NAVIGANT CONSULTING INC

Form 3

August 08, 2007

FORM 3

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

OMB APPROVAL

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SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement NAVIGANT CONSULTING INC [NCI] KRENZ SCOTT J (Month/Day/Year) 08/06/2007 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 615 NORTH WABASH (Check all applicable) **AVENUE** (Street) 6. Individual or Joint/Group 10% Owner Director _X__ Officer _ Other Filing(Check Applicable Line) (give title below) (specify below) _X_ Form filed by One Reporting EVP and CFO Person CHICAGO, ILÂ 60611 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 5) (Instr. 4) Form: Direct (D) or Indirect (I) (Instr. 5) Â 0 No securities are beneficially owned D Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. 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 control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title	Security	Direct (D)	

Date Expiration Amount or or Indirect Exercisable Date Number of (I) Shares (Instr. 5)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KRENZ SCOTT J 615 NORTH WABASH AVENUE Â Â Â EVP and CFO Â CHICAGO, ILÂ 60611

Signatures

/s/ Scott J. Krenz 08/08/2007

**Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. ion in accordance with §240.13d 1(b)(ii)(J);

(k) [] Group, in accordance with \$240.13d 1(b)(1)(ii)(K).

If filing as a non U.S. institution in accordance with $\$240.13d\ 1(b)(1)(ii)(J)$.

please specify the type of institution:

Item 4. Ownership

The securities reported herein are beneficially owned by one or more open or

closed end investment companies or other managed accounts that are investment

management clients of investment managers that are direct and indirect subsidiaries

Reporting Owners 2

(each, an "Investment Management Subsidiary" and, collectively, the "Investment

Management Subsidiaries") of Franklin Resources Inc. ("FRI"), including the Investment

Management Subsidiaries listed in this Item 4. When an investment management contract

(including a sub advisory agreement) delegates to an Investment Management Subsidiary

investment discretion or voting power over the securities held in the investment

advisory accounts that are subject to that agreement, FRI treats the Investment

Management Subsidiary as having sole investment discretion or voting authority, as the $\,$

case may be, unless the agreement specifies otherwise. Accordingly, each Investment

Management Subsidiary reports on Schedule 13G that it has sole investment discretion

and voting authority over the securities covered by any such investment $\mbox{management}$

agreement, unless otherwise noted in this Item 4. As a result, for purposes of Rule

 $13d\ 3$ under the Act, the Investment Management Subsidiaries listed in this Item $4\ \text{may}$

be deemed to be the beneficial owners of the securities reported in this Schedule 13G.

CUSIP NO. 42237K102 Page 8 of 14 13G

Beneficial ownership by Investment Management Subsidiaries and other FRI affiliates is

being reported in conformity with the guidelines articulated by the SEC staff in

Release No. $34\ 39538$ (January 12, 1998) relating to organizations, such as FRI, where

related entities exercise voting and investment powers over the securities being

reported independently from each other. The voting and investment powers held by

Franklin Mutual Advisers, LLC ("FMA"), an indirect wholly owned Investment Management

Subsidiary, are exercised independently from FRI and from all other Investment

Management Subsidiaries (FRI, its affiliates and the Investment Management

Subsidiaries other than FMA are collectively, "FRI affiliates"). Furthermore, internal

policies and procedures of FMA and FRI establish informational barriers that prevent $\ensuremath{\mathsf{E}}$

the flow between FMA and the FRI affiliates of information that relates to the voting

and investment powers over the securities owned by their respective management

clients. Consequently, FMA and FRI affiliates report the securities over which they

hold investment and voting power separately from each other for purposes of Section 13

of the Act.

Charles B. Johnson and Rupert H. Johnson, Jr. (the "Principal Shareholders") each own

in excess of 10% of the outstanding common stock of FRI and are the principal

stockholders of FRI. FRI and the Principal Shareholders may be deemed to be, for

purposes of Rule 13d 3 under the Act , the beneficial owners of securities held by

persons and entities for whom or for which FRI subsidiaries provide investment

management services. The number of shares that may be deemed to be beneficially owned

and the percentage of the class of which such shares are a part are reported in Items

9 and 11 of the cover pages for FRI and each of the Principal Shareholders. FRI, the

Principal Shareholders and each of the Investment Management Subsidiaries disclaim any

pecuniary interest in any of the such securities. In addition, the filing of this

Schedule 13G on behalf of the Principal Shareholders, FRI and the FRI affiliates, as $\frac{1}{2}$

applicable, should not be construed as an admission that any of them is, and each of

them disclaims that it is, the beneficial owner, as defined in Rule $13d\ 3$, of any of

the securities reported in this Schedule 13G.

FRI, the Principal Shareholders, and each of the Investment Management Subsidiaries

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believe that they are not a "group" within the meaning of Rule 13d 5 under the Act and
that they are not otherwise required to attribute to each other the beneficial
ownership of the securities held by any of them or by any persons or entities for whom
or for which the Investment Management Subsidiaries provide investment management
services.
(a) Amount beneficially owned:
763,300
(b) Percent of class:
11.8%
(c) Number of shares as to which the person has:
(i) Sole power to vote or to direct the vote
Franklin Resources, Inc.: 0

Explanation of Responses:

Johnson:

Charles B.

0

Rupert H. Johnson,

Jr.: 0

Franklin Advisers,

Inc.: 763,300

(ii) Shared power to vote or to direct the vote

0

CUSIP NO. 42237K102 13G Page 9 of 14 (iii) Sole power to dispose or to direct the disposition of Franklin Resources, 0 Inc.: Charles B. Johnson: 0 Rupert H. Johnson, Jr.: 0 Franklin Advisers, 763,300 Inc.: (iv) Shared power to dispose or to direct the disposition of 0

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date

hereof the reporting person has ceased to be the beneficial owner of more

than five percent of the class of securities, check the following [].

Item 6. Ownership of More than Five Percent on Behalf of Another Person

The clients of the Investment Management Subsidiaries, including investment

companies registered under the Investment Company Act of 1940 and other

 $$\operatorname{\textsc{managed}}$$ accounts, have the right to receive or power to direct the receipt of

dividends from, and the proceeds from the sale of, the securities reported $% \left(1\right) =\left(1\right) \left(1\right) +\left(1\right) \left(1\right) \left(1\right) +\left(1\right) \left(1$

herein.

 $\qquad \qquad \text{Franklin Biotechnology Discovery Fund, a sub-fund of Franklin} \\ \text{Templeton Investment}$

Funds, a Luxembourg registered SICAV has an interest in 484,100 shares, or 7.5% of

the class of securities reported herein.

Item 7. Identification and Classification of the Subsidiary Which Acquired the $\ensuremath{\mathsf{Acq}}$

Security Being Reported on By the Parent Holding Company

See Attached Exhibit C

Item 8. Identification and Classification of Members of the Group

Not Applicable

Item 9. Notice of Dissolution of Group

Not Applicable

CUSIP NO. 42237K102 Page 10 of 14 13G

Item 10. Certification

By signing below I certify that, to the best of $my\ knowledge\ and\ belief,$ the

securities referred to above were acquired and are held in the ordinary course of

business and were not acquired and are not held for the purpose of or with the effect

of changing or influencing the control of the issuer of the securities and were not

acquired and are not held in connection with or as a participant in any transaction

having that purpose or effect.

This report shall not be construed as an admission by the persons filing the report

that they are the beneficial owner of any securities covered by this report.

Exhibits.

Exhibit A Joint Filing Agreement

Exhibit B Limited Powers of Attorney for Section 13 Reporting Obligations

Exhibit C Item 7 Identification and Classification of Subsidiaries

SIGNATURE

After reasonable inquiry and to the best of $my\ knowledge$ and belief, I certify that

the information set forth in this statement is true, complete and correct.

Dated: February 3, 2015

Franklin Resources, Inc.

Charles B. Johnson

Rupert H. Johnson, Jr.

Franklin Advisers, Inc.

By: /s/MARIA GRAY

Maria Gray

Vice President and Secretary of Franklin Resources, Inc.

Attorney in Fact for Charles B. Johnson pursuant to Power of Attorney attached to this Schedule 13G

Attorney in Fact for Rupert H. Johnson, Jr. pursuant to Power of Attorney attached to this Schedule 13G

Secretary for Franklin Advisers, Inc.

Franklin Templeton Investment Funds on behalf of
Franklin Biotechnology Discovery Fund

By: /s/GREGORY E. MCGOWAN

Gregory E. McGowan

Director of Franklin Templeton Investment Funds

CUSIP NO. 42237K102 13G Page 11 of 14 EXHIBIT A JOINT FILING AGREEMENT In accordance with Rule 13d 1(k) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with each other attached statement on Schedule 13G and to all amendments to such statement and that such statement and all amendments to such statement are made on behalf of each of them. IN WITNESS WHEREOF, the undersigned have executed this agreement on February 3, 2015. Franklin Resources, Inc. Charles B. Johnson Rupert H. Johnson, Jr.

Franklin Advisers, Inc.

By: /s/MARIA GRAY

Maria Gray

Vice President and Secretary of Franklin Resources, Inc.

Attorney in Fact for Charles B. Johnson pursuant to Power of Attorney attached to this Schedule 13G

Attorney in Fact for Rupert H. Johnson, Jr. pursuant to Power of Attorney attached to this Schedule 13G

Secretary for Franklin Advisers, Inc.

Franklin Templeton Investment Funds on behalf of

Franklin Biotechnology Discovery Fund

By: /s/GREGORY E. MCGOWAN

Gregory E. McGowan

Director of Franklin Templeton Investment Funds

CUSIP NO. 42237K102 Page 12 of 14 13G

EXHIBIT B

LIMITED POWER OF ATTORNEY

FOR

SECTION 13 REPORTING OBLIGATIONS

Know all by these presents, that the undersigned hereby makes, constitutes

and appoints each of Robert Rosselot and Maria Gray, each acting individually, as the

undersigned's true and lawful attorney in fact, with full power and authority as

hereinafter described on behalf of and in the name, place and stead of the undersigned

to:

(1) prepare, execute, acknowledge, deliver and file Schedules 13D and 13G

(including any amendments thereto or any related documentation) with the ${\tt United}$ States

Securities and Exchange Commission, any national securities exchanges and Franklin

Resources, Inc., a Delaware corporation (the "Reporting Entity"), as considered

necessary or advisable under Section 13 of the Securities Exchange Act of 1934 and the

rules and regulations promulgated thereunder, as amended from time to time (the

"Exchange Act"); and

(2) perform any and all other acts which in the discretion of such

attorney in fact are necessary or desirable for and on behalf of the undersigned in

connection with the foregoing.

The undersigned acknowledges that:

(1) this Limited Power of Attorney authorizes, but does not require, each such

attorney in fact to act in their discretion on information provided to such

attorney in fact without independent verification of such information;

(2) any documents prepared and/or executed by either such attorney in fact on

behalf of the undersigned pursuant to this Limited Power of Attorney will be in such

form and will contain such information and disclosure as such attorney in fact, in his

or her discretion, deems necessary or desirable;

- (3) neither the Reporting Entity nor either of such attorneys in fact assumes
- (i) any liability for the undersigned's responsibility to comply with the requirements

of the Exchange Act or (ii) any liability of the undersigned for any failure to comply

with such requirements; and

(4) this Limited Power of Attorney does not relieve the undersigned from

responsibility for compliance with the undersigned's obligations under the $\ensuremath{\mathsf{Exchange}}$

Act, including without limitation the reporting requirements under Section $13\ \mathrm{of}\ \mathrm{the}$

Exchange Act.

The undersigned hereby gives and grants each of the foregoing

attorneys in fact full power and authority to do and perform all and every act and

thing whatsoever requisite, necessary or appropriate to be done in and about the

foregoing matters as fully to all intents and purposes as the undersigned might or

could do if present, hereby ratifying all that each such attorney in fact of, for and

on behalf of the undersigned, shall lawfully do or cause to be done by virtue of this

Limited Power of Attorney.

This Limited Power of Attorney shall remain in full force and effect until

revoked by the undersigned in a signed writing delivered to each such attorney in fact.

IN WITNESS WHEREOF, the undersigned has caused this Limited Power of Attorney to be $\ensuremath{\mathsf{I}}$

executed as of this 30th day of April , 2007

/s/Charles B.

Johnson

Signature

Charles B. Johnson

Print Name

CUSIP NO. 42237K102 Page 13 of 14 13G

LIMITED POWER OF ATTORNEY

FOR

SECTION 13 REPORTING OBLIGATIONS

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of Robert Rosselot and Maria Gray, each acting

individually, as the undersigned's true and lawful attorney in fact, with full power

and authority as hereinafter described on behalf of and in the name, place and stead

of the undersigned to:

(1) prepare, execute, acknowledge, deliver and file Schedules 13D and 13G

(including any amendments thereto or any related documentation) with the United

States Securities and Exchange Commission, any national securities exchanges and

Franklin Resources, Inc., a Delaware corporation (the "Reporting Entity"), as

considered necessary or advisable under Section 13 of the Securities Exchange Act of

1934 and the rules and regulations promulgated thereunder, as amended from time to

time (the "Exchange Act"); and

(2) perform any and all other acts which in the discretion of such

attorney in fact are necessary or desirable for and on behalf of the undersigned in

connection with the foregoing.

The undersigned acknowledges that:

(1) this Limited Power of Attorney authorizes, but does not require, each

such attorney in fact to act in their discretion on information provided to such

attorney in fact without independent verification of such information;

(2) any documents prepared and/or executed by either such attorney in fact

on behalf of the undersigned pursuant to this Limited Power of Attorney will be in

such form and will contain such information and disclosure as such attorney in fact,

in his or her discretion, deems necessary or desirable;

(3) neither the Reporting Entity nor either of such attorneys in fact

assumes (i) any liability for the undersigned's responsibility to comply with the

requirements of the Exchange Act or (ii) any liability of the undersigned for any

failure to comply with such requirements; and

(4) this Limited Power of Attorney does not relieve the undersigned from

responsibility for compliance with the undersigned's obligations under the $\ensuremath{\mathsf{Exchange}}$

Act, including without limitation the reporting requirements under Section 13 of the

Exchange Act.

The undersigned hereby gives and grants each of the foregoing

attorneys in fact full power and authority to do and perform all and every act and

thing whatsoever requisite, necessary or appropriate to be done in and about the

foregoing matters as fully to all intents and purposes as the undersigned might or

could do if present, hereby ratifying all that each such attorney in fact of, for and

on behalf of the undersigned, shall lawfully do or cause to be done by virtue of this

Limited Power of Attorney.

This Limited Power of Attorney shall remain in full force and effect

until revoked by the undersigned in a signed writing delivered to each such

attorney in fact.

IN WITNESS WHEREOF, the undersigned has caused this Limited Power of Attorney to be

executed as of this 25th day of April , 2007

/s/ Rupert H. Johnson,

Jr.

Signature

Rupert H. Johnson, Jr.

Print Name

CUSIP NO. 42237K102 13G Page 14 of 14

EXHIBIT C

Franklin Advisers, Inc. Item 3 Classification: 3(e)