
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): March 4, 2013

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.)

777 South Flagler Drive, Suite 1500, West Palm Beach, Florida 33401
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (561) 515-1900
(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))
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Item 7.01 Regulation FD Disclosure.

FTI Consulting, Inc. (“FTI Consulting”) intends to use a presentation from time to time in its discussions with investors (the “Presentation”). The Presentation addresses FTI Consulting’s financial results for the fourth quarter and year ended December 31, 2012, operating data and past, present and future business drivers. A copy of the Presentation is furnished as Exhibit 99.1 and has been posted to the FTI Consulting website at www.fticonsulting.com.

The Presentation includes information regarding adjusted EBITDA, adjusted segment EBITDA and adjusted net income and adjusted earnings per share. FTI Consulting defines “Adjusted EBITDA” as net income before income tax provision, other income (expense), depreciation, amortization of intangible assets, goodwill impairment charge and special charges, “Adjusted Segment EBITDA” as a segment’s share of consolidated operating income before depreciation, amortization of intangible assets, goodwill impairment charge and special charges, and “Adjusted Net Income” and “Adjusted EPS” as net income and earnings per diluted share, respectively, excluding the net impact of any goodwill impairment charge, any special charges and any loss on early extinguishment of debt that were incurred in that period. Adjusted EBITDA, Adjusted Segment EBITDA, Adjusted EPS and Adjusted Net Income are not defined in the same manner by all companies and may not be comparable to other similarly titled measures of other companies. Although Adjusted EBITDA, Adjusted Segment EBITDA, Adjusted EPS and Adjusted Net Income are not measures of financial condition or performance determined in accordance with generally accepted accounting principles (“GAAP”), FTI Consulting believes that they can be useful operating performance measures for evaluating FTI Consulting’s results of operations as compared from period-to-period and as compared to its competitors. These non-GAAP measures should be considered in addition to, but not as a substitute for or superior to, the information contained in FTI Consulting’s Condensed Consolidated Statements of Comprehensive Income (Loss). EBITDA is a common alternative measure of operating performance used by investors, financial analysts and rating agencies to value and compare the financial performance of companies in our industry. FTI Consulting uses Adjusted EBITDA and Adjusted Segment EBITDA to evaluate and compare the operating performance of its segments. Reconciliations of GAAP to Non-GAAP financial measures are included in the Presentation.

The Presentation contains forward-looking statements within the meaning of the federal securities laws. These forward-looking statements are necessarily based on certain assumptions as of the date such forward-looking statements were made and are subject to significant risks and uncertainties. FTI Consulting does not undertake any responsibility for the adequacy, accuracy or completeness or to update any of these statements in the future. Actual future performance and results could differ from that contained in or suggested by the forward-looking statements.

The information included herein, including Exhibit 99.1 furnished herewith, shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be incorporated by reference into any filing pursuant to the Securities Act of 1933, as amended, or the Exchange Act, regardless of any incorporation by reference language in any such filing, except as expressly set forth by specific reference in such filing.

ITEM 9.01. Financial Statements and Exhibits

(d) *Exhibits.*

99.1 March 2013 Investor Presentation 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.

Dated: March 5, 2013

FTI CONSULTING, INC.

By: /s/ ERIC B. MILLER
Eric B. Miller
Executive Vice President, General Counsel and
Chief Risk Officer

EXHIBIT INDEX

Exhibit
No.


Description

99.1 March 2013 Investor Presentation of FTI Consulting, Inc.



FTI Consulting

March 2013



Cautionary Note About Forward-Looking Statements

This presentation 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 concerning our plans, objectives, goals, strategies, future events, future revenues, future results and performance, expectations, plans or intentions relating to acquisitions and other matters, business trends and other information that is not historical, including statements regarding estimates of our future financial results. When used in this presentation, words such as "estimates," "expects," "anticipates," "projects," "plans," "intends," "believes," "forecasts" and variations of such words or similar expressions are intended to identify forward-looking statements. All forward-looking statements, including, without limitation, estimates of our future financial results, 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 expectations, beliefs and estimates will be achieved, and the Company's actual results may differ from our expectations, beliefs and estimates. The Company has experienced fluctuating revenues, operating income and cash flow in prior periods and expects that this will occur from time to time in the future. Other factors that could cause such differences include declines in demand for, or changes in, the mix of services and products that we offer, the mix of the geographic locations where our clients are located or where services are performed, adverse financial, real estate or other market and general economic conditions, which could impact each of our segments differently, the pace and timing of the consummation and integration of past and future 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 under the heading "Item 1A. Risk Factors" in the Company's most recent Form 10-K and in the Company's other filings with the Securities and Exchange Commission, including the risks set forth under "Risks Related to Our Operating Segments" and "Risks Related to Our Operations". 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.

Investment Thesis

FTI Consulting is a global business advisory firm dedicated to helping organizations protect and enhance their enterprise value in an increasingly complex legal, regulatory and economic environment

Scalable business model

- Flexible and attractive business model with the opportunity to leverage cross-practice engagements

Well positioned to benefit from key activities

- Global regulatory activism, overhaul of financial and credit regulatory markets and the overall complexity of doing business globally

Strong competitive position to capture market share in global investigations

- LIBOR probe, FCPA investigations, whistleblower investigations and trading probes

Executable growth strategy

- Adding scale to established global infrastructure should yield higher incremental margins

Balanced approach to enhanced stockholder value

- Capital deployment focused on value-enhancing initiatives
- \$250 million stock buyback program approved in June 2012 - repurchased approximately \$50 million of stock in 2012

Healthy balance sheet, strong cash flows and access to capital

Global Business with Diverse Event-Driven Offering

FTI Consulting has built a balanced portfolio of global businesses that offer event-driven services and solutions

Corporate Finance/Restructuring

Restructuring/turnaround services
Transaction advisory services
Interim management
Investment banking

Bankruptcy support services
Private equity
Performance improvement

Economic Consulting

Antitrust & competition economics
Securities litigation & risk management
Intellectual property
International arbitration

Labor & employment
Public policy
Regulated industries
Business valuation

Forensic and Litigation Consulting

Forensic accounting & advisory services
Global risk & investigations segment
Compliance, monitoring & receivership
Intellectual property

Dispute advisory services
Trial services
Financial & enterprise data analytics

Technology

Computer forensics & investigations
Discovery consulting

E-discovery software & services

Strategic Communications

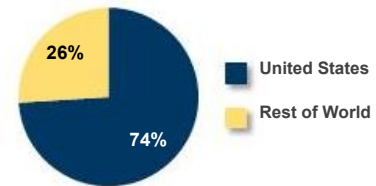
Financial communications
Corporate communications
Strategy consulting & research

Crisis communications
Public affairs
Creative engagement

FY12 Segment Revenues



FY12 Geographic Revenues



The Globalization of FTI Consulting

FTI Consulting will continue to add scale and expertise to the Company's global infrastructure

The increasingly aggressive regulatory and enforcement environment should bode very well for large consulting firms with global reach and reputations like FTI Consulting

North America

- Strong demand for Healthcare, Energy, Telecommunications, Media and Technology, Financial Services and Insurance industry solutions
- Opportunity to enhance client relationships through cross-segment engagements

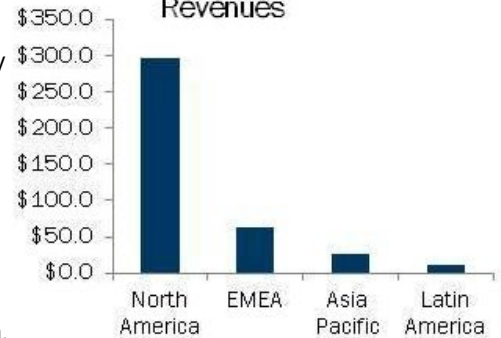
Europe, Middle East and Africa (EMEA)

- Depressed valuations present M&A opportunities
- Continue to invest based on pockets of demand – Global Risk and Investigations Practice (GRIP), Restructuring, Anticorruption, Compliance, Valuation and Remediation

Asia Pacific & Latin America

- Continue to build out geographic presence and capabilities
- Restructuring and Global Risk and Investigations Practice (GRIP) driven by rapid influx of capital

Fourth Quarter 2012 Revenues

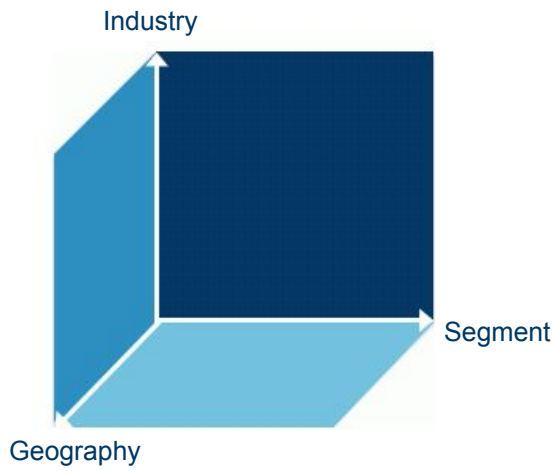


Fourth Quarter 2012 Y/Y Revenue Growth



The FTI Consulting Matrix

FTI Consulting's matrix organizational structure appropriately emphasizes the segment, geographic and industry drivers of our businesses, allowing for improved understanding and response to our client's needs and increased leverage of resources, knowledge and solutions in our rapidly growing markets



Three strategies that drive our business:

Segment: Continue to build out diverse platform of practices and solutions

Geography: Replicate segment and practice offering across existing global platform

Industry: Develop integrated industry focused solutions

Our People

FTI Consulting's unique integrated approach to protect and enhance enterprise value requires exceptional talent

FTI Consulting's most valuable asset is our people

- Over 3,900 employees in 95 offices and 24 countries
- 379 Senior Managing Directors, 469 Managing Directors and access to three Nobel Laureates

FTI Consulting is a global company with global leaders and advisors

- The FTI Consulting matrix establishes global leadership
- Board of Directors offering global insights, extensive experience and tenured leadership

Our collective expertise spans a wide range of practices, business and industries and fuels our ability to address even the most complex challenges

We hire the best and continue to invest in their on-going development

- FTI Consulting employees are supported throughout their career development through our educational and thought leadership initiatives: New Hire Orientation, New Managing Director School, FTI Consulting University and Executive Leadership Forums



2013 Growth Catalysts

Demand for FTI Consulting's services and expertise is expected to be driven by multiple catalysts in 2013

Improved post election regulatory environment

Uptick in the pace of M&A activity

- Currently have strong levels of M&A "first look" retentions
- M&A touches every business segment with the potential to materially increase revenues

Restructuring and investigations opportunities in Europe, Asia Pacific and Latin America

- Investments made to enhance our Global Risk and Investigations Practice (GRIP), Restructuring, and Anticorruption, Compliance, Valuation and Remediation Practice
- Rapid influx of capital investment in Asia Pacific and Latin America

Attractive macro-drivers in Asia Pacific and Latin America

- China's new leadership plans to boost spending to support economic recovery
- Opportunities for our Construction solutions offering in Brazil ahead of the 2014 World Cup and 2016 Olympic Games

Industry solutions opportunities in Healthcare, Energy and Insurance

- Need for business advisory in the ever-changing Healthcare industry
- Demand globally for Energy services irrespective of macroeconomic backdrop
- Insurance expected to be driven by increased disputes related to insurance payments and adjudications

Case Study: M&A Lifecycle and FTI Consulting's Integrated Service Offering

Merger Integration Services
 Post-Acquisition Disputes
 Purchase Price Dispute Services
 Global Risk & Investigation Services
 Compliance Monitoring & Remediation Services
 Post-Merger Communication Implementation
 Change Management Communications



- Corporate Finance/Restructuring
- Economic Consulting
- Forensic Litigation and Consulting
- Technology
- Strategic Communications

Case Study: Cross–Segment Engagements

Expect cross-segment engagements to bolster FTI Consulting's organic growth, brand visibility and reputation

FTI Consulting has established a global platform with deep expertise and broad capabilities

FTI Consulting leverages this platform by presenting our full set of services to current and potential clients as “one firm”

- A powerful tool and we believe a competitive advantage when marketing FTI Consulting services
- Cross-segment engagements promote a more client-centric, solutions-based go-to-market strategy

Our clients' problems, more often than not, need to benefit from services provided by more than one of our business practices

- Clients that face the most complex and critical situations want an integrated FTI Consulting team, a team that has the right combination of skills to solve multiple problems

FTI Consulting's biggest and most profitable projects are cross-segment engagements

- In 2012, all of FTI Consulting's top ten engagements were cross-segment engagements, with many of them including three or more business segments
- Our top ten clients represent multiple industries and include Fortune 500 companies, the world's most prestigious law firms, and the world's top bank holding companies

FTI Consulting's Financial Position Is Strong

Portfolio investments, coupled with continued cash generation and operational discipline, demonstrated in financial results

Significant cash flow generation

- \$156.8 million in cash and cash equivalent on the balance sheet as of December 31, 2012
- Leverage as of December 31, 2012 – less than 3:1

Balanced capital deployment aimed at productive and value enhancing initiatives for stockholders

- Maintain market leadership positions, impressive credentials and established reputation by investing in talent
- Investments in R&D and innovation should drive organic growth
- Acquisition strategy focused on building attractive, sustainable businesses
- \$250 million stock buyback program authorized in June 2012 – repurchased approximately \$50 million of stock in 2012

In 2012, completed debt refinancing transactions resulting in decreased interest rate, longer maturity profile and increased access to capital

FTI Consulting Summary

FTI Consulting is a global business advisory firm dedicated to helping organizations protect and enhance their enterprise value in an increasingly complex legal, regulatory and economic environment

Scalable business model

- Flexible and attractive business model with the opportunity to leverage cross-practice engagements

Well positioned to benefit from key trends

- Global regulatory activism, overhaul of financial and credit regulatory markets and the overall complexity of doing business globally

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Executable growth strategy

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Healthy balance sheet, strong cash flows and access to capital

Fiscal 2012 Results

(\$ in thousands, except per share data)

	Year Ended December 31,	
	2012	2011
Revenues	\$1,576,871	\$1,566,768
Direct cost of revenues	\$980,532	\$956,908
Selling, general & administrative expense	\$378,016	\$373,295
Special charges	\$29,557	\$15,212
Acquisition-related contingent consideration	(\$3,064)	(\$6,465)
Amortization of other intangible assets	\$22,407	\$22,371
Goodwill impairment charge	\$110,387	–
	\$1,517,835	\$1,361,321
Operating income	\$59,036	\$205,447
Other income (expense)		
Interest income & other	\$5,659	\$6,304
Interest expense	(\$56,731)	(\$58,624)
Loss on early extinguishment of debt	(\$4,850)	–
	(\$55,922)	(\$52,320)
Income before income tax provision	\$3,114	\$153,127
Income tax provision	\$40,100	\$49,224
Net income (loss)	(\$36,986)	\$103,903
Earnings (loss) per common share –basic	(\$0.92)	\$2.53
Weighted average common shares outstanding –basic	40,316	41,131
Earnings (loss) per common share –diluted	(\$0.92)	\$2.39
Weighted average common shares outstanding –diluted	40,316	43,473
Other Comprehensive income (loss), net of tax: Foreign currency translation adjustments, including tax expense (benefit) of \$654 and (\$1,568) in 2012 and 2011, respectively	\$15,023	(\$2,902)
Other comprehensive income (loss), net of tax	\$15,023	(\$2,902)
Comprehensive income (loss)	(\$21,963)	\$101,001

Fiscal 2012 Results: Segment Performance

(\$ in thousands, except headcount data)

Year Ended December 31, 2012	Revenues	Adjusted EBITDA ⁽¹⁾	Adjusted EBITDA ⁽¹⁾ as a % of Revenue	Utilization	Average Billable Rate	Revenue-Generating Headcount
Corporate Finance/Restructuring	\$459,231	\$108,966	23.7%	71%	\$416	836
Forensic & Litigation Consulting	\$343,074	\$52,743	15.4%	68%	\$370	813
Economic Consulting	\$391,622	\$77,461	19.8%	81%	\$493	474
Technology ⁽²⁾	\$195,194	\$57,203	29.3%	N/M	N/M	277
Strategic Communication ⁽²⁾	\$187,750	\$25,019	13.3%	N/M	N/M	593
Total Adjusted Segment EBITDA	\$1,576,871	\$321,392	20.4%			2,993
Corporate/Regions		(\$70,401)				
Adjusted EBITDA ⁽¹⁾		\$250,991	15.9%			

Year Ended December 31, 2011	Revenues	Adjusted EBITDA ⁽¹⁾	Adjusted EBITDA ⁽¹⁾ as a % of Revenue	Utilization	Average Billable Rate	Revenue-Generating Headcount
Corporate Finance/Restructuring	\$427,813	\$97,638	22.8%	70%	\$427	692
Forensic & Litigation Consulting	\$365,326	\$69,180	18.9%	69%	\$330	852
Economic Consulting	\$353,981	\$67,028	18.9%	85%	\$482	433
Technology ⁽²⁾	\$218,738	\$77,011	35.2%	N/M	N/M	290
Strategic Communication ⁽²⁾	\$200,910	\$26,801	13.3%	N/M	N/M	582
Total Adjusted Segment EBITDA	\$1,566,768	\$337,658	21.6%			2,849
Corporate/Regions		(\$66,046)				
Adjusted EBITDA ⁽¹⁾		\$271,612	17.3%			

(1) We define Adjusted EBITDA as net income before income tax provision, other income (expense), depreciation, amortization of intangible assets, special charges and goodwill impairment charge. Amounts presented in the Adjusted EBITDA column for each segment reflect the segments' respective Adjusted Segment EBITDA. We define Adjusted Segment EBITDA as the segments' share of consolidated operating income before depreciation, amortization of intangible assets, special charges and goodwill impairment charge. Although Adjusted EBITDA and Adjusted Segment EBITDA are not measures of financial condition or performance determined in accordance with generally accepted accounting principles ("GAAP"), we believe that these measures can be a useful operating performance measure for evaluating our results of operations as compared from period to period and as compared to our competitors. Adjusted EBITDA and Adjusted Segment EBITDA are not defined in the same manner by all companies and may not be comparable to other similarly titled measures of other companies. These non-GAAP measures should be considered in addition to, but not as a substitute for or superior to, the information contained in our Condensed Consolidated Statements of Comprehensive Income. See also our reconciliation of non-GAAP financial measures.

(2) The majority of the Technology and Strategic Communications segments' revenues are not generated based on billable hours. Accordingly, utilization and average billable rate metrics are not presented as they are not meaningful as a segment-wide metric.

Appendix

Reconciliation of non-GAAP Financial Measures

(\$ in thousands, except per share data)

	Year Ended December 31,	
	2012	2011
Net Income (loss)	(\$36,986)	\$103,903
Add back:	–	–
Specialcharges, net of tax effect ⁽¹⁾	\$19,115	\$9,285
Goodwillimpairment charge ⁽²⁾	\$110,387	–
Losson early extinguishment of debt, net of tax ⁽³⁾	\$2,910	–
Adjusted Net Income	\$95,426	\$113,188
Earnings (loss) per common share – diluted	(\$0.92)	\$2.39
Add back:		
Specialcharges, net of tax effect ⁽¹⁾	\$0.47	\$0.21
Goodwillimpairment charge ⁽²⁾	\$2.74	–
Losson early extinguishment of debt, net of tax ⁽³⁾	\$0.07	–
Impact of denominator for diluted adjusted earnings per common share ⁽⁴⁾	(\$0.06)	–
Adjusted earnings per common share – diluted	\$2.30	\$2.60
Weighted average number of common shares outstanding – diluted	41,578	43,473

(1) The tax effect takes into account the tax treatment and related tax rate(s) that apply to each adjustment in the applicable tax jurisdiction(s). As a result, the effective tax rates for the adjustments for the years ended December 31, 2012 and 2011 were 35.3% and 39.0%, respectively. The tax expense related to the adjustments for the years ended December 31, 2012 and 2011 were \$10.4 million or \$0.26 impact on adjusted earnings per diluted share and \$5.9 million or \$0.14 impact on diluted earnings per share, respectively.

(2) The goodwill impairment charge related to our Strategic Communications segment and is non-deductible for income tax purposes and resulted in no tax benefit for the year ended December 31, 2012.

(3) The tax effect takes into account the tax treatment and related tax rate(s) that apply to each adjustment in the applicable tax jurisdiction(s). As a result, the effective tax rate for the adjustments for year ended December 31, 2012 were 40.0%. The tax expense related to the adjustments for the year ended December 31, 2012 was \$1.9 million or \$0.05 impact on adjusted earnings per diluted share.

(4) For year ended December 31, 2012, the Company reported a net loss. For the period, the basic weighted average common shares outstanding equals the diluted weighted average common shares outstanding for purposes of calculating U.S. GAAP earnings per share because potentially dilutive securities would be antidilutive. For non-GAAP purposes, the per share and share amounts presented herein reflect the impact of the inclusion of share-based awards and convertible notes that are considered dilutive based on the impact of the add backs included in Adjusted Net Income above.

Reconciliation of Net Income and Operating Income to Adjusted EBITDA

(\$ in thousands)

Year Ended December 31, 2012	Corporate Finance/ Restructuring	Forensic and Litigation Consulting	Economic Consulting	Technology	Strategic Communications	Corporate/ Regions	Total
Net Income (loss)							(\$36,986)
Interest Income and other							(5,659)
Interest expense							56,731
Income tax provision							40,100
Loss on early extinguishment of debt							4,850
Operating Income (loss)	\$87,367	\$39,412	\$71,992	\$33,642	(\$97,298)	(\$76,079)	\$59,036
Depreciation and amortization	3,424	3,715	2,863	12,501	2,555	4,546	29,604
Amortization of other intangible assets	6,239	1,944	1,615	7,946	4,663	–	22,407
Special charges	11,936	7,672	991	3,114	4,712	1,132	29,557
Goodwill impairment charge	–	–	–	–	110,387	–	110,387
Adjusted EBITDA ⁽¹⁾	\$108,966	\$52,743	\$77,461	\$57,203	\$25,019	(\$70,401)	\$250,991

Year Ended December 31, 2011	Corporate Finance/ Restructuring	Forensic and Litigation Consulting	Economic Consulting	Technology	Strategic Communications	Corporate/ Regions	Total
Net Income							\$103,903
Interest Income and other							(6,304)
Interest expense							58,624
Income tax provision							49,224
Loss on early extinguishment of debt							–
Operating Income (loss)	\$78,923	\$62,499	\$60,890	\$57,917	\$19,066	(\$73,848)	\$205,447
Depreciation and amortization	3,480	3,423	2,552	11,168	2,997	4,962	28,582
Amortization of other intangible assets	5,795	2,419	1,493	7,926	4,738	–	22,371
Special charges	9,440	839	2,093	–	–	2,840	15,212
Goodwill impairment charge	–	–	–	–	–	–	–
Adjusted EBITDA ⁽¹⁾	\$97,638	\$69,180	\$67,028	\$77,011	\$26,801	(\$66,046)	\$271,612

(1) We define Adjusted EBITDA as net income before income tax provision, other income (expense), depreciation, amortization of intangible assets, special charges and goodwill impairment charges. We define Adjusted Segment EBITDA as a segment's share of consolidated operating income before depreciation, amortization of intangible assets, special charges and goodwill impairment charges. We define Total Adjusted Segment EBITDA as the total of Adjusted Segment EBITDA for all segments. We define Adjusted Net Income and Adjusted Earnings Per Diluted Share as net income and earnings per diluted share, respectively, excluding the impact of the special charges, goodwill impairment and loss on early extinguishment of debt that were incurred in that period. Adjusted EBITDA, Adjusted Segment EBITDA, Total Adjusted Segment EBITDA, Adjusted Earnings Per Share and Adjusted Net Income are not defined in the same manner by all companies and may not be comparable to other similarly titled measures of other companies unless the definition is the same. These non-GAAP measures should be considered in addition to, but not as a substitute for or superior to, the information contained in our Consolidated Statements of Comprehensive Income (Loss).



Critical thinking at the critical time™