

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(B) OR (G) OF THE
SECURITIES EXCHANGE ACT OF 1934

FTI Consulting, Inc.

(Exact name of registrant as specified in its charter)

Maryland

52-126113

(State of incorporation or organization)

(I.R.S. Employer Identification No.)

2021 Research Drive, Annapolis, Maryland

21401

(Address or principal executive offices)

(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A. (c), please check the following box. [X]

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box. []

Securities Act registration statement file number to which this form relates:N/A

(If applicable)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class
to be so Registered

Name of Each Exchange on Which
Each Class is to be Registered

Common Stock, par value \$.01 per share

American Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act:

NONE

(Title of Class)

NONE

(Title of Class)

Item 1 Description of Registrant's Securities to be Registered

The Registrant's Registration Statement on Form SB-2 filed with the Securities and Exchange Commission on March 5, 1996, as amended by Amendment No. 1 to the Registration Statement filed on March 29, 1996 and Amendment No. 2 to the Registration Statement filed on April 1, 1996, File No. 333-2002 (collectively referred to hereafter as the "Registration Statement") and Prospectus filed with the Securities and Exchange Commission pursuant to Rule 424(b) on May 10, 1996 are hereby incorporated by reference herein.

Item 2 Exhibits

1. Specimen of security registered hereunder*
2. Amended and Restated Articles of Incorporation*

3. Restated By-Laws*
4. Amendment to Article First of Articles of Incorporation
5. Amendment No. 1 to By-Laws

*Incorporated by reference to the Exhibits filed as exhibits to the Registration Statement

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf on the undersigned, thereto duly authorized.

FTI CONSULTING, INC.
(Registrant)

Date March 3, 1999

By /s/ Jack B. Dunn, IV

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

FORENSIC TECHNOLOGIES INTERNATIONAL CORPORATION

ARTICLES OF AMENDMENT

Forensic Technologies International Corporation, a Maryland corporation having its principal office in Anne Arundel County, hereby certifies to the Maryland State Department of Assessments and Taxation that:

FIRST: Forensic Technologies International Corporation, a Maryland corporation (the "Corporation"), desires to amend its Charter as currently in effect.

SECOND: The following provisions are all of the provisions of the Charter as amended:

ARTICLE FIRST: Article First be and hereby is amended to change the name of the Corporation and to read in its entirety as follows:

"ARTICLE FIRST: The name of the Corporation (which is hereinafter called the Corporation) is:

FTI CONSULTING, INC.

THIRD: (A) The directors of the Corporation by unanimous written consent adopted a resolution that described the foregoing amendment of the Charter, declaring that said amendment was advisable and directing that said amendment be submitted for approval by the stockholders.

(B) The holders of all classes of outstanding capital stock of the Corporation entitled to vote on the Amendment to the Articles of Incorporation of the Corporation approved this amendment of the Charter on May 20, 1998 by a majority of the stockholders at the Annual Meeting of the Stockholders of the Corporation, at which a quorum was present in person or by proxy and was acting throughout.

FOURTH: As of immediately prior to this amendment, the total number of shares of all classes of stock which the Corporation had authority to issue was 20,000,000, of which 16,000,000 were Common Stock having a par value of \$.01 per share, for a total aggregate par value of \$160,000 and 4,000,000 shares were Preferred Stock having a par value of \$.01 per share, for a total aggregate par value of \$40,000. These Articles of Amendment do not make any change to the authorized capital stock of the Corporation.

FIFTH: The undersigned President acknowledges these Articles of Amendment to be the corporate act of the Corporation and, as to all matters or facts required to be verified under oath, the undersigned President acknowledges that to the best of his knowledge, information and belief, these matters and facts are true in all material respects and this statement is made under the penalties of perjury.

IN WITNESS WHEREOF, the Corporation has caused these presents to be signed in its name and on its behalf by its President and witnessed by its Secretary on May 20, 1998.

WITNESS:

/s/ Gary Sindler

Gary Sindler
Secretary

FTI CONSULTING, INC.

/s/ Jack B. Dunn, IV

Jack B. Dunn, IV
President

[CORPORATE SEAL]

AMENDMENT NO. 1 TO BY-LAWS OF

FORENSIC TECHNOLOGIES INTERNATIONAL CORPORATION

Article II, Section 2 of the By-Laws of Forensic Technologies International Corporation is hereby amended to read in its entirety as follows:

SECTION 2. Annual Meeting. An annual meeting of the stockholders for the election of directors and the transaction of any business within the powers of the Corporation shall be held on the third Wednesday in May of each year or a date no more than 31 days thereafter and at such time and place as the Board of Directors shall determine. Except as the Charter or statute provides otherwise, any business may be considered at an annual meeting without the purpose of the meeting having been specified in the notice. The failure to hold an annual meeting does not invalidate the Corporation's existence or affect any otherwise valid corporate acts.

This Amendment No. 1 to the By-Laws has been duly adopted by the Board of Directors of the Corporation effective as of the 25th day of March 1997.