 million at December 31, 2015. As our variable rate borrowings were fully hedged as of December 31, 2015, a change in the interest rate would have no impact on our consolidated financial statements. At December 31, 2014, our borrowings outstanding under the credit facility totaled \$143.8 million and carried a weighted average interest rate of 2.3%, including the effect of the interest rate swaps described below; and a hypothetical 100 basis point change in the interest rate at that time would have had a \$0.3 million effect on our pretax income, including the effect of the interest rate swaps. At December 31, 2014, the notional amount of the swap agreements in effect totaled \$115.0 million.

On December 8, 2011, we entered into a forward amortizing interest rate swap agreement effective on February 29, 2012 and ending on April 14, 2016. We entered into this derivative instrument to hedge against the interest rate risks of our variable-rate borrowings described above. The swap had an initial notional amount of \$56.6 million and amortizes throughout the term. Under the terms of the interest rate swap agreement, we receive from the counterparty interest on the notional amount based on one-month LIBOR and we pay to the counterparty a fixed rate of 0.9875%.

On May 30, 2012, we entered into an amortizing interest rate swap agreement effective on May 31, 2012 and ending on April 14, 2016. We entered into this derivative instrument to further hedge against the interest rate risks of our variable-rate borrowings described above. The swap had an initial notional amount of \$37.0 million and amortizes throughout the term. Under the terms of the interest rate swap agreement, we receive from the counterparty interest on the notional amount based on one-month LIBOR and we pay to the counterparty a fixed rate of 0.70%.

On April 4, 2013, we entered into a forward amortizing interest rate swap agreement effective on March 31, 2014 and ending on August 31, 2017. We entered into this derivative instrument to further hedge against the interest rate risks of our variable-rate borrowings described above. The swap has an initial notional amount of \$60.0 million and amortizes throughout the term. Under the terms of the interest rate swap agreement, we will receive from the counterparty interest on the notional amount based on one-month LIBOR and we will pay to the counterparty a fixed rate of 0.985%.

We have a non-interest bearing convertible debt investment in a privately-held company, which we account for as an available-for-sale security. As such, the investment is carried at fair value with unrealized holding gains and losses excluded from earnings and reported in other comprehensive income. As of December 31, 2015, the fair value of the investment was \$34.8 million, with a total cost basis of \$27.9 million. At December 31, 2014, the fair value of the investment was \$12.3 million, with a cost basis of \$12.5 million.

We do not use derivative instruments for trading or other speculative purposes. From time to time, we invest excess cash in short-term marketable securities. These investments principally consist of overnight sweep accounts. Due to the short maturity of these investments, we have concluded that we do not have material market risk exposure.

#### **ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.**

The Company's Consolidated Financial Statements and supplementary data begin on page F-1 of this Annual Report on Form 10-K.

#### **ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.**

None.

#### **ITEM 9A. CONTROLS AND PROCEDURES.**

##### **Evaluation of Disclosure Controls and Procedures**

Our management, with the participation of the Company's Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of December 31, 2015. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of December 31, 2015, our disclosure controls and procedures were effective in recording, processing, summarizing and reporting, on a timely basis, information required to be disclosed by us in the reports we file or submit under the Exchange Act, and such information is accumulated and communicated to management as appropriate to allow timely decisions regarding required disclosure.

##### **Management's Report on Internal Control Over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) for the Company. Internal control over financial reporting is a process designed under the supervision of the Company's Chief Executive Officer and Chief Financial Officer, and effected by the Company's board of directors, management and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP and includes those policies and procedures that:

- (i) Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- (ii) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and
- (iii) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Due to its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In connection with the preparation of this report, our management, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, conducted an evaluation of the effectiveness of the internal control over financial reporting as of December 31, 2015 using the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”) in *Internal Control – Integrated Framework* (2013). As a result of that evaluation, management concluded that our internal control over financial reporting was effective as of December 31, 2015.

The effectiveness of the Company’s internal control over financial reporting as of December 31, 2015 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report appearing on page F-2 of this Annual Report on Form 10-K.

Management excluded the internal controls of Studer Group in its annual assessment of the effectiveness of the Company’s internal control over financial reporting because it was acquired by the Company in a purchase business combination during 2015. Total assets and total revenues of Studer Group represent 2% and 11% of the Company’s total assets and total revenues, respectively, as reported in our consolidated financial statements as of and for the year ended December 31, 2015.

#### **Changes in Internal Control over Financial Reporting**

There has been no change in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the three months ended December 31, 2015 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

#### **ITEM 9B. OTHER INFORMATION.**

None.

## PART III

### ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.

#### Directors, Executive Officers, Promoters and Control Persons

The information required by this item is incorporated by reference from portions of our definitive proxy statement for our annual meeting of stockholders to be filed with the SEC pursuant to Regulation 14A by April 29, 2016 (the “Proxy Statement”) under “Nominees to Board of Directors,” “Directors Not Standing For Election” and “Executive Officers.”

#### Compliance with Section 16(a) of the Exchange Act

The information required by this item is incorporated by reference from a portion of the Proxy Statement under “Section 16(a) Beneficial Ownership Reporting Compliance.”

#### Code of Business Conduct and Ethics

We have adopted a Code of Business Conduct and Ethics (the “Code”) that is applicable to all of our employees, officers and directors. The Code is available on the Corporate Governance page of our website at [www.huronconsultinggroup.com](http://www.huronconsultinggroup.com). If we make any amendments to or grant any waivers from the Code which are required to be disclosed pursuant to the Securities Exchange Act of 1934, we will make such disclosures on our website.

#### Corporate Governance

The information required by this item is incorporated by reference from a portion of the Proxy Statement under “Board Meetings and Committees.”

### ITEM 11. EXECUTIVE COMPENSATION.

#### Executive Compensation

The information required by this item is incorporated by reference from a portion of the Proxy Statement under “Executive Compensation.”

#### Compensation Committee Interlocks and Insider Participation

The information required by this item is incorporated by reference from a portion of the Proxy Statement under “Compensation Committee Interlocks and Insider Participation.”

#### Compensation Committee Report

The information required by this item is incorporated by reference from a portion of the Proxy Statement under “Compensation Committee Report.”

**ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.**

**Securities Authorized for Issuance Under Equity Compensation Plans**

The following table summarizes information as of December 31, 2015 with respect to equity compensation plans approved by shareholders. We do not have equity compensation plans that have not been approved by shareholders.

<u>Plan Category</u>	<u>Number of Shares to be Issued Upon Exercise of Outstanding Options</u>	<u>Weighted Average Exercise Price of Outstanding Options</u>	<u>Number of Shares Remaining Available for Future Issuance (excluding shares in 1<sup>st</sup> column)</u>
Equity compensation plans approved by shareholders <sup>(1)</sup> :			
2004 Omnibus Stock Plan	162,386	\$ 26.69	— <sup>(2)</sup>
2012 Omnibus Incentive Plan	36,617	\$ 39.19	943,016
Stock Ownership Participation Program	—	\$ —	260,293
Equity compensation plans not approved by shareholders	N/A	N/A	N/A
Total	199,003	\$ 28.99	1,203,309

- (1) Our 2012 Omnibus Incentive Plan was approved by our shareholders at our annual meeting held on May 1, 2012, and an amendment to the 2012 Omnibus Incentive Plan to increase the number of shares reserved for issuance thereunder by 850,000 shares was approved by our shareholders at our annual meeting held on May 2, 2014. Our Stock Ownership Participation Program was approved by our shareholders at our annual meeting held on May 1, 2015. Our 2004 Omnibus Stock Plan was approved by the existing shareholders prior to our initial public offering.
- (2) Upon adoption of the 2012 Omnibus Incentive Plan, we terminated the 2004 Omnibus Stock Plan with respect to future awards and no further awards will be granted under this plan.

**Security Ownership of Certain Beneficial Owners and Management**

The information required by this item is incorporated by reference from a portion of the Proxy Statement under “Stock Ownership of Certain Beneficial Owners and Management.”

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE.**

**Certain Relationships and Related Transactions**

The information required by this item is incorporated by reference from a portion of the Proxy Statement under “Certain Relationships and Related Transactions.”

**Director Independence**

The information required by this item is incorporated by reference from portions of the Proxy Statement under “Nominees to Board of Directors,” “Directors Not Standing For Election,” and “Board Meetings and Committees.”

**ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES.**

The information required by this item is incorporated by reference from a portion of the Proxy Statement under “Audit and Non-Audit Fees.”

**PART IV**

**ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.**

**(a) Documents filed as part of this Annual Report on Form 10-K.**

1. Financial Statements—Our independent registered public accounting firm’s report and our Consolidated Financial Statements are listed below and begin on page F-1 of this Form 10-K.
  - Report of Independent Registered Public Accounting Firm
  - Consolidated Balance Sheets
  - Consolidated Statements of Earnings and Other Comprehensive Income
  - Consolidated Statements of Stockholders’ Equity
  - Consolidated Statements of Cash Flows
  - Notes to Consolidated Financial Statements
2. Financial Statement Schedules—The financial statement schedules required by this item are included in the Consolidated Financial Statements and accompanying notes.
3. Exhibit Index

Exhibit Number	Exhibit Description	Filed herewith	Furnished herewith	Incorporated by Reference			
				Form	Period Ending	Exhibit	Filing Date
2.1	Agreement and Plan of Merger, dated as of January 26, 2015, by and among Huron Consulting Group Inc., Texas Acquisition Inc., Studer Holdings, Inc. and Fortis Advisors LLC, solely in the capacity as stockholders’ and optionholders’ representative thereunder.			8-K		2.1	2/13/2015
2.2	Purchase Agreement, dated as of December 10, 2015, by and among Huron Consulting Group Inc., Huron Consulting Services LLC, Huron Consulting Group Holdings LLC, and Consilio, Inc.			8-K		2.1	1/7/2016
3.1	Third Amended and Restated Certificate of Incorporation of Huron Consulting Group Inc.			10-K	12/31/2004	3.1	2/16/2005
3.2	Amended and Restated Bylaws of Huron Consulting Group Inc.			8-K		3.1	10/28/2015
4.1	Specimen Stock Certificate.			S-1 (File No. 333-115434)		4.1	10/5/2004
4.2	Indenture (including Form of Note) with respect to the Company’s 1.25% Convertible Senior Notes due 2019, dated as of September 10, 2014, between Huron Consulting Group Inc. and U.S. Bank National Association, as trustee.			8-K		10.1	9/16/2014
10.1	Office Lease, dated December 2003, between Union Tower, LLC and Huron Consulting Services LLC (formerly known as Huron Consulting Group LLC).			S-1 (File No. 333-115434)		10.1	10/5/2004
10.2*	Amended and Restated Huron Consulting Group Inc. 2004 Omnibus Stock Plan.			S-8		10.1	5/5/2010
10.3*	Huron Consulting Group Inc. Deferred Compensation Plan as Amended and Restated effective January 1, 2009.			10-K	12/31/2008	10.12	2/24/2009
10.4*	Amended and Restated Senior Management Agreement by and between Huron Consulting Group Inc. and James H. Roth.			8-K		10.1	1/14/2010

Exhibit Number	Exhibit Description	Filed herewith	Furnished herewith	Incorporated by Reference			
				Form	Period Ending	Exhibit	Filing Date
10.5*	Senior Management Agreement by and between Huron Consulting Group Inc. and Diane Ratekin.			8-K		10.1	3/22/2011
10.6*	Senior Management Agreement by and between Huron Consulting Group Inc. and C. Mark Hussey.			8-K		10.1	7/19/2011
10.7	First Amendment to Lease by and between Huron Consulting Services LLC and Union Tower, LLC, dated August 23, 2004.			10-K	12/31/2012	10.17	2/21/2013
10.8	Second Amendment to Lease by and between Huron Consulting Services LLC and Union Tower, LLC, dated March 14, 2007.			10-K	12/31/2012	10.18	2/21/2013
10.9	Third Amendment to Lease by and between Huron Consulting Services LLC and Union Tower, LLC, dated April 2, 2010.			10-K	12/31/2012	10.19	2/21/2013
10.10	Fourth Amendment to Lease by and between Huron Consulting Services LLC and Union Tower, LLC, dated December 31, 2012.			8-K		10.1	1/4/2013
10.11*	Form of the Huron Consulting Group Inc. 2012 Omnibus Incentive Plan Restricted Stock Agreement.			10-K	12/31/2012	10.20	2/21/2013
10.12	Purchase Agreement, dated as of September 4, 2014, between Huron Consulting Group Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated and J.P. Morgan Securities LLC, as Representatives of the several Initial Purchasers.			8-K		10.1	9/5/2014
10.13	Base Convertible Bond Hedge Transaction Confirmation, dated as of September 4, 2014, by and between Huron Consulting Group Inc. and Bank of America, N.A.			8-K		10.2	9/5/2014
10.14	Base Convertible Bond Hedge Transaction Confirmation, dated as of September 4, 2014, by and between Huron Consulting Group Inc. and J.P. Morgan Securities LLC, as an agent for JPMorgan Chase Bank, National Association, London Branch.			8-K		10.3	9/5/2014
10.15	Base Issuer Warrant Transaction Confirmation, dated as of September 4, 2014, by and between Huron Consulting Group Inc. and Bank of America, N.A.			8-K		10.4	9/5/2014
10.16	Base Issuer Warrant Transaction Confirmation, dated as of September 4, 2014, by and between Huron Consulting Group Inc. and J.P. Morgan Securities LLC, as an agent for JPMorgan Chase Bank, National Association, London Branch.			8-K		10.5	9/5/2014
10.17	Additional Convertible Bond Hedge Transaction Confirmation, dated as of September 10, 2014, by and between Huron Consulting Group Inc. and Bank of America, N.A.			8-K		10.1	9/16/2014
10.18	Additional Convertible Bond Hedge Transaction Confirmation, dated as of September 10, 2014, by and between Huron Consulting Group Inc. and J.P. Morgan Securities LLC, as an agent for JPMorgan Chase Bank, National Association, London Branch.			8-K		10.2	9/16/2014

Exhibit Number	Exhibit Description	Filed herewith	Furnished herewith	Incorporated by Reference			
				Form	Period Ending	Exhibit	Filing Date
10.19	Additional Issuer Warrant Transaction Confirmation, dated as of September 10, 2014, by and between Huron Consulting Group Inc. and Bank of America, N.A.			8-K		10.3	9/16/2014
10.20	Additional Issuer Warrant Transaction Confirmation, dated as of September 10, 2014, by and between Huron Consulting Group Inc. and J.P. Morgan Securities LLC, as an agent for JPMorgan Chase Bank, National Association, London Branch.			8-K		10.4	9/16/2014
10.21*	Form of the Huron Consulting Group Inc. 2012 Omnibus Incentive Plan Restricted Stock Agreement (Stock Ownership Participation Program).			10-K	12/31/2014	10.31	2/24/2015
10.22*	Form of the Huron Consulting Group Inc. 2012 Omnibus Incentive Plan Performance Stock Unit Agreement.			10-K	12/31/2014	10.32	2/24/2015
10.23*	Form of the Huron Consulting Group Inc. 2012 Omnibus Incentive Plan Stock Option Agreement.			10-K	12/31/2014	10.33	2/24/2015
10.24*	Form of the Huron Consulting Group Inc. 2012 Omnibus Incentive Plan NEO Performance Stock Unit Agreement.			10-K	12/31/2014	10.34	2/24/2015
10.25	Second Amended and Restated Credit Agreement, dated as of March 31, 2015, among Huron Consulting Group Inc., as Borrower, certain subsidiaries as Guarantors, the Lenders Party Hereto and Bank of America, N.A., as Administrative Agent and Collateral Agent, JPMorgan Chase Bank, N.A., as Syndication Agent, PNC Bank, Bank of Montreal and Key Bank National Association as Co-Documentation Agents, and Merrill Lynch, Pierce, Fenner & Smith Incorporated and J.P. Morgan Securities LLC, as Joint Lead Arrangers and Joint Book Managers.			8-K		10.1	4/2/2015
10.26	Second Amended and Restated Security Agreement, dated as of March 31, 2015.			8-K		10.2	4/2/2015
10.27	Second Amended and Restated Pledge Agreement, dated as of March 31, 2015.			8-K		10.3	4/2/2015
10.28*	Huron Consulting Group Inc. Stock Ownership Participation Program.			DEF 14A		Appendix A	3/20/2015
10.29*	Huron Consulting Group Inc. 2012 Omnibus Incentive Plan, as amended and restated.	X					
21.1	List of Subsidiaries of Huron Consulting Group Inc.	X					
23.1	Consent of PricewaterhouseCoopers LLP.	X					
31.1	Certification of the Chief Executive Officer, pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	X					
31.2	Certification of the Chief Financial Officer, pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	X					

Exhibit Number	Exhibit Description	Filed herewith	Furnished herewith	Incorporated by Reference			
				Form	Period Ending	Exhibit	Filing Date
32.1	Certification of the Chief Executive Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.		X				
32.2	Certification of the Chief Financial Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.		X				
101.INS	XBRL Instance Document.	X					
101.SCH	XBRL Taxonomy Extension Schema Document.	X					
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.	X					
101.LAB	XBRL Taxonomy Extension Label Linkbase Document.	X					
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.	X					
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.	X					

\* Indicates the exhibit is a management contract or compensatory plan or arrangement.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Huron Consulting Group Inc.

(Registrant)

**Signature****Title****Date**

/s/ James H. Roth

President, Chief Executive Officer and Director

February 22, 2016

James H. Roth

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints James H. Roth, C. Mark Hussey, and Diane Ratekin, and each of them, his or her 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 sign any and all amendments to this report, and to file the same, with all and any other regulatory authority, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated.

**Signature****Title****Date**

/s/ JAMES H. ROTH

President, Chief Executive Officer and Director  
*(Principal Executive Officer)*

February 22, 2016

James H. Roth

/s/ JOHN F. MCCARTNEY

Non-Executive Chairman of the Board

February 22, 2016

John F. McCartney

/s/ GEORGE E. MASSARO

Vice Chairman of the Board

February 22, 2016

George E. Massaro

/s/ C. MARK HUSSEY

Executive Vice President, Chief Operating Officer,  
Chief Financial Officer and Treasurer  
*(Principal Financial Officer)*

February 22, 2016

C. Mark Hussey

/s/ JOHN D. KELLY

Chief Accounting Officer and Assistant Treasurer  
*(Principal Accounting Officer)*

February 22, 2016

John D. Kelly

/s/ JAMES D. EDWARDS

Director

February 22, 2016

James D. Edwards

/s/ H. EUGENE LOCKHART

Director

February 22, 2016

H. Eugene Lockhart

/s/ JOHN S. MOODY

Director

February 22, 2016

John S. Moody

/s/ DEBRA ZUMWALT

Director

February 22, 2016

Debra Zumwalt

**HURON CONSULTING GROUP INC.**  
**CONSOLIDATED FINANCIAL STATEMENTS**

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## Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders of Huron Consulting Group Inc.:

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of earnings and other comprehensive income, stockholders' equity and cash flows present fairly, in all material respects, the financial position of Huron Consulting Group Inc. and its subsidiaries at December 31, 2015 and 2014, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2015 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2015, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control Over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on these financial statements and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

As discussed in Note 2 to the consolidated financial statements, the Company changed the manner in which it presents deferred income taxes in 2015.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

As described in Management's Report on Internal Control Over Financial Reporting appearing under Item 9A, management has excluded Studer Group from its assessment of internal control over financial reporting as of December 31, 2015 because they were acquired by the Company in a purchase business combination during 2015. We have also excluded Studer Group from our audit of internal control over financial reporting. Studer Group is a wholly-owned subsidiary whose total assets and total revenues represent 2% and 11%, respectively, of the related consolidated financial statement amounts as of and for the year ended December 31, 2015.

/s/ PricewaterhouseCoopers LLP

Chicago, IL  
February 22, 2016

**HURON CONSULTING GROUP INC.**  
**CONSOLIDATED BALANCE SHEETS**  
(In thousands, except share and per share amounts)

	December 31, 2015	December 31, 2014
<b>Assets</b>		
<b>Current assets:</b>		
Cash and cash equivalents	\$ 58,437	\$ 256,872
Receivables from clients, net	85,297	76,490
Unbilled services, net	56,527	84,206
Income tax receivable	406	8,016
Deferred income taxes, net	—	14,629
Prepaid expenses and other current assets	28,922	13,583
Current assets of discontinued operations	—	32,363
<b>Total current assets</b>	<b>229,589</b>	<b>486,159</b>
Property and equipment, net	28,888	30,691
Long-term investment	34,831	12,250
Other non-current assets	24,460	19,920
Intangible assets, net	94,992	21,729
Goodwill	751,400	514,591
Non-current assets of discontinued operations	—	70,574
<b>Total assets</b>	<b>\$ 1,164,160</b>	<b>\$ 1,155,914</b>
<b>Liabilities and stockholders' equity</b>		
<b>Current liabilities:</b>		
Accounts payable	\$ 7,220	\$ 10,804
Accrued expenses	24,276	17,051
Accrued payroll and related benefits	80,839	105,522
Current maturities of long-term debt	—	28,750
Deferred revenues	19,086	12,469
Current liabilities of discontinued operations	—	1,780
<b>Total current liabilities</b>	<b>131,421</b>	<b>176,376</b>
<b>Non-current liabilities:</b>		
Deferred compensation and other liabilities	23,768	11,221
Long-term debt, net of current portion	311,993	327,852
Deferred lease incentives	9,965	12,671
Deferred income taxes, net	34,688	26,657
Non-current liabilities of discontinued operations	—	503
<b>Total non-current liabilities</b>	<b>380,414</b>	<b>378,904</b>
<b>Commitments and Contingencies</b>		
<b>Stockholders' equity</b>		
Common stock; \$0.01 par value; 500,000,000 shares authorized; 24,775,823 and 24,976,395 shares issued at December 31, 2015 and December 31, 2014, respectively	241	241
Treasury stock, at cost, 2,249,630 and 2,097,173 shares at December 31, 2015 and December 31, 2014, respectively	(103,734)	(94,074)
Additional paid-in capital	438,367	442,308
Retained earnings	313,866	254,814
Accumulated other comprehensive income (loss)	3,585	(2,655)
<b>Total stockholders' equity</b>	<b>652,325</b>	<b>600,634</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$ 1,164,160</b>	<b>\$ 1,155,914</b>

*The accompanying notes are an integral part of the consolidated financial statements.*

**HURON CONSULTING GROUP INC.**  
**CONSOLIDATED STATEMENTS OF EARNINGS AND OTHER COMPREHENSIVE INCOME**  
(In thousands, except per share amounts)

	Year Ended December 31,		
	2015	2014	2013
Revenues and reimbursable expenses:			
Revenues	\$ 699,010	\$ 627,686	\$ 538,128
Reimbursable expenses	70,013	73,847	64,623
Total revenues and reimbursable expenses	769,023	701,533	602,751
Direct costs and reimbursable expenses (exclusive of depreciation and amortization shown in operating expenses):			
Direct costs	401,915	384,277	323,398
Amortization of intangible assets and software development costs	16,788	4,590	2,660
Reimbursable expenses	69,932	73,855	64,665
Total direct costs and reimbursable expenses	488,635	462,722	390,723
Operating expenses and other operating gains:			
Selling, general and administrative expenses	157,902	132,799	116,976
Restructuring charges	3,329	2,811	305
Litigation and other gains, net	(9,476)	(590)	(5,875)
Depreciation and amortization	25,135	15,451	10,723
Total operating expenses and other operating gains	176,890	150,471	122,129
Operating income	103,498	88,340	89,899
Other income (expense), net:			
Interest expense, net of interest income	(18,136)	(8,679)	(6,475)
Other income (expense), net	(1,797)	400	353
Total other expense, net	(19,933)	(8,279)	(6,122)
Income from continuing operations before income tax expense	83,565	80,061	83,777
Income tax expense	21,670	33,059	32,200
Net income from continuing operations	61,895	47,002	51,577
Income (loss) from discontinued operations, net of tax	(2,843)	32,049	14,856
Net income	\$ 59,052	\$ 79,051	\$ 66,433
Net earnings per basic share:			
Net income from continuing operations	\$ 2.80	\$ 2.10	\$ 2.31
Income (loss) from discontinued operations, net of tax	(0.13)	1.42	0.67
Net income	\$ 2.67	\$ 3.52	\$ 2.98
Net earnings per diluted share:			
Net income from continuing operations	\$ 2.74	\$ 2.05	\$ 2.26
Income (loss) from discontinued operations, net of tax	(0.13)	1.40	0.66
Net income	\$ 2.61	\$ 3.45	\$ 2.92
Weighted average shares used in calculating earnings per share:			
Basic	22,136	22,431	22,322
Diluted	22,600	22,925	22,777
Comprehensive income:			
Net income	\$ 59,052	\$ 79,051	\$ 66,433
Foreign currency translation gain (loss), net of tax	1,817	(1,618)	89
Unrealized gain (loss) on investment, net of tax	4,435	(250)	—
Unrealized gain (loss) on cash flow hedging instruments, net of tax	(12)	10	473
Other comprehensive income (loss)	6,240	(1,858)	562
Comprehensive income	\$ 65,292	\$ 77,193	\$ 66,995

*The accompanying notes are an integral part of the consolidated financial statements.*

**HURON CONSULTING GROUP INC.**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**  
(In thousands, except share amounts)

	Common Stock		Treasury Stock		Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Stockholders' Equity
	Shares	Amount	Shares	Amount				
<b>Balance at December 31, 2012</b>	<u>23,904,125</u>	<u>\$ 240</u>	<u>(1,889,465)</u>	<u>\$ (83,715)</u>	<u>\$ 420,825</u>	<u>\$ 109,330</u>	<u>\$ (1,359)</u>	<u>\$ 445,321</u>
Comprehensive income						66,433	562	66,995
Issuance of common stock in connection with:								
Restricted stock awards, net of cancellations	508,477	5	(82,674)	(2,927)	2,922			—
Exercise of stock options	40,859	—			198			198
Share-based compensation					17,084			17,084
Shares redeemed for employee tax withholdings			(31,565)	(1,449)				(1,449)
Income tax benefit on share-based compensation					2,115			2,115
<b>Balance at December 31, 2013</b>	<u>24,453,461</u>	<u>\$ 245</u>	<u>(2,003,704)</u>	<u>\$ (88,091)</u>	<u>\$ 443,144</u>	<u>\$ 175,763</u>	<u>\$ (797)</u>	<u>\$ 530,264</u>
Comprehensive income						79,051	(1,858)	77,193
Issuance of common stock in connection with:								
Restricted stock awards, net of cancellations	429,482	4	(50,276)	(2,330)	2,326			—
Exercise of stock options	38,042	—			857			857
Share-based compensation					20,118			20,118
Shares redeemed for employee tax withholdings			(55,336)	(3,653)				(3,653)
Income tax benefit on share-based compensation					5,103			5,103
Equity component of convertible senior notes, net of tax and issuance costs					22,739			22,739
Purchase of convertible senior note hedges, net of tax					(25,612)			(25,612)
Issuance of warrants					23,625			23,625
Share repurchases	(805,392)	(8)			(49,992)			(50,000)
<b>Balance at December 31, 2014</b>	<u>24,115,593</u>	<u>\$ 241</u>	<u>(2,109,316)</u>	<u>\$ (94,074)</u>	<u>\$ 442,308</u>	<u>\$ 254,814</u>	<u>\$ (2,655)</u>	<u>\$ 600,634</u>
Comprehensive income						59,052	6,240	65,292
Issuance of common stock in connection with:								
Restricted stock awards, net of cancellations	504,955	5	(42,797)	(2,506)	2,501			—
Business acquisition	28,486	—			2,204			2,204
Share-based compensation					22,484			22,484
Shares redeemed for employee tax withholdings			(109,967)	(7,154)				(7,154)
Income tax benefit on share-based compensation					3,456			3,456
Share repurchases	(583,880)	(5)			(34,586)			(34,591)
<b>Balance at December 31, 2015</b>	<u>24,065,154</u>	<u>\$ 241</u>	<u>(2,262,080)</u>	<u>\$ (103,734)</u>	<u>\$ 438,367</u>	<u>\$ 313,866</u>	<u>\$ 3,585</u>	<u>\$ 652,325</u>

*The accompanying notes are an integral part of the consolidated financial statements.*

**HURON CONSULTING GROUP INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(In thousands)

	Year Ended December 31,		
	2015	2014	2013
<b>Cash flows from operating activities:</b>			
Net income	\$ 59,052	\$ 79,051	\$ 66,433
<b>Adjustments to reconcile net income to net cash provided by operating activities:</b>			
Depreciation and amortization	58,053	30,989	23,609
Share-based compensation	21,487	20,130	18,347
Amortization of debt discount and issuance costs	9,329	3,832	1,363
Allowances for doubtful accounts and unbilled services	1,025	5,918	4,411
Deferred income taxes	2,765	8,096	4,683
Loss on sale of business	2,303	—	—
<b>Changes in operating assets and liabilities, net of acquisitions and divestitures:</b>			
(Increase) decrease in receivables from clients	(2,836)	30,072	(21,731)
(Increase) decrease in unbilled services	31,696	(38,211)	(11,932)
(Increase) decrease in current income tax receivable / payable, net	8,818	(10,773)	(5,027)
(Increase) decrease in other assets	(14,742)	2,324	(174)
Increase (decrease) in accounts payable and accrued liabilities	7,679	9,164	1,514
Increase (decrease) in accrued payroll and related benefits	(25,221)	8,835	34,724
Increase (decrease) in deferred revenues	4,859	(2,974)	(962)
Net cash provided by operating activities	164,267	146,453	115,258
<b>Cash flows from investing activities:</b>			
Purchases of property and equipment	(18,571)	(25,913)	(20,225)
Investment in life insurance policies	(5,804)	(1,775)	(1,002)
Purchases of businesses, net of cash acquired	(339,966)	(53,971)	(30,297)
Purchases of convertible debt investment	(15,438)	(12,500)	—
Capitalization of internally developed software	(866)	—	(1,572)
Proceeds from note receivable	—	328	438
Proceeds from sale of business, net of cash sold	108,487	—	—
Net cash used in investing activities	(272,158)	(93,831)	(52,658)
<b>Cash flows from financing activities:</b>			
Proceeds from exercise of stock options	—	857	198
Shares redeemed for employee tax withholdings	(7,154)	(3,653)	(1,449)
Tax benefit from share-based compensation	3,588	5,107	2,354
Share repurchases	(34,591)	(50,000)	—
Proceeds from borrowings under credit facility	314,000	129,000	96,000
Repayments on credit facility	(365,750)	(154,000)	(119,750)
Proceeds from convertible senior notes issuance	—	250,000	—
Proceeds from sale of warrants	—	23,625	—
Payments for convertible senior note hedges	—	(42,125)	—
Payments for debt issuance costs	—	(7,346)	(1,155)
Payments of capital lease obligations	(48)	(79)	(19)
Deferred payments for purchase of property and equipment	—	(471)	(471)
Deferred acquisition payments	—	(4,745)	(5,356)
Net cash provided by (used in) financing activities	(89,955)	146,170	(29,648)
Effect of exchange rate changes on cash	(589)	(51)	17
Net increase (decrease) in cash and cash equivalents	(198,435)	198,741	32,969
Cash and cash equivalents at beginning of the period	256,872	58,131	25,162
Cash and cash equivalents at end of the period	\$ 58,437	\$ 256,872	\$ 58,131
<b>Supplemental disclosure of cash flow information:</b>			
<b>Non-cash investing and financing activities:</b>			
Property and equipment expenditures included in accounts payable and accrued expenses	\$ 2,089	\$ 3,533	\$ 4,548
Contingent consideration related to business acquisitions	\$ 2,963	\$ 816	\$ —
Common stock issued related to business acquisitions	\$ 2,204	\$ —	\$ —
<b>Cash paid during the year for:</b>			
Interest	\$ 9,274	\$ 4,006	\$ 4,912

*The accompanying notes are an integral part of the consolidated financial statements.*

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## **1. Description of Business**

Huron is a global professional services firm focused on assisting clients with their most complex business issues by delivering high-value, quality solutions to support their long-term strategic objectives. Huron specializes in serving clients in the healthcare, higher education, life sciences, and commercial sectors as these organizations face significant transformational change and regulatory or economic pressures in dynamic market environments. With its deep industry and technical expertise, Huron provides advisory, consulting, technology, and analytic solutions to deliver sustainable and measurable results. We provide consulting services to a wide variety of both financially sound and distressed organizations, including healthcare organizations, leading academic institutions, Fortune 500 companies, and governmental entities.

## **2. Summary of Significant Accounting Policies**

### **Basis of Presentation and Principles of Consolidation**

The accompanying consolidated financial statements reflect the financial position at December 31, 2015 and 2014, and the results of operations and cash flows for the years ended December 31, 2015, 2014, and 2013.

Certain amounts reported in previous years have been reclassified to conform to the 2015 presentation. The consolidated financial statements include the accounts of Huron Consulting Group Inc. and its subsidiaries, all of which are wholly-owned. All intercompany balances and transactions have been eliminated in consolidation.

During 2015, we began evaluating strategic alternatives related to our Huron Legal segment, including the potential divestiture of the practice. On December 10, 2015, we entered into an agreement to sell our Huron Legal segment to Consilio, Inc. ("Consilio"). Pursuant to the agreement, Consilio acquired substantially all of the assets and assumed certain liabilities of Huron Legal, and acquired all issued and outstanding equity interests in certain entities wholly owned by the Company. As a result of the divestiture, the operating results of Huron Legal are reported as "discontinued operations." All other operations of the business are considered "continuing operations." Amounts previously reported have been reclassified to conform to this presentation in accordance with Financial Accounting Standards Board ("FASB") ASC 205, *Presentation of Financial Statements* to allow for meaningful comparison of continuing operations. Unless indicated otherwise, the information presented in the notes to the consolidated financial statements relates to our continuing operations and does not include results of Huron Legal. See Note 3 "Discontinued Operations" for additional information on our discontinued operations.

### **Use of Estimates**

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts that are reported in the consolidated financial statements and accompanying disclosures. Actual results may differ from these estimates and assumptions.

### **Revenue Recognition**

We recognize revenues in accordance with ASC 605, *Revenue Recognition*. Under ASC 605, revenue is recognized when persuasive evidence of an arrangement exists, the related services are provided, the price is fixed or determinable, and collectability is reasonably assured. We generate the majority of our revenues from providing professional services under four types of billing arrangements: fixed-fee (including software license revenue), time-and-expense, performance-based, and software support and maintenance and subscriptions.

In fixed-fee billing arrangements, we agree to a pre-established fee in exchange for a predetermined set of professional services. We set the fees based on our estimates of the costs and timing for completing the engagements. It is the client's expectation in these engagements that the pre-established fee will not be exceeded except in mutually agreed upon circumstances. We generally recognize revenues under fixed-fee billing arrangements using a proportionate performance approach, which is based on work completed to-date versus our estimates of the total services to be provided under the engagement. Contracts within our Studer Group solution are fixed-fee partner contracts with multiple deliverables, which primarily consist of coaching services, as well as seminars, materials and software products ("Partner Contracts"). Revenues for coaching services and software products are generally recognized on a straight-line basis over the length of the contract. All other revenues under Partner Contracts are recognized at the time the service is provided. Estimates of total engagement revenues and cost of services are monitored regularly during the term of the engagement. If our estimates indicate a potential loss, such loss is recognized in the period in which the loss first becomes probable and reasonably estimable.

We also generate revenues from software licenses for our revenue cycle management software and research administration and compliance software. Licenses for our revenue cycle management software are sold only as a component of our consulting projects, and the

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services we provide are essential to the functionality of the software. Therefore, revenues from these software licenses are recognized over the term of the related consulting services contract in accordance with ASC 605. License revenue from our research administration and compliance software is recognized in accordance with ASC 985-605, generally in the month in which the software is delivered.

Time-and-expense billing arrangements require the client to pay based on the number of hours worked by our revenue-generating professionals at agreed upon rates. Time-and-expense arrangements also include certain speaking engagements, conferences, and publication orders purchased by our clients outside of Partner Contracts within our Studer Group solution. We recognize revenues under time-and-expense arrangements as the related services or publications are delivered.

In performance-based billing arrangements, fees are tied to the attainment of contractually defined objectives. We do not recognize revenues under performance-based billing arrangements until all related performance criteria are met.

Clients that have purchased one of our software licenses can pay an annual fee for software support and maintenance. We also generate subscription revenue from our cloud-based analytic tools and solutions. The software support and maintenance and subscription-based revenues are recognized ratably over the support or subscription period, which ranges from one to three years. These fees are billed in advance and included in deferred revenues until recognized.

We have arrangements with clients in which we provide multiple elements of services under one engagement contract. Revenues under these types of arrangements are allocated to each element based on the element's fair value in accordance with ASC 605 and recognized pursuant to the criteria described above.

Provisions are recorded for the estimated realization adjustments on all engagements, including engagements for which fees are subject to review by the bankruptcy courts. Expense reimbursements that are billable to clients are included in total revenues and reimbursable expenses, and typically an equivalent amount of reimbursable expenses are included in total direct costs and reimbursable expenses. Reimbursable expenses are primarily recognized as revenue in the period in which the expense is incurred. Subcontractors that are billed to clients at cost are also included in reimbursable expenses.

Differences between the timing of billings and the recognition of revenue are recognized as either unbilled services or deferred revenues in the accompanying consolidated balance sheets. Revenues recognized for services performed but not yet billed to clients are recorded as unbilled services. Client prepayments and retainers are classified as deferred revenues and recognized over future periods as earned in accordance with the applicable engagement agreement.

#### **Allowances for Doubtful Accounts and Unbilled Services**

We maintain allowances for doubtful accounts and for services performed but not yet billed based on several factors, including the estimated cash realization from amounts due from clients, an assessment of a client's ability to make required payments, and the historical percentages of fee adjustments and write-offs by age of receivables and unbilled services. The allowances are assessed by management on a regular basis.

We record the provision for doubtful accounts and unbilled services as a reduction in revenue to the extent the provision relates to fee adjustments and other discretionary pricing adjustments. To the extent the provision relates to a client's inability to make required payments on accounts receivables, we record the provision to selling, general and administrative expenses.

#### **Direct Costs and Reimbursable Expenses**

Direct costs and reimbursable expenses consist primarily of revenue-generating employee compensation and their related benefit and share-based compensation costs, the cost of outside consultants or subcontractors assigned to revenue-generating activities, other third-party costs directly attributable to our revenue-generating activities, and direct expenses to be reimbursed by clients. Direct costs and reimbursable expenses incurred on engagements are expensed in the period incurred.

#### **Cash and Cash Equivalents**

We consider all highly liquid investments, including overnight investments and commercial paper, with original maturities of three months or less to be cash equivalents.

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### **Concentrations of Credit Risk**

To the extent receivables from clients become delinquent, collection activities commence. No single client balance is considered large enough to pose a material credit risk. The allowances for doubtful accounts and unbilled services are based upon the expected ability to collect accounts receivable, and bill and collect unbilled services. Management does not anticipate incurring losses on accounts receivable in excess of established allowances. See Note 18 "Segment Information" for concentration of accounts receivable and unbilled services.

We hold our cash in accounts at multiple third-party financial institutions. These deposits, at times, may exceed federally insured limits. We review the credit ratings of these financial institutions, regularly monitor the cash balances in these accounts, and adjust the balances as appropriate. However, these cash balances could be impacted if the underlying financial institutions fail or are subject to other adverse conditions in the financial markets.

### **Investments**

Our long-term investment consists of our convertible debt investment in Shorelight Holdings, LLC. We classified the investment as available-for-sale at the time of purchase and reevaluate such classification as of each balance sheet date. The investment is carried at fair value with unrealized holding gains and losses reported in other comprehensive income (loss). When the investment is in an unrealized loss position, we assess whether the investment is other than temporarily impaired. We consider impairments to be other than temporary if they are related to significant credit deterioration or if it is likely we will sell the security before the recovery of its cost basis. We have not identified any other than temporary impairments for our convertible debt investment. In the event there are realized gains and losses or declines in value judged to be other than temporary, we will record the amount in earnings. See Note 12 "Fair Value of Financial Instruments" for further information on our convertible debt investment.

### **Fair Value of Financial Instruments**

See Note 12 "Fair Value of Financial Instruments" for the accounting policies used to measure the fair value of our financial assets and liabilities that are measured at fair value on a recurring basis.

### **Property and Equipment**

Property and equipment are recorded at cost, less accumulated depreciation. Depreciation of property and equipment is computed on a straight-line basis over the estimated useful lives of the assets. Software, computers, and related equipment are depreciated over an estimated useful life of two to four years. Furniture and fixtures are depreciated over five years. Leasehold improvements are amortized over the lesser of the estimated useful life of the asset or the initial term of the lease.

### **Software Development Costs**

We expense development costs for software products that will be sold, leased, or otherwise marketed until technological feasibility has been established. Similarly, we expense all development costs after the software is available for general release to customers. During the period between the establishment of technological feasibility and availability for general release to customers, software development costs are capitalized and subsequently reported at the lower of unamortized cost or net realizable value. Capitalized development costs are amortized in proportion to current and future revenue for each product with an annual minimum equal to the straight-line amortization over the remaining estimated economic life of the product. We classify capitalized development costs for software products to be sold, leased, or otherwise marketed as other non-current assets on our consolidated balance sheet. Unamortized capitalized software development costs were \$1.4 million at both December 31, 2015 and 2014. During the years ended December 31, 2015, 2014, and 2013, we amortized \$1.0 million, \$0.8 million, and \$0.2 million, respectively, of capitalized software development costs.

### **Impairment of Long-Lived Assets**

Long-lived assets, including property and equipment, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable in accordance with ASC 360, *Property, Plant and Equipment*. Events relating to recoverability may include significant unfavorable changes in business conditions, recurring losses, or a significant decline in forecasted operating results over an extended period of time. The Company evaluates the recoverability of long-lived assets based upon forecasted undiscounted cash flows. No impairment charges for long-lived assets were recorded in 2015, 2014, or 2013.

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### **Intangible Assets Other Than Goodwill**

We account for intangible assets in accordance with ASC 350, *Intangibles—Goodwill and Other*. This Topic requires that certain identifiable intangible assets be amortized over their expected useful lives using a method that reflects the economic benefit expected to be derived from the assets or on a straight-line basis. Intangible assets are reviewed for impairment in a similar manner to our long-lived assets described above. No impairment charges for intangible assets were recorded in 2015, 2014, or 2013.

### **Goodwill**

For acquisitions accounted for as a business combination, goodwill represents the excess of the cost over the fair value of the net assets acquired. We are required to test goodwill for impairment, at the reporting unit level, annually and when events or circumstances indicate the fair value of a reporting unit may be below its carrying value. A reporting unit is an operating segment or one level below an operating segment (referred to as a component) to which goodwill is assigned when initially recorded. We assign goodwill to reporting units based on our integration plans and the expected synergies resulting from the acquisition. We have five reporting units, which consist of our Huron Healthcare, Huron Education and Life Sciences, and All Other operating segments, and our Financial Advisory practice and Enterprise Performance Management and Analytics (“EPM&A”) practice, which together make up our Huron Business Advisory operating segment.

We test goodwill for impairment annually and whenever events or circumstances make it more likely than not that an impairment may have occurred. We perform our annual goodwill impairment test as of November 30 and monitor for interim triggering events on an ongoing basis.

Pursuant to our policy, we performed the annual goodwill impairment test as of November 30, 2015 and determined that no impairment of goodwill existed as of that date. Further, we evaluated whether any events have occurred or any circumstances have changed since November 30, 2015 that would indicate goodwill may have become impaired since our annual impairment test. Based on our evaluation as of December 31, 2015, we determined that no indications of impairment have arisen since our annual goodwill impairment test.

See Note 5 “Goodwill and Intangible Assets” for information regarding our recent goodwill impairment tests.

### **Business Combinations**

We use the acquisition method of accounting in accordance with ASC 805, *Business Combinations*. Each acquired company’s operating results are included in our consolidated financial statements starting on the date of acquisition. The purchase price is equivalent to the fair value of consideration transferred. Tangible and identifiable intangible assets acquired and liabilities assumed are recorded at fair value as of the acquisition date. Goodwill is recognized for the excess of purchase price over the net fair value of assets acquired and liabilities assumed. Contingent consideration, which is primarily based on the business achieving certain performance targets, is recognized at its fair value on the acquisition date, and changes in fair value are recognized in earnings until settled. Refer to Note 12 “Fair Value of Financial Instruments” for further information regarding our contingent acquisition liability balances.

### **Deferred Lease Incentives**

We record as non-current the portion of the deferred lease incentive liability that we expect to recognize over a period greater than one year. The non-current portion of the deferred lease incentive liability totaled \$10.0 million and \$12.7 million at December 31, 2015 and 2014, respectively, and was primarily generated from tenant improvement allowances and rent abatement. Deferred lease incentives are amortized on a straight-line basis over the life of the lease. The portion of the deferred lease incentive corresponding to the rent payments that will be paid within 12 months of the balance sheet date is classified as current liabilities. We monitor the classification of such liabilities based on the expectation of their utilization periods.

### **Income Taxes**

We account for income taxes in accordance with ASC 740, *Income Taxes*. Current tax liabilities and assets are recognized for the estimated taxes payable or refundable, respectively, on the tax returns for the current year. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. To the extent that deferred tax assets will not likely be recovered from future taxable income, a valuation allowance is established against such deferred tax assets.

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**Share-Based Compensation**

We account for share-based compensation in accordance with ASC 718, *Compensation—Stock Compensation*. Share-based compensation cost is measured based on the grant date fair value of the respective awards. We generally recognize share-based compensation ratably using the straight-line attribution method; however, for those awards with performance criteria and graded vesting features, we use the graded vesting attribution method. We net share-based compensation expense with our estimated amount of expected forfeitures.

**Sponsorship and Advertising Costs**

Sponsorship and advertising costs are expensed as incurred. Such expenses for 2015, 2014, and 2013 totaled \$6.4 million, \$6.0 million, and \$4.6 million, respectively, and are a component of selling, general and administrative expenses on our consolidated statement of earnings.

**Convertible Senior Notes**

In September 2014, we issued \$250 million principal amount of 1.25% convertible senior notes due 2019 (the “Convertible Notes”) in a private offering. In accordance with ASC 470, *Debt*, we have separated the Convertible Notes into liability and equity components. The carrying amount of the liability component was determined by measuring the fair value of a similar liability that does not have an associated convertible feature. The carrying value of the equity component representing the conversion option, which is recognized as a debt discount, was determined by deducting the fair value of the liability component from the proceeds of the Convertible Notes. The debt discount is amortized to interest expense using the effective interest method over the term of the Convertible Notes. The equity component will not be remeasured as long as it continues to meet the conditions for equity classification. Refer to Note 7 “Financing Arrangements” for further information regarding the Convertible Notes.

**Debt Issuance Costs**

We amortize the costs we incur to obtain debt financing over the contractual life of the related debt using the effective interest method for non-revolving debt and the straight-line method for revolving debt. The amortization expense is included in interest expense, net of interest income in our statement of earnings. Unamortized debt issuance costs attributable to our revolving credit facility are included as a component of prepaid expenses and other current assets and other non-current assets.

**Foreign Currency**

Assets and liabilities of foreign subsidiaries whose functional currency is not the United States Dollar (USD) are translated into the USD using the exchange rates in effect at period end. Revenue and expense items are translated using the average exchange rates for the period. Foreign currency translation adjustments are included in accumulated other comprehensive loss, which is a component of stockholders’ equity.

Foreign currency transaction gains and losses are included in other income, net on the statement of earnings. We recognized \$1.6 million of foreign currency transaction losses in 2015 and immaterial foreign currency transaction losses in 2014 and 2013.

**Segment Reporting**

ASC 280, *Segment Reporting*, establishes annual and interim reporting standards for an enterprise’s business segments and related disclosures about its products, services, geographic areas, and major customers. Segments are defined as components of a company that engage in business activities from which they may earn revenues and incur expenses, and for which separate financial information is available and is evaluated regularly by the chief operating decision maker, or decision making group, in deciding how to allocate resources and in assessing performance. Our chief operating decision maker manages the business under four operating segments, which are reportable segments: Huron Healthcare, Huron Education and Life Sciences, Huron Business Advisory, and All Other.

During the fourth quarter of 2015, we divested the Huron Legal segment. Refer to Note 3 “Discontinued Operations” for additional information on the divestiture.

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### **New Accounting Pronouncements**

In January 2016, the FASB issued Accounting Standards Update ("ASU") No. 2016-01, *Financial Instruments - Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities*. The amendments to the guidance enhance the reporting model for financial instruments, which includes amendments to address aspects of recognition, measurement, presentation and disclosure. The updated guidance is effective for us beginning January 1, 2018. We are currently evaluating the potential effect this guidance will have on our consolidated financial statements.

In November 2015, the FASB issued ASU No. 2015-17, *Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes* to simplify the presentation of deferred taxes in the statement of financial position. The amendments to the guidance require that deferred tax assets and liabilities be classified as noncurrent in a classified balance sheet. The updated guidance is effective for us beginning January 1, 2017 with early application permitted as of the beginning of any interim or annual reporting period. This guidance may be applied either prospectively to all deferred tax assets and liabilities or retrospectively to all periods presented. We have elected to early adopt the amendments to this guidance beginning with this Annual Report on Form 10-K for the year ended December 31, 2015 and apply the amendments prospectively. As a result, we reclassified \$14.5 million of net current deferred tax assets to non-current deferred income taxes, net on the consolidated balance sheet as of December 31, 2015. Prior periods were not retrospectively adjusted.

In April 2015, the FASB issued ASU No. 2015-05, *Intangibles-Goodwill and Other-Internal-Use Software (Subtopic 350-40): Customer's Accounting for Fees Paid in a Cloud Computing Arrangement*. The amendments in ASU 2015-05 provide guidance to customers about whether a cloud computing arrangement includes a software license. If a cloud computing arrangement includes a software license, the customer should account for the software license element of the arrangement consistent with other software licenses. If a cloud computing arrangement does not include a software license, the customer should account for the arrangement as a service contract. This guidance is effective for us beginning in the first quarter of 2016 with early adoption permitted. The guidance may be applied either prospectively to all arrangements entered into or materially modified after the effective date or retrospectively. We do not expect the adoption of this guidance to have a material impact on our consolidated financial statements.

In April 2015, the FASB issued ASU No. 2015-03, *Simplifying the Presentation of Debt Issuance Costs*. The amendments to the guidance require the presentation of debt issuance costs in the balance sheet as a deduction from the carrying amount of the related debt liability, consistent with debt discounts. In August 2015, the FASB issued ASU No. 2015-15, *Presentation and Subsequent Measurement of Debt Issuance Costs Associated with Line-of-Credit Arrangements: Amendments to SEC Paragraphs Pursuant to Staff Announcement at June 18, 2015 EITF Meeting*, which clarifies the treatment of debt issuance costs from line-of-credit arrangements after the adoption of ASU 2015-03. ASU 2015-15 clarifies that the SEC staff would not object to an entity deferring and presenting debt issuance costs related to a line-of-credit arrangement as an asset and subsequently amortizing the deferred debt issuance costs ratably over the term of such arrangement, regardless of whether there are any outstanding borrowings on the line-of-credit arrangement. This guidance is effective for us beginning in the first quarter of 2016 and will be applied on a retrospective basis. Upon adoption of these amendments, we expect to reclassify debt issuance costs of \$1.2 million included in prepaid expenses and other current assets and \$3.4 million included in other non-current assets to long-term debt, net of current portion on our consolidated balance sheet as of December 31, 2015.

In February 2015, the FASB issued ASU No. 2015-02, *Amendments to the Consolidation Analysis*, which amends the consolidation requirements in ASC 810, *Consolidation*. ASU 2015-02 makes targeted amendments to the current consolidation guidance, which could change consolidation conclusions. This guidance will be effective for us beginning in the first quarter of 2016 and early adoption is permitted. We do not expect the adoption of this guidance to have any impact on our consolidated financial statements.

In May 2014, the FASB issued ASU No. 2014-09, *Revenue from Contracts with Customers*, as a new Topic, ASC 606. The new revenue recognition standard provides a five-step analysis of transactions to determine when and how revenue is recognized. The core principle is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. In August 2015, the FASB issued ASU No. 2015-14, *Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date*, which delays the effective date of ASU 2014-09 by one year. As a result, ASU 2014-09, as amended, is effective for us beginning in the first quarter of 2018 and is to be applied retrospectively to each period presented or as a cumulative-effect adjustment as of the date of adoption. Early adoption will be permitted as of the original effective date in ASU 2014-09 (i.e., annual reporting periods beginning after December 15, 2016). We are currently evaluating the potential effect of adopting this guidance on our consolidated financial statements, as well as the transition methods.

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**3. Discontinued Operations**

During 2015, we began evaluating strategic alternatives related to our Huron Legal segment, including the potential divestiture of the practice. On December 10, 2015, we entered into an agreement to sell Huron Legal to Consilio, Inc. ("Consilio"). Pursuant to the agreement, Consilio acquired substantially all of the assets and assumed certain liabilities of Huron Legal, and acquired all issued and outstanding equity interests in certain entities wholly owned by the Company. Huron Legal provides eDiscovery services, consulting services and contract management services related to law department management, information governance and compliance, legal discovery, litigation management, and legal analytics to legal departments, law firms and companies in connection with their eDiscovery, law department operations and contract and litigation management needs.

The sale closed on December 31, 2015, at which time we received proceeds of \$110.1 million, which consisted of the following:

**Fair value of consideration received**

Gross cash proceeds	\$	112,000
Estimated net working capital adjustment		4,536
Transaction costs and other closing payments		(6,402)
Total	\$	110,134

The divestiture of the Huron Legal segment represents a strategic shift that has a major effect on our operations and financial results as contemplated under ASC 205-20, *Presentation of Financial Statements - Discontinued Operations*. As such, the operations of our Huron Legal segment have been reclassified as discontinued operations in our consolidated statements of earnings for the years ended December 31, 2015, 2014 and 2013 and in our consolidated balance sheets as of December 31, 2015 and 2014. We recognized a pretax disposal loss of \$2.3 million, which is reported in discontinued operations for the year ended December 31, 2015.

As of December 31, 2015, no assets or liabilities of the disposed business remained on our consolidated balance sheet. The following table summarizes Huron Legal's assets and liabilities classified as discontinued operations as of December 31, 2014.

	<u>December 31, 2014</u>
<b>Assets</b>	
<b>Current assets:</b>	
Receivables from clients, net	\$ 22,150
Unbilled services, net	7,186
Prepaid expenses and other current assets	3,027
Total current assets of discontinued operations	\$ 32,363
<b>Non-current assets:</b>	
Property and equipment, net	\$ 13,986
Other non-current assets	1,078
Intangible assets, net	2,955
Goodwill	52,555
Total non-current assets of discontinued operations	\$ 70,574
<b>Liabilities</b>	
<b>Current liabilities:</b>	
Accrued expenses and other current liabilities	1,780
Total current liabilities of discontinued operations	\$ 1,780
<b>Non-current liabilities:</b>	
Deferred compensation and other liabilities	\$ 503
Total non-current liabilities of discontinued operations	\$ 503

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The table below summarizes the operating results of Huron Legal for the years ended December 31, 2015, 2014, and 2013.

	<b>For the Year Ended December 31,</b>		
	<b>2015</b>	<b>2014</b>	<b>2013</b>
<b>Revenues and reimbursable expenses:</b>			
Revenues	\$ 139,430	\$ 183,646	\$ 182,394
Reimbursable expenses	3,148	4,028	2,644
Total revenues and reimbursable expenses	142,578	187,674	185,038
<b>Direct costs and reimbursable expenses (exclusive of depreciation and amortization shown in operating expenses):</b>			
Direct costs	95,247	115,894	120,141
Amortization of intangible assets and software development costs	233	298	431
Reimbursable expenses	3,153	4,001	2,655
Total direct costs and reimbursable expenses	98,633	120,193	123,227
<b>Operating expenses and other operating gains:</b>			
Selling, general and administrative expenses	20,640	22,635	21,562
Restructuring charges <sup>(1)</sup>	13,341	627	456
Other gains	(900)	—	—
Depreciation and amortization	9,605	9,563	9,787
Total operating expenses and other operating gains	42,686	32,825	31,805
Operating income	1,259	34,656	30,006
Other expense, net	(13)	(109)	(144)
Income from discontinued operations before income tax expense	1,246	34,547	29,862
Loss on disposal	(2,303)	—	—
Total income (loss) from discontinued operations before income tax expense	(1,057)	34,547	29,862
Income tax expense <sup>(2)</sup>	1,786	2,498	14,976
Net income (loss) from discontinued operations	\$ (2,843)	\$ 32,049	\$ 14,886

(1) During 2015, the Huron Legal segment incurred a \$13.3 million restructuring charge. Of the \$13.3 million, \$6.1 million related to accelerated depreciation on assets disposed of as a result of the sale, \$5.1 million related to employee costs incurred in connection with the sale, \$1.1 million related to the accrual of our remaining lease obligations for vacated spaces, net of estimated sublease income, and \$1.0 million related to severance costs incurred from prior workforce reductions.

(2) See Note 16 "Income Taxes" for additional detail on the income tax expense recognized for discontinued operations.

The table below summarizes the amounts reflected in our consolidated statements of cash flows that relate to the discontinued operations for the years ended December 31, 2015, 2014, and 2013.

	<b>For the Year Ended December 31,</b>		
	<b>2015</b>	<b>2014</b>	<b>2013</b>
Depreciation and amortization	\$ 15,974	\$ 9,861	\$ 10,218
Share-based compensation	\$ 2,215	\$ 1,374	\$ 2,299
Purchases of property and equipment	\$ 6,234	\$ 11,910	\$ 6,888
<b>Significant noncash investing items of discontinued operations:</b>			
Property and equipment expenditures included in accounts payable and accrued expenses	\$ —	\$ 1,464	\$ 3,124
Contingent consideration related to business acquisitions	\$ 900	\$ —	\$ —

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In connection with the sale of Huron Legal, we entered into a transition services agreement ("TSA") with Consilio, whereby Huron will provide certain post-closing services and support to Consilio to facilitate an orderly transfer of the Huron Legal business operations. Billings under the TSA will be recorded as a reduction of the costs to provide the respective service, primarily in selling, general and administrative expenses in the consolidated statements of earnings. Services under the TSA began on January 1, 2016 and are expected to continue for six to twelve months. Other than the TSA, we have no continuing involvement with the Huron Legal segment.

#### 4. Acquisitions

##### *Studer Holdings, Inc.*

On February 12, 2015, we acquired 100% of the outstanding stock of Studer Holdings, Inc. ("Studer Group") from the existing shareholders in accordance with an Agreement and Plan of Merger dated January 26, 2015 (the "Merger Agreement"). Studer Group is a professional services firm that assists healthcare providers achieve cultural transformation to deliver and sustain improvement in clinical outcomes and financial results. The acquisition combines Huron Healthcare's performance improvement and clinical transformation capabilities with Studer Group's Evidence-Based Leadership<sup>SM</sup> framework to provide leadership and cultural transformation expertise for healthcare provider clients.

The acquisition date fair value of the consideration transferred for Studer Group was approximately \$325.2 million, which consisted of the following:

##### **Fair value of consideration transferred**

Cash	\$	323,237
Common stock		2,204
Net working capital adjustment		(255)
Total consideration transferred	\$	325,186

We funded the cash component of the purchase price with cash on hand and borrowings of \$102.0 million under our senior secured credit facility. We issued 28,486 shares of our common stock as part of the consideration transferred, with an acquisition date fair value of \$2.2 million based on the closing price of \$77.35 on the date of acquisition.

The acquisition was accounted for using the acquisition method of accounting. Tangible and identifiable intangible assets acquired and liabilities assumed are recorded at fair value as of the acquisition date. The following table summarizes the allocation of the purchase price to the fair value of assets acquired and liabilities assumed as of the acquisition date.

	<b>Amount</b>
<b>Assets acquired:</b>	
Accounts receivable	\$ 14,906
Prepaid expenses and other current assets	1,385
Deferred income tax asset	4,335
Property and equipment	4,509
Intangible assets	97,500
<b>Liabilities assumed:</b>	
Accounts payable	760
Accrued expenses and other current liabilities	2,868
Accrued payroll and related benefits	1,574
Deferred revenues	2,449
Deferred income tax liability	21,263
Other non-current liabilities	1,211
Total identifiable net assets	92,510
Goodwill	232,676
Total purchase price	\$ 325,186

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The following table sets forth the components of identifiable intangible assets acquired and their estimated useful lives as of the acquisition date.

	Fair Value	Useful Life in Years
Customer relationships	\$ 42,400	9
Customer contracts	25,100	4
Trade name	22,800	5
Technology and software	3,900	3
Publishing content	3,300	3
Total intangible assets subject to amortization	<u>\$ 97,500</u>	

The weighted-average amortization period for the identifiable intangible assets shown above is 6.3 years. Customer relationships and customer contracts represent the fair values of the underlying relationships and agreements with Studer Group customers. The trade name represents the fair value of the brand and name recognition associated with the marketing of Studer Group's service offerings. Technology and software and publishing content represent the estimated fair values of Studer Group's software and books that are sold to customers. Goodwill is recognized for the excess of purchase price over the net fair value of assets acquired and liabilities assumed, and largely reflects the expanded market opportunities expected from combining the service offerings of Huron and Studer Group, as well as the assembled workforce of Studer Group. Goodwill recognized in conjunction with the acquisition of Studer Group was recorded in the Huron Healthcare segment. Goodwill of \$119.5 million is expected to be deductible for income tax purposes.

Studer Group's results of operations have been included in our consolidated statements of earnings and other comprehensive income and results of operations of our Huron Healthcare segment from the date of acquisition. For the twelve months ended December 31, 2015, revenues from Studer Group were \$79.9 million and operating income was \$5.1 million, which included \$21.3 million of amortization expense for intangible assets acquired. In connection with the acquisition of Studer Group, we incurred \$2.1 million of transaction and acquisition-related expenses, \$0.9 million of which were incurred in 2014, and \$1.2 million of which were incurred in 2015. These costs are recorded in selling, general and administrative expenses in the period in which they were incurred.

The following supplemental pro forma information summarizes the combined results of operations for Huron and Studer Group as though the companies were combined on January 1, 2014.

	For the Year Ended	
	December 31,	
	2015	2014
Revenues	\$ 709,813	\$ 705,285
Net income from continuing operations	\$ 63,600	\$ 44,495
Net income from continuing operations per share - basic	\$ 2.87	\$ 1.98
Net income from continuing operations per share - diluted	\$ 2.81	\$ 1.94

The historical financial information has been adjusted to give effect to pro forma adjustments, which consist of intangible assets amortization expense, transaction and acquisition-related costs, interest expense, the related income tax effects, and shares issued as consideration. These adjustments are based upon currently available information and certain assumptions. Therefore, the pro forma consolidated results are not necessarily indicative of what the Company's consolidated results of operations actually would have been had it completed the acquisition on January 1, 2014. The historical results included in the pro forma consolidated results do not purport to project future results of operations of the combined companies nor do they reflect the expected realization of any cost savings or revenue synergies associated with the acquisition.

*Sky Analytics, Inc.*

Effective January 1, 2015, we completed the acquisition of Sky Analytics, Inc. ("Sky Analytics"), a Massachusetts-based provider of legal spend management software for corporate law departments. The acquisition date fair value of the consideration transferred totaled \$9.7 million, which included cash of \$8.8 million and the fair value of contingent consideration of \$0.9 million. Sky Analytics' results of operations have been included in the results of operations of our Huron Legal segment from the date of acquisition, and classified as discontinued

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operations upon the sale of the Huron Legal segment in the fourth quarter of 2015. Refer to Note 3 "Discontinued Operations" for additional detail on the sale of the Huron Legal segment.

*Rittman Mead India*

Effective July 1, 2015, we completed the acquisition of Rittman Mead Consulting Private Limited ("Rittman Mead India"), the India affiliate of Rittman Mead Consulting Ltd. Rittman Mead India is a data and analytics consulting firm that specializes in the implementation of enterprise performance management and analytics systems. The acquisition date fair value of the consideration transferred totaled \$1.2 million. Rittman Mead India's results of operations have been included in our consolidated financial statements and results of operations of our Huron Business Advisory segment from the date of acquisition.

*Cloud62, Inc.*

Effective October 1, 2015, we completed the acquisition of Cloud62, Inc. ("Cloud62"), a New York-based consulting firm specializing in Salesforce.com implementations and related cloud-based applications. The acquisition date fair value of the consideration transferred totaled \$9.2 million, which included cash of \$7.1 million and the fair value of contingent consideration of \$2.1 million. As part of the purchase price allocation, we recorded \$4.2 million of intangible assets and \$4.4 million of goodwill. Cloud62's results of operations have been included in our consolidated financial statements and results of operations of our Huron Business Advisory segment from the date of acquisition.

*The Frankel Group Associates LLC*

During the first quarter of 2014, we completed the acquisition of The Frankel Group Associates LLC, a New York-based life sciences consulting firm, within the Huron Education and Life Sciences segment. The acquisition date fair value of the consideration transferred totaled \$18.0 million, which included the fair value of contingent consideration of \$0.6 million. As part of the purchase price allocation, we recorded \$5.7 million of intangible assets and \$8.3 million of goodwill.

*Vonlay, LLC*

During the second quarter of 2014, we completed the acquisition of Vonlay, LLC, a healthcare technology consulting firm, within the Huron Healthcare segment. The fair value of the consideration transferred totaled \$34.5 million. As part of the purchase price allocation, we recorded \$8.3 million of intangible assets and \$21.7 million of goodwill.

*Threshold Consulting, Inc.*

During the fourth quarter of 2014, we completed the acquisition of Threshold Consulting, Inc., a provider of cloud-based software as a service applications, data warehousing and business intelligence solutions, as well as customer relationship management consulting services, within the Huron Business Advisory segment. The fair value of the consideration transferred totaled \$2.1 million, which included the fair value of contingent consideration of \$0.2 million. As part of the purchase price allocation, we recorded \$0.6 million of intangible assets and \$1.5 million of goodwill.

*Blue Stone International, LLC*

During 2013, we completed the acquisition of Blue Stone International, LLC, a Chicago-based provider of professional services supporting Oracle enterprise performance management, information management and business intelligence solutions. The aggregate fair value of the consideration transferred totaled \$30.0 million. We recorded \$8.8 million of intangible assets and \$17.1 million of goodwill related to this acquisition. Blue Stone's results of operations have been included in our consolidated financial statements and results of operations of our Huron Business Advisory segment from the date of acquisition.

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**5. Goodwill and Intangible Assets**

The table below sets forth the changes in the carrying amount of goodwill by reportable segment for the years ended December 31, 2015 and 2014.

	<b>Huron Healthcare</b>	<b>Huron Education and Life Sciences</b>	<b>Huron Business Advisory</b>	<b>Total</b>
Balance as of December 31, 2013:				
Goodwill	\$ 355,880	\$ 111,504	\$ 159,077	\$ 626,461
Accumulated impairment losses	—	—	(142,983)	(142,983)
Goodwill, net as of December 31, 2013	355,880	111,504	16,094	483,478
Goodwill recorded in connection with business combinations <sup>(1)</sup>	21,708	8,308	1,489	31,505
Goodwill reallocation <sup>(2)</sup>	—	(16,744)	16,744	—
Foreign currency translation	—	(162)	(230)	(392)
Balance as of December 31, 2014:				
Goodwill	377,588	102,906	177,080	657,574
Accumulated impairment losses	—	—	(142,983)	(142,983)
Goodwill, net as of December 31, 2014	\$ 377,588	\$ 102,906	\$ 34,097	\$ 514,591
Goodwill recorded in connection with business combinations <sup>(1)</sup>	232,676	—	4,874	237,550
Foreign currency translation	—	—	(741)	(741)
Balance as of December 31, 2015:				
Goodwill	610,264	102,906	181,213	894,383
Accumulated impairment losses	—	—	(142,983)	(142,983)
Balance as of December 31, 2015 <sup>(3)</sup>	\$ 610,264	\$ 102,906	\$ 38,230	\$ 751,400

- (1) Refer to Note 4 "Acquisitions" for additional information on the goodwill recorded in connection with business combinations.
- (2) During the first quarter of 2014, we reorganized our internal operating structure to better align our service offerings and moved our Enterprise Performance Management and Analytics ("EPM&A") practice (formerly referred to as Blue Stone International, LLC, a business which we acquired during the fourth quarter of 2013) from the Huron Education and Life Sciences segment to the Huron Business Advisory segment. As a result of this change, we reassigned the goodwill balance of the EPM&A practice, which totaled \$16.7 million as of March 31, 2014, from the Huron Education and Life Sciences reporting unit to the EPM&A reporting unit, which is part of the Huron Business Advisory segment.
- (3) In connection with the sale of the Huron Legal segment in 2015, we wrote off \$59.5 million of goodwill, which represents the Huron Legal segment goodwill carrying balance as of the closing date. Refer to Note 3 "Discontinued Operations" for additional information on the sale.

**First Quarter 2015 Goodwill Impairment Test**

During the first three months of 2015, the operating results for Huron Legal were generally in line with management's expectations for the quarter but still significantly below the results achieved during the first three quarters of 2014. Given the increase in the reporting unit's carrying value as a result of the Sky Analytics acquisition and weakened results compared to the first nine months of 2014, we performed an interim impairment test for the goodwill balances within our Huron Legal reporting unit as of March 31, 2015. Our goodwill impairment test was performed using the quantitative two-step process. Based on the results of the first step of the goodwill impairment test, we determined that the fair value of our Huron Legal reporting unit exceeded its carrying value, and, therefore, the second step of the goodwill impairment test was not necessary.

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### 2015 Annual Goodwill Impairment Test

Pursuant to our policy, we performed our annual goodwill impairment test as of November 30, 2015 on our five reporting units with goodwill balances: Huron Healthcare, Huron Education and Life Sciences, Financial Advisory, EPM&A, and Huron Legal, which was subsequently sold in December 2015. Our All Other reporting unit does not have a goodwill balance.

For each reporting unit, we reviewed goodwill for impairment utilizing the quantitative two-step process. We performed the first step of the quantitative two-step impairment test by comparing the fair value of each reporting unit to its respective carrying amount, including goodwill. Based on the results of the first step of the goodwill impairment test, we determined that the fair values of all reporting units exceeded their carrying value. Therefore, the second step of the goodwill impairment test was not necessary.

### Intangible Assets

Intangible assets as of December 31, 2015 and 2014 consisted of the following:

	Useful Life in Years	December 31,			
		2015		2014	
		Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Customer contracts	1 to 4	\$ 25,332	\$ 11,943	\$ 243	\$ 71
Customer relationships	5 to 13	79,449	22,360	33,586	15,168
Non-competition agreements	2 to 5	3,415	1,498	3,005	758
Trade names	5	22,800	5,396	40	27
Technology and software	3	4,180	1,324	4,321	3,461
Publishing content	3	3,300	963	—	—
License	2	—	—	50	31
Total		\$ 138,476	\$ 43,484	\$ 41,245	\$ 19,516

In connection with the sale of the Huron Legal segment in 2015, we wrote off \$3.3 million of intangible assets, which represents the Huron Legal segment intangible asset carrying balance as of the closing date. Refer to Note 3 "Discontinued Operations" for additional information on the sale.

Identifiable intangible assets with finite lives are amortized over their estimated useful lives. The majority of the customer relationships, as well as the customer contracts and the trade name acquired in the acquisition of Studer Group, are amortized on an accelerated basis to correspond to the cash flows expected to be derived from these assets. All other intangible assets are amortized on a straight-line basis.

Intangible assets amortization expense for the years ended December 31, 2015, 2014, and 2013 was \$28.7 million, \$8.9 million, and \$3.9 million, respectively. The table below sets forth the estimated annual amortization expense for the next five years for the intangible assets recorded as of December 31, 2015.

Year Ending December 31,	Estimated Amortization Expense
2016	\$ 29,082
2017	\$ 25,069
2018	\$ 14,987
2019	\$ 9,427
2020	\$ 5,830

Actual future amortization expense could differ from these estimated amounts as a result of future acquisitions, dispositions, and other factors.

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**6. Property and Equipment, Net**

Depreciation expense for property and equipment was \$12.3 million, \$10.3 million, and \$9.2 million for 2015, 2014, and 2013, respectively. Property and equipment at December 31, 2015 and 2014 are detailed below:

	December 31,	
	2015	2014
Computers, related equipment, and software	\$ 48,033	\$ 65,464
Leasehold improvements	32,163	40,701
Furniture and fixtures	12,891	15,908
Assets under capital lease	409	925
Assets under construction	261	594
Property and equipment	93,757	123,592
Accumulated depreciation and amortization	(64,869)	(92,901)
Property and equipment, net	\$ 28,888	\$ 30,691

**7. Financing Arrangements**

A summary of the carrying amounts of our debt follows:

	December 31,	
	2015	2014
1.25% convertible senior notes due 2019	\$ 219,993	\$ 212,852
Senior secured credit facility	92,000	143,750
Total debt	311,993	356,602
Current maturities of debt	—	(28,750)
Long-term debt, net of current portion	\$ 311,993	\$ 327,852

A summary of the scheduled maturities of our debt follows:

	Scheduled Maturities of Long-Term Debt
2016	\$ —
2017	\$ —
2018	\$ —
2019	\$ 250,000
2020	\$ 92,000

**Convertible Notes**

In September 2014, the Company issued \$250 million principal amount of 1.25% convertible senior notes due 2019 (the “Convertible Notes”) in a private offering. The Convertible Notes are governed by the terms of an indenture between the Company and U.S. Bank National Association, as Trustee (the “Indenture”). The Convertible Notes are senior unsecured obligations of the Company and will pay interest semi-annually on April 1 and October 1 of each year at an annual rate of 1.25%. The Convertible Notes will mature on October 1, 2019, unless earlier repurchased by the Company or converted in accordance with their terms.

Upon conversion, the Convertible Notes will be settled, at our election, in cash, shares of the Company’s common stock, or a combination of cash and shares of the Company’s common stock. Our current intent and policy is to settle conversions with a combination of cash and shares of common stock with the principal amount of the Convertible Notes paid in cash, in accordance with the settlement provisions of the Indenture.

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The initial conversion rate for the Convertible Notes is 12.5170 shares of our common stock per \$1,000 principal amount of the Convertible Notes, which is equal to an initial conversion price of approximately \$79.89 per share of our common stock. The conversion rate will be subject to adjustment upon the occurrence of certain specified events but will not be adjusted for accrued and unpaid interest, except in certain limited circumstances described in the Indenture. Upon the occurrence of a “make-whole fundamental change” (as defined in the Indenture) the Company will, in certain circumstances, increase the conversion rate by a number of additional shares for a holder that elects to convert its Convertible Notes in connection with such make-whole fundamental change. Additionally, if the Company undergoes a “fundamental change” (as defined in the Indenture), a holder will have the option to require the Company to repurchase all or a portion of its Convertible Notes for cash at a price equal to 100% of the principal amount of the Convertible Notes being repurchased plus any accrued and unpaid interest. As discussed below, the warrants, which were entered into in connection with the Convertible Notes, effectively raise the price at which economic dilution would occur from the initial conversion price of approximately \$79.89 to approximately \$97.12 per share.

Holders of the Convertible Notes may convert their Convertible Notes at their option at any time prior to July 1, 2019, only under the following circumstances:

- during any calendar quarter (and only during such calendar quarter) commencing after December 31, 2014 if, for each of at least 20 trading days (whether or not consecutive) during the 30 consecutive trading day period ending on, and including, the last trading day of the immediately preceding calendar quarter, the last reported sale price of the Company’s common stock for such trading day is equal to or greater than 130% of the applicable conversion price on such trading day;
- during the five consecutive business day period immediately following any five consecutive trading day period (such five consecutive trading day period, the “measurement period”) in which, for each trading day of the measurement period, the “trading price” (as defined in the Indenture) per \$1,000 principal amount of the Convertible Notes for such trading day was less than 98% of the product of the last reported sale price of the Company’s common stock for such trading day and the applicable conversion rate on such trading day; or
- upon the occurrence of specified corporate transactions described in the Indenture.

On or after July 1, 2019 until the close of business on the second scheduled trading day immediately preceding the maturity date, a holder may convert all or a portion of its Convertible Notes, regardless of the foregoing circumstances.

In accordance with ASC 470, *Debt*, we have separated the Convertible Notes into liability and equity components. The carrying amount of the liability component was determined by measuring the fair value of a similar liability that does not have an associated convertible feature, assuming our non-convertible debt borrowing rate. The carrying value of the equity component representing the conversion option, which is recognized as a debt discount, was determined by deducting the fair value of the liability component from the proceeds of the Convertible Notes. The debt discount is amortized to interest expense using an effective interest rate of 4.751% over the term of the Convertible Notes. As of December 31, 2015, the remaining life of the Convertible Notes is 3.8 years. The equity component will not be remeasured as long as it continues to meet the conditions for equity classification.

As of December 31, 2015 and 2014, the Convertible Notes consisted of the following:

	December 31,	
	2015	2014
<b>Liability component:</b>		
Proceeds	\$ 250,000	\$ 250,000
Less: debt discount, net of amortization	(30,007)	(37,148)
Net carrying amount	\$ 219,993	\$ 212,852
<b>Equity component<sup>(1)</sup></b>	<b>\$ 39,287</b>	<b>\$ 39,287</b>

(1) Included in Additional paid-in capital on the consolidated balance sheet.

The transaction costs related to the issuance of the Convertible Notes were separated into liability and equity components based on their relative values, as determined above. Transaction costs attributable to the liability component are capitalized and amortized to interest expense over the term of the Convertible Notes, and transaction costs attributable to the equity component were netted with the equity component of the Convertible Notes in stockholders’ equity. Total debt issuance costs were \$7.3 million, of which \$6.2 million was allocated to liability issuance costs and \$1.1 million was allocated to equity issuance costs.

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The following table presents the amount of interest expense recognized related to the Convertible Notes:

	<b>Year Ended December 31,</b>	
	<b>2015</b>	<b>2014</b>
Contractual interest coupon	\$ 3,125	\$ 964
Amortization of debt issuance costs	1,180	360
Amortization of debt discount	7,141	2,139
Total interest expense recognized	<u>\$ 11,446</u>	<u>\$ 3,463</u>

In connection with the issuance of the Convertible Notes, we entered into convertible note hedge transactions and warrant transactions. The convertible note hedge transactions are intended to reduce the potential future economic dilution associated with the conversion of the Convertible Notes and, combined with the warrants, effectively raise the price at which economic dilution would occur from the initial conversion price of approximately \$79.89 to approximately \$97.12 per share. For purposes of the computation of diluted earnings per share in accordance with U.S. GAAP, dilution will occur when the average share price of our common stock for a given period exceeds the conversion price of the Convertible Notes, which initially is equal to approximately \$79.89 per share. The convertible note hedge transactions and warrant transactions are discussed separately below.

- Convertible Note Hedge Transactions.* In connection with the issuance of the Convertible Notes, the Company entered into the convertible note hedge transactions whereby the Company has call options to purchase a total of approximately 3.1 million shares of the Company's common stock, which is the number of shares initially issuable upon conversion of the Convertible Notes in full, at a price of approximately \$79.89, which corresponds to the initial conversion price of the Convertible Notes, subject to customary anti-dilution adjustments substantially similar to those in the Convertible Notes. The convertible note hedge transactions are exercisable upon conversion of the Convertible Notes and will expire in 2019 if not earlier exercised. We paid an aggregate amount of \$42.1 million for the convertible note hedge transactions, which was recorded as additional paid-in capital in the consolidated balance sheets. The convertible note hedge transactions are separate transactions and are not part of the terms of the Convertible Notes.
- Warrants.* In connection with the issuance of the Convertible Notes, the Company sold warrants whereby the holders of the warrants have the option to purchase a total of approximately 3.1 million shares of the Company's common stock at a strike price of approximately \$97.12. The warrants will expire incrementally on 100 different dates from January 6, 2020 to May 28, 2020 and are exercisable at each such expiry date. If the average market value per share of our common stock for the reporting period exceeds the strike price of the warrants, the warrants will have a dilutive effect on our earnings per share. We received aggregate proceeds of \$23.6 million from the sale of the warrants, which was recorded as additional paid-in capital in the consolidated balance sheets. The warrants are separate transactions and are not part of the terms of the Convertible Notes or the convertible note hedge transactions.

The Company recorded an initial deferred tax liability of \$15.4 million in connection with the debt discount associated with the Convertible Notes and recorded an initial deferred tax asset of \$16.5 million in connection with the convertible note hedge transactions. The deferred tax liability and deferred tax asset are included in non-current deferred tax liabilities on the consolidated balance sheets.

#### **Senior Secured Credit Facility**

On March 31, 2015, the Company and certain of the Company's subsidiaries entered into a Second Amended and Restated Credit Agreement dated as of March 31, 2015 (the "Amended Credit Agreement") by and among the Company, as borrower, certain subsidiaries of the Company, as guarantors, the lenders identified therein, and Bank of America, N.A., as administrative agent and collateral agent, consisting of a \$500 million five-year senior secured revolving credit facility. The Amended Credit Agreement becomes due and payable in full upon maturity on March 31, 2020. The Amended Credit Agreement amended and restated, in its entirety, the credit agreement entered into as of April 14, 2011 (as amended and modified, the "Existing Credit Agreement"). The Amended Credit Agreement provides for, among other things, an extension of the maturity date and a reduction in pricing, and replaced the existing revolving credit and term loan facility with an increased revolving credit facility.

The Amended Credit Agreement provides for the option to increase the revolving credit facility or establish term loan facilities in an aggregate amount of up to \$100 million, subject to customary conditions and the approval of any lender whose commitment would be increased, resulting in a maximum available principal amount under the Amended Credit Agreement of \$600 million.

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The initial borrowings under the Amended Credit Agreement were used to refinance borrowings outstanding under the Existing Credit Agreement, and future borrowings under the Amended Credit Agreement may be used for working capital, capital expenditures, share repurchases, and general corporate purposes.

Fees and interest on borrowings vary based on our Consolidated Leverage Ratio (as defined in the Amended Credit Agreement). At our option, borrowings under the Amended Credit Agreement will bear interest at one, two, three or six-month LIBOR or an alternate base rate, in each case plus the applicable margin. The applicable margin will fluctuate between 1.25% per annum and 1.75% per annum, in the case of LIBOR borrowings, or between 0.25% per annum and 0.75% per annum, in the case of base rate loans, based upon our Consolidated Leverage Ratio at such time.

Amounts borrowed under the Amended Credit Agreement may be prepaid at any time without premium or penalty. We are required to prepay the amounts outstanding under the Amended Credit Agreement in certain circumstances, including a requirement to pay all amounts outstanding under the Amended Credit Agreement 90 days prior to the Convertible Indebtedness Maturity Date (as defined in the Amended Credit Agreement) unless (1) the Convertible Indebtedness Maturity Date is waived or extended to a later date, (2) the Company can demonstrate (a) Liquidity (as defined in the Amended Credit Agreement) in an amount at least equal to the principal amount due on the Convertible Indebtedness Maturity Date, and (b) financial covenant compliance after giving effect to such payments and any additional indebtedness incurred on a pro forma basis, or (3) this requirement is waived by the Required Lenders (as defined in the Amended Credit Agreement). In addition, we have the right to permanently reduce or terminate the unused portion of the commitments provided under the Amended Credit Agreement at any time.

The loans and obligations under the Amended Credit Agreement are secured pursuant to a Second Amended and Restated Security Agreement and a Second Amended and Restated Pledge Agreement (the "Amended Pledge Agreement") with Bank of America, N.A. as collateral agent, pursuant to which the Company and the subsidiary guarantors grant Bank of America, N.A., for the ratable benefit of the lenders under the Amended Credit Agreement, a first-priority lien, subject to permitted liens, on substantially all of the personal property assets of the Company and the subsidiary guarantors, and a pledge of 100% of the stock or other equity interests in all domestic subsidiaries and 65% of the stock or other equity interests in each "material first-tier foreign subsidiary" (as defined in the Amended Pledge Agreement).

The Amended Credit Agreement contains usual and customary representations and warranties; affirmative and negative covenants, which include limitations on liens, investments, additional indebtedness, and restricted payments; and two quarterly financial covenants as follows: (i) a maximum Consolidated Leverage Ratio (defined as the ratio of debt to consolidated EBITDA) of either 3.25 to 1.00 or 3.50 to 1.00, depending on the measurement period, and (ii) a minimum Consolidated Interest Coverage Ratio (defined as the ratio of consolidated EBITDA to interest) of 3.50 to 1.00. Consolidated EBITDA for purposes of the financial covenants is calculated on a continuing operations basis and includes adjustments to add back share-based compensation costs, certain non-cash restructuring charges, and pro forma historical EBITDA for businesses acquired. At December 31, 2015, we were in compliance with these financial covenants with a Consolidated Leverage Ratio of 2.09 to 1.00 and a Consolidated Interest Coverage Ratio of 15.70 to 1.00.

Borrowings outstanding under the Amended Credit Agreement at December 31, 2015 totaled \$92.0 million. These borrowings carried a weighted average interest rate of 2.4%, including the effect of the interest rate swaps described below in Note 11 "Derivative Instruments and Hedging Activity." Borrowings outstanding under the Existing Credit Agreement at December 31, 2014 were \$143.8 million and carried a weighted average interest rate of 2.3%. The borrowing capacity under the revolving credit facility is reduced by any outstanding borrowings under the revolving credit facility and outstanding letters of credit. At December 31, 2015, we had outstanding letters of credit totaling \$4.8 million, which are primarily used as security deposits for our office facilities. As of December 31, 2015, the unused borrowing capacity under the revolving credit facility was \$403.2 million.

## **8. Capital Structure**

### **Preferred Stock**

We are authorized to issue up to 50,000,000 shares of preferred stock. Our certificate of incorporation authorizes our board of directors, without any further stockholder action or approval, to issue these shares in one or more classes or series, to establish from time to time the number of shares to be included in each class or series, and to fix the rights, preferences and privileges of the shares of each wholly unissued class or series and any of its qualifications, limitations or restrictions. As of December 31, 2015 and 2014, no such preferred stock has been approved or issued.

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### Common Stock

We are authorized to issue up to 500,000,000 shares of common stock, par value \$.01 per share. The holders of common stock are entitled to one vote for each share held of record on each matter submitted to a vote of stockholders. Subject to the rights and preferences of the holders of any series of preferred stock that may at the time be outstanding, holders of common stock are entitled to such dividends as our board of directors may declare. In the event of any liquidation, dissolution or winding-up of our affairs, after payment of all of our debts and liabilities and subject to the rights and preferences of the holders of any series of preferred stock that may at the time be outstanding, holders of common stock will be entitled to receive the distribution of any of our remaining assets.

### 9. Earnings Per Share

Basic earnings per share excludes dilution and is computed by dividing net income by the weighted average number of common shares outstanding for the period, excluding unvested restricted common stock. Diluted earnings per share reflects the potential reduction in earnings per share that could occur if securities or other contracts to issue common stock were exercised or converted into common stock under the treasury stock method. Such securities or other contracts include unvested restricted stock awards, outstanding common stock options, convertible senior notes, and outstanding warrants, to the extent dilutive. Earnings per share under the basic and diluted computations are as follows:

	<b>Year Ended December 31,</b>		
	<b>2015</b>	<b>2014</b>	<b>2013</b>
Net income from continuing operations	\$ 61,895	\$ 47,002	\$ 51,577
Income (loss) from discontinued operations, net of tax	(2,843)	32,049	14,856
Net income	<u>\$ 59,052</u>	<u>\$ 79,051</u>	<u>\$ 66,433</u>
Weighted average common shares outstanding—basic	22,136	22,431	22,322
Weighted average common stock equivalents	464	494	455
Weighted average common shares outstanding—diluted	<u>22,600</u>	<u>22,925</u>	<u>22,777</u>
<b>Net earnings per basic share:</b>			
Net income from continuing operations	\$ 2.80	\$ 2.10	\$ 2.31
Income (loss) from discontinued operations, net of tax	(0.13)	1.42	0.67
Net income	<u>\$ 2.67</u>	<u>\$ 3.52</u>	<u>\$ 2.98</u>
<b>Net earnings per diluted share:</b>			
Net income from continuing operations	\$ 2.74	\$ 2.05	\$ 2.26
Income (loss) from discontinued operations, net of tax	(0.13)	1.40	0.66
Net income	<u>\$ 2.61</u>	<u>\$ 3.45</u>	<u>\$ 2.92</u>

The anti-dilutive securities excluded from the computation of the weighted average common stock equivalents presented above were as follows:

	<b>As of December 31,</b>		
	<b>2015</b>	<b>2014</b>	<b>2013</b>
Unvested restricted stock awards	21	17	—
Outstanding common stock options	—	—	76
Convertible senior notes	3,129	3,129	—
Warrants related to the issuance of convertible senior notes	3,129	3,129	—
Total anti-dilutive securities	<u>6,279</u>	<u>6,275</u>	<u>76</u>

See Note 7 “Financing Arrangements” for further information on the convertible senior notes and warrants related to the issuance of convertible notes.

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In February 2014, our board of directors authorized a share repurchase program allowing us to repurchase up to \$50 million of our common stock through February 28, 2015 (the "February 2014 Share Repurchase Program"). During the twelve months ended December 31, 2014, we completed the February 2014 Share Repurchase Program by repurchasing 805,392 shares at an average cost of \$62.08 per share.

In October 2014, our board of directors authorized an additional share repurchase program pursuant to which we may, from time to time, repurchase up to \$50 million of our common stock through October 31, 2015 (the "October 2014 Share Repurchase Program"). In October 2015, our board of directors authorized an extension of the October 2014 Share Repurchase Program through October 31, 2016; and in December 2015, our board of directors increased the authorized amount to \$125 million. The amount and timing of the repurchases will be determined by management and will depend on a variety of factors, including the trading price of our common stock, general market and business conditions, and applicable legal requirements. No shares were repurchased under this program in 2014. During the twelve months ended December 31, 2015, we repurchased 583,880 shares at an average cost of \$59.24 per share.

#### **10. Restructuring Charges**

During 2015, we incurred \$3.3 million of pretax restructuring expense. This expense primarily consisted of the following charges:

*Office exit costs* - In 2015, we incurred \$0.5 million of office exit costs primarily related to updated assumptions for the lease accrual of the Washington, D.C. space vacated in the fourth quarter of 2014.

*Severance* - In 2015, we incurred \$2.8 million of severance expense to better align our resources with market demand.

Of the \$3.3 million pretax restructuring expense, \$1.2 million was incurred by our Healthcare segment, \$1.1 million was incurred by our All Other segment as we wind down our public sector consulting practice and our foreign consulting operations based in the Middle East, and \$1.0 million was incurred from corporate operations.

During 2014, we incurred \$2.8 million of pretax restructuring expense. This expense primarily consisted of the following charges:

*Office exit costs* - In 2014, we incurred charges totaling \$1.8 million related to the consolidation of office space in Washington, D.C., Chicago, and New York, and the closure of our office in San Diego. The charges primarily consisted of the accrual of remaining lease obligations at vacated spaces, net of estimated sublease income. The vacated locations in Chicago and New York were acquired as part of business acquisitions during 2013 and 2014.

*Accelerated depreciation* - We incurred \$0.9 million of accelerated depreciation expense on leasehold improvements at our vacated offices discussed above.

*Contract termination costs* - In the fourth quarter of 2014, we paid \$0.1 million for the early termination of certain telecom contracts related to the vacated office space in San Diego.

All of the \$2.8 million pretax restructuring expense incurred in 2014 was related to corporate operations.

During 2013, we incurred \$0.3 million of pretax restructuring expense. This expense primarily consisted of the early termination of certain computer lease contracts related to the integration of our Blue Stone acquisition.

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The table below sets forth the changes in the carrying amount of our restructuring charge liability by restructuring type for the years ended December 31, 2015 and 2014.

	Employee Costs	Office Space Reductions	Total
Balance as of December 31, 2013	\$ 98	\$ 752	\$ 850
Additions <sup>(1)(2)</sup>	188	2,837	3,025
Payments	(280)	(1,385)	(1,665)
Adjustments	—	—	—
Balance as of December 31, 2014	6	2,204	2,210
Additions <sup>(1)(2)</sup>	7,209	5,820	13,029
Payments	(4,938)	(2,014)	(6,952)
Adjustments <sup>(3)</sup>	46	369	415
Balance as of December 31, 2015	\$ 2,323	\$ 6,379	\$ 8,702

- (1) Additions for the years ended December 31, 2015 and 2014 include \$10.2 million and \$0.4 million, respectively, related to discontinued operations. Refer to Note 3 "Discontinued Operations" for additional information on our discontinued operation.
- (2) Additions for the years ended December 31, 2015 and 2014 exclude \$3.5 million and \$0.2 million, respectively, of net noncash restructuring charges as these items do not result in a restructuring charge liability.
- (3) Adjustments to office space reductions represents changes in sublease assumptions and reductions in our remaining lease obligations.

As of December 31, 2015, our restructuring charge liability related to office space reductions of \$6.4 million represented the present value of remaining lease payments, net of estimated sublease income, primarily for our vacated office spaces in Washington, D.C., New York, and Houston. The \$2.3 million restructuring charge liability related to employee costs at December 31, 2015 is expected to be paid in 2016. The restructuring charge liability is included as a component of accrued expenses and deferred compensation and other liabilities.

#### 11. Derivative Instruments and Hedging Activity

On December 8, 2011, we entered into a forward amortizing interest rate swap agreement effective on February 29, 2012 and ending on April 14, 2016. We entered into this derivative instrument to hedge against the interest rate risks of our variable-rate borrowings described in Note 7 "Financing Arrangements." The swap had an initial notional amount of \$56.6 million and amortizes throughout the term. Under the terms of the interest rate swap agreement, we receive from the counterparty interest on the notional amount based on one-month LIBOR and we pay to the counterparty a fixed rate of 0.9875%.

On May 30, 2012, we entered into an amortizing interest rate swap agreement effective on May 31, 2012 and ending on April 14, 2016. We entered into this derivative instrument to further hedge against the interest rate risks of our variable-rate borrowings. The swap had an initial notional amount of \$37.0 million and amortizes throughout the term. Under the terms of the interest rate swap agreement, we receive from the counterparty interest on the notional amount based on one-month LIBOR and we pay to the counterparty a fixed rate of 0.70%.

On April 4, 2013, we entered into a forward amortizing interest rate swap agreement effective on March 31, 2014 and ending on August 31, 2017. We entered into this derivative instrument to further hedge against the interest rate risks of our variable-rate borrowings. The swap has an initial notional amount of \$60.0 million and amortizes throughout the term. Under the terms of the interest rate swap agreement, we will receive from the counterparty interest on the notional amount based on one-month LIBOR and we will pay to the counterparty a fixed rate of 0.985%.

ASC 815, *Derivatives and Hedging*, requires companies to recognize all derivative instruments as either assets or liabilities at fair value on the balance sheet. In accordance with ASC 815, we have designated these derivative instruments as cash flow hedges. As such, changes in the fair value of the derivative instruments are recorded as a component of other comprehensive income ("OCI") to the extent of effectiveness and reclassified into interest expense upon settlement. The ineffective portion of the change in fair value of the derivative instruments is recognized in interest expense. As of December 31, 2015, it was anticipated that \$0.1 million of the losses, net of tax, currently recorded in accumulated other comprehensive income will be reclassified into earnings within the next 12 months. Our interest rate swap agreements were effective during the twelve months ended December 31, 2015, inclusive of consideration of our credit facility amendment discussed in Note 7 "Financing Arrangements."

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The table below sets forth additional information relating to these interest rate swaps designated as cash flow hedging instruments as of December 31, 2015 and December 31, 2014.

<b>Balance Sheet Location</b>	<b>Fair Value (Derivative Asset and Liability)</b>	
	<b>December 31,</b>	
	<b>2015</b>	<b>2014</b>
Other non-current assets	\$ 86	\$ 516
Accrued expenses	\$ 242	\$ 643
Deferred compensation and other liabilities	\$ —	\$ 10

All of the Company's derivative instruments are transacted under the International Swaps and Derivatives Association (ISDA) master agreements. These agreements permit the net settlement of amounts owed in the event of default and certain other termination events. Although netting is permitted, it is the Company's policy to record all derivative assets and liabilities on a gross basis on our consolidated balance sheet. All of the Company's derivative instruments as of December 31, 2015 and 2014 were held with the same counterparty.

We do not use derivative instruments for trading or other speculative purposes. Refer to Note 13 "Other Comprehensive Income (Loss)" for additional information on our derivative instruments.

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**12. Fair Value of Financial Instruments**

Certain of our assets and liabilities are measured at fair value. ASC 820, *Fair Value Measurements and Disclosures*, defines fair value as the price that would be received to sell an asset or the price that would be paid to transfer a liability in an orderly transaction between market participants at the measurement date. ASC 820 establishes a fair value hierarchy for inputs used in measuring fair value and requires companies to maximize the use of observable inputs and minimize the use of unobservable inputs. The fair value hierarchy consists of three levels based on the objectivity of the inputs as follows:

Level 1 Inputs	Quoted prices in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date.
Level 2 Inputs	Quoted prices in active markets for similar assets or liabilities; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability; or inputs that are derived principally from or corroborated by observable market data by correlation or other means.
Level 3 Inputs	Unobservable inputs for the asset or liability, and include situations in which there is little, if any, market activity for the asset or liability.

The table below sets forth the fair value hierarchy for our financial assets and liabilities measured at fair value on a recurring basis as of December 31, 2015 and 2014.

	Level 1	Level 2	Level 3	Total
<b>December 31, 2015</b>				
<b>Assets:</b>				
Promissory note	\$ —	\$ —	\$ 2,309	\$ 2,309
Convertible debt investment	—	—	34,831	34,831
Total assets	\$ —	\$ —	\$ 37,140	\$ 37,140
<b>Liabilities:</b>				
Interest rate swaps	\$ —	\$ 156	\$ —	\$ 156
Contingent consideration for business acquisitions	—	—	2,063	2,063
Total liabilities	\$ —	\$ 156	\$ 2,063	\$ 2,219
<b>December 31, 2014</b>				
<b>Assets:</b>				
Promissory note	\$ —	\$ —	\$ 2,137	\$ 2,137
Interest rate swaps	—	172	—	172
Convertible debt investment	—	—	12,250	12,250
Total assets	\$ —	\$ 172	\$ 14,387	\$ 14,559
<b>Liabilities:</b>				
Interest rate swaps	\$ —	\$ 309	\$ —	\$ 309
Contingent consideration for business acquisitions	—	—	226	226
Total liabilities	\$ —	\$ 309	\$ 226	\$ 535

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*Promissory note:* As part of the consideration received for the sale of our Accounting Advisory practice on December 30, 2011, the Company received a \$3.5 million promissory note payable over four years. During the second quarter of 2014, we agreed to amend and restate the note such that principal payments will be paid to us annually based on the amount of excess cash flows earned each year by the maker of the note until the maturity date of December 31, 2018, at which time the remaining principal balance and any accrued interest is due. The fair value of the note is based on the net present value of the projected cash flows using a discount rate of 17%, which accounts for the risks associated with the note. The increase in the fair value of the note during 2015 reflects the accretion of interest income in excess of interest payments received. The portion of the note expected to be received in the next twelve months is recorded as a receivable in prepaid expenses and other current assets. The remaining portion of the note is recorded in other non-current assets.

*Interest rate swaps:* The fair value of the interest rate swaps was derived using estimates to settle the interest rate swap agreements, which are based on the net present value of expected future cash flows on each leg of the swaps utilizing market-based inputs and discount rates reflecting the risks involved.

*Convertible debt investment:* In the third quarter of 2014, we invested \$12.5 million, in the form of zero coupon convertible debt, in Shorelight Holdings, LLC (“Shorelight”), the parent company of Shorelight Education, a U.S.-based company that partners with leading nonprofit universities to increase access to and retention of international students, boost institutional growth, and enhance an institution’s global footprint. In 2015, we invested an additional \$15.4 million in convertible notes of Shorelight, increasing the cost basis of our investment to \$27.9 million. The notes will mature on July 1, 2020, unless converted earlier.

To determine the appropriate accounting treatment for our investment, we performed a variable interest entity (“VIE”) analysis and concluded that Shorelight does not meet the definition of a VIE. We also reviewed the characteristics of our investment to confirm that the convertible notes are not in-substance common stock that would warrant equity method accounting. After we reviewed all of the terms of the investment, we concluded the appropriate accounting treatment to be that of an available-for-sale security in accordance with ASC 320, *Investments—Debt and Equity Securities*.

The investment is carried at fair value with unrealized holding gains and losses excluded from earnings and reported in other comprehensive income. We estimated the fair value of our investment using a Monte Carlo simulation model, cash flow projections discounted at a risk-adjusted rate, and certain assumptions related to equity volatility, default probability, and recovery rate, all of which are Level 3 inputs. The use of alternative estimates and assumptions could increase or decrease the estimated fair value of the investment, which would result in different impacts to our consolidated balance sheet and comprehensive income. Actual results may differ from our estimates. An unrealized pretax gain of \$7.1 million was recorded in other comprehensive income for the twelve months ended December 31, 2015. The fair value of the convertible debt investment is recorded in long-term investment.

*Contingent acquisition liability:* We estimate the fair value of acquisition-related contingent consideration using either a probability-weighted discounted cash flow model or a Monte Carlo simulation model, as appropriate. These fair value measurements are based on significant inputs not observed in the market and thus represents a Level 3 measurement. The significant unobservable inputs used in the fair value measurements of our contingent consideration are our measures of the estimated payouts based on internally generated financial projections and discount rates. The fair value of the contingent consideration is reassessed on a quarterly basis based on assumptions used in our latest projections and input provided by practice leaders and management. Any change in the fair value estimate is recorded in the earnings of that period. During the year ended December 31, 2015, we recorded a \$2.1 million contingent consideration liability for an acquisition that was completed during 2015. In addition, we determined that the fair value of another contingent consideration liability for a separate acquisition that was also completed during 2015 had declined to zero and recorded a remeasurement gain of \$0.3 million. Refer to Note 5 “Goodwill and Intangible Assets” for information on the acquisitions completed in 2015. The fair value of the contingent acquisition liability is recorded in accrued consideration for business acquisitions.

Financial assets and liabilities not recorded at fair value are as follows:

### **Senior Secured Credit Facility**

The carrying value of our borrowings outstanding under senior secured credit facility is stated at cost. Our carrying value approximates fair value, using Level 2 inputs, as the senior secured credit facility bears interest at variable rates based on market rates as set forth in the Amended Credit Agreement. Refer to Note 7 “Financing Arrangements.”

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**Convertible Notes**

The carrying amount and estimated fair value of the Convertible Notes are as follows (in thousands):

	December 31, 2015		December 31, 2014	
	Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
1.25% convertible senior notes due 2019	\$ 219,993	\$ 248,010	\$ 212,852	\$ 261,903

The difference between the \$250 million principal amount of the Convertible Notes and the carrying amounts represents the unamortized debt discount. As of December 31, 2015 and 2014, the carrying value of the equity component of \$39.3 million was unchanged from the date of issuance. Refer to Note 7 “Financing Arrangements” for additional details of our Convertible Notes. The estimated fair value of the Convertible Notes was determined based on the quoted bid price of the Convertible Notes in an over-the-counter market on December 31, 2015 and 2014, which is a Level 2 input.

Based on the closing price of our common stock of \$59.40 on December 31, 2015, the if-converted value of the Convertible Notes was less than the principal amount.

Cash and cash equivalents are stated at cost, which approximates fair market value. The carrying values for receivables from clients, unbilled services, accounts payable, deferred revenues, and other accrued liabilities reasonably approximate fair market value due to the nature of the financial instrument and the short-term maturity of these items.

**13. Other Comprehensive Income (Loss)**

The table below sets forth the components of accumulated other comprehensive income (loss), net of tax for the years ended December 31, 2015, 2014, and 2013.

	Foreign Currency Translation	Available-for-Sale Investments	Cash Flow Hedges <sup>(1)</sup>	Total
Balance as of December 31, 2012	\$ (805)	\$ —	\$ (554)	\$ (1,359)
Foreign currency translation adjustment, net of tax of \$48	89	—	—	89
Unrealized gain (loss) on cash flow hedges:				
Change in fair value, net of tax of \$(83)	—	—	139	139
Reclassification adjustment into earnings, net of tax of \$(223)	—	—	334	334
Balance as of December 31, 2013	(716)	—	(81)	(797)
Foreign currency translation adjustment, net of tax of \$111	(1,618)	—	—	(1,618)
Unrealized loss on investments, net of tax of \$0	—	(250)	—	(250)
Unrealized gain (loss) on cash flow hedges:				
Change in fair value, net of tax of \$341	—	—	(510)	(510)
Reclassification adjustment into earnings, net of tax of \$(347)	—	—	520	520
Balance as of December 31, 2014	(2,334)	(250)	(71)	(2,655)
Foreign currency translation adjustment, net of tax of \$(33)	(403)	—	—	(403)
Reclassification adjustment into earnings, net of tax of \$0 <sup>(2)</sup>	2,220	—	—	2,220
Unrealized gain on investments, net of tax of \$(2,709)	—	4,435	—	4,435
Unrealized gain (loss) on cash flow hedges:				
Change in fair value, net of tax of \$327	—	—	(492)	(492)
Reclassification adjustment into earnings, net of tax of \$(320)	—	—	480	480
Balance as of December 31, 2015	\$ (517)	\$ 4,185	\$ (83)	\$ 3,585

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- (1) The before tax amounts reclassified from accumulated other comprehensive income (loss) related to our cash flow hedges are recorded to interest expense, net of interest income.
- (2) In connection with the divestiture of Huron Legal, which included the sale of certain wholly-owned foreign subsidiaries, we reclassified \$2.2 million of accumulated translation losses to net income from discontinued operations.

#### **14. Employee Benefit and Deferred Compensation Plans**

We sponsor a qualified defined contribution 401(k) plan covering substantially all of our employees. Under the plan, employees are entitled to make pretax contributions. We match an amount equal to the employees' contributions up to 6% of the employees' salaries. Our matching contributions, including those related to our discontinued operations, for the years ended December 31, 2015, 2014, and 2013 were \$17.8 million, \$16.2 million, and \$13.8 million, respectively.

We have a non-qualified deferred compensation plan (the "Plan") that is administered by our board of directors or a committee designated by the board of directors. Under the Plan, members of the board of directors and a select group of our employees may elect to defer the receipt of their director retainers and meeting fees or base salary and bonus, as applicable. Additionally, we may credit amounts to a participant's deferred compensation account in accordance with employment or other agreements entered into between us and the participant. At our sole discretion, we may, but are not required to, credit any additional amount we desire to any participant's deferred compensation account. Amounts credited are subject to vesting schedules set forth in the Plan, employment agreement or any other agreement entered into between us and the participant. The deferred compensation liability at December 31, 2015 and 2014 was \$13.1 million and \$7.5 million, respectively.

#### **15. Equity Incentive Plans**

In 2012, Huron adopted the 2012 Omnibus Incentive Plan (the "2012 Plan"), in order to increase the number of shares of common stock available as equity compensation to employees, non-employee directors, and independent contractors, and to make certain updates to reflect changes in market practices. The 2012 Plan permits the grant of stock options, stock appreciation rights, restricted stock, performance shares and other share-based or cash-based awards valued in whole or in part by reference to, or otherwise based on, our common stock. The 2012 Plan replaced, on a prospective basis, our 2004 Plan such that future grants will be granted under the 2012 Plan and any outstanding awards granted under the 2004 Plan that are cancelled, expired, forfeited, settled in cash, or otherwise terminated without a delivery of shares to the participant will not become available for grant under the 2012 Plan. The 2012 Plan was amended on May 2, 2014 to increase the number of shares authorized for issuance by 850,000 shares.

On May 1, 2015, we adopted the Stock Ownership Participation Program (the "SOPP"), which is available to Huron employees below the managing director level who do not receive equity-based awards as part of their normal compensation plan. Under the SOPP, eligible employees may elect to use after-tax payroll deductions, or cash contributions, to purchase shares of the Company's common stock on certain designated purchase dates. Employees who purchase stock under the SOPP are granted restricted stock equal to 25% of their purchased shares. Vesting of the restricted stock is subject to both a time-based vesting schedule and requirement that the purchased shares be held for a specified holding period. The initial shares available for issuance under the SOPP was 300,000. Prior to adopting the SOPP, the matching share grants and the employee purchased shares under the stock ownership participation program were governed by the 2012 Plan.

As of December 31, 2015, approximately 1.2 million shares remain available for issuance under the 2012 Plan and SOPP. It has been our practice to issue shares of common stock upon exercise of stock options and granting of restricted stock from authorized but unissued shares, with the exception of the SOPP under which shares are issued from treasury stock.

The Compensation Committee of the board of directors has the responsibility of interpreting the 2012 Plan and SOPP and determining all of the terms and conditions of awards made under the plans, including when the awards will become exercisable or otherwise vest. In the fourth quarter of 2013, the Compensation Committee amended certain share-based awards outstanding under our 2012 Plan and our 2004 Plan to provide for a retirement eligibility provision. Under this provision, eligible employees who have reached 62 years of age and have completed seven years of employment with the Company will continue vesting in their share-based awards after retirement, subject to certain conditions. This retirement eligibility provision will also apply to future awards granted to eligible employees under the 2012 Plan.

Total share-based compensation cost recognized for the years ended December 31, 2015, 2014, and 2013 was \$19.2 million, \$18.8 million, and \$16.0 million, respectively, with related income tax benefits of \$7.6 million, \$7.4 million, and \$6.3 million, respectively. As of December 31, 2015, there was \$24.3 million of total unrecognized compensation cost related to nonvested share-based awards. This cost is expected to be recognized over a weighted average period of 2.4 years.

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### Stock Options

During 2013, the Company granted stock option awards to certain named executive officers. No stock option awards were granted in 2014 and 2015. The exercise prices of stock options are equal to the fair value of a share of common stock on the date of grant. Subject to acceleration under certain conditions, our stock options vest annually over four years. All stock options have a ten-year contractual term.

The fair value of the options granted during 2013 were calculated using the Black-Scholes option-pricing model using the following assumptions:

	2013
Expected dividend yield	—%
Expected volatility	45.0%
Risk-free rate	1.1%
Expected option life (in years)	6.25

Expected volatility was based on our historical stock prices, the historical volatility of comparable companies, and implied volatilities from traded options in our stock. The risk-free interest rate was based on the rate of U.S. Treasury bills with equivalent expected terms of the stock options at the time of the option grant. The expected option life was estimated using the simplified method. The simplified method was used due to the lack of sufficient historical data available to provide a reasonable basis upon which to estimate the expected term.

Stock option activity for the year ended December 31, 2015 was as follows:

	Number of Options (in thousands)	Weighted Average Exercise Price (in dollars)	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value (in millions)
Outstanding at December 31, 2014	199	\$ 28.99	6.3	\$ 7.8
Granted	—			
Exercised	—			
Forfeited or expired	—			
Outstanding at December 31, 2015	199	\$ 28.99	5.3	\$ 6.1
Exercisable at December 31, 2015	173	\$ 27.53	5.0	\$ 5.5

The weighted average grant date fair value of stock options granted during the year ended December 31, 2013 was \$17.46. No stock options were granted in 2014 and 2015. The aggregate intrinsic value of options exercised during 2014 and 2013 was \$1.6 million and \$1.7 million, respectively. No options were exercised in 2015.

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### Restricted Stock Awards

The grant date fair values of our restricted stock awards are measured pursuant to ASC 718 and amortized into expense over the service period. Subject to acceleration under certain conditions, the majority of our restricted stock vests annually over four years.

The table below summarizes the restricted stock activity for the year ended December 31, 2015, which includes activity related to our discontinued operations. As of December 31, 2015, there were no nonvested restricted stock awards outstanding related to our discontinued operations.

	Number of Shares (in thousands)		Weighted Average Grant Date Fair Value (in dollars)
Nonvested restricted stock at December 31, 2014	780	\$	50.61
Granted	307	\$	66.21
Vested	(363)	\$	46.57
Forfeited	(56)	\$	57.40
Nonvested restricted stock at December 31, 2015	668	\$	59.41

The aggregate fair value of restricted stock that vested during the years ended December 31, 2015, 2014, and 2013 was \$23.9 million, \$19.8 million, and \$14.3 million, respectively. The weighted average grant date fair value per share of restricted stock granted during 2014 and 2013 was \$66.21 and \$39.76, respectively.

### Performance-based Share Awards

During 2015, 2014, and 2013, the Company granted performance-based share awards to our named executive officers and certain managing directors. The total number of shares earned by recipients of these awards is contingent upon meeting practice and Company-wide performance goals. Following the performance period, the awards are subject to the completion of a service period, which is generally an additional two to three years. The earned awards vest on a graded vesting schedule over the service period. For certain performance awards, the recipients may earn additional shares of stock for performance achieved above the stated target. The grant date fair values of our performance-based share awards are measured based on the fair value of our common stock at grant date. Compensation cost is amortized into expense over the service period.

The table below summarizes the performance-based stock activity for the year ended December 31, 2015, which includes activity related to our discontinued operations. As of December 31, 2015, there were no nonvested performance-based stock awards outstanding related to our discontinued operations.

	Number of Shares (in thousands)		Weighted Average Grant Date Fair Value (in dollars)
Nonvested performance-based stock at December 31, 2014	236	\$	55.55
Granted <sup>(1)</sup>	162	\$	66.63
Vested	(98)	\$	47.67
Forfeited <sup>(2)</sup>	(66)	\$	66.21
Nonvested performance-based stock at December 31, 2015 <sup>(3)</sup>	234	\$	63.54

(1) Shares granted in 2015 are presented at the stated target level, which represents the base number of shares that could be earned. Actual shares earned may be below or, for certain grants, above the target level based on the achievement of specific financial goals. Included in the granted shares amount are 8,100 shares earned above the target level for awards granted in 2014.

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- (2) Forfeited shares includes shares forfeited as a result of not meeting the performance criteria of the award as well as shares forfeited upon termination.
- (3) Of the 234,000 nonvested performance-based shares outstanding as of December 31, 2015, 178,100 shares were unearned and subject to achievement of specific financial goals. Once earned, the awards will be subject to time-based vesting according to the terms of the award. Based on 2015 financial results, 111,041 shares that were granted in 2015 will be forfeited in the first quarter of 2016.

The aggregate fair value of performance-based stock that vested during the years ended December 31, 2015, 2014, and 2013 was \$6.5 million, \$5.2 million, and \$3.6 million, respectively. The weighted average grant date fair value per share of performance-based stock granted during 2014 and 2013 was \$64.52 and \$39.19, respectively.

## 16. Income Taxes

The income tax expense for continuing operations for the years ended December 31, 2015, 2014, and 2013 consists of the following:

	Year ended December 31,		
	2015	2014	2013
<b>Current:</b>			
Federal	\$ 4,806	\$ 16,361	\$ 19,760
State	2,380	4,881	4,642
Foreign	350	(175)	(205)
Total current	7,536	21,067	24,197
<b>Deferred:</b>			
Federal	12,450	10,637	6,953
State	1,482	1,170	995
Foreign	202	185	55
Total deferred	14,134	11,992	8,003
Income tax expense for continuing operations	\$ 21,670	\$ 33,059	\$ 32,200

The components of income from continuing operations before income tax expense were as follows:

	Year ended December 31,		
	2015	2014	2013
U.S.	\$ 85,164	\$ 83,851	\$ 88,664
Foreign	(1,599)	(3,790)	(4,887)
Total	\$ 83,565	\$ 80,061	\$ 83,777

A reconciliation of the U.S. statutory income tax rate to our effective tax rate for continuing operations is as follows:

	Year ended December 31,		
	2015	2014	2013
<b>Percent of pretax income from continuing operations:</b>			
At U.S. statutory tax rate	35.0 %	35.0 %	35.0 %
State income taxes, net of federal benefit	4.6	4.5	3.9
Meals and entertainment	0.6	0.6	0.5
Valuation allowance	0.5	1.2	0.6
Foreign source income	0.5	0.9	0.2
Tax credits / Section 199 Deduction	(1.0)	(0.9)	(1.1)
Net tax (benefit) expense related to "check-the-box" election	(14.7)	0.4	—
Other	0.4	(0.4)	(0.7)
Effective income tax expense rate for continuing operations	25.9 %	41.3 %	38.4 %

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In the fourth quarter of 2015, we made a tax election to classify two of our wholly-owned foreign subsidiaries as disregarded entities for U.S. federal income tax purposes (commonly referred to as a "check-the-box" election). As a result of this election, we expect to realize an income tax benefit of \$13.0 million, of which \$0.7 million is unrecognized, resulting in a net recognized tax benefit of \$12.3 million.

The effective tax rate for discontinued operations in 2015 was 169.0%, based on tax expense of \$1.8 million, and was higher than the statutory tax rate primarily due to the tax expense recognized from the sale of the Huron Legal segment. Refer to Note 3 "Discontinued Operations" for further detail on the sale of the Huron Legal segment.

The effective tax rate for discontinued operations in 2014 was 7.2%, based on tax expense of \$2.5 million, and was lower than the statutory tax rate primarily due to the impact of a "check-the-box" election made in the first quarter of 2014. As a result of this election, we realized an income tax benefit of \$13.8 million, of which \$2.4 million is unrecognized, resulting in a net recognized tax benefit for discontinued operations of \$11.4 million.

The effective tax rate for discontinued operations in 2013 was 50.2% based on tax expense of \$15.0 million.

The net deferred tax liabilities for continuing operations at December 31, 2015 and 2014 consist of the following:

	December 31,	
	2015	2014
<b>Deferred tax assets:</b>		
Share-based compensation	\$ 10,234	\$ 10,234
Accrued payroll and other liabilities	9,074	8,215
Deferred lease incentives	4,691	6,143
Convertible note hedge transactions	12,690	15,582
Revenue recognition	1,611	2,074
Net operating loss carry-forwards	529	2,069
Tax credits	1,935	1,182
Other	3,632	1,084
Total deferred tax assets	44,396	46,583
Valuation allowance	(2,242)	(2,431)
Net deferred tax assets	42,154	44,152
<b>Deferred tax liabilities:</b>		
Prepaid expenses	(2,943)	(3,316)
Property and equipment	(2,406)	(4,037)
Intangibles and Goodwill	(56,584)	(33,288)
Convertible note discount	(11,793)	(14,562)
Other	(3,116)	(926)
Total deferred tax liabilities	(76,842)	(56,129)
Net deferred tax liability for continuing operations	(34,688)	(11,977)

As of December 31, 2015 and 2014, we had valuation allowances of \$2.2 million and \$2.4 million, respectively, primarily due to uncertainties relating to the ability to utilize deferred tax assets recorded for foreign losses and foreign tax credits.

The Company has federal net operating losses of \$1.4 million which expire in 2029 and state net operating loss carry-forwards of \$0.6 million which will expire between 2029 and 2030. The Company also has federal and state tax credit carry-forwards of \$1.9 million which expire in 2021 and 2020, respectively.

In accordance with ASC 740, *Income Taxes*, we recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position are measured based on the largest benefit that has a greater than fifty percent likelihood of being realized upon ultimate resolution.

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A reconciliation of our beginning and ending amount of unrecognized tax benefits is as follows:

Balance at January 1, 2012	\$	441
Additions based on tax positions related to the prior years		40
Decrease based on tax positions related to the prior year		(51)
Decrease based on settlements with taxing authorities		(19)
Balance at December 31, 2013	\$	411
Additions based on tax positions related to the current year		2,410
Decrease based on tax positions related to the prior year		(333)
Balance at December 31, 2014	\$	2,488
Additions based on tax positions related to the current year		735
Balance at December 31, 2015	\$	3,223

Of the \$3.2 million of unrecognized tax benefits at December 31, 2015, \$0.8 million would affect the effective tax rate of continuing operations and \$2.4 million would affect the effective tax rate of discontinued operations, if recognized. We do not expect that changes in the liability for unrecognized tax benefits during the next 12 months will have a significant impact on our financial position or results of operations.

As of December 31, 2015 and 2014, an immaterial amount was accrued for the potential payment of interest and penalties. Accrued interest and penalties are recorded as a component of provision for income taxes on our consolidated statement of operations.

We file income tax returns with federal, state, local and foreign jurisdictions. Tax years 2012, 2013, and 2014 are subject to future examinations by federal tax authorities. Tax years 2009 through 2014 are subject to future examinations by state and local tax authorities. The Company is currently under audit by the states of Illinois, New York, and Florida. Our foreign income tax filings are subject to future examinations by the local foreign tax authorities for tax years 2007 through 2014.

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**17. Commitments, Contingencies and Guarantees****Lease Commitments**

We lease office space under non-cancelable operating lease arrangements expiring on various dates through 2026, with various renewal options. Our principal executive offices located in Chicago, Illinois are under a lease expiring in September 2024. We have a five-year renewal option that will allow us to continue to occupy this office space until September 2029. Office facilities under operating leases include fixed or minimum payments plus, in some cases, scheduled base rent increases over the term of the lease. Certain leases require monthly payments of real estate taxes, insurance and other operating expenses applicable to the property. Some of the leases contain provisions whereby the future rental payments may be adjusted for increases in operating expenses above the specified amount. Rental expense, including operating costs and taxes, for the years ended December 31, 2015, 2014, and 2013 was \$12.3 million, \$9.8 million, and \$8.2 million, respectively. Future minimum rental commitments under non-cancelable leases and sublease income as of December 31, 2015, are as follows:

	<b>Operating Lease Obligations</b>	<b>Sublease Income</b>
2016	\$ 16,896	\$ 2,943
2017	12,392	1,141
2018	10,795	945
2019	8,345	—
2020	8,112	—
Thereafter	26,505	—
<b>Total</b>	<b>\$ 83,045</b>	<b>\$ 5,029</b>

**Litigation***Tamalluk Business Development LLC v. Huron Consulting Services LLC (Abu Dhabi Court of First Instance)*

On August 22, 2013, we learned that Tamalluk Business Development LLC, who was Huron's agent in Abu Dhabi, and its principal, Mubarak Ahmad Bin Hamouda Al Dhaheri, filed a claim against Huron Consulting Services LLC in the Abu Dhabi Court of First Instance. The lawsuit alleged that under the agency agreement, Tamalluk was entitled to a commission on certain amounts that Huron collected from Abu Dhabi clients, and that Huron breached the agreement with Tamalluk and caused damages by declining to enter into a client engagement in Abu Dhabi and subsequently terminating the agency agreement with Tamalluk. Claimants alleged they were entitled to \$50 million for damage to reputation and defamation and another \$50 million for breach of contract. Huron submitted its written response on September 25, 2013. The response stated that Huron had the right to terminate the agency agreement with Tamalluk, and Huron had the sole discretion whether to accept or reject an engagement. Huron also filed a counterclaim on October 10, 2013 seeking a judicial order to permit the cancellation of Huron's commercial license to allow Huron to cease doing business in Abu Dhabi. On December 17, 2013, the Abu Dhabi court ruled in Huron's favor on all claims and held that Huron permissibly terminated the contract with Tamalluk and Huron did not owe Tamalluk any compensation related to Tamalluk's claims. In addition, the court terminated the Local Sponsorship Agreement as requested by Huron in its counterclaim. Tamalluk appealed the decision, and on March 18, 2014, the appellate court upheld the decision in Huron's favor. Tamalluk filed an appeal on May 18, 2014 to the Court of Cassation, which is the highest court in Abu Dhabi. On October 21, 2014, the Court of Cassation referred the case back to the appellate court for consideration of Claimants' allegations relating to damage to reputation and defamation, which the appellate court had not previously addressed. The Court of Cassation ruled in Huron's favor on the other claims and on Huron's counterclaim. On October 13, 2015, the appellate court ruled in Huron's favor and denied Tamalluk's claims for damage to reputation and defamation. Tamalluk did not appeal to the Court of Cassation in the time period prescribed by law, and therefore the litigation is concluded.

*Physiotherapy Associates*

In 2011, Huron was engaged to design and implement new processes, software, tools, and techniques to assist Physiotherapy Associates, Inc. ("PA") in reducing older accounts receivable levels and optimizing cash flow. The engagement agreement specifically provided that Huron will not be auditing financial statements and that Huron's services are not designed, and should not be relied on, to disclose weaknesses in internal controls, financial statement errors, irregularities, illegal acts, or disclosure deficiencies.

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In November 2013, Physiotherapy Holdings, Inc., and certain subsidiaries and affiliates (including PA) filed a voluntary petition for bankruptcy pursuant to Chapter 11 of the Bankruptcy Code, which resulted in part from claims related to an alleged overstatement of PA's revenues and profitability in connection with the sale of PA in 2012. The Joint Prepackaged Plan of Reorganization (the "Plan"), which was confirmed by the Bankruptcy Court in December 2013, established and funded a Litigation Trust to pursue certain claims on behalf of certain beneficiaries. The Plan disclosed a lengthy list of potential defendants and witnesses regarding these claims, including but not limited to the debtors' officers, directors, certain employees, former owners, investment bankers, auditors, and various consultants. This list of potential defendants and witnesses included Huron, as well as three of Huron's current or former employees.

The Plan suggested that Huron, among others, was involved in "actively marketing PA" for sale and provided opinions to unnamed parties "defending the quality of PA's earnings." While we believe that we have meritorious defenses, to avoid the time and expense of protracted litigation, in September 2015 we reached an agreement with the Litigation Trust to settle the matter for \$3.6 million. As a result, in the third quarter of 2015 we increased our accrued liability from \$1.3 million to \$3.6 million, and increased our insurance receivable from \$0.5 million to \$2.8 million. The settlement agreement has been finalized and approved by the Bankruptcy Court.

#### *Other Litigation*

During the fourth quarter of 2015, we settled two lawsuits brought by Huron, resulting in a gain of \$10.0 million being recorded. We collected the \$10.0 million in January 2016.

From time to time, we are involved in legal proceedings and litigation arising in the ordinary course of business. As of the date of this Annual Report on Form 10-K, we are not a party to any other litigation or legal proceeding that, in the current opinion of management, could have a material adverse effect on our financial position or results of operations. However, due to the risks and uncertainties inherent in legal proceedings, actual results could differ from current expected results.

#### **Guarantees**

Guarantees in the form of letters of credit totaling \$4.8 million and \$5.1 million were outstanding at December 31, 2015 and 2014, respectively, to support certain office lease obligations as well as Middle East performance and bid bonds.

In connection with certain business acquisitions, we may be required to pay post-closing consideration to the sellers if specific financial performance targets are met over a number of years as specified in the related purchase agreement. As of December 31, 2015 and 2014, the estimated fair value of our contingent consideration liability was \$2.1 million and \$0.2 million, respectively.

To the extent permitted by law, our bylaws and articles of incorporation require that we indemnify our officers and directors against judgments, fines and amounts paid in settlement, including attorneys' fees, incurred in connection with civil or criminal action or proceedings, as it relates to their services to us if such person acted in good faith. Although there is no limit on the amount of indemnification, we may have recourse against our insurance carrier for certain payments made.

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## 18. Segment Information

Segments are defined by ASC 280, *Segment Reporting*, as components of a company that engage in business activities from which they may earn revenues and incur expenses, and for which separate financial information is available and is evaluated regularly by the chief operating decision maker, or decision-making group, in deciding how to allocate resources and in assessing performance. Our chief operating decision maker manages the business under four operating segments, which are our reportable segments: Huron Healthcare, Huron Education and Life Sciences, Huron Business Advisory, and All Other.

- **Huron Healthcare**

Our Huron Healthcare segment provides strategic advisory, consulting, and technology solutions to national and regional hospitals and integrated health systems, academic medical centers, community hospitals, and physician practices. We deliver solutions to address challenges in the rapidly evolving healthcare environment to improve quality and patient outcomes, increase revenue, reduce expenses, and enhance physician, patient, and employee satisfaction across the healthcare enterprise. By partnering with healthcare organizations, we design solutions that teach providers how to achieve cultural transformation and deliver and sustain improvement in clinical outcomes and financial results. Our people provide a depth of expertise across the healthcare industry, and our culture of collaboration extends to our client engagements, enabling teams to effectively implement successful client projects.

- **Huron Education and Life Sciences**

Our Huron Education and Life Sciences segment provides management consulting services and technology solutions to the higher education, academic medical center, pharmaceutical and medical device, and research industries. We work with our clients to develop and implement strategic priorities, performance improvement, technology, and research enterprise solutions to help them address challenges relating to financial management, strategy, operational and organizational effectiveness, research administration, and regulatory compliance.

- **Huron Business Advisory**

Our Huron Business Advisory segment provides services to the C-suite of middle market and large organizations, lending institutions, law firms, investment banks, and private equity firms. We assist clients in a broad range of industries and across the spectrum from healthy, well-capitalized companies to organizations in transition, and to creditors, owners, and other key constituents. Also included in the Huron Business Advisory segment is our Enterprise Performance Management and Analytics practice, which delivers solutions that enable organizations to manage and optimize their financial performance, operational efficiency, and client experience. With expertise in full-service enterprise performance management (EPM), business analytics, customer relationship management (CRM), and big data professional services, Huron's global presence and remote delivery capabilities help clients drive results and gain a competitive advantage.

- **All Other**

Our All Other segment consists of any line of business not managed by our other three operating segments. These businesses include our public sector consulting practice and our foreign consulting operations based in the Middle East, both of which we wound down in 2015.

Segment operating income consists of the revenues generated by a segment, less the direct costs of revenue and selling, general and administrative costs that are incurred directly by the segment. Unallocated corporate costs include costs related to administrative functions that are performed in a centralized manner that are not attributable to a particular segment. These administrative function costs include costs for corporate office support, certain office facility costs, costs relating to accounting and finance, human resources, legal, marketing, information technology, and Company-wide business development functions, as well as costs related to overall corporate management.

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The table below sets forth information about our operating segments along with the items necessary to reconcile the segment information to the totals reported in the accompanying consolidated financial statements. We do not present financial information by geographic area because our international operations are immaterial. Refer to Note 3 “Discontinued Operations” for information on the divestiture of the Huron Legal segment completed in 2015.

	Year Ended December 31,		
	2015	2014	2013
<b>Huron Healthcare:</b>			
Revenues	\$ 446,887	\$ 415,803	\$ 358,766
Operating income	\$ 169,560	\$ 159,015	\$ 141,870
Segment operating income as a percentage of segment revenues	37.9%	38.2%	39.5%
<b>Huron Education and Life Sciences:</b>			
Revenues	\$ 167,933	\$ 145,962	\$ 143,609
Operating income	\$ 44,216	\$ 36,131	\$ 35,966
Segment operating income as a percentage of segment revenues	26.3%	24.8%	25.0%
<b>Huron Business Advisory:</b>			
Revenues	\$ 82,968	\$ 62,840	\$ 34,669
Operating income	\$ 19,263	\$ 14,035	\$ 7,211
Segment operating income as a percentage of segment revenues	23.2%	22.3%	20.8%
<b>All Other:</b>			
Revenues	\$ 1,222	\$ 3,081	\$ 1,084
Operating loss	\$ (1,718)	\$ (2,466)	\$ (1,256)
Segment operating loss as a percentage of segment revenues	N/M	N/M	N/M
<b>Total Company:</b>			
Revenues	\$ 699,010	\$ 627,686	\$ 538,128
Reimbursable expenses	70,013	73,847	64,623
Total revenues and reimbursable expenses	<u>\$ 769,023</u>	<u>\$ 701,533</u>	<u>\$ 602,751</u>
Statements of Earnings reconciliation:			
Segment operating income	\$ 231,321	\$ 206,715	\$ 183,791
Items not allocated at the segment level:			
Other operating expenses and gains	102,688	102,924	83,169
Depreciation and amortization expense	25,135	15,451	10,723
Other expense, net	19,933	8,279	6,122
Income from continuing operations before income tax expense	<u>\$ 83,565</u>	<u>\$ 80,061</u>	<u>\$ 83,777</u>

N/M – Not Meaningful

**HURON CONSULTING GROUP INC.**  
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Segment Assets:	December 31,	
	2015	2014
Huron Healthcare	\$ 84,088	\$ 112,190
Huron Education and Life Sciences	35,916	28,973
Huron Business Advisory	21,885	19,134
All Other	—	379
Unallocated assets <sup>(1)</sup>	1,022,271	995,238
Total assets	\$ 1,164,160	\$ 1,155,914

(1) Unallocated assets includes goodwill and intangible assets, our convertible debt investment, and assets of discontinued operations, as management does not evaluate these items at the segment level when assessing segment performance or allocating resources. See Note 5 "Goodwill and Intangible Assets," Note 12 "Fair Value of Financial Instruments," and Note 3 "Discontinued Operations" for further information on these assets.

For the years ended December 31, 2015, 2014, and 2013, substantially all of our revenues and long-lived assets were attributed to or located in the United States.

No single client generated greater than 10% of our consolidated revenues for the years ended December 31, 2015, 2014, and 2013. At December 31, 2015 and 2014, no single client's total receivables and unbilled services balance represented greater than 10% of our total receivables and unbilled services balance.

### 19. Valuation and Qualifying Accounts

The following table summarizes the activity of the allowances for doubtful accounts and unbilled services and the valuation allowance for deferred tax assets:

	Beginning balance	Additions <sup>(1)</sup>	Deductions	Ending balance
<b>Year ended December 31, 2013:</b>				
Allowances for doubtful accounts and unbilled services	\$ 6,675	28,948	25,698	\$ 9,925
Valuation allowance for deferred tax assets	\$ 1,290	116	—	\$ 1,406
<b>Year ended December 31, 2014:</b>				
Allowances for doubtful accounts and unbilled services	\$ 9,925	36,044	31,840	\$ 14,129
Valuation allowance for deferred tax assets	\$ 1,406	1,025	—	\$ 2,431
<b>Year ended December 31, 2015:</b>				
Allowances for doubtful accounts and unbilled services	\$ 14,129	40,003	37,246	\$ 16,886
Valuation allowance for deferred tax assets	\$ 2,431	1,212	1,401	\$ 2,242

(1) Additions to allowances for doubtful accounts and unbilled services are charged to revenues to the extent the provision relates to fee adjustments and other discretionary pricing adjustments. To the extent the provision relates to a client's inability to make required payments on accounts receivables, the provision is charged to operating expenses. Additions also include allowances acquired in business acquisitions, which were not material in any period presented.

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**20. Selected Quarterly Financial Data (unaudited)**

<b>2015</b>	<b>Quarter Ended</b>			
	<b>Mar. 31</b>	<b>Jun. 30</b>	<b>Sep. 30</b>	<b>Dec. 31</b>
Revenues	\$ 154,426	\$ 184,019	\$ 175,465	\$ 185,100
Reimbursable expenses	16,308	20,867	16,091	16,747
Total revenues and reimbursable expenses	170,734	204,886	191,556	201,847
Gross profit	50,479	77,793	76,160	75,956
Operating income	7,936	28,797	30,056	36,709
Net income from continuing operations	968	14,148	14,277	32,502
Income (loss) from discontinued operations, net of tax	534	4,685	5,097	(13,159)
Net income	1,502	18,833	19,374	19,343
Net earnings per basic share:				
Net income from continuing operations	\$ 0.04	\$ 0.64	\$ 0.65	\$ 1.47
Income (loss) from discontinued operations, net of tax	0.03	0.21	0.23	(0.59)
Net income	\$ 0.07	\$ 0.85	\$ 0.88	\$ 0.88
Net earnings per diluted share:				
Net income from continuing operations	\$ 0.04	\$ 0.62	\$ 0.63	\$ 1.44
Income (loss) from discontinued operations, net of tax	0.03	0.21	0.23	(0.58)
Net income	\$ 0.07	\$ 0.83	\$ 0.86	\$ 0.86
Weighted average shares used in calculating earnings per share:				
Basic	22,126	22,220	22,107	22,093
Diluted	22,602	22,654	22,592	22,551

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<b>2014</b>	<b>Quarter Ended</b>			
	<b>Mar. 31</b>	<b>Jun. 30</b>	<b>Sep. 30</b>	<b>Dec. 31</b>
Revenues	\$ 155,756	\$ 156,109	\$ 151,904	\$ 163,917
Reimbursable expenses	18,617	19,907	17,689	17,634
Total revenues and reimbursable expenses	174,373	176,016	169,593	181,551
Gross profit	66,832	62,704	50,862	58,413
Operating income	32,060	21,517	13,130	21,633
Net income from continuing operations	17,094	12,473	7,467	9,968
Income from discontinued operations, net of tax	17,032	7,440	4,752	2,825
Net income	34,126	19,913	12,219	12,793
Net earnings per basic share:				
Net income from continuing operations	\$ 0.76	\$ 0.55	\$ 0.33	\$ 0.45
Income from discontinued operations, net of tax	0.75	0.33	0.21	0.13
Net income	\$ 1.51	\$ 0.88	\$ 0.54	\$ 0.58
Net earnings per diluted share:				
Net income from continuing operations	\$ 0.74	\$ 0.54	\$ 0.33	\$ 0.44
Income from discontinued operations, net of tax	0.74	0.32	0.20	0.13
Net income	\$ 1.48	\$ 0.86	\$ 0.53	\$ 0.57
Weighted average shares used in calculating earnings per share:				
Basic	22,588	22,645	22,488	22,010
Diluted	23,086	23,098	22,975	22,548

## 21. Subsequent Event

Effective February 1, 2016, we completed our acquisition of MyRounding Solutions LLC ("MyRounding"), a Denver, Colorado-based firm specializing in digital health solutions to improve patient care. The addition of MyRounding strengthens Huron's cultural transformation services for healthcare providers and expands the integration of Huron's software and consulting solutions. The results of operations of MyRounding will be included within the Huron Healthcare segment. We have not yet completed a valuation of the assets acquired and liabilities assumed in the acquisition.

**HURON CONSULTING GROUP INC.**  
**2012 OMNIBUS INCENTIVE PLAN**  
**(As Amended and Restated Effective as of December 17, 2015)**

1. **History and Purpose.** Huron Consulting Group Inc., a Delaware corporation (“Huron”), previously established the Huron Consulting Group Inc. 2012 Omnibus Incentive Plan (the “Plan”) to attract and retain employees, non-employee directors and independent contractors providing services to Huron and/or the Affiliates, to motivate Participants to achieve long-term goals of Huron and the Affiliates, to provide incentive compensation opportunities that are competitive with those of other corporations, and to further align Participants’ interests with those of Huron’s stockholders, and thereby to promote the long-term financial interest of Huron and the Affiliates, including growth in value of Huron’s equity and enhancement of long-term stockholder value. The Plan has been previously amended and the following provisions constitute an amendment, restatement and continuation of the Plan effective as of May 2, 2014.
2. **Definitions.** As used in the Plan, the following definitions apply to the terms indicated below:
  - (a) **“Administrative Actions”** shall have the meaning set forth in Section 5(d).
  - (b) **“Affiliate”** means any corporation, partnership, joint venture or other entity during any period in which (i) Huron, directly or indirectly, owns at least 50% of the combined voting power of all classes of stock of such entity or at least 50% of the ownership interests in such entity or (ii) such entity, directly or indirectly, owns at least 50% of the combined voting power of all classes of stock of Huron.
  - (c) **“Agreement”** shall mean an agreement between Huron and a Participant evidencing an Award or a notice of an Award, in a form approved by the Committee.
  - (d) **“Alternative Agreement”** shall mean, with respect to any Participant, an employment agreement, senior management agreement or other written agreement describing the Participant’s terms of employment with Huron or an Affiliate.
  - (e) **“Award”** shall mean any award described in Section 7 or 8 of the Plan.
  - (f) **“Board of Directors”** shall mean the Board of Directors of Huron.
  - (g) **“Business Criteria”** shall mean (i) return on total stockholder equity; (ii) earnings or book value per share of Common Stock (“EPS”); (iii)

- (h) adjusted EPS; (iv) net income (before or after taxes); (v) earnings before all or any interest, taxes, depreciation and/or amortization (“EBIT”, “EBITA” or “EBITDA”) measured as a dollar amount or a percentage of revenue; (vi) return on assets, capital or investment; (vii) market share; (viii) market capitalization (ix) cost reduction goals; (x) levels of expense, costs or liabilities; (xi) department, division or business unit level performance; (xii) operating income; (xiii) sales or revenues; (xiv) stock price appreciation; (xv) total stockholder return (TSR); (xvi) implementation or completion of critical projects or processes; (xvii) adjusted EBITDA; (xviii) days sales outstanding (DSO); (xix) financial coverage ratios; (xx) other non-GAAP financial measures, or (xxi) any combination of the foregoing. Where applicable, Business Criteria may be applied to results including or excluding discontinued operations, expressed in terms of attaining a specified level of the particular criteria or the attainment of a percentage increase or decrease in the particular criteria, and may be applied to one or more of Huron, an Affiliate, or a department, division or strategic business unit of Huron and/or one or more Affiliates, or may be applied to the performance of Huron and/or one or more Affiliates relative to a market index, a group of other companies or a combination thereof, all as determined by the Committee. The Business Criteria may be subject to a threshold level of performance below which no payment will be made (or no vesting will occur), levels of performance at which specified payments will be made (or specified vesting will occur), and a maximum level of performance above which no additional payment will be made (or at which full vesting will occur). Each of the Business Criteria shall be determined, where applicable, in accordance with generally accepted accounting principles and shall be subject to certification by the Committee; provided that the Committee shall have the authority to make equitable adjustments to the Business Criteria applicable to any Award in recognition of (1) unusual or non-recurring events affecting Huron or any Affiliate or the financial statements of Huron or any Affiliate, (2) changes in applicable laws or regulations (including tax laws, accounting principles or other laws or provisions affecting reported results), (3) gains, losses or expenses determined to be extraordinary or unusual in nature or infrequent in occurrence or related to the disposal of a segment of a business or related to a change in accounting principles, (4) asset write-downs, (5) litigation, claim judgments, settlements or restatement related expenses, (6) accruals for reorganization and restructuring programs, (7) acquisitions or divestitures (including expenses related thereto), and (8) an event either not directly related to the operations of the Company or not within the reasonable control of the Company’s management. To the extent that such inclusions or exclusions affect Awards to Covered Employees which are intended to qualify as “performance-based compensation” within the meaning of

Section 162(m) of the Code and regulations thereunder, such adjustments shall be prescribed in a form that meets the requirements of Section 162(m) of the Code.

- (i) **“Cash Incentive Award”** shall mean the grant of a right to receive a payment of cash (or, in the discretion of the Committee, shares of Common Stock having value equivalent to the cash otherwise payable) that is contingent on achievement of performance objectives or other conditions over a specified period established by the Committee. The grant of Cash Incentive Awards may also be subject to such other conditions, restrictions and contingencies, as determined by the Committee, including provisions relating to deferred payment.
- (j) **“Cause”** shall mean, unless otherwise defined in a Participant’s Agreement or an Alternative Agreement, any of the following actions or failures by the Participant, as determined in the reasonable judgment of Huron: (i) engaging in conduct that violates written policies of Huron or any Affiliate; (ii) failure to perform the essential functions of his or her job (except for a failure resulting from a bona fide illness or incapacity); (iii) failure to carry out the reasonable directions of Huron or any Affiliate, issued through Huron’s Chief Executive Officer, the Board of Directors, other appropriate senior employee responsible for the Participant’s business unit or area, the Participant’s supervisor, or the person to whom the Participant reports, (iv) embezzlement, misappropriation of corporate funds, any act of fraud, dishonesty or self-dealing, or the commission of a felony or any significant violation of any statutory or common law duty of loyalty to Huron or any Affiliate; (v) an act or omission that could adversely and materially affect the business or reputation of Huron or any Affiliate or involves moral turpitude; or (vi) a breach of a material provision of this Plan, the Agreement evidencing an Award or an Alternate Agreement.
- (k) **“Change of Control”** shall mean the first to occur of the following events:
  - (i) any Person becomes the Beneficial Owner, directly or indirectly, of Common Stock or voting securities of Huron (not including in the amounts beneficially owned by such Person any Common Stock or voting securities acquired directly from Huron or the Affiliates) representing 40% or more of the combined voting power of Huron’s then outstanding securities;
  - (ii) there is consummated a merger or consolidation of Huron or any direct or indirect subsidiary of Huron with any Person, other than (1) a merger or consolidation which would result in the voting securities of Huron outstanding immediately prior to such merger

- or consolidation continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or any parent thereof) at least 50% of the combined voting power of the securities of Huron or such surviving entity or any parent thereof outstanding immediately after such merger or consolidation; (2) a merger or consolidation effected to implement a recapitalization of Huron (or similar transaction) in which no Person other than existing security holders is or becomes the Beneficial Owner, directly or indirectly, of securities of Huron (not including in the amount Beneficially Owned by such Person any Common Stock or voting securities acquired directly from Huron or any Affiliate) representing 50% or more of the combined voting power of Huron's then outstanding securities; or (3) a merger or consolidation of a subsidiary of Huron that does not represent a sale of all or substantially all of the assets of Huron;
- (iii) the stockholders of Huron approve a plan of complete liquidation or dissolution of Huron (except for a plan of liquidation or dissolution effected to implement a recapitalization of Huron addressed in paragraph (ii) above); or
  - (iv) there is consummated an agreement for the sale or disposition of all or substantially all of the assets of Huron to a Person, other than a sale or disposition by Huron of all or substantially all of the assets of Huron to an entity, at least 50% of the combined voting power of the voting securities of which are owned by stockholders of Huron.

Notwithstanding the foregoing, a "Change of Control" shall not be deemed to have occurred by virtue of the consummation of any transaction or series of integrated transactions immediately following which the record holders of the Common Stock of Huron immediately prior to such transaction or series of transactions continue to have substantially the same proportionate ownership in an entity which owns all or substantially all of the assets of Huron immediately following such transaction or series of transactions.

For purposes of this Change of Control definition, (I) "Beneficial Owner" shall have the meaning set forth in Rule 13d-3 under the Exchange Act; (II) "Person" shall have the meaning given in Section 3(a)(9) of the Exchange Act, as modified and used in Sections 13(d) and 14(d) thereof, except that such term shall not include (w) Huron or any of Huron's direct or indirect subsidiaries; (x) a trustee or other fiduciary holding securities under an employee benefit plan of Huron or any of the Affiliates; (y) an underwriter temporarily holding securities pursuant to an offering of such

securities; or (z) a corporation owned, directly or indirectly, by the stockholders of Huron in substantially the same proportions as their ownership of stock of Huron; and (III) “Affiliate” shall have the meaning set forth in Rule 12b-2 promulgated under Section 12 of the Exchange Act.

- (l) **“Code”** shall mean the Internal Revenue Code of 1986, as amended from time to time, and any regulations promulgated thereunder.
- (m) **“Committee”** shall mean a committee of the Board of Directors consisting of two or more persons each of whom shall qualify as an “outside director” within the meaning of Section 162(m) of the Code, a “nonemployee director” within the meaning of Rule 16b-3 promulgated under the Exchange Act, as amended from time to time, and an “independent director” within the meaning of the NASD Rule 4350(c)(1).
- (n) **“Common Stock”** shall mean the common stock of Huron, par value \$.01 per share.
- (o) **“Covered Employee”** shall have the meaning set forth in Section 162(m) of the Code.
- (p) **“Disabled”** shall mean permanently and totally disabled within the meaning of Section 22(e)(3) of the Code.
- (q) **“Effective Date”** shall have the meaning set forth in Section 3.
- (r) **“Eligible Individuals”** shall mean employees of Huron or any of the Affiliates (including officers, whether or not they are directors of Huron or any Affiliate), independent contractors providing services to Huron or any Affiliate and non-employee directors of Huron or any Affiliate.
- (s) **“Exchange Act”** shall mean the Securities Exchange Act of 1934, as amended from time to time.
- (t) **“Exercise Price”** shall have the meaning set forth in Section 7(d).
- (u) **“Fair Market Value”** of a share of Common Stock as of any date shall mean the value determined in accordance with the following rules:
  - (i) If the Common Stock is at the time listed or admitted to trading on any stock exchange, then the Fair Market Value shall be the closing price per share of Common Stock on the trading day immediately preceding such date on the principal exchange on which the Common Stock is then listed or admitted to trading or, if no such

sale is reported on such preceding date, on the last preceding date on which a sale was so reported.

- (ii) If the Common Stock is not at the time listed or admitted to trading on a stock exchange but bid and asked prices for the Common Stock are regularly reported, then the Fair Market Value shall be the arithmetic mean between the closing or last bid and asked prices for the Common Stock on the trading day immediately preceding such date or, if no bid and asked prices for Common Stock are reported on such preceding date, on the most recent day immediately prior thereto on which bid and asked prices were so reported.
- (iii) If the Common Stock is not listed or admitted to trading on any stock exchange and if prices are not regularly reported for the Common Stock as described in paragraph (ii), the Fair Market Value shall be as determined by the Committee in good faith in its sole discretion or under procedures established by the Committee, whose determination shall be conclusive and binding.
- (iv) For purposes of determining the Fair Market Value of shares of Common Stock that are sold pursuant to a broker-assisted cashless exercise program, Fair Market Value shall be the price at which such shares are sold.
- (v) **“Full Value Award”** shall mean an Award that is granted pursuant to Section 8 hereof and that is the grant of one or more shares of Common Stock or a right to receive one or more shares of Common Stock in the future, which grant may be subject to one or more of the following, as determined by the Committee:
  - (i) The grant may be in consideration of a Participant’s previously performed services or surrender of other compensation that may be due.
  - (ii) The grant may be contingent on the achievement of performance or other objectives during a specified period.
  - (iii) The grant may be subject to a risk of forfeiture or other restrictions that will lapse upon the achievement of one or more goals relating to completion of service by the Participant or achievement of performance or other objectives.

The grant of Full Value Awards may also be subject to such other conditions, restrictions and contingencies, as determined by the Committee, including provisions relating to dividend or dividend

equivalent rights, deferred payment or settlement and purchase in the open market (including with a Participant's own funds). Full Value Awards may include, but are not limited to, restricted stock, stock units, performance stock units, and bonus stock.

- (w) **“Huron”** shall have the meaning set forth in Section 1.
- (x) **“Incentive Stock Option”** shall mean an Option that qualifies as an “incentive stock option” within the meaning of Section 422 of the Code, or any successor provision, and which is designated by the Committee as an Incentive Stock Option.
- (y) **“Nonqualified Stock Option”** shall mean an Option other than an Incentive Stock Option.
- (z) **“Option”** shall mean an Award that is granted pursuant to Section 7 hereof that entitles a Participant to purchase shares of Common Stock at the applicable Exercise Price established by the Committee.
- (aa) **“Participant”** shall mean an Eligible Individual to whom an Award is granted pursuant to the Plan.
- (bb) **“Performance-Based Compensation”** shall have the meaning set forth in Section 9.
- (cc) **“Plan”** shall mean the Huron Consulting Group Inc. 2012 Omnibus Incentive Plan as set forth herein.
- (dd) **“Retirement”** shall mean the voluntary termination with Huron and the Affiliates of a Participant who is in the position of corporate vice president, managing director or executive officer and (i) such termination occurs on or after the date on which he or she has attained age 62 and completed at least seven years of employment with Huron and (ii) in conjunction with such termination such Participant has executed a non-competition and non-solicitation agreement provided by Huron. A Participant's termination of employment shall not be considered to be on account of Retirement if the employment is terminated by Huron or any Affiliate for any reason.
- (ee) **“Stock Appreciation Right”** shall mean an Award is granted pursuant to Section 7 hereof that entitles a Participant to receive, upon exercise of the Award, an amount of cash or shares of Common Stock (as determined in accordance with the terms of the Plan and the Award) having a value equal to the excess of: (i) the Fair Market Value, determined at the time of exercise, of a specified number of shares of Common Stock; over (ii) the applicable Exercise Price.

(ff) “**Subsidiary**” shall mean a “subsidiary corporation” of Huron within the meaning of Section 424(f) of the Code.

3. **Effective Date and Duration of Plan.** The Plan, as amended and restated, will be effective as of the date (the “Effective Date”) that it is approved by the Board of Directors, subject to approval by Huron’s stockholders. The Plan shall be unlimited in duration and, in the event of Plan termination, shall remain in effect as long as any shares of Common Stock awarded under it are outstanding and not fully vested; provided, however, that no new Awards will be made under the Plan on or after the tenth anniversary of the Effective Date.

4. **Shares Reserved and Other Limitations.**

(a) **Source of Shares.** Shares of Common Stock reserved for issuance under the Plan may be authorized but unissued shares of Common Stock or authorized and issued shares of Common Stock held in Huron’s treasury, including shares purchased in the open market or in private transactions.

(b) **Shares Available for Awards.** Subject to the terms and conditions of the Plan, the number of shares of Common Stock reserved for issuance under the Plan shall be 2,248,204 shares (subject to adjustment as provided herein).

(c) **Individual Limitations on Awards.**

(i) The maximum number of shares of Common Stock that may be granted to any Participant during any calendar-year period with respect to Full Value Awards that are intended to be Performance-Based Compensation shall not exceed 500,000 shares in the aggregate (subject to adjustment as provided herein).

(1) If Awards are denominated in shares of Common Stock but an equivalent amount of cash is delivered in lieu of shares of Common Stock, the foregoing limit shall be applied based on the methodology used by the Committee to convert the number of shares into cash.

(2) If delivery of shares of Common Stock or cash is deferred until after shares of Common Stock have been earned, any adjustment in the amount delivered to reflect actual or deemed investment experience after the date the shares are earned shall be disregarded.

(ii) In any fiscal year of Huron, no Participant who is a non-employee director of Huron may be granted Awards under the Plan valued at more than \$1,000,000 at the time of grant. For the avoidance of

doubt, the following amounts paid to non-employee directors shall be excluded for purposes of applying the limit contained in the preceding sentence: annual cash retainers, annual committee chairperson retainer, board and committee meeting fees, and any similar cash retainers or fees.

- (d) Limits on Incentive Stock Options. The maximum number of shares of Common Stock to which Incentive Stock Options relate that may be granted under the Plan shall be 325,000 (subject to adjustment as provided herein).
- (e) Individual Limitations on Cash Incentive Awards. The maximum amount payable to any Participant for any 12 month performance period with respect to a Cash Incentive Award granted under the Plan that is intended to be Performance-Based Compensation shall be \$10,000,000 (prorated for performance periods that are greater or lesser than 12 months). For purposes of this Section 4(e):
  - (i) If the Award is denominated in cash but an equivalent amount of Common Stock is delivered in lieu of delivery of cash, the foregoing limit shall be applied to the cash based on the methodology used by the Committee to convert the cash into shares.
  - (ii) If delivery of shares of Common Stock or cash is deferred until after cash has been earned, any adjustment in the amount delivered to reflect actual or deemed investment experience after the date the cash is earned shall be disregarded.
- (f) Adjustments for Change in Capitalization. In the event that any dividend or other distribution is declared (whether in the form of cash, Common Stock, or other property), or there occurs any recapitalization, stock split, reverse stock split, reorganization, merger, consolidation, spin-off, combination, repurchase, share exchange or other similar corporate transaction or event, the Committee shall equitably adjust, in its sole and absolute discretion, (i) the number and kind of shares of stock which may thereafter be issued in connection with Awards; (ii) the number and kind of shares of stock or other property issued or issuable in respect of outstanding Awards; (iii) the exercise price, grant price or purchase price relating to any Award; (iv) the limitations set forth in Sections 4(b), 4(c), 4(d), and 4(e) (provided that, with respect to Incentive Stock Options, such adjustment shall be made in accordance with Section 424 of the Code and any regulations thereunder and provided further that, to the extent applicable, such adjustment shall comply with Section 409A of the Code); and (v) any other adjustments that the Committee determines to be equitable (which may include,

without limitation, (1) replacement of Awards with other Awards which the Committee determines have comparable value and which are based on stock of a company resulting from the transaction and (2) cancellation of the Award in return for cash payment of the current value of the Award, determined as though the Award is fully vested at the time of payment, provided that in the case of an Option or Stock Appreciation Right, the amount of such payment may be the excess of value of the shares of Common Stock subject to the Option or Stock Appreciation Right at the time of the transaction over the Exercise Price).

- (g) Reuse of Shares. Except to the extent that to do so would prevent the grant of Incentive Stock Options hereunder, the following shares of Common Stock shall again become available for Awards: (i) any shares subject to an Award that remain unissued upon the cancellation, surrender, exchange, forfeiture or termination of such Award without having been exercised or settled, (ii) any shares subject to an Award that are retained as payment of the exercise price or tax withholding obligations with respect to an Award, and (iii) a number of shares equal to the number of previously owned shares of Common Stock surrendered as payment of the exercise price of an Option or to satisfy tax withholding obligations with respect to an Award. In addition, (x) to the extent an Award is paid or settled in cash, the number of shares of Common Stock with respect to which such payment or settlement is made shall again be available for grants of Awards pursuant to the Plan and (y) in the event of the exercise of a Stock Appreciation Right granted in relation to an Option, the excess of the number of shares subject to the Stock Appreciation Right over the number of shares delivered upon the exercise of the Stock Appreciation Right shall again be available for grants of Awards pursuant to the Plan.

## 5. Administration of the Plan.

- (a) General. The Plan shall be administered by the Committee. The Committee shall have the authority in its sole discretion, subject to and not inconsistent with the express provisions of the Plan, to administer the Plan and to exercise all the powers and authorities either specifically granted to it under the Plan or necessary or advisable in the administration of the Plan, including, without limitation, the authority to (i) grant Awards; (ii) determine the Eligible Individuals to whom, and the time or times at which, Awards shall be granted; (iii) determine the type and number of Awards to be granted; the number of shares of Common Stock or cash or other property to which an Award may relate and the terms, conditions, restrictions and performance criteria relating to any Award; (iv) determine whether, to what extent, and under what circumstances an Award may be settled, cancelled, forfeited, exchanged,

or surrendered; (v) conclusively construe and interpret the Plan and all Awards; (vi) prescribe, amend and rescind rules and regulations relating to the Plan; (vii) determine the terms and provisions of Agreements; and (viii) make all other determinations deemed necessary or advisable for the operation and administration of the Plan. The Committee may, in its sole and absolute discretion, without amendment to the Plan (but subject to the terms and conditions of the Plan), (w) accelerate the date on which any Option or Stock Appreciation Right becomes exercisable; (x) waive or amend the operation of Plan provisions respecting exercise after termination of employment (provided that the term of an Option or Stock Appreciation Right may not be extended beyond ten years from the date of grant); (y) accelerate the vesting date, or waive any condition imposed hereunder, with respect to any Full Value Award; and (z) otherwise adjust any of the terms applicable to any such Award in a manner consistent with the terms of the Plan.

- (b) **Decisions Binding.** Any interpretations of the Plan by the Committee and any decisions made by it under the Plan are final and binding on all persons.
- (c) **Delegation.** Except to the extent prohibited by the applicable rules of any stock exchange, the Committee may allocate all or any portion of its responsibilities and powers to any one or more of its members and may delegate all or any part of its administrative responsibilities and powers to any person or persons selected by it. Any such allocation or delegation may be revoked by the Committee at any time.
- (d) **Indemnification.** No member of the Committee (or an authorized delegate of the Committee), and no officer of Huron or any of the Affiliates, shall be liable for any action taken or omitted to be taken by such individual or by any other member of the Committee or officer of Huron or any Affiliate in connection with the performance of duties under this Plan, except for such individual's own willful misconduct or as expressly provided by law (the "Administrative Actions"). Further, the Committee (and all delegates of the Committee), in addition to such other rights of indemnification as they may have as members of the Board of Directors or officers of Huron or an Affiliate, any individual serving as a Committee member (and any authorized delegate) shall be indemnified and held harmless by Huron to the fullest extent allowed by law against all costs and expenses reasonably incurred by them in connection with any action, suit or proceeding to which they or any of them may be party by reason of any Administrative Action.

6. **Participation.** Subject to the terms and conditions of the Plan, the Committee shall determine and designate, from time to time, from among the Eligible

Individuals those persons who will be granted one or more Awards under the Plan and, subject to the terms and conditions of the Plan, a Participant may be granted any Award permitted under the provisions of the Plan and more than one Award may be granted to a Participant. Except as otherwise agreed between Huron and the Participant, or except as otherwise provided in the Plan, an Award under the Plan shall not affect any previous Award under the Plan or an award under any other plan maintained by Huron or any of the Affiliates. No Participant or other person shall have any claim to be granted any Award, and there is no obligation for uniformity of treatment of Participants, or holders or beneficiaries of Awards, or of multiple Awards granted to a Participant. The terms and conditions of Awards and the Committee's determinations and interpretations with respect thereto need not be the same with respect to each Participant (whether or not such Participants are similarly situated).

7. **Options and Stock Appreciation Rights.**

- (a) **Grant of Awards.** The Committee may grant Options and/or Stock Appreciation Rights to Eligible Individuals, subject to the terms and conditions of the Plan.
- (b) **Identification of Options.** Each Option shall be clearly identified as either an Incentive Stock Option or a Nonqualified Stock Option.
- (c) **Tandem Awards.** An Option may but need not be in tandem with a Stock Appreciation Right, and a Stock Appreciation Right may but need not be in tandem with an Option (in either case, regardless of whether the original award was granted under this Plan or another plan or arrangement.) If an Option is in tandem with a Stock Appreciation Right, the exercise price of both the Option and Stock Appreciation Right shall be the same, and the exercise of the Option or Stock Appreciation Right with respect to a share of Common Stock shall cancel the corresponding tandem Stock Appreciation Right or Option right with respect to such share. If a Stock Appreciation Right is in tandem with an Option but is granted after the grant of the Option, or if an Option is in tandem with an Stock Appreciation Right but is granted after the grant of the Stock Appreciation Right, the later granted tandem Award shall have the same exercise price as the earlier granted Award, but in no event less than the Fair Market Value of a share of Common Stock at the time of such grant.
- (d) **Exercise Price.** The "Exercise Price" of an Option or Stock Appreciation Right shall be established by the Committee at the time the Option or Stock Appreciation Right is granted; provided, however, that in no event shall the Exercise Price be less than 100% of the Fair Market Value of a share of Common Stock on the date of grant (or, if greater, the par value of a share of Common Stock on the date of grant).

- (e) No Repricing/Prohibition on Buy-Back. Except for either adjustments pursuant to Section 3(g) or reductions of the Exercise Price approved by Huron's stockholders, the Exercise Price for any outstanding Option or Stock Appreciation Right may not be decreased after the date of grant nor may an outstanding Option or Stock Appreciation Right granted under the Plan be surrendered to Huron as consideration for the grant of a replacement Option or Stock Appreciation Right with a lower Exercise Price. Except as approved by Huron's stockholders, in no event shall any Option or Stock Appreciation Right granted under the Plan be surrendered to Huron in consideration for a cash payment if, at the time of such surrender, the Exercise Price of the Option or Stock Appreciation Right is greater than the then current Fair Market Value of a share of Common Stock. In addition, no repricing of an Option shall be permitted without the approval of Huron's stockholders if such approval is required under the rules of any stock exchange on which Common Stock is listed.
- (f) Term and Exercise.
- (v) Each Option or Stock Appreciation Right shall become exercisable at the time determined by the Committee at the date of grant, subject to the terms and conditions of the Plan. At the time of grant of an Option or Stock Appreciation Right, as applicable, the Committee may impose such restrictions or conditions of the exercisability of the Award as it, in its absolute discretion, deems appropriate, including, but not limited to, achievement of performance goals based on one or more Business Criteria or conditions relating to the completion of a specified period of service. Subject to Section 7(g) hereof, the Committee shall determine the expiration date of each Option and Stock Appreciation Right, as applicable, which shall be no later than the tenth anniversary of the date of grant of the Award. No Option or Stock Appreciation Right, as applicable, may be exercised after the expiration date applicable thereto.
- (vi) An Option or Stock Appreciation Right shall be exercised by delivering the form of notice of exercise provided by Huron.
- (vii) Payment for shares of Common Stock purchased upon the exercise of the Option shall be made on the effective date of such exercise by one or a combination of the following means (except that in the case of exercise using a broker assisted cashless exercise, payment may be made as soon as practicable after exercise): (1) in cash or cash equivalents; (2) by tendering, by actual delivery or attestation, shares of Common Stock owned by the Participant for at least six

months prior to the date of exercise and valued at their Fair Market Value on the effective date of such exercise; or (3) by any such other methods (including broker assisted cashless exercise via a broker selected by the Committee) as the Committee may from time to time authorize; provided, however, that in all cases, the method of making such payment shall be in compliance with applicable law.

- (viii) Payment in settlement of a Stock Appreciation Right may be made solely in whole shares of Common Stock valued at their Fair Market Value on the date of exercise of the Stock Appreciation Right or alternatively, in the sole discretion of the Committee, solely in cash or a combination of cash and shares. If the Committee decides that payment will be made in shares of Common Stock, and the amount payable results in a fractional share, payment for the fractional share will be made in cash.
- (ix) Upon the exercise of an Option or settlement of a Stock Appreciation Right in shares of Common Stock, in a manner determined by the Committee, either (1) certificates for shares of Common Stock shall be issued in the name of or for the account of the Participant or other person entitled to receive such shares or (2) shares of Common Stock shall be credited to such person's account via book-entry transfer and shall be registered in such person's name solely on the records of Huron's transfer agent, in each case, as soon as practicable following the effective date on which the Option or Stock Appreciation Right, as applicable, is exercised.
- (g) Provisions Relating to Incentive Stock Options. Incentive Stock Options may only be granted to employees of Huron and its Subsidiaries, in accordance with the provisions of Section 422 of the Code. To the extent that the aggregate Fair Market Value of shares of Common Stock with respect to which Incentive Stock Options are exercisable for the first time by a Participant during any calendar year under the Plan and any other stock option plan of Huron or any of its Subsidiaries shall exceed \$100,000, such Options shall be treated as Nonqualified Stock Options. For purposes of the preceding sentence, Fair Market Value shall be determined as of the date on which each such Incentive Stock Option is granted. No Incentive Stock Option may be granted to an individual if, at the time of the proposed grant, such individual owns (or is deemed to own under the Code) stock possessing more than ten percent of the total combined voting power of all classes of stock of Huron and its Subsidiaries unless (i) the exercise price of such Incentive Stock Option is at least 110% of the Fair Market Value of a share of Common Stock at the time such Incentive Stock Option is granted and

(ii) such Incentive Stock Option is not exercisable after the expiration of five years from the date such Incentive Stock Option is granted. A Participant shall be required to notify Huron of any disposition of shares of Common Stock issued pursuant to the exercise of an Incentive Stock Option under the circumstances described in Section 421(b) of the Code (relating to certain disqualifying dispositions), within 10 days of such disposition.

- (h) Effect of Termination of Employment or Provision of Services on Options and Stock Appreciation Rights. The Committee shall determine the effect of termination of employment or termination of service on each Option and Stock Appreciation Right, subject to the terms and conditions of the Plan. Unless otherwise provided by the Committee:
- (i) any Option or Stock Appreciation Right that is outstanding on the date on which a Participant's employment or service with Huron and the Affiliates terminates due to death or as a result of the Participant's being Disabled shall become fully vested and exercisable on the date on which the Participant's employment or service terminates due to the Participant's death or as a result of the Participant's being Disabled;
  - (ii) any Option or Stock Appreciation Right that is outstanding on the date on which a Participant's employment or service with Huron and the Affiliates terminates for Cause, whether or not then exercisable, shall be terminated effective as of the day immediately prior to the date of termination; and
  - (iii) any Option or Stock Appreciation Right that is outstanding on the date that a Participant's employment or service with Huron and the Affiliates terminates for any reason other than Cause, death, or the Participant's being Disabled, (1) shall remain exercisable for the 90 day period following such termination to the extent that it is exercisable at the time of such termination, but in no event following the expiration of its term and (2) shall be terminated effective as of the date of termination to the extent it remains unexercisable as of the date of termination; and
  - (iv) with respect to any Participant who is an employee of Huron or any Affiliate and who is in a position of corporate vice president, managing director or executive officer, any Option or Stock Appreciation Right that is outstanding on the date on which such Participant's employment with Huron and the Affiliates terminates due to Retirement shall continue to vest and be exercisable in accordance with its terms as though the Participant had remained in the employ of Huron and its Affiliates, provided that the

Participant complies with the terms of the non-competition agreement and non-solicitation agreement in the form determined by Huron and signed by the Participant; provided further, however, that the foregoing provisions of this paragraph (iv) shall not apply with respect to any Option or Stock Appreciation Right that is subject to Section 409A of the Code.

- (i) Leaves of Absence. Unless otherwise provided by the Committee and, with respect to Incentive Stock Options, to the extent permitted under Section 422 of the Code, subject in all cases to the terms and conditions of the Award, in the case of any Participant who takes an approved unpaid leave of absence (i) the Participant's employment or service shall not be deemed to be terminated solely because of such leave of absence; (ii) the Participant shall continue to vest in his outstanding Options and Stock Appreciation Rights under the Plan during the first 30 days of such leave of absence; and (iii) the Participant shall cease to vest in his outstanding Options and Stock Appreciation Rights under the Plan during any period of such leave of absence which exceeds 30 days.
- (j) Post-Exercise Limitations. Without otherwise limiting the Committee's authority under the Plan, the Committee, in its discretion, may impose such restrictions on shares of Common Stock acquired pursuant to the exercise of an Option or received in settlement of a Stock Appreciation Right as it determines to be desirable, including, without limitation, restrictions relating to disposition of the shares and forfeiture restrictions based on service, performance, share ownership by the Participant, conformity with Huron's recoupment or clawback policies and such other factors as the Committee determines to be appropriate.

## **8. Full Value Awards and Cash Incentive Awards.**

- (a) Grant of Awards. The Committee may grant Full Value Awards and/or Cash Incentive Awards to Eligible Individuals, subject to the terms and conditions of the Plan.
- (b) Special Vesting Rules for Full Value Awards. Notwithstanding any other provision of the Plan or an Agreement to the contrary (other than Section 8(c)(i)), except for (i) Awards (when aggregated with all other Awards under the Plan) which do not exceed 5% of the total number of shares of Common Stock reserved for issuance under the Plan in the aggregate, (ii) grants made to newly eligible Participants to replace awards from a prior employer, and (iii) grants that are a form of payment of earned performance awards, (1) if an employee's right to become vested in a Full Value Award is conditioned on the completion of a specified period of service with Huron or the Affiliates, without achievement of performance targets or other performance objectives (whether or not

related to performance measures) being required as a condition of vesting, and without it being granted in lieu of other compensation, then in no event shall the required period of service for full vesting be less than three years (subject, to the extent provided by the Committee, to prorated vesting over the course of such three year period and to acceleration of vesting in the event of the Participant's death, Disability, Retirement, Change of Control or involuntary termination).

- (c) Effect of Termination of Employment or Provision of Services on Full Value Awards. The Committee shall determine the effect of termination of employment or termination of service on each Full Value Award, subject to the terms and conditions of the Plan. Unless otherwise provided by the Committee:
- (i) any Full Value Award that is outstanding on the date on which a Participant's employment or service with Huron and the Affiliates terminates due to death or as a result of the Participant's being Disabled shall become fully vested (and exercisable, if applicable) on the date on which the Participant's employment or service terminates due to the Participant's death or as a result of the Participant's being Disabled;
  - (ii) a Full Value Award that is outstanding on the date on which a Participant's employment or service with Huron and the Affiliates terminates for Cause shall be terminated effective as of the day immediately prior to the date of termination and all shares subject to the Full Value Award (whether or not then vested or distributable) shall be terminated effective as of the day immediately prior to the date of termination;
  - (iii) any Full Value Award that is outstanding on the date that a Participant's employment or service with Huron and the Affiliates terminates for any reason other than Cause, death, the Participant's being Disabled or Retirement and that has not vested on the date of termination (and all rights with respect thereto, such as dividends or dividend equivalents) shall be terminated effective as of the date of termination; and
  - (iv) with respect to any Participant who is an employee of Huron or any Affiliate and who is in a position of corporate vice president, managing director or executive officer, any Full Value Award that is outstanding on the date on which such Participant's employment with Huron and the Affiliates terminates due to Retirement shall continue to vest and be distributable in accordance with its terms as though the Participant had remained in the employ of Huron and the Affiliates provided that the Participant complies with the terms

of the non-competition agreement and non-solicitation agreement in the form determined by Huron and signed by the Participant; provided further, however, that the foregoing provisions of this paragraph (iv) shall not apply with respect to any Full Value Award that is subject to Section 409A of the Code.

- (d) **Leaves of Absence.** Unless otherwise provided by the Committee, subject in all cases to the terms and conditions of the Award, in the case of any Participant who takes an approved unpaid leave of absence (i) the Participant's employment or service shall not be deemed to be terminated solely because of such leave of absence; (ii) the Participant shall continue to vest in his outstanding Full Value Awards under the Plan during the first 30 days of such leave of absence; and (iii) the Participant shall cease to vest in his outstanding Full Value Awards under the Plan during any period of such leave of absence which exceeds 30 days.
- (e) **Restrictions.** Without otherwise limiting the Committee's authority under the Plan, the Committee, in its discretion, may impose such restrictions on shares of Common Stock acquired pursuant to the grant or settlement of a Full Value Award or the payment or retention of a Cash Incentive Award as it determines to be desirable, including, without limitation, restrictions relating to disposition of the shares and forfeiture restrictions based on service, performance, share ownership by the Participant, conformity with Huron's recoupment or clawback policies and such other factors as the Committee determines to be appropriate.

**9. Performance-Based Compensation.** The Committee may designate any Full Value Award or a Cash Incentive Award granted to a Participant under the Plan as "Performance-Based Compensation" within the meaning of Section 162(m) of the Code and regulations thereunder. To the extent required by Section 162(m) of the Code, any such Award so designated shall be conditioned on the achievement of one or more performance targets as determined by the Committee and the following shall apply:

- (a) **Establishment of Performance Criteria.** The performance targets established for the performance period established by the Committee shall be objective (as that term is described in regulations under Section 162(m) of the Code), and shall be established in writing by the Committee not later than 90 days after the beginning of the performance period (but in no event after 25% of the performance period has elapsed), and while the outcome as to the performance targets is substantially uncertain. The performance targets established by the Committee may be with respect to corporate performance, operating group or sub-group performance, individual performance, other group or

individual performance, or division performance, and shall be based on one or more of the Business Criteria.

- (b) Certification of Targets. A Participant otherwise entitled to receive a Performance-Based Compensation Award for any performance period shall not receive a settlement or payment of the Award until the Committee has determined that the applicable performance target(s) have been attained. To the extent that the Committee exercises discretion in making the determination required by this Section 9(b), such exercise of discretion may not result in an increase in the amount of the payment.
- (c) Special Termination Rules. Subject to the other terms and conditions of the Plan, if an Award is intended to constitute Performance-Based Compensation, the Committee may provide that if a Participant's employment with Huron and the Affiliates terminates because of death or the Participant's being Disabled, or if a Change of Control occurs prior to the Participant's termination date, the Participant's Performance-Based Compensation may become vested without regard to whether the Award would continue to constitute Performance-Based Compensation.

Nothing in this Section 9 shall preclude the Committee from granting Awards under the Plan, or the Committee, Huron or any Affiliate from granting any cash awards outside of the Plan, that are not intended to be Performance-Based Compensation; provided, however, that, at the time of grant of Awards by the Committee (other than a Stock Option or Stock Appreciation Right), the Committee shall designate whether such Awards are intended to constitute Performance-Based Compensation. To the extent that the provisions of this Section 9 reflect the requirements applicable to Performance-Based Compensation, such provisions shall not apply to the portion of an Award, if any, that is not intended to constitute Performance-Based Compensation.

10. **Change of Control**. Except as otherwise provided in an Agreement or an Alternative Agreement, in the event that (a) a Participant is employed on the date of a Change of Control and the Participant's employment or service, as applicable, is terminated by Huron or the successor to Huron (or a Related Company which is his or her employer) for reasons other than Cause within 12 months following the Change of Control, or (b) the Plan is terminated by Huron or its successor following a Change of Control without provision for the continuation of outstanding Awards hereunder, all Options and Stock Appreciation Rights which are then outstanding shall become immediately exercisable and all other Awards shall become fully vested. If, (i) upon a Change of Control, awards in other shares or securities are substituted for outstanding Awards under the Plan and immediately following the Change of Control the Participant becomes employed (if the Participant was an employee immediately prior to the Change of Control)

or remains in continued service (as a director or independent contractor if the Participant was a director or independent contractor immediately prior to the Change of Control) of the entity into which Huron merged, or the purchaser of substantially all of the assets of Huron or a successor to such entity or purchaser, the Participant shall not be treated as having terminated employment or service for purposes of this Section 10 until such time as the Participant terminates employment or service with the merged entity or purchaser (or successor), as applicable, and (ii) if, in connection with a Change of Control, a Participant is offered employment with a successor to Huron (or an Affiliate) for which the Participant is reasonably qualified and on financial terms and conditions which are comparable to the financial terms and conditions that applied to the Participant's employment immediately prior to the Change of Control, if the Participant does not accept the offer of employment and if, as a result, the Participant's employment with Huron, the Affiliates and their respective successors is terminated, the Participant shall not be treated as having a termination of employment for purposes of this Section 10.

11. **Rights as a Stockholder.** No person shall have any rights as a stockholder with respect to any shares of Common Stock covered by or relating to any Award until the date of issuance of a stock certificate with respect to such shares or the date of crediting such shares to such person's account via book-entry transfer. Except for adjustments pursuant to Section 3(g), no adjustment to any Award shall be made for dividends or other rights for which the record date occurs prior to the date such stock certificate is issued or credit via book-entry transfer is made.
12. **Limitations of Implied Rights.**
- (a) **No Right to Employment or Continued Service.** Nothing contained in the Plan or any Agreement shall confer upon any Participant any right with respect to the continuation of employment by or provision of services to Huron and the Affiliates or interfere in any way with the right of Huron and the Affiliates, subject to the terms of any separate agreement to the contrary, at any time to terminate such employment or service or to increase or decrease the compensation of any Participant.
  - (b) **No Claim to Award.** No person shall have any claim or right to receive an Award hereunder. The grant of an Award to a Participant at any time shall neither require the Committee to grant any other Award to such Participant or other person at any time nor preclude the Committee from making subsequent grants to such Participant or any other person.
  - (c) **No Right to Assets or Property.** Neither a Participant nor any other person shall, by reason of the Plan, acquire any right in or title to any assets, funds or property of Huron or any Affiliate whatsoever, including, without limitation, any specific funds, assets, or other property which Huron or any Affiliate, in its sole discretion, may set

aside in anticipation of a liability under the Plan. A Participant shall have only a contractual right to the amounts, if any, payable under the Plan, unsecured by any assets of Huron and any Affiliate. Nothing contained in the Plan shall constitute a guarantee by Huron or any Affiliate that the assets of such companies shall be sufficient to pay any benefits to any person.

**13. Securities Matters.**

- (a) Compliance with Law. Notwithstanding anything herein to the contrary, Huron shall not be obligated to cause to be issued or delivered any certificates evidencing shares of Common Stock pursuant to the Plan (or any crediting of shares to a person's account via book-entry transfer) unless and until Huron is advised by its counsel (which may be Huron's in-house counsel) that the issuance and delivery of such certificates (or crediting of such shares to an account) is in compliance with all applicable laws, regulations of governmental authority and the requirements of any securities exchange on which shares of Common Stock are traded. The Committee may require, as a condition of the issuance and delivery of certificates (or crediting to an account) pursuant to the terms hereof, that the recipient of such shares make such agreements and representations, and that, if applicable, such certificates bear such legends, as the Committee, in its sole discretion, deems necessary or advisable.
- (b) Transfer of Shares. The transfer of any shares of Common Stock hereunder shall be effective only at such time as counsel to Huron (which may be Huron's in-house counsel) shall have determined that the issuance and delivery of such shares is in compliance with all applicable laws, regulations of governmental authority and the requirements of any securities exchange on which shares of Common Stock are traded. The Committee may, in its sole discretion, defer the effectiveness of any transfer of shares of Common Stock hereunder in order to allow the issuance of such shares to be made pursuant to registration or an exemption from registration or other methods for compliance available under federal or state securities laws. The Committee shall inform the Participant in writing of its decision to defer the effectiveness of a transfer. During the period of such deferral in connection with the exercise of an Option, the Participant may, by written notice, withdraw such exercise and obtain the refund of any amount paid with respect thereto.

- 14. Withholding Taxes.** All Awards and other payments under the Plan are subject to withholding of all applicable taxes. Whenever cash is to be paid pursuant to an Award, Huron and the Affiliates shall have the right to deduct therefrom an

amount sufficient to satisfy any federal, state and local withholding tax requirements related thereto. Whenever shares of Common Stock are to be delivered pursuant to an Award, Huron and the Affiliates shall have the right to require the Participant to remit to Huron and the Affiliates in cash an amount sufficient to satisfy any federal, state and local withholding tax requirements related thereto. With the approval of the Committee, a Participant may satisfy the foregoing requirement by electing to have Huron and the Affiliates withhold from delivery shares of Common Stock having a value equal to the amount of tax required to be withheld, as determined by the Committee or through the surrender of shares of Common Stock which the Participant already owns; provided, however, that previously-owned shares of Common Stock that have been held by the Participant or shares to which the Participant is entitled under the Plan may only be used to satisfy the minimum tax withholding required by applicable law (or other rates that will not have a negative accounting impact). Any shares used to satisfy the withholding obligation shall be valued at their Fair Market Value on the date of which the amount of tax to be withheld is determined. Such a withholding election may be made with respect to all or any portion of the shares to be delivered pursuant to an Award.

15. **Notification of Election Under Section 83(b) of the Code.** If any Participant shall, in connection with the acquisition of shares of Common Stock under the Plan, make the election permitted under Section 83(b) of the Code, such Participant shall notify Huron of such election within 10 days of filing notice of the election with the Internal Revenue Service.
16. **Amendment or Termination of the Plan.** The Board of Directors may, at any time, suspend or terminate the Plan or revise or amend it in any respect whatsoever; provided, however, that approval of Huron's stockholders shall be required for any such amendment if and to the extent such approval is required in order to comply with applicable law (including, but not limited to, the Incentive Stock Option regulations and any amendments thereto), or stock exchange or automated quotation system listing requirement; provided, further, that the approval of Huron's stockholders shall be required for any amendment that would increase the per Participant limit on Awards that may be granted to non-employee directors of Huron or any Affiliate set forth in Section 4(c)(ii). Without limiting the generality of the foregoing, no amendment of the Plan will be made without the approval of Huron's stockholders if such amendment would (a) materially increase the benefits accruing to a Participant under the Plan; (b) increase the aggregate number of shares of Common Stock that may be issued under the Plan; (c) modify the requirements as to eligibility for participation in the Plan; or (d) be required under Section 7(e) of the Plan (relating to prohibitions on repricing and buy-backs).

Nothing in this Section 16 shall restrict the Committee's ability to exercise its discretionary authority pursuant to Sections 4 and 5, which discretion may be

exercised without amendment to the Plan. No action hereunder may, without the consent of a Participant, reduce the Participant's rights under any outstanding Award.

**17. Transferability.**

- (a) General. Awards under the Plan are not transferable except as designated by the Participant by will or by the laws of descent and distribution. Upon the death of a Participant, outstanding Awards granted to such Participant may be exercised only by the executor or administrator of the Participant's estate or by a person who shall have acquired the right to such exercise by will or by the laws of descent and distribution. No transfer of an Award by will or the laws of descent and distribution shall be effective to bind Huron unless the Committee shall have been furnished with (i) written notice thereof and with a copy of the will and/or such evidence as the Committee may deem necessary to establish the validity of the transfer and (ii) an agreement by the transferee to comply with all the terms and conditions of the Award that are or would have been applicable to the Participant and to be bound by the acknowledgments made by the Participant in connection with the grant of the Award.
- (b) Family Members. Notwithstanding Section 17(a), during a Participant's lifetime, the Committee may, in its sole discretion, pursuant to the provisions set forth in this Section 17(b), permit the transfer, assignment or other encumbrance of an outstanding Option, unless such Option is an Incentive Stock Option and the Committee and the Participant intend that it shall retain such status. Subject to the approval of the Committee and to any conditions that the Committee may prescribe, a Participant may, upon providing written notice to Huron, elect to transfer any or all Options granted to such Participant pursuant to the Plan to members of his or her immediate family, including, but not limited to, children, grandchildren and spouse or to trusts for the benefit of such immediate family members or to partnerships in which such family members are the only partners; provided, however, that no such transfer by any Participant may be made in exchange for consideration. Any such transferee must agree, in writing, to be bound by all terms and conditions of the Plan.
- (c) Beneficiary. A Participant may file with the Committee a written designation of a beneficiary on such form as may be prescribed by the Committee and may, from time to time, amend or revoke such designation. If no designated beneficiary survives the Participant, the executor or administrator of the Participant's estate shall be deemed to be the Participant's beneficiary.

**18. Miscellaneous.**

- (a) Notices. Any notice or document required to be filed with the Committee under the Plan will be properly filed if delivered or mailed by registered mail, postage prepaid, to the Committee, in care of Huron at its principal executive offices. The Committee may, by advance written notice to affected persons, revise such notice procedure from time to time. Any notice required under the Plan (other than exercise notice) may be waived by the person entitled to notice.
- (b) Form and Time of Elections. Unless otherwise specified herein, each election required or permitted to be made by any Participant or other person entitled to benefits under the Plan, and any permitted modification or revocation thereof, shall be in writing filed with the applicable Committee at such times, in such form, and subject to such restrictions and limitations, not inconsistent with the terms of the Plan, as the Committee shall require.
- (c) Agreement. The Committee may require a Participant to enter into an Agreement evidencing the Award, which Agreement shall contain such terms and conditions, not inconsistent with the Plan, as the Committee determines in its discretion.
- (d) Liability for Cash Payments. Subject to the terms and conditions of the Plan, Huron and each Affiliate shall be liable for payment of cash due under the Plan with respect to any Participant to the extent that such benefits are attributable to the service rendered for Huron or the Affiliate, as applicable, by the Participant. Any disputes relating to liability of Huron or an Affiliate for cash payments shall be resolved by the Committee.
- (e) Evidence. Evidence required of anyone under the Plan may be by certificate, affidavit, document or other information which the person acting on it considers pertinent and reliable, and signed, made or presented by the proper party or parties.
- (f) Gender and Number. Where the context admits, words in any gender shall include any other gender, words in the singular shall include the plural and the plural shall include the singular.
- (g) Expenses and Receipts. The expenses of the Plan shall be paid by Huron. Any proceeds received by Huron in connection with any Award may be used for general corporate purposes.
- (h) Applicable Law. Except to the extent preempted by any applicable federal law, the Plan shall be construed and administered in accordance

with the laws of the State of Delaware without reference to its principles of conflicts of law.

- (i) **No Fractional Shares.** No fractional shares of Common Stock shall be issued or delivered pursuant to the Plan. The Committee shall determine whether cash, other Awards, or other property shall be issued or paid in lieu of such fractional shares or whether such fractional shares or any rights thereto shall be forfeited or otherwise eliminated.

**19. Severability.** If any provision of the Plan is held to be invalid or unenforceable, the other provisions of the Plan shall not be affected but shall be applied as if the invalid or unenforceable provision had not been included in the Plan.

**20. Foreign Employees.** Notwithstanding any other provision of the Plan to the contrary, the Committee may grant Awards to eligible persons who are foreign nationals on such terms and conditions different from those specified in the Plan as may, in the judgment of the Committee, be necessary or desirable to foster and promote achievement of the purposes of the Plan. In furtherance of such purposes, the Committee may make such modifications, amendments, procedures and subplans as may be necessary or advisable to comply with provisions of laws in other countries or jurisdictions in which Huron or an Affiliate operates or has employees.

**LIST OF SUBSIDIARIES OF HURON CONSULTING GROUP INC.**  
**(as of December 31, 2015)**

Name	Jurisdiction of Organization
Huron Consulting Group Holdings LLC	Delaware
Huron Consulting South East Asia PTE. LTD.	Singapore
Huron Middle East LLC	United Arab Emirates—Dubai
Huron Saudi Limited	Saudi Arabia
Huron Consulting Services LLC	Delaware
Huron Management Services LLC	Delaware
Huron Demand LLC	Delaware
Conseillers Huron Canada Limitée	Canada and Quebec
Huron Technologies Inc.	Delaware
Huron Transaction Advisory LLC	Delaware
Studer Holdings, Inc.	Delaware
The Studer Group, LLC	Florida
Rittman Mead Consulting Private Limited	India

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (Nos. 333-119697, 333-137107, 333-166542, 333-181445, 333-196397, and 333-204353) of Huron Consulting Group Inc. of our report dated February 22, 2016 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP

Chicago, IL

February 22, 2016

**CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER,  
PURSUANT TO RULE 13a-14(a)/15d-14(a), AS ADOPTED PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, James H. Roth, certify that:

1. I have reviewed this annual report on Form 10-K of Huron Consulting Group Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's Board of Directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 22, 2016

By: /s/ JAMES H. ROTH  
James H. Roth  
President and Chief Executive Officer

**CERTIFICATION OF THE CHIEF FINANCIAL OFFICER,  
PURSUANT TO RULE 13a-14(a)/15d-14(a), AS ADOPTED PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, C. Mark Hussey, certify that:

1. I have reviewed this annual report on Form 10-K of Huron Consulting Group Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's Board of Directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 22, 2016

By: /s/ C. MARK HUSSEY  
 C. Mark Hussey  
 Executive Vice President, Chief Operating  
 Officer,  
 Chief Financial Officer and Treasurer

**CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER,  
PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the annual report of Huron Consulting Group Inc. (the "Company") on Form 10-K for the year ended December 31, 2015 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, James H. Roth, President and Chief Executive Officer of the Company, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company for the periods presented therein.

Date: February 22, 2016

By: /s/ JAMES H. ROTH  
James H. Roth  
President and Chief Executive Officer

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

The foregoing certification is being furnished to the Securities and Exchange Commission as an exhibit to the Form 10-K and shall not be considered filed as part of the Form 10-K.

**CERTIFICATION OF THE CHIEF FINANCIAL OFFICER,  
PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the annual report of Huron Consulting Group Inc. (the "Company") on Form 10-K for the year ended December 31, 2015 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, C. Mark Hussey, Executive Vice President, Chief Operating Officer, Chief Financial Officer and Treasurer of the Company, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company for the periods presented therein.

Date: February 22, 2016

By: /s/ C. MARK HUSSEY

C. Mark Hussey  
Executive Vice President, Chief Operating  
Officer,  
Chief Financial Officer and Treasurer

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

The foregoing certification is being furnished to the Securities and Exchange Commission as an exhibit to the Form 10-K and shall not be considered filed as part of the Form 10-K.