SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

OWB APPRO	JVAL
OMB Number:	3235-0287
Estimated average burd	len
hours per response:	0.5

			2. Issuer Name and Ticker or Trading Symbol <u>FTI CONSULTING, INC</u> [FCN]		tionship of Reporting Pers all applicable) Director	10% Owner
(Last) (First) (Middle) 555 12TH STREET NW		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/17/2020	X	Officer (give title below) General Cour	Other (specify below) nsel
(Street) WASHINGTON DC 20004 (City) (State) (Zip)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing Form filed by One Repo Form filed by More than Person	orting Person

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)	Code (Instr.		4. Securities A Disposed Of (5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	02/17/2020		A		10,005 ⁽¹⁾	A	\$ <mark>0</mark>	30,818	D	
Common Stock	02/17/2020		F		3,354 ⁽²⁾	D	\$126.41	27,464	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. Transa Code (8)		of Deriv Secur Acqu (A) or Dispo of (D) (Instr	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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	Title	Amount or Number of Shares				

Explanation of Responses:

1. Represents shares of common stock, par value \$0.01 per share, of FTI Consulting, Inc. acquired on account of Performance-Based Restricted Stock Units granted as of March 6, 2017, upon satisfaction of the applicable performance conditions for the measurement period ended December 31, 2019.

2. Represents shares of common stock of FTI Consulting, Inc. withheld to pay tax liability on common shares acquired on account of Performance-Based Restricted Stock Units granted as of March 6, 2017, upon satisfaction of the applicable performance conditions for the measurement period ended December 31, 2019.

Remarks:

<u>By Joanne Catanese, Attorney</u> <u>in Fact For: Curtis Pey-lin Lu</u> 02/19/2020

** 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.