
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): May 2, 2017

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.)

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)

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.

ITEM 2.02. Results of Operations and Financial Condition

FTI Consulting, Inc. (“FTI Consulting”) uses a presentation from time to time in its discussions with investors (the “Presentation”). The Presentation includes FTI Consulting’s past and present financial results, operating data and other information. A copy of the Presentation is furnished as Exhibit 99.1 and has been posted to the FTI Consulting website at www.fticonsulting.com.

ITEM 7.01. Regulation FD Disclosure

In the Presentation, FTI Consulting uses information derived from consolidated and segment financial information that may not be presented in its financial statements or prepared in accordance with U.S. generally accepted accounting principles (“GAAP”). Certain of these measures are not presented in accordance with GAAP (“Non-GAAP”) under the rules promulgated by the Securities and Exchange Commission. Specifically, FTI Consulting has referred to the following non-GAAP measures:

- Total Segment Operating Income
- Adjusted EBITDA
- Total Adjusted Segment EBITDA
- Adjusted EBITDA Margin
- Adjusted Net Income (Loss)
- Adjusted Earnings per Diluted Share
- Free Cash Flow

FTI Consulting has included the definitions of “Segment Operating Income (Loss)” and “Adjusted Segment EBITDA,” which are financial measures presented in accordance with GAAP, in order to more fully define the components of certain financial measures not presented in accordance with GAAP (“Non-GAAP”). FTI Consulting evaluates the performance of its operating segments based on Adjusted Segment EBITDA, and Segment Operating Income (Loss) is a component of the definition of Adjusted Segment EBITDA. FTI Consulting defines “Segment Operating Income (Loss)” as a segment’s share of consolidated operating income (loss). FTI Consulting defines “Total Segment Operating Income (Loss),” which is a Non-GAAP financial measure, as the total of Segment Operating Income (Loss) for all segments, which excludes unallocated corporate expenses. FTI Consulting uses Segment Operating Income (Loss) for the purpose of calculating Adjusted Segment EBITDA. FTI Consulting defines “Adjusted Segment EBITDA” as a segment’s share of consolidated operating income (loss) before depreciation, amortization of intangible assets, remeasurement of acquisition-related contingent consideration, special charges and goodwill impairment charges. FTI Consulting uses Adjusted Segment EBITDA as a basis to internally evaluate the financial performance of its segments because FTI Consulting believes it reflects current core operating performance and provides an indicator of the segment’s ability to generate cash. FTI Consulting defines “Adjusted Segment EBITDA Margin” as Adjusted Segment EBITDA as a percentage of a segment’s revenues.

FTI Consulting defines “Total Adjusted Segment EBITDA,” which is a Non-GAAP financial measure, as the total of Adjusted Segment EBITDA for all segments, which excludes unallocated corporate expenses. FTI Consulting defines “Adjusted EBITDA,” which is a Non-GAAP financial measure, as consolidated net income before income tax provision, other non-operating income (expense), depreciation, amortization of intangible assets, remeasurement of acquisition-related contingent consideration, special charges, goodwill impairment charges and losses on early extinguishment of debt. FTI Consulting believes that the Non-GAAP financial measures, which exclude the effects of remeasurement of acquisition-related contingent consideration, special charges and goodwill impairment charges, when considered together with its GAAP financial results and GAAP financial measures, provide management and investors with a more complete understanding of FTI Consulting’s operating results, including underlying trends. In addition, EBITDA is a common alternative measure of operating performance used by many of FTI Consulting’s competitors. It is used by investors, financial analysts, rating agencies and others to value and compare the financial performance of companies in FTI Consulting’s industry. Therefore, FTI Consulting also believes that these measures, considered along with corresponding GAAP measures, provide management and investors with additional information for comparison of its operating results with the operating results of other companies.

FTI Consulting defines “Adjusted Net Income” and “Adjusted Earnings per Diluted Share” (“Adjusted EPS”), which are Non-GAAP financial measures, as net income and earnings per diluted share, respectively, excluding the impact of remeasurement of acquisition-related contingent consideration, special charges, goodwill impairment charges and losses on early extinguishment of debt. FTI Consulting uses Adjusted Net Income for the purpose of calculating Adjusted EPS. Management of FTI Consulting uses Adjusted EPS to assess total company operating performance on a consistent basis. FTI Consulting believes that this Non-GAAP financial measure, which excludes the effects of the remeasurement of acquisition-related contingent consideration, special charges, goodwill impairment charges and losses on early extinguishment of debt, when considered together with its GAAP financial results, provides management and investors with an additional understanding of its business operating results, including underlying trends.

FTI Consulting defines Free Cash Flow as net cash provided by operating activities less cash payments for purchases of property and equipment. FTI Consulting believes this non-GAAP financial measure, when considered together with its GAAP financial results, provides management and investors with an additional understanding of FTI Consulting’s ability to generate cash for ongoing business operations and other capital deployment.

Non-GAAP financial measures are not defined in the same manner by all companies and may not be comparable with other similarly titled measures of other companies. Non-GAAP financial 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. Reconciliations of GAAP to Non-GAAP financial measures to the most directly comparable GAAP financial measures are included in the Presentation.

The Presentation may contain 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.

(d) *Exhibits*

99.1 May 2017 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.

FTI CONSULTING, INC.

Dated: May 3, 2017

By: /s/ CURTIS LU
Curtis Lu
General Counsel

EXHIBIT INDEX

Exhibit
No.

Description

99.1

May 2017 Presentation of FTI Consulting, Inc.



FTI Consulting, Inc.

Current Investor Presentation

May 2017



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, share repurchases 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 "anticipates," "estimates," "expects," "goals," "intends," "believes," "forecasts," "targets," "objectives" 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, projections and growth targets 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, estimates or growth targets will be achieved, and the Company's actual results may differ materially from our expectations, beliefs, estimates and growth targets. 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, fluctuations in the price per share of our common stock, 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 filed with the SEC and in the Company's other filings with the SEC, including the risks set forth under "Risks Related to Our Reportable 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 leading global business advisory firm with **strong people and strong positions**; corporations, law firms and governments come to FTI Consulting when there is a critical need

Organic growth strategy with an emphasis on profitable revenue growth

Committed to building a profitable business with **sustainable underlying growth**, regardless of economic conditions

Willingness to invest EBITDA in key growth areas where we have a right to win

Healthy balance sheet and strong cash flows with a commitment to return capital back to our shareholders

Believe we are on a path towards **sustained double-digit year-over-year EPS growth over time**



FTI Consulting: Experts with Impact

FCN

Publicly Traded

\$1.7BLN

Equity Market Capitalization¹

1982

Year Founded

4,700+

Total Employees Worldwide

430+

Senior Managing Directors

81

Offices in 81 Cities Around the Globe

9

9 Specialized Industry Practice Groups

2 Nobel Laureates

10/10

Advisor to World's Top 10 Bank Holding Companies

97/100

Advisor to 97 of the World's Top 100 Law Firms

56/100

56 of Global 100 Corporations are Clients



¹Total Shares outstanding times the closing share price as of April 20, 2017.

Our Global Reach

With offices in every major financial center and every corner of the globe, we successfully serve our clients wherever challenges and opportunities arise.



North America

- Canada**
 - Calgary
 - Toronto
 - Vancouver
- United States**
 - Annapolis
 - Atlanta
 - Austin
 - Baltimore
 - Boston
 - Brentwood
 - Charlotte
 - Chicago
 - Coral Gables
 - Dallas
 - Denver
 - Great Neck
 - Houston
 - Indianapolis
 - Lake Oswego
 - Los Angeles
 - McLean
 - Miami
 - Mountain View
 - New York
 - Oakland
 - Pasadena
 - Philadelphia
 - Phoenix
 - Pittsburgh
 - Princeton
 - Rockville
 - Roseland
 - Saddle Brook
 - San Francisco
 - Santa Barbara
 - Seattle
 - Tucson
 - Walnut Creek
 - Washington, D.C.
 - Wayne
 - West Palm Beach
 - Winston-Salem

Latin America

- Argentina**
 - Buenos Aires
- Brazil**
 - Rio de Janeiro
 - São Paulo
- Caribbean**
 - British Virgin Islands
 - Cayman Islands
- Colombia**
 - Bogotá
- Mexico**
 - Mexico City
- Panama**
 - Panama City

Europe, Middle East, Africa

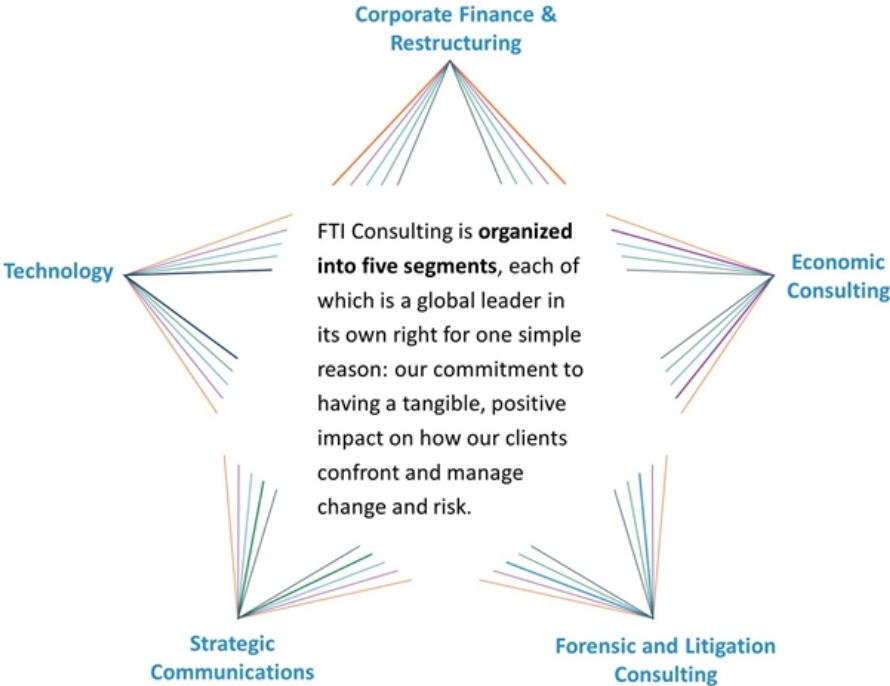
- Belgium**
 - Brussels
- Denmark**
 - Copenhagen
- Finland**
 - Helsinki
- France**
 - Paris
- Germany**
 - Berlin
 - Frankfurt
- Ireland**
 - Dublin
- Netherlands**
 - Den Haag
- Qatar**
 - Doha
- Russia**
 - Moscow
- South Africa**
 - Cape Town
 - Johannesburg
- Spain**
 - Madrid
- United Arab Emirates**
 - Abu Dhabi
 - Dubai
- United Kingdom**
 - London
 - Stirling

Asia Pacific

- Australia**
 - Brisbane
 - Melbourne
 - Perth
 - Sydney
- China**
 - Beijing
 - Guangzhou
 - Hong Kong
 - Shanghai
- India**
 - Mumbai
 - New Delhi
- Indonesia**
 - Jakarta
- Japan**
 - Tokyo
- Korea**
 - Seoul
- Malaysia**
 - Kuala Lumpur
- Philippines¹**
 - Manila
- Singapore**

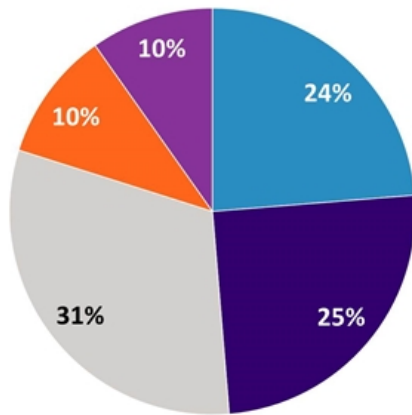
1. Affiliate

Business Snapshot: Five Segments, One Purpose

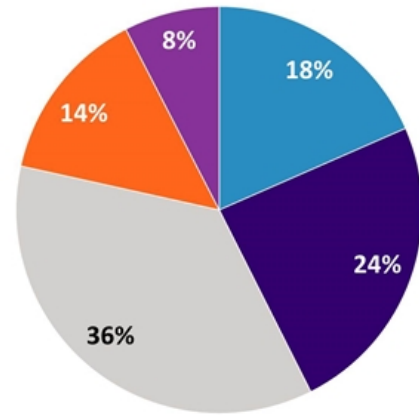


Segment Snapshot: Revenues and Adjusted Segment EBITDA

Q1 2017 Segment Revenues



Q1 2017 Total Adjusted Segment EBITDA¹



Corporate Finance & Restructuring

Services

Business Transformation

Turnaround & Restructuring

Interim Management

Transactions

Valuation & Financial Advisory Services

Dispute Advisory

Tax Services

Clients

Corporations/C-Suite

Boards of Directors

Equity Sponsors

Secured Lenders

Unsecured Creditors



| | 2012 | 2013 | 2014 | 2015 | Q1 2016 | Q2 2016 | Q3 2016 | Q4 2016 | 2016 | Q1 2017 |
|--------------------------------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|
| Segment Revenue | \$394,719 | \$382,526 | \$391,115 | \$440,398 | \$127,156 | \$132,142 | \$110,617 | \$113,354 | \$483,269 | \$105,901 |
| Segment Gross Profit Margin | 39.5% | 35.9% | 32.6% | 38.3% | 40.7% | 38.8% | 33.6% | 32.0% | 36.5% | 29.5% |
| Segment SG&A | \$61,027 | \$71,966 | \$75,382 | \$81,550 | \$20,823 | \$19,983 | \$20,109 | \$20,669 | \$81,584 | \$21,692 |
| Adjusted Segment EBITDA | \$95,916 | \$67,183 | \$55,492 | \$90,101 | \$31,603 | \$32,041 | \$17,762 | \$16,282 | \$97,688 | \$10,325 |
| Adjusted Segment EBITDA Margin | 24.3% | 17.6% | 14.2% | 20.5% | 24.9% | 24.2% | 16.1% | 14.4% | 20.2% | 9.7% |
| Segment Billable Headcount | 697 | 737 | 706 | 838 | 857 | 853 | 904 | 895 | 895 | 900 |

Corporate Finance & Restructuring (continued)

Segment Offering

The Corporate Finance & Restructuring segment focuses on strategic, operational, financial and capital needs of businesses by addressing the full spectrum of financial and transactional challenges faced by companies, boards, private equity sponsors, creditor constituencies and other stakeholders.

Medium-Term Initiatives

Reinforce core positions e.g., TMT, company-side, interim management, creditor rights

Drive organic growth in new/adjacent businesses where we have the right to win, e.g., EMEA restructuring, performance improvement, carve-out

Drive overseas bets to fruition e.g., EMEA Transaction Advisory Services, EMEA Tax

Focus on **profitability enhancements** and cost controls

Q1 2017 Key Financial Commentary

- **Revenues** decreased \$21.3 million, or 16.7%, to \$105.9 million for the three months ended March 31, 2017. This decrease was primarily driven by lower demand for restructuring services in North America.
- **Gross profit** decreased \$20.5 million, or 39.6%, to \$31.2 million for the three months ended March 31, 2017.
- **Gross profit margin** decreased 11.2 percentage points for the three months ended March 31, 2017. This decrease was primarily due to lower utilization as a result of a decline in demand for restructuring services in North America.
- **Adjusted Segment EBITDA** was \$10.3 million, or 9.7% of segment revenues, compared to \$31.6 million, or 24.9% of segment revenues, in the prior year quarter. The decline in Adjusted Segment EBITDA was primarily due to lower utilization as a result of a decline in demand for restructuring services in North America.

Forensic and Litigation Consulting

Services

Forensic Accounting & Advisory Services

Global Risk and Investigations Practice ("GRIP")

Dispute Advisory Services

Intellectual Property

Trial Services

Data & Analytics

Compliance, Monitoring & Receivership

Business Insurance Claims

Anti-Corruption Investigations & Compliance

Health Solutions

Clients

Corporations

Boards of Directors

Governments

Law Firms



Children's National

MKG



Poker Stars.com



| | 2012 | 2013 | 2014 | 2015 | Q1 2016 | Q2 2016 | Q3 2016 | Q4 2016 | 2016 | Q1 2017 |
|--------------------------------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|
| Segment Revenue | \$407,586 | \$433,632 | \$483,380 | \$482,269 | \$119,004 | \$118,193 | \$115,045 | \$105,492 | \$457,734 | \$111,406 |
| Segment Gross Profit Margin | 33.8% | 35.9% | 36.6% | 32.2% | 32.7% | 31.1% | 32.9% | 27.8% | 31.2% | 31.0% |
| Segment SG&A | \$80,842 | \$84,616 | \$90,707 | \$94,717 | \$20,192 | \$22,523 | \$22,554 | \$24,257 | \$89,526 | \$22,180 |
| Adjusted Segment EBITDA | \$60,566 | \$74,481 | \$90,468 | \$64,267 | \$19,808 | \$15,190 | \$16,554 | \$6,330 | \$57,882 | \$13,251 |
| Adjusted Segment EBITDA Margin | 14.9% | 17.2% | 18.7% | 13.3% | 16.6% | 12.9% | 14.4% | 6.0% | 12.6% | 12.1% |
| Segment Billable Headcount | 952 | 1,061 | 1,154 | 1,131 | 1,132 | 1,117 | 1,145 | 1,110 | 1,110 | 1,110 |

Forensic and Litigation Consulting (continued)

Segment Offering

The Forensic and Litigation Consulting segment provides a complete range of multidisciplinary, independent dispute advisory, investigative, data acquisition/analysis and forensic accounting services. Our professionals combine end-to-end capabilities when clients face high stakes litigation, arbitration and compliance investigations and regulatory scrutiny.

Medium-Term Initiatives

Reinvest behind core areas of strength e.g., FAAS, D&A, GRIP, Construction Solutions

Grow key businesses in geographies where we have a right to win e.g., EMEA and Asia Pacific

Invest behind people to build adjacent businesses e.g., geopolitical intelligence, cybersecurity

Q1 2017 Key Financial Commentary

- **Revenues** decreased \$7.6 million, or 6.4%, to \$111.4 million for the three months ended March 31, 2017. The decrease was primarily driven by lower demand in the health solutions and global investigations practices, which was partially offset by higher demand in the construction solutions practice.
- **Gross profit** decreased \$4.4 million, or 11.3%, to \$34.5 million for the three months ended March 31, 2017.
- **Gross profit margin** decreased 1.7 percentage points for the three months ended March 31, 2017. This decrease was primarily due to lower demand and lower realized pricing in the health solutions practice. This decline was partially offset by lower compensation in the health solutions practice resulting from headcount reductions in 2016 and higher utilization in the construction solutions practice.
- **Adjusted Segment EBITDA** was \$13.5 million, or 12.1% of segment revenues, compared to \$19.8 million, or 16.6% of segment revenues, in the prior year quarter. The decline in Adjusted Segment EBITDA was primarily due to lower revenues, which was partially offset by lower compensation resulting from headcount reductions taken in 2016.

Economic Consulting

Services

Antitrust & Competition Economics

Business Valuation

Intellectual Property

International Arbitration

Labor & Employment

Public Policy

Regulated Industries

Securities Litigation & Risk Management

Center for Healthcare Economics and Policy

Network Analysis

Economic Impact Analysis

Clients

Corporations

Government Entities

Law Firms



| | 2012 | 2013 | 2014 | 2015 | Q1 2016 | Q2 2016 | Q3 2016 | Q4 2016 | 2016 | 1Q 2017 |
|--------------------------------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|
| Segment Revenue | \$391,622 | \$447,366 | \$451,040 | \$447,909 | \$130,731 | \$118,006 | \$122,480 | \$129,270 | \$500,487 | \$139,221 |
| Segment Gross Profit Margin | 32.3% | 32.9% | 27.0% | 26.8% | 28.2% | 27.2% | 27.6% | 26.4% | 27.3% | 25.8% |
| Segment SG&A | \$51,912 | \$58,282 | \$66,159 | \$61,213 | \$16,426 | \$17,604 | \$16,745 | \$16,555 | \$67,330 | \$17,285 |
| Adjusted Segment EBITDA | \$77,461 | \$92,204 | \$59,282 | \$62,330 | \$21,319 | \$15,381 | \$18,354 | \$19,048 | \$74,102 | \$20,110 |
| Adjusted Segment EBITDA Margin | 19.8% | 20.6% | 13.1% | 13.9% | 16.3% | 13.0% | 15.0% | 14.7% | 14.8% | 14.4% |
| Segment Billable Headcount | 474 | 530 | 574 | 599 | 607 | 604 | 647 | 656 | 656 | 660 |

Economic Consulting (continued)

Segment Offering

The Economic Consulting segment, including subsidiary Compass Lexecon, provides analysis of complex economic issues. We help our clients with legal, regulatory and international arbitration proceedings; strategic decision making; and public policy debates around the world. We deliver sophisticated economic analysis and modeling of issues arising in M&A transactions, complex antitrust litigation, commercial disputes, international arbitration, regulatory proceedings and a wide range of securities litigation. Our statistical and economic experts help clients analyze complex economic issues, such as the economic impact of deregulation on a particular industry or the amount of damages suffered by a business as a result of particular events.

Medium-Term Initiatives

Continue driving **Compass Lexecon**

Expand **international arbitration, energy and Center for Healthcare Economics and Policy offerings**

Continue to expand **cross-segment collaboration**

Q1 2017 Key Financial Commentary

- **Revenues** increased \$8.5 million, or 6.5%, to \$139.2 million for the three months ended March 31, 2017, which included a 2.5% estimated negative impact from FX. Excluding the estimated impact of FX, revenues increased \$11.8 million, or 9.0%, primarily due to higher demand for antitrust services in North America.
- **Gross profit** decreased \$0.9 million, or 2.4%, to \$35.9 million for the three months ended March 31, 2017.
- **Gross profit margin** decreased 2.4 percentage points for the three months ended March 31, 2017. This decrease was primarily due to lower utilization related to international arbitration and other litigation services in EMEA.
- **Adjusted Segment EBITDA** was \$20.1 million, or 14.4% of segment revenues, compared to \$21.3 million, or 16.3% of segment revenues, in the prior year quarter. The decline in Adjusted Segment EBITDA was primarily due to lower utilization, with higher headcount, in international arbitration and other litigation services in the EMEA region and an increase in bad debt expense. The decline was partially offset by higher antitrust services revenues in North America.

Technology

Software & Services

- Ringtail E-Discovery Software
- E-Discovery Management
- Managed Document Review
- Collections & Computer Forensics
- Information Governance & Compliance Services
- FTI Investigations

Clients

- Corporations
- Government Agencies
- Law Firms



| | 2012 | 2013 | 2014 | 2015 | Q1 2016 | Q2 2016 | Q3 2016 | Q4 2016 | 2016 | Q1 2017 |
|--------------------------------|-----------|-----------|-----------|-----------|----------|----------|----------|----------|-----------|----------|
| Segment Revenue | \$195,194 | \$202,663 | \$241,310 | \$218,599 | \$48,281 | \$41,882 | \$44,072 | \$43,485 | \$177,720 | \$46,087 |
| Segment Gross Profit Margin | 54.9% | 52.2% | 48.0% | 43.3% | 41.5% | 41.2% | 41.8% | 33.2% | 39.5% | 44.4% |
| Segment SG&A | \$62,436 | \$59,890 | \$68,162 | \$71,120 | \$16,014 | \$16,211 | \$15,129 | \$16,781 | \$64,135 | \$15,882 |
| Adjusted Segment EBITDA | \$57,203 | \$60,655 | \$63,545 | \$39,010 | \$7,823 | \$5,035 | \$7,398 | \$5,558 | \$25,814 | \$7,804 |
| Adjusted Segment EBITDA Margin | 29.3% | 29.9% | 26.3% | 17.8% | 16.2% | 12.0% | 16.8% | 12.8% | 14.5% | 16.9% |
| Segment Billable Headcount | 277 | 306 | 344 | 349 | 313 | 301 | 298 | 288 | 288 | 296 |

Technology (continued)

Segment Offering

The Technology segment is a leading provider of software and consulting services for e-discovery and information management. We assist clients with internal, regulatory and global investigations, early case assessment, litigation and joint defense, antitrust and competition investigations, including pre-merger notification "Second Request", and the secure management, analysis and use of critical corporate information. We also help clients locate, review and produce electronically stored information ("ESI"). Our proprietary Ringtail® software and Acuity® managed review are used for e-discovery and document review in litigation and secure information management.

Medium-Term Initiatives

Expand the ecosystem for Ringtail®

Ongoing investment in **new products and services** e.g., information governance services, to stay leading edge with respect to the most complicated, major corporate events

Q1 2017 Key Financial Commentary

- **Revenues** decreased \$2.2 million, or 4.5%, to \$46.1 million for the three months ended March 31, 2017, which included a 1.1% estimated negative impact from FX. Excluding the estimated impact of FX, revenues decreased \$1.7 million, or 3.4%, due to reduced demand for cross-border investigations and M&A-related second request activity, partially offset by increases in litigation and class action-related engagements.
- **Gross profit** increased \$0.4 million, or 2.1%, to \$20.5 million for the three months ended March 31, 2017.
- **Gross profit margin** increased 2.9 percentage points for the three months ended March 31, 2017. The increase in gross profit margin was due to lower compensation as a result of headcount reductions taken in 2016 and lower data center operation expense. The decrease in expenses was partially offset by lower revenues.
- **Adjusted Segment EBITDA** was \$7.8 million, or 16.9% of segment revenues, compared to \$7.8 million, or 16.2% of segment revenues, in the prior year quarter. Adjusted Segment EBITDA was consistent with the prior year quarter as the decrease in revenues was more than offset by lower compensation resulting from headcount reductions taken in 2016.

Strategic Communications

Services

M&A Crisis Communications & Special Situations

Capital Markets Communications

Corporate Reputation

Public Affairs & Government Relations

Employee Engagement & Change Communications

Digital & Creative Communications

Public Affairs

Strategy Consulting & Research

Clients

CEOs

CFOs

Chief Communications Officers

Investor Relations Officers

Boards of Directors



NOVARTIS



| | 2012 | 2013 | 2014 | 2015 | Q1 2016 | Q2 2016 | Q3 2016 | Q4 2016 | 2016 | Q1 2017 |
|--------------------------------|-----------|-----------|-----------|-----------|----------|----------|----------|----------|-----------|----------|
| Segment Revenue | \$187,750 | \$186,245 | \$189,367 | \$189,974 | \$45,113 | \$49,924 | \$45,828 | \$50,319 | \$191,184 | \$43,729 |
| Segment Gross Profit Margin | 36.9% | 34.7% | 36.7% | 36.3% | 38.0% | 39.4% | 37.2% | 38.7% | 38.4% | 34.5% |
| Segment SG&A | \$46,852 | \$47,874 | \$48,890 | \$42,720 | \$11,408 | \$11,518 | \$9,945 | \$11,538 | \$44,409 | \$11,203 |
| Adjusted Segment EBITDA | \$25,019 | \$18,737 | \$22,588 | \$27,727 | \$6,108 | \$8,440 | \$7,509 | \$8,401 | \$30,458 | \$4,257 |
| Adjusted Segment EBITDA Margin | 13.3% | 10.1% | 11.9% | 14.6% | 13.5% | 16.9% | 16.4% | 16.7% | 15.9% | 9.7% |
| Segment Billable Headcount | 593 | 590 | 566 | 599 | 601 | 606 | 624 | 647 | 647 | 657 |

Strategic Communications (continued)

Segment Offering

The Strategic Communications segment provides a comprehensive view of strategic communications with an integrated suite of services, including financial communications, corporate reputation, transaction communications and public affairs in all the major markets around the world.

Medium-Term Initiatives

Reinforce **financial and corporate communications positions**

Continued expansion of **Public Affairs & Government Relations, Employee Engagement & Change Communications and M&A Crisis Communications & Special Situations practices**

Focus on **EBIT improvement**

Q1 2017 Key Financial Commentary

- **Revenues** decreased \$1.4 million, or 3.1%, to \$43.7 million for the three months ended March 31, 2017, which included a 4.3% estimated negative impact from FX. Excluding the estimated impact of FX, revenues increased \$0.6 million, or 1.2%, primarily due to higher project-based revenues and retainer-based revenues in EMEA, particularly in public affairs-related engagements. These increases were partially offset by a reduction in project-based financial communication revenues in North America.
- **Gross profit** decreased \$2.0 million, or 12.0%, to \$15.1 million for the three months ended March 31, 2017.
- **Gross profit margin** decreased 3.5 percentage points for the three months ended March 31, 2017. The decrease was primarily due to higher compensation related to an increase in billable professionals and fewer high margin project engagements in North America.
- **Adjusted Segment EBITDA** was \$4.3 million, or 9.7% of segment revenues, compared to \$6.1 million, or 13.5% of segment revenues, in the prior year quarter. The decrease in Adjusted Segment EBITDA was due to higher compensation related to an increase in billable professionals, a decline in project-based revenues in North America and the negative impact of FX.

First Quarter 2017 and Full Year 2016 Awards & Accolades

- **Forbes** magazine named FTI Consulting to their inaugural list of **America's Best Management Consulting Firms** in 17 categories (2016)
- **Corporate Counsel** names FTI Consulting a **Top Service Provider in the Legal Industry** and as the #1 Provider for Crisis Management, Litigation Valuation, Case Management Software and Corporate Investigations Support (2016)
- Named **2017 Global Turnaround Consulting Firm of the Year for the third consecutive year** and awarded **20 Turnaround Atlas Awards** by the **Global M&A Network** (2015-2017)
- FTI Consulting honored with **16 M&A Advisor Turnaround Awards** (2017)
- Ranked **#1 Crisis Management Firm** by **The Deal** Pipeline consecutively for the last nine years (2007-2016)
- FTI Consulting and Compass Lexecon Recognized as **Most Highly Regarded Firms** in **Who's Who Legal: Consulting Experts Guide** – the first edition ever; FTI Consulting and Compass Lexecon had the most experts named with 98 from 12 countries in 24 cities across the globe (2016)
- **Who's Who Legal** named Compass Lexecon the **Competition Economist Firm of the Year** for two consecutive years (2015-2016)
- **Most professionals by firm** named in **Global Arbitration Review's** list of "The International Who's Who of Commercial Arbitration" for six consecutive years – the 2016 list included 19 experts from FTI Consulting and 15 experts from Compass Lexecon (2011-2016)

Forbes

CORPORATE COUNSEL



THE M&A ADVISOR

**TURNAROUND
ATLAS AWARDS**

**The
Deal**

**WHO'S WHOLEGAL
WXL**

First Quarter 2017 and Full Year 2016 Awards & Accolades (continued)

- Fourteen FTI Consulting professionals recognized as **Leading Forensic Accountants and Digital Forensic Experts** by *Who's Who Legal: Investigations 2017* list (2017)
- Sixteen FTI Consulting professionals recognized as **Leading Construction Expert Witnesses** by *Who's Who Legal: Construction Experts 2017* list (2017)
- FTI Consulting recognized as the **top Intellectual Property Litigation Consulting Firm in the 2016 Best of The National Law Journal** reader rankings, also named a leading Litigation Valuation Provider, Jury Consultant, Demonstrative Evidence Provider and Trial Technology "Hot Seat" Provider by *The National Law Journal* readers (2016)
- **Health Solutions practice honored with an Association of Management Consulting Firm's 2016 Spotlight Award in the Operating Model Design category** for our work with Children's National Health System (2016)
- Named to **100 Companies That Matter in Knowledge Management** list for sixth consecutive years by *KMWorld* magazine (2000-2016)
- Recognized as **top data visualization solution provider** by *CIOReview* (2016)
- Named **PR Firm of the Year** by the *M&A Atlas Awards* (2014-2016)
- Winner of two top awards at the **2016 PRCA City and Financial PR Awards** event for the "**Best Crisis Communications Campaign**" and "**Best Social Media Campaign**" (2016)

THE NATIONAL
LAW JOURNAL

AMCF

Association of Management
Consulting Firms

KM
World



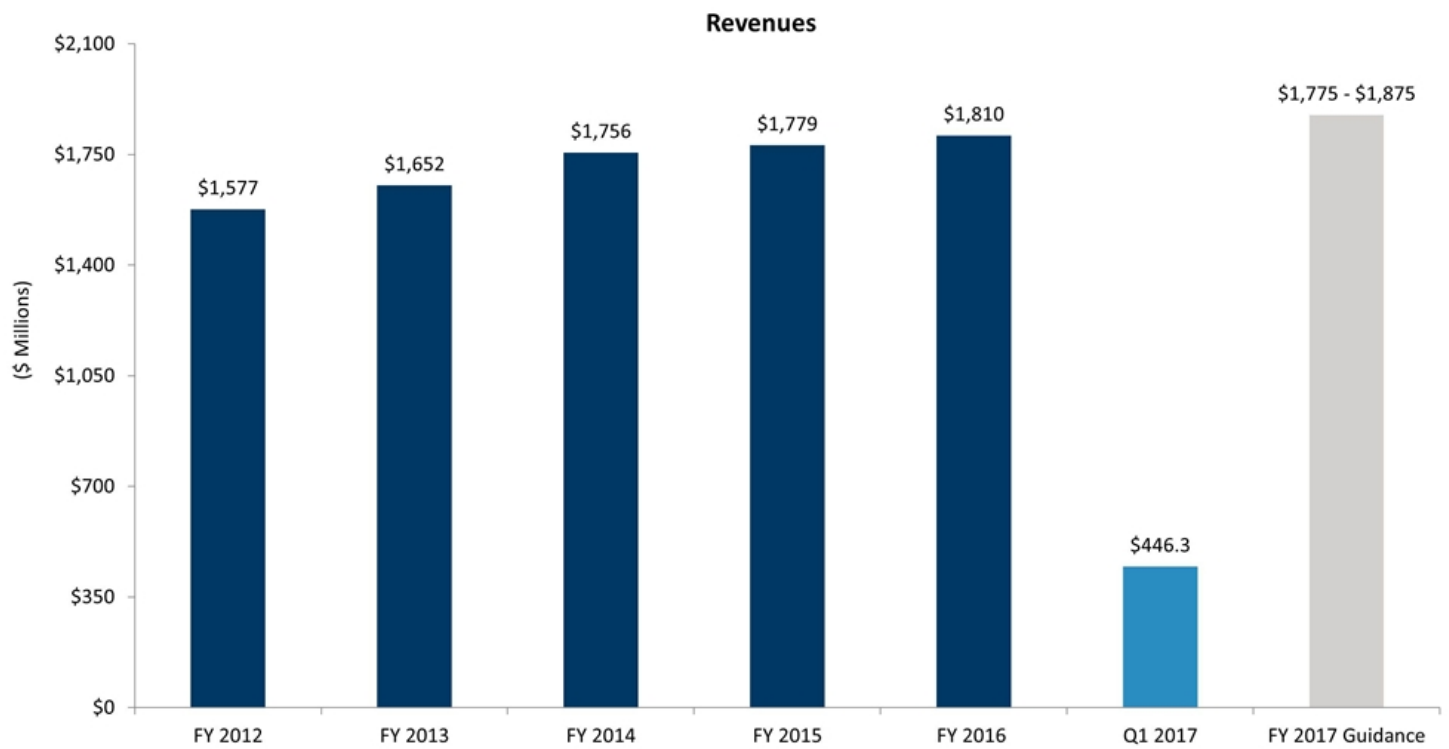
**CITY AND
FINANCIAL
PR AWARDS
2016**



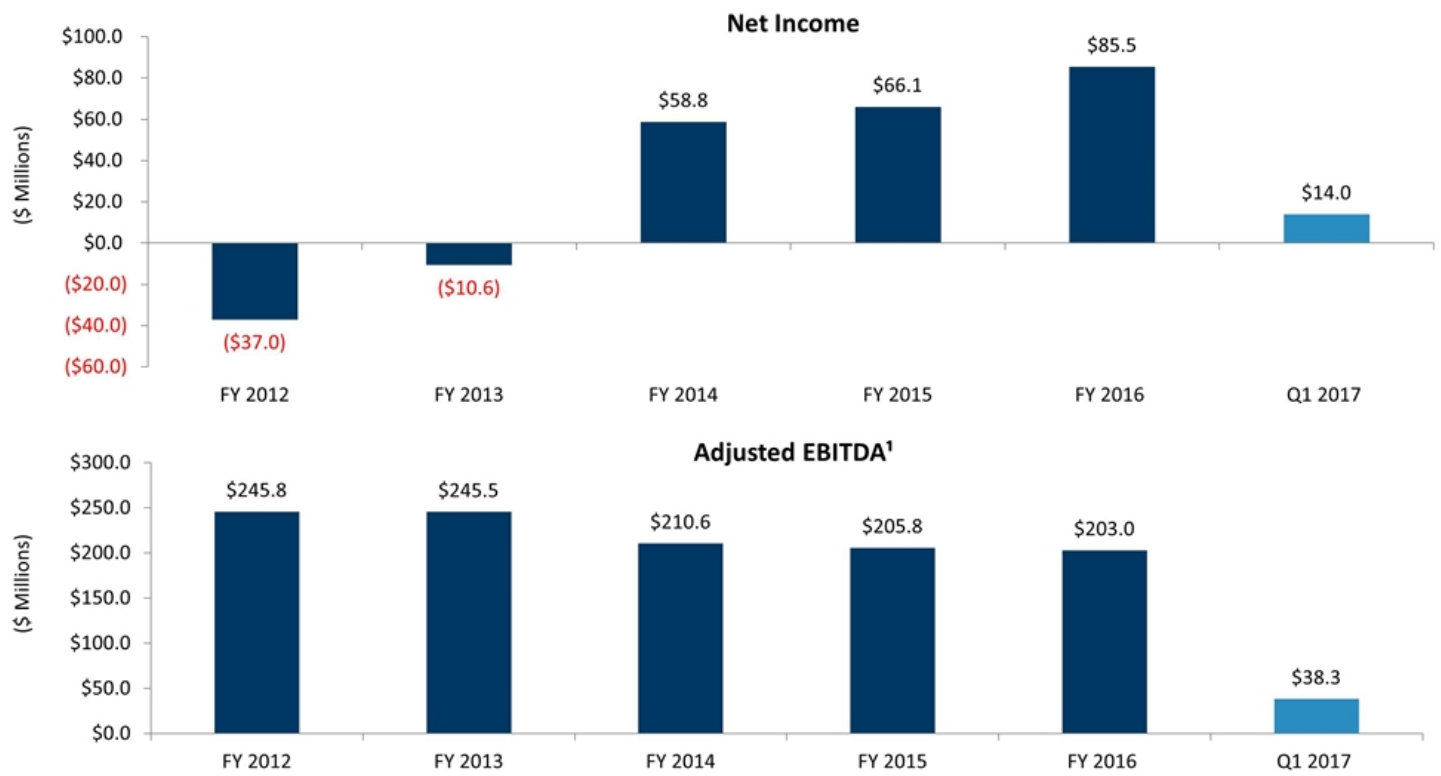
THE **M&A**
ATLAS
AWARDS

Financial Overview

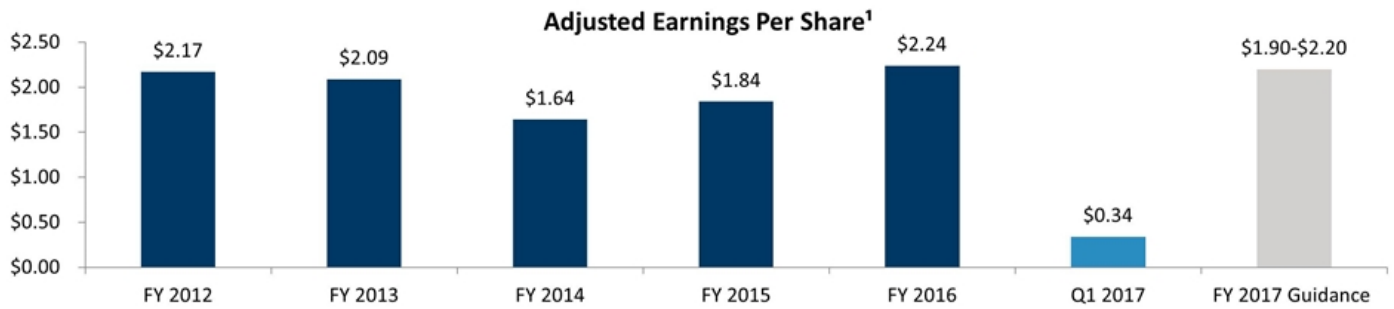
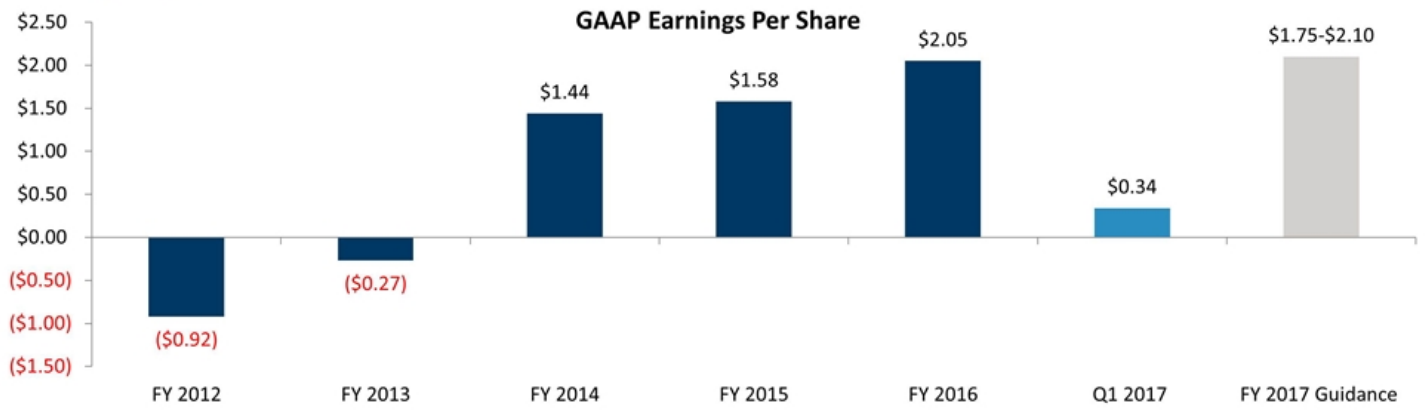
FY 2012 – Q1 2017 and FY 2017 Guidance: Revenues



FY 2012 – Q1 2017: Net Income and Adjusted EBITDA



FY 2012 – Q1 2017 and FY 2017 Guidance: GAAP and Adjusted Earnings Per Share



Financial Profile

(in thousands, except for DSOs)

| | Q1 2017 | FY 2016 | FY 2015 | FY 2014 |
|--|-------------|-------------|-------------|-------------|
| Cash and cash equivalents | \$ 120,959 | \$ 216,158 | \$ 149,760 | \$ 283,680 |
| Accounts receivable, net | \$ 526,180 | \$ 474,897 | \$ 499,784 | \$ 485,101 |
| Days sales outstanding ("DSO") | 98 | 91 | 97 | 97 |
| Net cash provided by operating activities | (\$ 93,087) | \$ 233,488 | \$ 139,920 | \$ 135,401 |
| Purchases of property and equipment | (\$ 5,831) | (\$ 28,935) | (\$ 31,399) | (\$ 39,256) |
| Payments for acquisition of businesses, net of cash received | \$ — | (\$ 1,251) | (\$ 575) | (\$ 23,467) |
| Purchase and retirement of common stock | (\$ 36,918) | (\$ 21,489) | (\$ 26,532) | (\$ 4,367) |
| Total debt ¹ | \$ 407,000 | \$ 370,000 | \$ 500,000 | \$ 711,000 |
| Free Cash Flow ² | (\$ 98,818) | \$ 204,553 | \$ 108,521 | \$ 96,145 |

¹ Total debt excludes the impact of deferred debt issue costs of \$4.3 million, \$4.5 million, \$5.2 million and \$11.6 million as of March 31, 2017, December 31, 2016, December 31, 2015 and December 31, 2014, respectively.

² See accompanying financial tables and "End Notes: FTI Consulting Non-GAAP Data Reconciliations" for the definition and reconciliation of Free Cash Flow, which is a non-GAAP financial measure, to the most directly comparable GAAP measure.

Financial Tables

Reconciliations of Non-GAAP Financial Measures

Reconciliation of Net Income (Loss) to Adjusted EBITDA

(in thousands)

| | Q1 2017 | FY 2016 | FY 2015 | FY 2014 | FY 2013 | FY 2012 |
|---|------------------|-------------------|-------------------|-------------------|--------------------|--------------------|
| Net Income (Loss) | \$ 14,016 | \$ 85,520 | \$ 66,053 | \$ 58,807 | \$ (10,594) | \$ (36,986) |
| Interest income and other | (605) | (10,466) | (3,232) | (4,670) | (1,748) | (5,659) |
| Interest expense | 5,801 | 24,819 | 42,768 | 50,685 | 51,376 | 56,731 |
| Income tax provision | 7,877 | 42,283 | 39,333 | 42,604 | 42,405 | 40,100 |
| Loss on early extinguishment of debt | - | - | 19,589 | - | - | 4,850 |
| Depreciation and amortization | 8,571 | 38,700 | 31,392 | 33,989 | 32,541 | 29,604 |
| Amortization of other intangible assets | 2,493 | 10,306 | 11,726 | 15,521 | 22,954 | 22,407 |
| Special charges | - | 10,445 | - | 16,339 | 38,414 | 29,557 |
| Remeasurement of acquisition-related contingent consideration | 166 | 1,403 | (1,867) | (2,723) | (13,555) | (5,227) |
| Goodwill impairment charge | - | - | - | - | 83,752 | 110,387 |
| Adjusted EBITDA¹ | \$ 38,319 | \$ 203,010 | \$ 205,762 | \$ 210,552 | \$ 245,545 | \$ 245,764 |

Reconciliations of Net Income (Loss) to Adjusted Net Income and Earnings (Loss) Per Share to Adjusted Earnings Per Share

(in thousands, except for per share data)

| | Q1 2017 | FY 2016 | FY 2015 | FY 2014 | FY 2013 | FY 2012 |
|---|-----------------|-----------------|-----------------|-----------------|-------------------|-------------------|
| Net income (loss) | \$14,016 | \$85,520 | \$66,053 | \$58,807 | (\$10,594) | (\$36,986) |
| Add back: | | | | | | |
| Special charges | - | 10,445 | - | 16,339 | 38,414 | 29,557 |
| Tax impact of special charges | - | (3,595) | - | (6,702) | (15,147) | (10,442) |
| Goodwill impairment charges ¹ | - | - | - | - | 83,752 | 110,387 |
| Loss on early extinguishment of debt | - | - | 19,589 | - | - | 4,850 |
| Tax impact of loss on early extinguishment of debt | - | - | (7,708) | - | - | (1,940) |
| Remeasurement of acquisition-related contingent consideration | 166 | 1,403 | (1,867) | (2,722) | (13,555) | (5,228) |
| Tax impact of remeasurement of acquisition-related contingent consideration, net of tax | (65) | (546) | 747 | 1,004 | 1,501 | - |
| Adjusted Net Income² | \$14,117 | \$93,227 | \$76,814 | \$66,726 | \$84,371 | \$90,198 |
| Earnings (loss) per common share – diluted | \$0.34 | \$2.05 | \$1.58 | \$1.44 | (\$0.27) | (\$0.92) |
| Add back: | | | | | | |
| Special charges | - | 0.25 | - | 0.40 | 0.98 | 0.71 |
| Tax impact of special charges | - | (0.08) | - | (0.16) | (0.39) | (0.24) |
| Goodwill impairment charge ¹ | - | - | - | - | 2.14 | 2.74 |
| Loss on early extinguishment of debt | - | - | 0.47 | - | - | 0.12 |
| Tax impact of loss on early extinguishment of debt | - | - | (0.19) | - | - | (0.05) |
| Remeasurement of acquisition-related contingent consideration, net of tax | - | 0.03 | (0.04) | (0.06) | (0.35) | (0.13) |
| Tax impact of remeasurement of acquisition-related contingent consideration, net of tax | - | (0.01) | 0.02 | 0.02 | 0.05 | - |
| Impact of denominator for diluted adjusted earnings per common share | - | - | - | - | (0.07) | (0.06) |
| Adjusted earnings per common share – diluted² | \$0.34 | \$2.24 | \$1.84 | \$1.64 | \$2.09 | \$2.17 |
| Weighted average number of common shares outstanding – diluted | 41,245 | 41,709 | 41,729 | 40,729 | 40,421 | 41,578 |



¹The goodwill impairment charge is non-deductible for income tax purposes and resulted in no tax benefit for 2013 and 2012.

²See "End Notes: FTI Consulting Non-GAAP Data Reconciliations" for the definition of Adjusted Net Income and Adjusted Earnings Per Share.



(in thousands)

Reconciliation of Net Income to Total Adjusted Segment EBITDA

| | Q1 2017 |
|---|------------------|
| Net Income | \$ 14,016 |
| Add back: | |
| Income tax provision | 7,877 |
| Interest income and other | (605) |
| Interest expense | 5,801 |
| Unallocated corporate expenses | 19,053 |
| Segment depreciation expense | 7,216 |
| Amortization of other intangible assets | 2,493 |
| Remeasurement of acquisition-related contingent consideration | 166 |
| Total Adjusted Segment EBITDA¹ | \$ 56,017 |



¹See "End Notes: FTI Consulting Non-GAAP Data Reconciliations" for the definition of Total Adjusted Segment EBITDA, which is a non-GAAP measure.

Reconciliation of Net Cash Provided by (Used in) Operating Activities to Free Cash Flow

(in thousands)

| | Q1 2017 | FY 2016 | FY 2015 | FY 2014 |
|--|--------------------|-------------------|-------------------|-------------------|
| Net cash provided by (used in) operating activities | \$ (93,087) | \$ 233,488 | \$ 139,920 | \$ 135,401 |
| Purchases of property and equipment | (5,831) | (28,935) | (31,399) | (39,256) |
| Free Cash Flow¹ | \$ (98,918) | \$ 204,553 | \$ 108,521 | \$ 96,145 |

End Notes: FTI Consulting Non-GAAP Data Reconciliations

In the accompanying analysis of financial information, we sometimes use information derived from consolidated and segment financial information that may not be presented in our financial statements or prepared in accordance with GAAP. Certain of these measures are considered "non-GAAP financial measures" under the SEC rules. Specifically, we have referred to the following non-GAAP measures in this presentation:

- Total Segment Operating Income
- Adjusted EBITDA
- Total Adjusted Segment EBITDA
- Adjusted EBITDA Margin
- Adjusted Net Income (Loss)
- Adjusted Earnings per Diluted Share
- Free Cash Flow

We have included the definitions of Segment Operating Income (Loss) and Adjusted Segment EBITDA below in order to more fully define the components of certain non-GAAP financial measures in this presentation. We define Segment Operating Income (Loss) as a segment's share of Consolidated Operating Income (Loss). We define Total Segment Operating Income (Loss), which is a non-GAAP financial measure, as the total of Segment Operating Income (Loss) for all segments, which excludes unallocated corporate expenses. We use Segment Operating Income (Loss) for the purpose of calculating Adjusted Segment EBITDA. We define Adjusted Segment EBITDA as a segment's share of Consolidated Operating Income (Loss) before depreciation, amortization of intangible assets, remeasurement of acquisition-related contingent consideration, special charges and goodwill impairment charges. We use Adjusted Segment EBITDA as a basis to internally evaluate the financial performance of our segments because we believe it reflects current core operating performance and provides an indicator of the segment's ability to generate cash. We define Adjusted Segment EBITDA Margin as Adjusted Segment EBITDA as a percentage of a segment's revenues.

We define Total Adjusted Segment EBITDA, which is a non-GAAP financial measure, as the total of Adjusted Segment EBITDA for all segments, which excludes unallocated corporate expenses. We define Adjusted EBITDA, which is a non-GAAP financial measure, as consolidated net income before income tax provision, other non-operating income (expense), depreciation, amortization of intangible assets, remeasurement of acquisition-related contingent consideration, special charges, goodwill impairment charges and losses on early extinguishment of debt. We believe that the non-GAAP financial measures, which exclude the effects of remeasurement of acquisition-related contingent consideration, special charges and goodwill impairment charges, when considered together with our GAAP financial results and GAAP measures, provide management and investors with a more complete understanding of our operating results, including underlying trends. In addition, EBITDA is a common alternative measure of operating performance used by many of our competitors. It is used by investors, financial analysts, rating agencies and others to value and compare the financial performance of companies in our industry. Therefore, we also believe that these measures, considered along with corresponding GAAP measures, provide management and investors with additional information for comparison of our operating results with the operating results of other companies.

We define Adjusted Net Income and Adjusted Earnings per Diluted Share ("Adjusted EPS"), which are non-GAAP financial measures, as net income and earnings per diluted share, respectively, excluding the impact of remeasurement of acquisition-related contingent consideration, special charges, goodwill impairment charges and losses on early extinguishment of debt. We use Adjusted Net Income for the purpose of calculating Adjusted EPS. Management uses Adjusted EPS to assess total Company operating performance on a consistent basis. We believe that this non-GAAP financial measure, which excludes the effects of the remeasurement of acquisition-related contingent consideration, special charges, goodwill impairment charges and losses on early extinguishment of debt, when considered together with our GAAP financial results, provides management and investors with an additional understanding of our business operating results, including underlying trends.

We define Free Cash Flow as net cash provided by operating activities less cash payments for purchases of property and equipment. We believe this non-GAAP financial measure, when considered together with our GAAP financial results, provides management and investors with an additional understanding of the Company's ability to generate cash for ongoing business operations and other capital deployment.

Non-GAAP financial measures are not defined in the same manner by all companies and may not be comparable with other similarly titled measures of other companies. Non-GAAP financial 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.

Experts with Impact