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**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 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): May 18, 2017**

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**FTI CONSULTING, INC.**  
(Exact Name of Registrant as Specified in Charter)

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

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

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

**1101 K Street NW, Washington, D.C. 20005**  
(Address of principal executive offices) (Zip Code)

**Registrant's telephone number, including area code: (202) 312-9100**

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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## Item 8.01 Other Events

On May 18, 2017, the Board of Directors (the “Board”) of FTI Consulting, Inc. (“FTI Consulting”) authorized an additional \$100.0 million to repurchase shares of FTI Consulting’s outstanding common stock pursuant to its stock repurchase program authorized by the Board on June 2, 2016, for an aggregate authorization of \$200.0 million. As of May 18, 2017, FTI Consulting has repurchased 2,394,847 shares of its outstanding common stock at an average price per share of \$38.61 for an aggregate cost of approximately \$92.5 million. After giving effect to share repurchases through such date and the increased authorization, FTI Consulting has approximately \$107.5 million remaining available for common share repurchases under the program. No time limit was established for the completion of the program, and the program may be suspended, discontinued or replaced by the Board at any time without prior notice.

Under the program, FTI Consulting may repurchase shares in open-market purchases or any other method in accordance with all applicable securities laws and regulations. The specific timing and amount of repurchases will be determined by FTI Consulting’s management, in its discretion, and will vary based on market conditions, securities law limitations and other factors. The repurchases may be funded using available cash on hand or a combination of cash and available borrowings under FTI Consulting’s senior secured revolving bank credit facility.

FTI Consulting issued a press release on May 19, 2017 announcing the Board authorization to increase the stock repurchase program. A copy of the press release is being furnished as Exhibit 99.1 to this Current Report on Form 8-K and is hereby incorporated by reference herein.

*This Current Report on Form 8-K includes “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, which involve uncertainties and risks. Forward-looking statements include statements, without limitation, regarding plans for share repurchases. When used in this press release, words such as “estimates,” “expects,” “anticipates,” “projects,” “plans,” “intends,” “believes,” “forecasts,” “may” and variations of such words or similar expressions are intended to identify forward-looking statements. All forward-looking statements are based upon FTI Consulting’s expectations at the time it makes them and various assumptions. FTI Consulting’s expectations, beliefs and projections are expressed in good faith, and it believes there is a reasonable basis for them. However, there can be no assurance that management’s plans will be achieved. Factors that could cause changes to FTI Consulting’s plans include risks described under the heading “Item 1A Risk Factors” in FTI Consulting’s most recent Form 10-K and in FTI Consulting’s other filings with the Securities and Exchange Commission. FTI Consulting is under no duty to update any of the forward-looking statements to conform such statements to actual results or events and does not intend to do so.*

**ITEM 9.01. Financial Statements and Exhibits**

(d) *Exhibits.*

| <u>Exhibit No.</u> | <u>Description</u>                                      |
|--------------------|---|
| 99.1               | Press Release dated May19, 2017 of FTI Consulting, Inc. |

**SIGNATURES**

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

FTI CONSULTING, INC.

Dated: May 19, 2017

By: /S/ CURTIS LU  
Curtis Lu  
General Counsel

**EXHIBIT INDEX**

| <b>Exhibit<br/>No.</b> | <b>Description</b>                                       |
|------------------------|--|
| 99.1                   | Press Release dated May 19, 2017 of FTI Consulting, Inc. |



**FTI Consulting, Inc.**

1101 K Street NW  
 Washington, DC 20005  
 +1.202.312.9100

**Investor & Media Contact:**

Mollie Hawkes  
 +1.617.747.1727  
[mollie.hawkes@fticonsulting.com](mailto:mollie.hawkes@fticonsulting.com)

**FTI Consulting Announces Increased Authorization for Share Repurchase Program**

**Washington, D.C., May 19, 2017** — FTI Consulting, Inc. (NYSE: FCN) today announced that its Board of Directors has authorized an additional \$100.0 million to repurchase shares of FTI Consulting’s outstanding common stock pursuant to its stock repurchase program, for an aggregate authorization of \$200.0 million. As of May 18, 2017, FTI Consulting has repurchased 2,394,847 shares of its outstanding common stock at an average price per share of \$38.61 for an aggregate cost of approximately \$92.5 million. After giving effect to share repurchases through such date and the increased authorization, FTI Consulting has approximately \$107.5 million remaining available for common share repurchases under the program. No time limit was established for the completion of the program, and the program may be suspended, discontinued or replaced by the Board at any time without prior notice.

Under the program, FTI Consulting may repurchase shares in open-market purchases in accordance with all applicable securities laws and regulations. The specific timing and amount of repurchases will be determined by FTI Consulting’s management, in its discretion, and will vary based on market conditions, securities law limitations and other factors. The repurchases may be funded using available cash on hand or a combination of cash and available borrowings under FTI Consulting’s senior secured revolving bank credit facility.

**About FTI Consulting**

FTI Consulting, Inc. is a global business advisory firm dedicated to helping organizations manage change, mitigate risk and resolve disputes: financial, legal, operational, political & regulatory, reputational and transactional. With more than 4,700 employees located in 29 countries, FTI Consulting professionals work closely with clients to anticipate, illuminate and overcome complex business challenges and make the most of opportunities. FTI Consulting generated \$1.81 billion in revenues during fiscal year 2016. More information can be found at [www.fticonsulting.com](http://www.fticonsulting.com).

**Safe Harbor Statement**

*This press release includes “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, which involve uncertainties and risks. Forward-looking statements include statements, without limitation, regarding plans for share repurchases. When used in this press release, words such as “estimates,” “expects,” “anticipates,” “projects,” “plans,” “intends,” “believes,” “forecasts,” “may” and variations of such words or similar expressions are intended to identify forward-looking statements. All forward-looking statements are based upon our expectations at the time we make them and various assumptions. Our expectations, beliefs and projections are expressed in good faith, and we believe there is a reasonable basis for them. However, there can be no assurance that management’s plans will be achieved. Factors that could cause changes to our plans include risks described under the heading “Item 1A Risk Factors” in FTI Consulting’s most recent Form 10-K and in FTI Consulting’s other 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.*

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