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NAVIGANT CONSULTING INC
Form SC TO-I/A
October 29, 2002

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO
(Rule 13e-4)
(Amendment No. 4)
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR
13(e)(1) OF THE SECURITIES EXCHANGE ACT OF 1934

Navigant Consulting, Inc.
(Name of Subject Company (Issuer) and Filing Person (Offeror))

Options to Purchase Common Stock, par value \$0.001 per share,
Having an Exercise Price Equal to or in Excess of \$15.00
Options to Purchase Common Stock, par value \$0.001 per share, granted on
June 1, 2000 and
granted on September 1, 2000 in exchange for certain options exchanged on
June 1, 2000
(Title of Class of Securities)

693 35 N 10 7
(CUSIP Number of Class of Securities)
(Underlying Common Stock)

Philip P. Steptoe
Vice President, General Counsel and Secretary
Navigant Consulting, Inc.
615 North Wabash Avenue
Chicago, Illinois 60611
(312) 573-5600

(Name, address and telephone number of person authorized
to receive notices and communications on behalf of filing person)

Copy to:
Leland E. Hutchinson
Winston Strawn
35 West Wacker Drive
Chicago, Illinois 60601
(312) 558-5600

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- [X] Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
Amount Previously Paid: \$1,111.
Form or Registration No.: 5-50425.
Filing party: Navigant Consulting, Inc.
Date filed: October 4, 2002.
- [] Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.
Check the appropriate boxes below to designate any transactions to which the statement relates:
- [] third party tender offer subject to Rule 14d-1.
 [X] issuer tender offer subject to Rule 13e-4.
 [] going-private transaction subject to Rule 13e-3.
 [] amendment to Schedule 13D under Rule 13d-2.

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Check the following box if the filing is a final amendment reporting the results of the tender offer:

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This Amendment No. 4 (this "Amendment No. 4") amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission (the "Commission") on October 4, 2002 (the "Schedule TO") by Navigant Consulting, Inc. (the "Company"), as previously amended by Amendment No. 1 to Schedule TO ("Amendment No. 1") filed with the Commission on October 8, 2002 by the Company, Amendment No. 2 to Schedule TO ("Amendment No. 2") filed with the Commission on October 17, 2002 by the Company and Amendment No. 3 to Schedule TO ("Amendment No. 3") filed with the Commission on October 22, 2002 by the Company. Capitalized terms used and not defined in this Amendment No. 4 have the meanings given to those terms in the Schedule TO, Amendment No. 1, Amendment No. 2, Amendment No. 3 and their respective exhibits.

Items 1 through 9 and 11.

Items 1-9 and 11 of the Schedule TO, as amended by Amendment No. 1, Amendment No. 2 and Amendment No. 3 which incorporate by reference the information contained in the Offer to Exchange and the Offer to Purchase, are hereby amended as follows:

(1) The introductory portion of the second paragraph of Section 6 of the Offer to Purchase and the Offer to Exchange is hereby amended and restated in its entirety to read as follows:

"Notwithstanding any other provision of the offer, we will not be required to accept any eligible options elected for [purchase] [exchange], and we may terminate or amend the offer, or postpone our acceptance and cancellation of any eligible options elected for [purchase] [exchange], in each case, subject to certain securities laws limitations, if at any time on or after October 4, 2002 and before the expiration date of this offer any of the following events has occurred, or has been determined by us to have occurred, and, in our reasonable judgment in any such case and regardless of the circumstances giving rise thereto, the occurrence of such event or events makes it inadvisable for us to proceed with the offer or with such acceptance and cancellation of eligible options elected for [purchase] [exchange] (in which case, promptly after we determine the occurrence of such event or events, we will notify you of the event or events upon which we based our decision to terminate or amend this offer or postpone our acceptance and cancellation of eligible options elected for [purchase] [exchange]):"

(2) The clause in (b) (iii) of Section 6 of the Offer to Purchase is hereby amended and restated in its entirety to read as follows:

"(iii) materially impair the contemplated benefits of the offer to us (as such contemplated benefits are described in Question 9 on page 5 and in Section 2 of this Offer to Purchase); or"

(3) The clause in (b) (iii) of Section 6 of the Offer to Exchange is hereby amended and restated in its entirety to read as follows:

"(iii) materially impair the contemplated benefits of the offer to us (as such contemplated benefits are described in Question 14 on page 7 and in Section 2 of this Offer to Exchange); or"

(4) Condition (f) in Section 6 of the [Offer to Purchase] [Offer to Exchange] is hereby deleted in its entirety.

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Item 12. Exhibits

Item 12 is hereby amended and supplemented as follows to add Exhibits (a) (13) and (a) (14):

- (a) (1)* Offer to Purchase, dated October 4, 2002.
- (a) (2)* Offer to Exchange, dated October 4, 2002.
- (a) (3)* Form of Cover Letter to Eligible Employees regarding the Offer to Purchase and Summary of Procedures.
- (a) (4)* Form of Cover Letter to Eligible Employees regarding the Offer to Exchange and Summary of Procedures.
- (a) (5)* Form of Purchase Election Form.
- (a) (6)* Form of Exchange Election Form.
- (a) (7)* Pages F-1 through F-28 of the Navigant Consulting, Inc. Annual Report to Stockholders, included in the Company's Annual Report on Form 10-K for its fiscal year ended December 31, 2001 (the Annual Report), filed with the Securities and Exchange Commission (the Commission) on March 28, 2002 and incorporated herein by reference (File No. 0-28830).
- (a) (8)* Pages 3 through 10 of the Company's Quarterly Report on Form 10-Q for the period ended March 31, 2002, filed with the Commission on May 10, 2002 and incorporated herein by reference (File No. 0-28830).
- (a) (9)* Pages 3 through 11 of the Company's Quarterly Report on Form 10-Q for the period ended June 30, 2002, filed with the Commission on August 14, 2002 and incorporated herein by reference (File No. 0-28830).
- (a) (10)* Section 83(b) Tax Election Form.
- (a) (11)* Press Release dated October 7, 2002.
- (a) (12)* Press Release dated October 22, 2002.
- (a) (13) First Supplement to Offer to Purchase, dated October 29, 2002.
- (a) (14) First Supplement to Offer to Exchange, dated October 29, 2002.
- (b) Not applicable.
- (d) (1)* Navigant Consulting, Inc. Long-Term Incentive Plan (as Amended through November 30, 2000) filed as Appendix B to Navigant Consulting, Inc.'s Proxy Statement on Schedule 14A, filed with the Commission on November 2, 2000 and incorporated herein by reference (File No. 0-28830).
- (d) (2)* Form of Restricted Stock Award (included as Annex A to Exhibit (a) (2) and incorporated herein by reference).
- (g) Not applicable.
- (h) Not applicable.

* Previously filed.

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SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment is true, complete and correct.

NAVIGANT CONSULTING, INC.

By: /S/ PHILIP P. STEPTOE
Name: Philip P. Steptoe
Title: Vice-President, General

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Counsel and Secretary

Date: October 29, 2002

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INDEX TO EXHIBITS

Exhibit Number	Description
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(d) (2) *	Form of Restricted Stock Award (included as Annex A to Exhibit (a) (2) and incorporated herein by reference).
(g)	Not applicable.
(h)	Not applicable.

* Previously filed.

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