

**UNITED STATES  
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**  
(I.R.S. Employer  
Identification Number)

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

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

**Jack B. Dunn, IV**  
**President 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 \$0.01 per share	250,000 shares	\$ 22.49	\$ 5,622,500	\$ 661.77

- (1) An aggregate of 2,300,000 shares of Common Stock may be offered or issued pursuant to the FTI Consulting, Inc. Employee Stock Purchase Plan, as amended (the "Plan"), of which 900,000 shares, split-adjusted, were previously registered on Form S-8 (File No. 333-30173), 225,000 shares, split-adjusted, were previously registered on Form S-8 (File No. 333-64050), 300,000 shares, split adjusted, were previously registered on Form S-8 (File No. 333-92384), 375,000 shares, split adjusted, were previously registered on Form S-8 (File No. 333-105741), 250,000 shares were previously registered on Form S-8 (File No. 333-115786) and 250,000 are being registered hereunder. In addition, pursuant to Rule 416 of the Securities Act of 1933, as amended, this Registration Statement also covers an undeterminable number of shares of common stock as may be necessary from time to time to satisfy the anti-dilution provisions of the Plan.
- (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 closing price for a share of the Company's common stock reported on the New York Stock Exchange on May 19, 2005, which is within five business days prior to the filing date of this Registration Statement.

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

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

Pursuant to General Instruction E to Form S-8 under the Securities Act of 1933, this Registration Statement on Form S-8 relating to the FTI Consulting, Inc. Employee Stock Purchase Plan, as amended, is being filed to register additional securities of the same class as other securities for which previously filed registration statements on Form S-8 are effective.

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, the Registration Statement of the Company on Form S-8 (File No. 333-92384) filed with the Commission on July 15, 2002, the Registration Statement of the Company on Form S-8 (File No. 333-105741) filed with the Commission on May 30, 2003, and the Registration Statement of the Company on Form S-8 (File No. 333-115786) filed with the Commission on May 24, 2004 with respect to the FTI Consulting, Inc. Employee Stock Purchase Plan, as amended, 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. Information furnished under Items 2.02 and 7.01 of our Current Reports on Form 8-K, including the related exhibits, is not incorporated by reference in this registration statement.

**Item 8. Exhibits.**

<u>Number</u>	<u>Description</u>
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***	FTI Consulting, Inc. Employee Stock Purchase Plan, as amended
5.1	Opinion of In-House Counsel of FTI Consulting, Inc.
23.1	Consent of Independent Registered Public Accounting Firm
23.2	Consent of In-House Counsel (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 Quarterly Report on Form 10-Q for the quarter ended September 30, 2004, 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 7, 2005, and incorporated herein by reference.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Annapolis, Maryland, as of May 20, 2005.

F TI CONSULTING, INC.

By: /s/ JACK B. DUNN, IV

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Name: Jack B. Dunn, IV

Title: President and Chief Executive Officer

KNOW ALL MEN BY THESE PRESENTS that Jack B. Dunn, IV and Theodore I. Pincus have been appointed the true and lawful attorneys-in-fact and agents of the persons identified below, with full power of substitution and resubstitution, for him or in his name, place and stead, in any and all capacities to sign any and all amendments, supplements or post-effective amendments to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, or either one of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the date indicated.

<u>/S/ DENNIS J. SHAUGHNESSY</u> Dennis J. Shaughnessy	Chairman of the Board and a Director	May 20, 2005
<u>/S/ JACK B. DUNN, IV</u> Jack B. Dunn, IV	President and Chief Executive Officer and a Director (Principal Executive Officer)	May 20, 2005
<u>/S/ DOMINIC DiNAPOLI</u> Dominic DiNapoli	Executive Vice President and Chief Operating Officer	May 20, 2005
<u>/S/ THEODORE I. PINCUS</u> Theodore I. Pincus	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	May 20, 2005
<u>/S/ CHARLES BORYENACE</u> Charles Boryenace	Vice President and Controller (Principal Accounting Officer)	May 20, 2005
<u>/S/ MARK H. BEREY</u> Mark H. Berey	Director	May 20, 2005
<u>/S/ DENIS J. CALLAGHAN</u> Denis J. Callaghan	Director	May 20, 2005
<u>/S/ JAMES A. FLICK, JR.</u> James A. Flick, Jr.	Director	May 20, 2005
<u>/S/ GERARD E. HOLTHAUS</u> Gerard E. Holthaus	Director	May 20, 2005
<u>/S/ PETER F. O'MALLEY</u> Peter F. O'Malley	Director	May 20, 2005
<u>/S/ GEORGE P. STAMAS</u> George P. Stamas	Director	May 20, 2005

May 20, 2005

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

**Registration Statement on Form S-8**

Ladies and Gentlemen:

I am the Associate General Counsel and Secretary of FTI Consulting, Inc., a Maryland corporation (the "Company"). I have acted as counsel to the Company in connection with the preparation of a Registration Statement on Form S-8 (the "Registration Statement") and the filing thereof with the Securities and Exchange Commission (the "Commission"), pursuant to which the Company will register under the Securities Act of 1933, as amended, 250,000 shares, par value \$0.01 per share, of Common Stock of the Company (the "Shares") to be issued and sold from time to time pursuant to the FTI Consulting, Inc. Employee Stock Purchase Plan, as amended (the "Plan"). The opinion hereinafter set forth is given pursuant to Item 8 of Form S-8 and Item 601(b)(5) of Regulation S-K.

As the Company's Associate General Counsel and Secretary, I am generally familiar with the proceedings that the Company and its directors and stockholders have taken in connection with the authorization, reservation and registration of the Shares and the terms of the Plan.

I have examined those instruments, documents and records, which I have deemed relevant and necessary for the basis of the opinion hereinafter expressed. In such examination, I have assumed the following: (i) the authenticity of original documents and the genuineness of all signatures, (ii) the conformity to the originals of all documents submitted to me as copies, and (iii) the truth, accuracy, and completeness of the information, representations, and warranties contained in the records, documents, instruments, and certificates that I have reviewed in connection herewith.

The opinion is furnished for the benefit of the Commission solely with regard to the Registration Statement and may not otherwise be relied upon, used, quoted or referred to by, or filed with, any other person or entity without the prior written permission of the Company.

I am admitted to the Bar of the State of Maryland and am duly qualified to practice law in that State. No opinion is expressed herein concerning any matter respecting or affected by any laws other than the laws of the State of Maryland (exclusive of the principles of conflict of laws) that are now in effect and that, in the exercise of

reasonable professional judgment, are normally considered in transactions such as those contemplated by the issuance of the Shares pursuant to the Plan. The opinion hereinafter set forth is based upon pertinent laws and facts in existence as of the date hereof, and any obligation to advise you of changes to such pertinent laws or facts after the date hereof is expressly disclaimed.

Based upon and subject to the foregoing, I am 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 paid for, 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) I have assumed 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.
- (b) The enforceability of the Plan is subject to and limited by applicable bankruptcy, insolvency, reorganization, moratorium, fraudulent conveyance and other similar laws affecting the rights and remedies of creditors; and general principles of equity, regardless of whether such enforceability is considered by a court of law or equity.
- (c) The enforceability of provisions in the Plan that provide that (a) determinations by a person or a person's designee are conclusive, (b) the Plan may be modified only in writing or in certain respects, and (c) provide for choice of governing law, might be limited.
- (d) This opinion is limited to the matters set forth herein, and no other opinion should be inferred beyond the matters expressly stated.

I hereby consent to the filing of this opinion as Exhibit 5 to the Registration Statement. It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

Very truly yours,

/s/ JOANNE F. CATANESE

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Associate General Counsel and Secretary

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the Registration Statement on Form S-8 for the registration of 250,000 shares of common stock under the FTI Consulting, Inc. Employee Stock Purchase Plan, as amended, of our reports dated March 9, 2005, with respect to the consolidated financial statements and schedules of FTI Consulting, Inc. and subsidiaries included in the Annual Report (Form 10-K) for the year ended December 31, 2004, FTI Consulting Inc. management's assessment of the effectiveness of internal control over financial reporting, and the effectiveness of internal control over financial reporting of FTI Consulting, Inc., filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Baltimore, Maryland  
May 18, 2005