

NAVIGANT CONSULTING INC  
Form 8-K  
August 19, 2008

**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):  
August 15, 2008

**NAVIGANT CONSULTING, INC.**  
(Exact Name of Registrant as Specified in Charter)

Delaware  
(State or Other  
Jurisdiction of Incorporation)

1-12173  
(Commission File Number)

36-4094854  
(IRS Employer  
Identification Number)

30 S. Wacker, Chicago, IL 60611  
(Address of Principal Executive Offices) (Zip Code)  
(312) 573-5600  
(Registrant's telephone number, including area code)

N.A.

(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
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act
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**ITEM 1.01. Entry into a Material Definitive Agreement.**

On August 15, 2008, the Board of Directors of Navigant Consulting, Inc. (the Company ) unanimously resolved to amend compensation for Directors that are not employees of the Company as follows:

<b>Compensation Components</b>	<b>Amount</b>
Annual Board Retainer (cash)	\$60,000
Board Meeting Fee (cash)	\$2,500
Committee Chair Retainer (cash)	\$20,000 (Audit Committee) \$10,000 (Other Committees)
Committee Meeting Fee (cash)	\$2,500 (Audit) \$2,000 (Other Committees)
Annual Equity Award	\$100,000 (fixed dollar amount delivered 75% stock, 25% options)
Initial Election Equity Award	\$175,000 (fixed dollar amount delivered 75% stock, 25% options)

In addition, the Board determined that all retainer and fee payments would be made in cash only.

**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: August 19, 2008

By: /s/ Richard X. Fischer  
Richard X. Fischer  
Vice President, General Counsel and  
Secretary