

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): January 9, 2006

FTI CONSULTING, INC.

(Exact name of registrant as specified in charter)

Maryland
(State or other jurisdiction
of incorporation)

001-14875
(Commission File Number)

52-1261113
(IRS Employer
Identification No.)

500 East Pratt Street, Suite 1400, Baltimore, Maryland 21202
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (410) 224-8770

900 Bestgate Road, Suite 100, Annapolis, Maryland 21401
(Former name or former address, if changed since last report)

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))

Item 1.01 Entry into Material Definitive Agreement.**Barry S. Kaufman to Lead Technology Activities and Initiatives of FTI**

On January 11, 2006, FTI issued a press release announcing the appointment of Barry S. Kaufman, formerly Executive Vice President and Chief Risk Management Officer of FTI, to the newly created position of leader of FTI's technology activities and initiatives as a senior managing director, effective January 9, 2006. A copy of the press release has been filed as Exhibit 99.1 to this Current Report on Form 8-K and hereby is incorporated by reference herein.

In connection with his acceptance of that appointment, Mr. Kaufman and FTI entered into an amendment no. 1 (the "Amendment") to his employment agreement dated as of March 31, 2004 (the "Kaufman Employment Agreement") to reflect that as of January 9, 2006 Mr. Kaufman holds the office of a senior managing director and leader of FTI's technology activities and initiatives. In accordance with the Amendment, Mr. Kaufman has agreed to waive any right he might have otherwise had under his employment agreement to resign for "good reason" (as defined in the Kaufman Employment Agreement) based on the change in title and responsibilities described in the Amendment. This waiver in no way affects Mr. Kaufman's right or entitlement to exercise "good reason" resignation rights under the Kaufman Employment Agreement based on other or future circumstances, including but not limited to additional changes to his title and/or responsibilities beyond those contemplated by the Amendment. The Amendment is filed herewith as Exhibit 10.1 and hereby is incorporated by reference herein.

John A. MacColl Joins FTI as Executive Vice President and Chief Risk Officer

On January 11, 2006, FTI issued a press release announcing that John A. MacColl, age 57, has joined the Company as Executive Vice President and Chief Risk Officer, located primarily in Baltimore, Maryland, effective January 9, 2006 (the "Effective Date"). A copy of the press release has been filed as Exhibit 99.2 to this Current Report on Form 8-K and hereby is incorporated by reference herein.

FTI extended an offer to Mr. MacColl, which Mr. MacColl accepted, as of the Effective Date, that provides for a base salary of \$400,000 in 2006. Mr. MacColl is eligible to participate in FTI's executive benefits and incentive and bonus compensation plans. It also provides for a signing bonus in the amount of \$300,000, which could be repayable ratably by Mr. MacColl if he leaves the Company without good reason before January 9, 2007. The Compensation Committee of the Board of Directors of FTI pursuant to the FTI Consulting, Inc. 2004 Long-Term Incentive Plan authorized equity awards effective January 9, 2006 (the "Date of Grant") of (i) 10,000 shares of restricted common stock of FTI vesting in three equal installments beginning on the first anniversary of the Date of Grant and (ii) a stock option exercisable for 50,000 shares of common stock of FTI at an exercise price equal to the closing price of one share of FTI's common stock as reported on the New York Stock Exchange for January 9, 2006, which vests as to 50% (25,000 shares) on January 9, 2006 and vests as to the remaining 50% (25,000 shares) in three equal annual installments beginning on the first anniversary of the Date of Grant. Mr. MacColl's employment with FTI is at-will, however, if his employment is terminated within three years of the Effective Date either (1) without "Cause" or for "Good Reason," in either case on or within two years after a "Change in Control," or (2) in anticipation of a "Change in Control," he will receive a lump sum cash payment of all amounts that would have been paid to him by FTI had he been employed through the third anniversary of the Effective Date, including bonuses at the greater of target (one times his base salary at the time of termination) or the highest actual bonus he earned before termination, and vesting of all stock options and restricted stock (to the extent that they do not otherwise vest on a "Change in Control"). For this purpose, "Cause," "Good Reason," and "Change in Control" or terms of similar import have the same meanings as set forth in FTI's employment agreement with its Chief Executive Officer. After three years of employment with FTI, Mr. MacColl will be entitled to compensation and benefits on a "Change in Control" determined using the same methodology as applicable to the determination of such benefits to FTI's Chief Executive Officer.

Item 9.01 Financial Statements and Exhibits.

Exhibits

<u>Exhibit No.</u>	<u>Description</u>
10.1	Amendment No. 1 to Employment Agreement dated as of March 31, 2004, made and entered into as of the 9 th day of January, 2006, by and between FTI, LLC, a Maryland limited liability company with its principal offices in Annapolis, Maryland, FTI Consulting, Inc., a Maryland corporation with its principal offices in Annapolis, Maryland, and Barry S. Kaufman
99.1	Press Release dated January 11, 2006, of FTI Consulting, Inc.
99.2	Press Release dated January 11, 2006, of FTI Consulting, Inc.

SIGNATURES

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

FTI CONSULTING, INC.

Dated: January 12, 2006

By: /s/ THEODORE I. PINCUS

Theodore I. Pincus
Executive Vice President and
Chief Financial Officer

EXHIBIT INDEX

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AMENDMENT NO. 1 TO EMPLOYMENT AGREEMENT

THIS AMENDMENT NO. 1 (this "**Amendment**") to the Employment Agreement dated as of March 31, 2004 (the "**Agreement**"), is made and entered into as of the 9th day of January, 2006, by and between FTI, LLC, a Maryland limited liability company with its principal offices in Annapolis, Maryland ("**FTI LLC**"), FTI Consulting, Inc., a Maryland corporation with its principal offices in Annapolis, Maryland ("**FTI**"), and Barry S. Kaufman ("**Executive**"). FTI LLC, FTI and its consolidated subsidiaries and affiliates constitute the "**Company**."

WITNESSETH:

WHEREAS, the Agreement provides that Executive shall be employed in the position of Executive Vice President and Chief Risk Management Officer of the Company; and

WHEREAS, effective January 9, 2006, the Company has offered, and Mr. Kaufman has accepted, the newly created position of leader of the Company's technology activities and initiatives in the capacity as a senior managing director of FTI, LLC ("**SMD**"); and

NOW, THEREFORE, in consideration of the mutual covenants set forth in this Amendment, Company and Executive hereby agree as follows:

1. Change in Title. As of January 9, 2006, Executive will (i) be employed to serve as, and have the title of, a SMD and leader of the Company's technology activities and initiatives, to perform such duties consistent with such positions and as Executive shall reasonably be directed to perform by the President and Chief Executive Officer or Board of Directors of Company, (ii) have such authority as may be reasonably necessary or appropriate in order to enable Executive to carry out the duties and responsibilities of Executive's employment under the Agreement, as amended, (iii) have Executive's principal office located at Company's offices in Annapolis, Maryland, and (iv) be entitled to office services and support commensurate with Executive's position, duties and responsibilities.

2. Good Reason Resignation Rights. Executive hereby waives any right he might have otherwise had under Section 9(e)(i) of the Agreement to resign for "Good Reason" based on the change in title and responsibilities described in Section 1 of this Amendment. This waiver in no way affects Executive's right or entitlement to exercise "Good Reason" resignation rights under Section 9(e) of the Agreement based on other or future circumstances, including but not limited to additional changes to his title and/or responsibilities beyond those contemplated by Section 1 of this Amendment.

3. Affirmation. This Amendment is to be read and construed with the Agreement as constituting one and the same agreement. Except as specifically modified by this Amendment, all remaining provisions, terms and conditions of the Agreement shall remain in full force and effect and shall be applicable to this Amendment with the same force and effect as if they were recited herein in full.

4. Defined Terms. All terms not herein defined shall have the meanings ascribed to them in the Agreement.

5. Counterparts. This Amendment may be executed in one or more counterparts, each of which shall be deemed to be an original but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have signed this Amendment on the date first above written.

FTI CONSULTING, INC.

Date: January 9, 2006

By: /s/ JACK B. DUNN, IV

Name: Jack B. Dunn, IV
Title: President and Chief Executive Officer

EXECUTIVE

Date: January 12, 2006

By: /s/ BARRY S. KAUFMAN

Barry S. Kaufman

**FTI Consulting, Inc.**

500 East Pratt Street
Suite 1400
Baltimore, Maryland 21202
(410) 951-9800

FOR FURTHER INFORMATION:**AT FTI CONSULTING:**

Jack Dunn, President & CEO
(410) 224-1483

AT THE ABERNATHY MACGREGOR GROUP:

Winnie Lerner/Jessica Liddell
(212) 371-5999

FOR IMMEDIATE RELEASE***FTI CONSULTING TAPS KAUFMAN TO LEAD TECHNOLOGY INITIATIVE*****Technology To Be Reported As Separate Business Segment**

BALTIMORE, MD, January 11, 2006—**FTI Consulting, Inc. (NYSE: FCN)**, a premier provider of problem-solving consulting and technology services to major corporations, financial institutions and law firms, announced today that it has named Barry Kaufman to lead its rapidly expanding and increasingly pivotal technology initiative. In addition, beginning with the first quarter of 2006, FTI will begin reporting its technology business as a separate business segment.

Included in FTI's Technology Consulting segment will be the electronic evidence and e-discovery practice group headed by David Remnitz, the complex litigation data analysis practice group headed by Rob Brunner and Eric Post, the software development group led by Eddie O'Brien, which includes Ringtail Legal 2005, and FTI's application services provider and documents analytics business led by Seth Rierson and Joe Looby. Mr. Kaufman will also have oversight responsibilities for FTI's internal technology platform.

With 30 years of experience in the consulting profession, Mr. Kaufman joined FTI in 2002 as vice president of operations and most recently served as executive vice president and chief risk management officer. During his initial tenure he helped build FTI's technology practice and was instrumental in developing the relationship with Ringtail, which was acquired last year and serves as the backbone of FTI's application service provider business.

Prior to joining FTI, Mr. Kaufman was a partner in Andersen's Business Consulting practice, where he led the Washington, DC-based organizational strategy and enterprise technology group that served the government market. At Andersen, he was responsible for helping government agencies achieve policy and performance goals mandated by Congress, the executive branch, state legislatures and citizen commissions. He also served as a risk management practice director for complex consulting engagements for clients in the telecommunications, consumer products, technology, oil and gas, and entertainment industries and was a member of the National Business Consulting quality assurance program. Prior to Andersen, Mr. Kaufman served as president of his own firm, KTFB, where he developed technical architecture solutions for a major consulting firm and the reengineering of a bankrupt city government. Before KTFB, he was a director with Kahn Consulting, which provided litigation consulting and corporate recovery services and was subsequently acquired by FTI. Mr. Kaufman holds a B.A. in economics from the University of Michigan and an M.B.A. in finance from Dartmouth College's Tuck School of Business. He is a member of the American Institute of Certified Public Accountants.

Commenting on Mr. Kaufman's promotion, FTI chief executive officer and president, Jack Dunn, said: "From our recent results to our vision of the future, it is clear that technology will be a vital key to our success. Fortunately, we enjoy a unique market niche, combining the best in domain content expertise with the best tools to provide intelligent, efficient end-to-end solutions. Barry's extensive experience in restructuring and forensic accounting combined with his technology expertise makes him the ideal candidate to lead and continue to grow our technology business in the future."

In a related announcement today, the Company appointed John MacColl executive vice president and chief risk officer. Mr. MacColl will assume Mr. Kaufman's role and will have primary responsibility for the oversight of all the Company's risk management activities.

About FTI Consulting

FTI is a premier provider of problem-solving consulting and technology services to major corporations, financial institutions and law firms when confronting critical issues that shape their future and the future of their clients, such as financial and operational improvement, major litigation, mergers and acquisitions and regulatory issues. Strategically located in 24 of the major US cities, London and Melbourne, FTI's total workforce of more than 1,300 employees includes numerous PhDs, MBAs, CPAs, CIRAs and CFEs, who are committed to delivering the highest level of service to clients.

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This press release includes “forward-looking” statements that involve uncertainties and risks. There can be no assurance that actual results will not differ from the company’s expectations. The company has experienced fluctuating revenues, operating income and cash flow in some prior periods and expects this may occur from time to time in the future. As a result of these possible fluctuations, the company’s actual results may differ from our projections. Further, preliminary results are subject to normal year-end adjustments. Other factors that could cause such differences include pace and timing of additional acquisitions, the company’s ability to realize cost savings and efficiencies, competitive and general economic conditions, retention of staff and clients and other risks described 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.

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FOR IMMEDIATE RELEASE

**JOHN MACCOLL, FORMER VICE CHAIRMAN AND GENERAL COUNSEL OF ST. PAUL
TRAVELERS JOINS FTI CONSULTING**

BALTIMORE, MD, January 11, 2006—FTI Consulting, Inc. (NYSE: FCN), a premier provider of problem-solving consulting and technology services to major corporations, financial institutions and law firms, today announced that John MacColl, former vice chairman and general counsel of St. Paul Travelers, has been named executive vice president and chief risk officer of FTI, effective January 9, 2006. Mr. MacColl's primary responsibility will be the oversight of all the Company's risk management activities. He assumes this position as Barry Kaufman becomes the leader of FTI's technology consulting segment, which was announced today by FTI in a separate release.

In addition to his executive roles with St. Paul Travelers, and its predecessor company, St. Paul Companies, he served on the St. Paul board of directors from May 2002 to April 2004. Prior to The St. Paul, Mr. MacColl was a member of senior executive management at USF&G Corporation, performing in a similar role. Before joining USF&G, he was a partner in the law firm of Piper & Marbury specializing in securities and commercial litigation.

Commenting on his appointment, Jack Dunn, FTI's president and chief executive officer, said, "John brings to FTI an impressive 30 year career at the highest levels of corporate and legal America. As we continue to embrace future growth opportunities and strive to achieve our goal of being a highly profitable, billion dollar company by the end of 2009, no one is better qualified than John to help us identify, assess and overcome any issues that may lie ahead."

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Mr. Dunn continued, “Specifically, his experience dealing with top flight professionals in people businesses and performing complex engagements in the areas of litigation, finance and risk mitigation will be invaluable. His forte in helping build an institution that, in turn, helps its people to better serve their clients, better achieve their career goals and better reward them for their efforts is ideally suited to enhancing FTI’s already strong commitment to quality assurance and attention to risk management. We are delighted to welcome him to our team.”

About FTI Consulting

FTI is a premier provider of problem-solving consulting and technology services to major corporations, financial institutions and law firms when confronting critical issues that shape their future and the future of their clients, such as financial and operational improvement, major litigation, mergers and acquisitions and regulatory issues. Strategically located in 24 of the major US cities, London and Melbourne, FTI’s total workforce of more than 1,300 employees includes numerous PhDs, MBAs, CPAs, CIRAs and CFEs, who are committed to delivering the highest level of service to clients.

This press release includes “forward-looking” statements that involve uncertainties and risks. There can be no assurance that actual results will not differ from the company’s expectations. The company has experienced fluctuating revenues, operating income and cash flow in some prior periods and expects this may occur from time to time in the future. As a result of these possible fluctuations, the company’s actual results may differ from our projections. Further, preliminary results are subject to normal year-end adjustments. Other factors that could cause such differences include pace and timing of additional acquisitions, the company’s ability to realize cost savings and efficiencies, competitive and general economic conditions, retention of staff and clients and other risks described 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.

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