

Huron Consulting Group Inc.
Form 8-K
January 27, 2015

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

January 27, 2015 (January 26, 2015)

Date of Report (Date of earliest event reported)

Huron Consulting Group Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

000-50976
(Commission

File Number)

01-0666114
(IRS Employer

Identification Number)

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550 West Van Buren Street

Chicago, Illinois

60607

(Address of principal executive offices)

(Zip Code)

(312) 583-8700

(Registrant's telephone number, including area code)

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))

Item 1.01. Entry into a Material Definitive Agreement.

On January 26, 2015, Huron Consulting Group Inc. (the Company) and Texas Acquisition Inc., a Delaware corporation and wholly owned subsidiary of the Company (MergerCo), entered into an Agreement and Plan of Merger (Merger Agreement) with Studer Holdings, Inc., a Delaware corporation (Studer Holdings), and Fortis Advisors LLC, a Delaware limited liability company, solely in the capacity as stockholders and optionholders representative thereunder.

At the closing of the transactions contemplated by the Merger Agreement (the Closing), MergerCo will merge with and into Studer Holdings, with Studer Holdings continuing as the surviving corporation and a wholly owned subsidiary of the Company (the Merger). Also as a result of the Merger, Studer Holdings wholly owned direct and indirect subsidiaries, including The Studer Group, L.L.C., will become indirect wholly owned subsidiaries of the Company. Studer Holdings and its subsidiaries are primarily engaged in the healthcare and education consulting, coaching and publishing businesses.

Subject to the terms and conditions of the Merger Agreement, the Company will acquire Studer Holdings for the base purchase price of \$325 million, which is subject to certain expense reimbursements, adjustments and escrow arrangements. The Merger is subject to customary conditions that are to be met or waived at or prior to the Closing, including the expiration or termination of the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended. The Merger Agreement contains customary representations, warranties, covenants and obligations for transactions of this type. Pursuant to the Merger Agreement, the Company and Studer Holdings have agreed to indemnify the other party for any breach of such party s representations, warranties and covenants contained in the Merger Agreement, subject to varying survival periods and applicable negotiated caps, baskets, claims procedures and other limitations.

The foregoing description of the Merger Agreement and the transactions contemplated thereby does not purport to be complete and is qualified in its entirety by the full text of the Merger Agreement, which the Company intends to file with the Securities and Exchange Commission at a later date in accordance with applicable rules and regulations.

Cautionary Note Regarding the Merger Agreement

The Merger Agreement will provide investors and security holders with information regarding its terms and conditions and is not intended to provide any factual information about the Company or Studer Holdings. In particular, the assertions embodied in the representations and warranties contained in the Merger Agreement are qualified by information in confidential disclosure schedules that the parties have exchanged in connection with the signing of the Merger Agreement. Moreover, certain representations and warranties in the Merger Agreement were used for the purpose of allocating risk, rather than establishing matters as facts. Accordingly, investors and security holders should not rely on the representations and warranties in the Merger Agreement as characterizations of the actual state of facts, since they were made only as of the date of the Merger Agreement and are modified in important part by the underlying confidential disclosure schedules.

Forward-Looking Statements

Statements in this filing, including the information incorporated by reference herein, that are not historical in nature, including with respect to the anticipated timing, completion and effects of the proposed Merger, are forward-looking statements as defined in Section 21E of the Securities Exchange Act of 1934, as amended and the Private Securities Litigation Reform Act of 1995. These forward-looking statements involve known and unknown risks, uncertainties and other factors, including, among others, failure of the

parties to consummate the Merger, failure to achieve required regulatory approval and those described under Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2013, and under Item 1A. Risk Factors in our Quarterly Report on Form 10-Q for the quarter ended September 30, 2014, that may cause actual results to be materially different from any anticipated results expressed or implied by these forward-looking statements. The Company disclaims any obligation to update or revise any forward-looking statements as a result of new information or future events, or for any other reason.

Item 8.01. Other Events.

On January 27, 2015, the Company issued a press release announcing the entry into the Merger Agreement. A copy of the press release relating to the Merger is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press release, dated January 27, 2015

SIGNATURE

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.

Huron Consulting Group Inc.
(Registrant)

Date: January 27, 2015

/s/ C. Mark Hussey
C. Mark Hussey
Executive Vice President, Chief Operating Officer,
Chief Financial Officer and Treasurer

EXHIBIT INDEX

Exhibit

| Number | Description |
|---------------|---------------------------------------|
| 99.1 | Press release, dated January 27, 2015 |