

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

Check this box if no longer subject to Section 16, Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>Lieberman Stephen R</u>  (Last) (First) (Middle) C/O NAVIGANT CONSULTING, INC. 150 NORTH RIVERSIDE PLAZA, SUITE 2100  (Street) CHICAGO IL 60606  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NAVIGANT CONSULTING INC [ NCI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) EVP & CFO
	3. Date of Earliest Transaction (Month/Day/Year) 10/11/2019	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price				
Common Stock	10/11/2019		D		66,946	D	(1)	0	D		

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Restricted Stock Unit	(2)	10/11/2019		D			51,591	(2)	(2)	Common Stock	51,591	(2)	0	D
Stock Option (Right to Buy)	\$15.77	10/11/2019		D			25,423	(3)	04/18/2022	Common Stock	25,423	(4)	0	D

**Explanation of Responses:**

- Pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of August 2, 2019, by and between the registrant and Guidehouse LLP ("Parent"), a Delaware limited liability partnership and Isaac Merger Sub, Inc. ("Merger Sub"), effective as of the effective time of the merger of Merger Sub with and into the registrant (the "Merger"), these shares of the registrant's common stock were canceled and converted to the right to receive \$28 in cash per share (the "Merger Consideration"). This includes 18,869 restricted share units subject to time-based vesting conditions previously reported and which remain subject to the same time-based vesting conditions and settlement dates as in effect immediately prior to the merger.
- Represents restricted stock units previously granted to the reporting person pursuant to the registrant's performance-based restricted stock unit award program on March 15, 2019, March 15, 2018 and March 15, 2017 (and not previously reported). Pursuant to the Merger Agreement, these restricted stock unit awards were converted into the right to receive an amount in cash equal to the product of (x) the Merger Consideration and (y) the number of restricted stock units subject to the award assuming performance at 100% of target levels, in each case subject generally to the same time-based vesting conditions and settlement dates as in effect as of immediately prior to the Merger.
- The stock option vested in one-third increments on each of the first three anniversaries of the grant date.
- Pursuant to the Merger Agreement, each outstanding vested stock option was cancelled and the holder is entitled to receive a payment in cash, without interest, equal to the product of (i) the total number of shares subject to the cancelled stock option and (ii) the excess, if any, of (A) the Merger Consideration over (B) the exercise price per share subject to the cancelled company stock option.

**Remarks:**

/s/ Monica M. Weed, attorney-in-fact for the reporting person 10/15/2019

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.