

**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM S-8**  
**REGISTRATION STATEMENT**  
*Under*  
**THE SECURITIES ACT OF 1933**

**FTI CONSULTING, INC.**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State of  
Incorporation)

**52-1261113**  
(IRS Employer  
Identification Number)

**900 Bestgate Road, Suite 100,**  
**Annapolis, Maryland 21401**  
(Address of Principal Executive Offices)

**FTI CONSULTING, INC. EMPLOYEE STOCK**  
**PURCHASE PLAN, AS AMENDED**  
(Full title of the Plan)

**Jack B. Dunn, IV**  
**Chairman of the Board and Chief Executive Officer**  
**FTI Consulting, Inc.**  
**900 Bestgate Road, Suite 100**  
**Annapolis, Maryland 21401**  
**(410) 244-8770**  
(Name, address and telephone number of agent for service)

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee(2)
Common Stock, par value \$.01 per share	375,000 shares	\$ 38.95	\$ 14,606,250.00	\$ 1,182.00

- (1) An aggregate of 1,800,000 shares of Common Stock may be offered or issued pursuant to the FTI Consulting, Inc. Employee Stock Purchase Plan, as amended, of which 900,000 shares, split-adjusted, were previously registered on Form S-8 (File No. 333-30173) and 225,000 shares, split-adjusted, were previously registered on Form S-8 (File No. 333-64050), and 300,000 shares, split adjusted, were previously registered on Form S-8 (File No. 333-92384), and 375,000 shares, split adjusted, are being registered hereunder.
- (2) Estimated solely for the calculation of the registration fee pursuant to Rule 457(c) and (h). The registration fee has been calculated with respect to the additional securities registered on this Form S-8 only, on the basis of the average of the high and low prices reported on The New York Stock Exchange on May 29, 2003.

**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The contents of the Registration Statement of FTI Consulting, Inc., formerly known as Forensic Technologies International Corporation (the "**Company**"), on Form S-8 (File No. 333-30173) filed with the Commission on June 27, 1997, the Registration Statement of the Company on Form S-8 (File No. 333-64050) filed with the Commission on June 28, 2001, and the Registration Statement of the Company on Form S-8 (File No. 333-92384) filed with the Commission on July 15, 2002, are incorporated by reference herein.

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities remaining unsold shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute part of this Registration Statement.

**Item 8. Exhibits.**

Number	Description
4.1*	Articles of Incorporation of the Registrant, as amended and restated.
4.2**	By-Laws of the Registrant, as amended and restated.
4.3***	Employee Stock Purchase Plan, as amended.
5.1	Opinion of Piper Rudnick LLP.
23.1	Consent of Independent Auditors.
23.2	Consent of Piper Rudnick LLP (included in Exhibit 5.1).
24.1	Power of Attorney (included as part of the signature page to this Registration Statement).

\* Filed as an exhibit to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 23, 2003, and incorporated herein by reference.

\*\* Filed as an exhibit to the Company's Annual Report on Form 10-K/A for the year ended December 31, 2000, and incorporated herein by reference.

\*\*\* Filed as an exhibit to the Company's definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on April 11, 2003, and incorporated herein by reference.



/s/ JACK B. DUNN, IV	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	May 30, 2003
_____ Jack B. Dunn, IV		
/s/ STEWART J. KAHN	President, Chief Operating Officer and Director	May 30, 2003
_____ Stewart J. Kahn		
/s/ THEODORE I. PINCUS	Executive Vice President, Chief Financial Officer and Assistant Secretary (Principal Financial and Accounting Officer)	May 30, 2003
_____ Theodore I. Pincus		
/s/ DENIS J. CALLAGHAN	Director	May 30, 2003
_____ Denis J. Callaghan		
/s/ JAMES A. FLICK, JR.	Director	May 30, 2003
_____ James A. Flick, Jr.		
/s/ PETER F. O'MALLEY	Director	May 30, 2003
_____ Peter F. O'Malley		
/s/ DENNIS J. SHAUGHNESSY	Director	May 30, 2003
_____ Dennis J. Shaughnessy		
/s/ GEORGE P. STAMAS	Director	May 30, 2003
_____ George P. Stamas		

Piper Rudnick

6225 Smith Avenue  
Baltimore, Maryland 21209-3600  
www.piperrudnick.com

Phone (410) 580-3000  
Fax (410) 580-3001

May 30, 2003

FTI Consulting, Inc.  
900 Bestgate Road, Suite 100  
Annapolis, Maryland 21401

Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel for FTI Consulting, Inc., a Maryland corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") of a Registration Statement of the Company on Form S-8 (the "Registration Statement") registering 375,000 shares (the "Shares") of common stock, par value \$.01 per share, of the Company (the "Common Stock"), under the Securities Act of 1933, as amended (the "Act") which are issuable under the FTI Consulting, Inc. Employee Stock Purchase Plan (the "Plan"). This opinion is being furnished to you at your request in connection with the filing of the Registration Statement.

In rendering the opinion expressed herein, we have reviewed originals or copies, certified or otherwise identified to our satisfaction, of the Registration Statement, the Charter and By-Laws of the Company, each as amended and restated and in effect on the date hereof, the Plan, the proceedings of the Board of Directors of the Company relating to the issuance of the Shares, a short-form good standing certificate for the Company issued as of a recent date by the Maryland State Department of Assessments and Taxation, a Certificate of the Secretary of the Company dated the date hereof, and such other statutes, certificates, instruments and documents relating to the Company and matters of law as we have deemed necessary for the purpose of the rendering of this opinion. In such examination of the aforesaid documents, we have assumed, without independent investigation, the genuineness of all signatures, the legal capacity of all individuals who have executed any of the aforesaid documents, the authenticity of all documents submitted to us as originals, the conformity with originals of all documents submitted to us as copies (and the authenticity of the originals of such copies), and the accuracy and completeness of all public records reviewed by us. As to any facts material to this opinion which we did not independently establish or verify, we have relied solely on the Certificate of Secretary.

Based upon the foregoing, subject to the additional assumptions, qualifications, and limitations below, having regard for such legal considerations as we deem relevant, and limited in all respects to applicable Maryland law, we are of the opinion and advise you that the Shares to be issued by the Company pursuant to the Plan have been duly and validly authorized and, when issued and delivered as contemplated in the Registration Statement and in accordance with the Plan, will be validly issued, fully paid, and nonassessable.

In addition to the qualifications set forth above, this opinion is subject to additional assumptions, qualifications, and limitations as follows:

(a) This opinion concerns only the effect of the laws (exclusive of the principles of conflict of laws) of the State of Maryland as currently in effect. We assume no obligation to supplement this opinion if any applicable laws change after the date hereof or if any facts or circumstances come to our attention after the date hereof that might change this opinion.

(b) We have made no investigation of, and we express no opinion as to, the laws of any jurisdiction other than the laws of the State of Maryland.

(c) We express no opinion as to compliance with the securities (or "blue sky") laws of the State of Maryland.

(d) We assume that the issuance of the Shares will not cause the Company to issue shares of Common Stock in excess of the number of shares of Common Stock authorized by the Company's Charter at the time of their issuance.

(e) This opinion is limited to the matters set forth herein, and no other opinion should be inferred beyond the matters expressly stated.

We consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to our firm and to our opinion in the Registration Statement. In giving our consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Piper Rudnick LLP

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement of FTI Consulting, Inc. on Form S-8, pertaining to the FTI Consulting, Inc. Employee Stock Purchase Plan, as amended, of our report dated February 12, 2003, with respect to the consolidated financial statements and schedule of FTI Consulting, Inc. and subsidiaries included in the Annual Report (Form 10-K) for the year ended December 31, 2002, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Baltimore, Maryland  
May 27, 2003