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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): November 9, 2012**

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**FTI CONSULTING, INC.**

**(Exact name of registrant as specified in its charter)**

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**Maryland**  
**(State or other jurisdiction  
of incorporation)**

**001-14875**  
**(Commission  
File Number)**

**52-1261113**  
**(IRS Employer  
Identification No.)**

**777 South Flagler Drive, Suite 1500 West Tower, West Palm  
Beach, Florida**

**(Address of principal executive offices)**

**33401**  
**(Zip Code)**

**Registrant's telephone number, including area code: (561) 515-1900**

**Not Applicable**

**(Former name or former address, if changed since last report)**

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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 (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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## Item 8.01 Other Events.

On November 9, 2012, FTI Consulting, Inc. (“FTI Consulting”) issued a press release announcing that it has commenced a cash tender offer for any and all of its outstanding \$215.0 million aggregate principal amount of 7 3/4% Senior Notes due 2016 (the “2016 Notes”) and a concurrent consent solicitation for proposed amendments to the indenture dated as of October 3, 2006, as amended and supplemented, among FTI Consulting, the guarantors party thereto and Wilmington Trust Company, as trustee, under which the 2016 Notes were issued. In connection with the tender offer, FTI Consulting entered into a dealer manager and solicitation agent agreement, dated as of November 9, 2012, with the dealer managers and solicitation agents, which, among other things, includes customary representations and warranties and other terms and conditions customary in agreements of this type, including customary indemnification and contribution obligations, and provides for the payment of customary fees. A copy of the press release announcing the tender offer for the 2016 Notes is filed herewith as Exhibit 99.1 and is hereby incorporated by reference herein.

In addition, on November 9, 2012, FTI Consulting issued a separate press release announcing that it intends, subject to market and other conditions, to offer \$300.0 million aggregate principal amount of senior notes due 2022 (the “2022 Notes”) in a private offering that is exempt from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”). Thereafter, also on November 9, 2012, FTI Consulting issued a separate press release announcing that it has priced its private placement of 2022 Notes in the aggregate principal amount of \$300.0 million at an interest rate of 6.0% per annum. In connection with the 2022 Notes offering, FTI Consulting entered into a purchase agreement, dated as of November 9, 2012 (the “Purchase Agreement”), with the guarantors party thereto (the “Guarantors”), and the representative of the several initial purchasers named therein. The Purchase Agreement includes the terms and conditions of the offer and sale of the 2022 Notes, customary representations and warranties and other terms and conditions customary in agreements of this type, including customary indemnification and contribution obligations. The 2022 Notes will be issued under an indenture to be entered into among FTI Consulting, the Guarantors and U.S. Bank National Association, as trustee. The Notes will mature on November 15, 2022. The transaction is expected to close on November 27, 2012 and is subject to customary closing conditions. Copies of the press releases announcing the offering and the pricing of the 2022 Notes are filed herewith as Exhibits 99.2 and 99.3, respectively, and hereby are incorporated by reference herein.

The 2022 Notes have not been registered under the Securities Act, and may not be offered or sold without registration unless such offer or sale is made pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. This report shall not constitute an offer to sell, or the solicitation of an offer to buy, any securities nor shall there be any sale of the 2022 Notes in any state or foreign jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or foreign jurisdiction.

In a separate press release, FTI Consulting also announced on November 9, 2012, that it is in discussions with its existing lenders as well as new lenders, with respect to a proposed new five-year revolving credit facility in the aggregate amount of \$350.0

million, with an accordion feature that would allow FTI Consulting, subject to credit availability, to increase the amount of such facilities by up to \$425.0 million in the aggregate. The new credit agreement, which would represent a \$100.0 million increase in commitments (excluding the accordion of \$75.0 million) compared to FTI Consulting's existing credit agreement (without giving any effect to the accordion feature), would terminate in 2017 and would replace FTI Consulting's existing credit agreement (including the revolving credit facility due 2015). A copy of the press release announcing discussion regarding a new credit facility is filed herewith as Exhibit 99.4 and is hereby incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits.*

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of FTI Consulting, Inc. dated November 9, 2012, Announcing Tender Offer for 2016 Notes
99.2	Press Release of FTI Consulting, Inc. dated November 9, 2012, Announcing 144A 2022 Notes Offering
99.3	Press Release of FTI Consulting, Inc. dated November 9, 2012, Announcing Pricing of 144A 2022 Notes Offering
99.4	Press Release of FTI Consulting, Inc. dated November 9, 2012, Announcing Discussions for New Credit Agreement

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**FTI CONSULTING, INC.**

By: /s/ ERIC B. MILLER

Name: Eric B. Miller

Title: Executive Vice President, General  
Counsel and Chief Risk Officer

Date: November 13, 2012

EXHIBIT INDEX

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99.3	Press Release of FTI Consulting, Inc. dated November 9, 2012, Announcing Pricing of 144A 2022 Notes Offering
99.4	Press Release of FTI Consulting, Inc. dated November 9, 2012, Announcing Discussions for New Credit Agreement

**FTI Consulting Announces Tender Offer and Consent Solicitation For Any and All of its 7<sup>3</sup>/<sub>4</sub>% Senior Notes due 2016**

WEST PALM BEACH, Fla., Nov. 9, 2012 /PRNewswire/ — **FTI Consulting, Inc.** (NYSE: FCN) (the “Company”) the global business advisory firm dedicated to helping organizations protect and enhance their enterprise value, today announced that it has commenced a cash tender offer for any and all of its outstanding \$215.0 million aggregate principal amount of 7<sup>3</sup>/<sub>4</sub>% Senior Notes due 2016 (CUSIP No. 302941 AG4) (the “Notes”). The Company also announced a concurrent consent solicitation for proposed amendments to the indenture dated as of October 3, 2006 (as amended, supplemented or otherwise modified as of the date hereof, the “Indenture”), among the Company, the guarantors party thereto and Wilmington Trust Company, as trustee (the “Trustee”), under which the Notes were issued. The tender offer and the consent solicitation are being made on the terms and subject to the conditions set forth in the Offer to Purchase and Consent Solicitation Statement dated November 9, 2012 (the “Offer to Purchase”) and the related Letter of Transmittal and Consent. Holders that tender their Notes pursuant to the tender offer will be deemed to have consented to the proposed amendments to the Indenture.

The offer to purchase will expire at 9:00 a.m., New York City time, on December 11, 2012 unless extended or earlier terminated (such time and date, as the same may be extended, the “Expiration Date”). Holders of Notes (“Holders”) must tender their Notes and provide their consents to the amendments to the Indenture on or before 5:00 p.m., New York City time, on November 26, 2012, unless extended (such time and date, as the same may be extended, the “Consent Payment Deadline”), in order to be eligible to receive the Total Consideration (as defined below). Holders of Notes who tender their Notes after the Consent Payment Deadline and on or before the Expiration Date will only be eligible to receive the Tender Offer Consideration (as defined below). Following the Expiration Date, the Company intends to redeem the balance of outstanding 2016 Notes, if any, at 102.583% of the principal amount of the Notes plus any accrued and unpaid interest.

The offer to purchase and consent solicitation are subject to the satisfaction or waiver of certain conditions as described in the Offer to Purchase, including (1) (a) receipt by the Company, on or prior to the Initial Acceptance Date (as defined in the Offer to Purchase), of net proceeds from a new debt financing or financings on terms and conditions satisfactory to the Company which will in the aggregate provide the Company with funds sufficient to pay (x) the Total Consideration (as defined below) in respect of all Notes (regardless of the actual amount of Notes tendered) and (y) estimated fees and expenses relating to the Offer to Purchase and (b) entry into a new revolving credit facility by the Company and (2) that (a) Holders of at least a majority in aggregate principal amount of outstanding Notes validly deliver, and do not validly revoke, consents to amend and supplement the Indenture to give effect to the proposed amendments and (b) an amendment to the Indenture (the “Seventh Supplemental Indenture”) is executed by the Company, certain guarantors party thereto and the Trustee.

The “Total Consideration” for each \$1,000.00 principal amount of Notes validly tendered, and not validly withdrawn, prior to the Consent Payment Deadline and accepted for purchase is \$1,029.58. The “Tender Offer Consideration” for each \$1,000 principal amount of Notes validly tendered, and not validly withdrawn, after the Consent Payment Deadline but prior to the Expiration Date and accepted for purchase is \$1,019.58. The Tender Offer Consideration is the Total Consideration minus the Consent Payment (as defined below). Holders who validly tender, and do not validly withdraw, Notes accepted for payment by the Company will also receive accrued and unpaid interest from the most recent interest payment date for the Notes to, but not including, the applicable payment date.

The “Consent Payment” is an amount equal to \$10.00 per \$1,000.00 principal amount of Notes and will be payable only with respect to each Note that is validly received and not revoked on or before the

Consent Payment Deadline. The Consent Payment is included in the calculation of the Total Consideration and is not in addition to the Total Consideration. Holders may not tender Notes without delivering consents with respect to such Notes, nor may Holders give their consents in respect of any Notes they do not tender.

Notes tendered pursuant to the tender offer may be validly withdrawn and consents delivered pursuant to the consent solicitation may be validly revoked at any time on or before the Consent Payment Deadline. A Holder may not validly revoke a consent unless such Holder validly withdraws such Holder's previously tendered Notes. Any Notes tendered on or before the Consent Payment Deadline that are not validly withdrawn before the Consent Payment Deadline may not be withdrawn thereafter, and any Notes tendered after the Consent Payment Deadline may not be withdrawn, unless in either case the Company is otherwise required by applicable law to permit the withdrawal. A valid withdrawal of tendered Notes on or before the Consent Payment Deadline shall be deemed a valid revocation of the related consent.

The proposed amendments to the Indenture would, among other modifications, eliminate substantially all of the restrictive covenants and certain events of default and modify certain related provisions in the Indenture. Holders of at least a majority in principal amount of the Notes must consent to the amendments to the Indenture for the amendments to the Indenture to become effective. Holders who deliver their consents before the Consent Payment Deadline will receive the Consent Payment (included in the Total Consideration) if the offer is consummated. The Company has engaged J.P. Morgan Securities LLC and BofA Merrill Lynch as Dealer Managers and Solicitation Agents for the offer to purchase and consent solicitation. Persons with questions regarding the offer to purchase and consent solicitation should contact J.P. Morgan Securities LLC at (800) 245-8812 (toll-free) or (212) 270-1200 (collect) or BofA Merrill Lynch at (888) 292-0070 (toll-free) or (646) 855-3401 (collect). Requests for documents should be directed to D.F. King & Co., Inc., the Information Agent and Depositary for the tender offer and consent solicitation, at (212) 269-5550 (bankers and brokers) and (800) 578-5378 (all others).

This press release is for information purposes only and is not an offer to purchase, a solicitation of acceptance of the offer to purchase or a solicitation of a consent with respect to any of the Notes. The tender offer and consent solicitation are being made pursuant to the tender offer and consent solicitation documents, including the Offer to Purchase, which the Company is distributing to holders of Notes. The tender offer and consent solicitation are not being made to holders of Notes in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction.

#### **About FTI Consulting**

FTI Consulting, Inc. is a global business advisory firm dedicated to helping organizations protect and enhance enterprise value in an increasingly complex legal, regulatory and economic environment. With more than 3,800 employees located in 24 countries, FTI Consulting professionals work closely with clients to anticipate, illuminate and overcome complex business challenges in areas such as investigations, litigation, mergers and acquisitions, regulatory issues, reputation management, strategic communications and restructuring. The Company generated \$1.57 billion in revenues during fiscal year 2011. More information can be found at [www.fticonsulting.com](http://www.fticonsulting.com).

CONTACT: Mollie Hawkes of FTI Consulting, Inc., +1-617-747-1701, [mollie.hawkes@fticonsulting.com](mailto:mollie.hawkes@fticonsulting.com)

**FTI Consulting Announces Proposed Private Offering of \$300.0 Million Senior Notes Due 2022**

WEST PALM BEACH, Fla., Nov. 9, 2012 /PRNewswire/ — **FTI Consulting, Inc.** (NYSE: FCN) (the “Company”) today announced that it intends, subject to market and other conditions, to offer \$300.0 million aggregate principal amount of senior notes due 2022 (the “Notes”) in a private offering that is exempt from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”). It is expected that the Notes will be guaranteed, with certain exceptions, by all of the Company’s existing and future domestic restricted subsidiaries on a senior unsecured basis.

The Company intends to use the net proceeds from the offering of the Notes to finance its announced cash tender offer to repurchase any and all of its outstanding \$215.0 million aggregate principal amount of 7<sup>3</sup>/<sub>4</sub>% Senior Notes due 2016 (the “2016 Notes”), to redeem any and all of the 2016 Notes that remain outstanding following the consummation of the tender offer, to repay outstanding borrowings under its current senior secured bank credit facility and for general corporate purposes, which could include working capital, share repurchases, capital expenditures, acquisitions, refinancing of other debt or other capital transactions.

The Notes and related guarantees are being offered only to qualified institutional buyers in reliance on the exemption from registration set forth in Rule 144A under the Securities Act, and outside the United States to non-U.S. persons in reliance on the exemption from registration set forth in Regulation S under the Securities Act. The Notes and the related guarantees have not been registered under the Securities Act, or the securities laws of any state or other jurisdiction, and may not be offered or sold in the United States without registration or an applicable exemption from the Securities Act and applicable state securities or blue sky laws and foreign securities laws.

This press release shall not constitute an offer to sell, or the solicitation of an offer to buy, any securities, nor shall there be any sales of securities mentioned in this press release in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

**Safe Harbor Statement**

*This press release contains “forward-looking statements” within the meaning of federal securities law. You should exercise caution in interpreting and relying on forward-looking statements because they involve known and unknown risks, uncertainties and other factors which are, in some cases, beyond the Company’s control. Such risks and uncertainties include, but are not limited to, the effect of general economic conditions and other factors listed in the Company’s filings with the Securities and Exchange Commission. We are under no duty to update any of the forward looking statements to conform such statements to actual results or events and do not intend to do so.*

CONTACT: Mollie Hawkes, +1-617-747-1701, [mollie.hawkes@fticonsulting.com](mailto:mollie.hawkes@fticonsulting.com)



**FTI Consulting, Inc. Prices Offering of \$300.0 Million Senior Notes Due 2022**

**West Palm Beach, FL, November 9, 2012** — **FTI Consulting, Inc. (NYSE: FCN)** (the “Company”) today announced that it has priced its private offering of \$300.0 million aggregate principal amount of 6.0% senior notes due 2022 (the “Notes”). The Notes will be issued at a price of 100% of their principal amount. The Notes will be guaranteed by certain of the Company’s existing and future domestic restricted subsidiaries. The offering is expected to close on November 27, 2012.

The Company intends to use the net proceeds from the offering of the Notes to finance its previously announced cash tender offer to repurchase any and all of its outstanding \$215.0 million aggregated principal amount of 7 <sup>3</sup>/<sub>4</sub>% Senior Notes due 2016 (the “2016 Notes”), to redeem any and all of the 2016 Notes that remain outstanding following the consummation of the tender offer, to repay outstanding borrowings under its existing senior secured bank credit facility and for general corporate purposes, which could include working capital, share repurchases, capital expenditures, acquisitions, refinancing of other debt or other capital transactions.

The Notes and related guarantees were offered only to qualified institutional buyers in reliance on the exemption from registration set forth in Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), and outside the United States to non-U.S. persons in reliance on the exemption from registration set forth in Regulation S under the Securities Act. The Notes and the related guarantees have not been registered under the Securities Act, or the securities laws of any state or other jurisdiction, and may not be offered or sold in the United States without registration or an applicable exemption from the Securities Act, applicable state securities or blue sky laws and foreign securities laws.

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**FTI Consulting in Discussions to Enter Into New \$350.0 Million Credit Agreement**

WEST PALM BEACH, Fla., Nov. 9, 2012 /PRNewswire/ — **FTI Consulting, Inc.** (NYSE: FCN) (the “Company”) the global business advisory firm dedicated to helping organizations protect and enhance their enterprise value, today announced that it is in discussions with its existing lenders, and possibly new lenders with respect to a proposed new five-year revolving credit facility in the aggregate amount of \$350.0 million, with an accordion feature that would allow the Company, subject to credit availability, to increase the amount of such facility to \$425.0 million in the aggregate.

The new credit agreement, which would represent a \$100.0 million increase in commitments compared to the Company’s existing credit agreement (without giving any effect to the accordion feature), would terminate in 2017 and would replace the Company’s existing revolving credit facility, which expires in 2015. Although the Company anticipates entering into the new credit agreement in November 2012, there can be no assurance that it will enter into the new credit agreement under the terms described above, or at all.

**About FTI Consulting**

FTI Consulting, Inc. is a global business advisory firm dedicated to helping organizations protect and enhance enterprise value in an increasingly complex legal, regulatory and economic environment. With more than 3,800 employees located in 24 countries, FTI Consulting professionals work closely with clients to anticipate, illuminate and overcome complex business challenges in areas such as investigations, litigation, mergers and acquisitions, regulatory issues, reputation management, strategic communications and restructuring. The Company generated \$1.57 billion in revenues during fiscal year 2011. More information can be found at [www.fticonsulting.com](http://www.fticonsulting.com).

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