

NAVIGANT CONSULTING INC  
Form 8-K  
June 20, 2018

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

**FORM 8-K**

**Current Report**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): June 15, 2018**

**NAVIGANT CONSULTING, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**001-12173**  
**(Commission**

**36-4094854**  
**(IRS Employer**

**of incorporation)**

**File Number)**

**Identification Number)**

**150 North Riverside Plaza, Suite 2100, Chicago, Illinois 60606**

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**(Address of principal executive offices including zip code)**

**(312) 573-5600**

**(Registrant's telephone number, including area code)**

**Not Applicable**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.07. Submission of Matters to a Vote of the Security Holders.**

At the 2018 Annual Meeting of Shareholders of Navigant Consulting, Inc. (the Company) held on June 15, 2018, the Company's shareholders voted on three proposals and cast their votes as described below. All director nominees were elected and all of the other proposals submitted to the Company's shareholders were approved.

**Proposal No. 1:** Election of directors:

|                     | <b>FOR</b> | <b>AGAINST</b> | <b>ABSTAIN</b> | <b>BROKER<br/>NON VOTES</b> |
|---------------------|------------|----------------|----------------|-----------------------------|
| Kevin M. Blakely    | 39,483,760 | 542,551        | 9,079          | 2,615,060                   |
| Cynthia A. Glassman | 39,391,633 | 625,182        | 18,575         | 2,615,060                   |
| Julie M. Howard     | 38,207,318 | 1,819,572      | 8,500          | 2,615,060                   |
| Stephan A. James    | 39,534,905 | 491,986        | 8,499          | 2,615,060                   |
| Rudina Seseri       | 39,579,536 | 447,355        | 8,499          | 2,615,060                   |
| Michael L. Tipsord  | 39,553,424 | 473,466        | 8,500          | 2,615,060                   |
| Kathleen E. Walsh   | 39,580,736 | 446,154        | 8,500          | 2,615,060                   |
| Jeffrey W. Yingling | 39,580,097 | 446,794        | 8,499          | 2,615,060                   |
| Randy H. Zwirn      | 39,553,829 | 473,062        | 8,499          | 2,615,060                   |

**Proposal No. 2:** Advisory approval of the compensation paid to the Company's named executive officers, as disclosed in the Company's proxy materials:

| <b>FOR</b> | <b>AGAINST</b> | <b>ABSTAIN</b> | <b>BROKER<br/>NON-VOTES</b> |
|------------|----------------|----------------|-----------------------------|
| 39,069,624 | 933,634        | 32,132         | 2,615,060                   |

**Proposal No. 3:** Ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for fiscal year 2018:

| <b>FOR</b> | <b>AGAINST</b> | <b>ABSTAIN</b> |
|------------|----------------|----------------|
| 41,991,685 | 653,541        | 5,224          |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NAVIGANT CONSULTING, INC.

Date: June 20, 2018

By: /s/ Monica M. Weed  
Name: Monica M. Weed  
Title: Executive Vice President, General Counsel  
and Secretary