

Registration No. 333-

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 issuer as specified in its charter)

Maryland
(State of Incorporation)

52-1261113
(IRS Employer Identification Number)

2021 Research Drive, Annapolis, Maryland 21401
(Address of Principal Executive Offices)

FTI CONSULTING, INC.
1997 Stock Option Plan, as Amended
(Full title of the Plan)

Jack B. Dunn, IV
Chief Executive Officer
FTI Consulting, Inc.
2021 Research Drive
Annapolis, Maryland 21401
(410) 224-8770
(Name, address and telephone number of agent for service)

Copy to:
John B. Watkins, Esquire
Wilmer, Cutler & Pickering
100 Light Street
Baltimore, Maryland 21202
(410) 986-2800

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee (2)
Common Stock, par value \$.01 per share,	16,800 shares(3)	\$8.50	\$ 142,500	\$ 39.62

(1) Also registered hereunder are such additional number of shares of Common Stock, presently indeterminable, as may be necessary to satisfy the antidilution provisions of the Plan to which this Registration Statement relates.

(2) The registration fee has been calculated in accordance with Rule 457(h) on the basis of the price at which the outstanding options may be exercised.

(3) Covers shares of Common Stock to be issued on exercise of options granted to directors of FTI Consulting, Inc. on September 1, 1997 pursuant to written agreements and outside of its stock option and employee benefit plans. To date none of the options so granted have been exercised.

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Note: The document(s) containing the information required by Item 1 of Form S-8 and the statement of availability of registrant information and any other information required by Item 2 of Form S-8 will be sent or given to participants as specified by Rule 428 under the Securities Act of 1933, as amended (the "Securities Act"). In accordance with Rule 428 and the requirements of Part I of Form S-8, such documents are not being filed with the Securities and Exchange Commission (the "Commission") either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. FTI Consulting, Inc. (the "Registrant" or the "Company") shall maintain a file of such documents in accordance with the provisions of Rule 428. Upon request, the Registrant shall furnish the Commission or its staff a copy or copies of all of the documents included in such file.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The Company hereby incorporates by reference the documents listed in (a) through (c) below. In addition, all documents subsequently filed by the Company pursuant to Section 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") (prior to filing of a Post-Effective Amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold) shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

(a) The Company's Annual Report on Form 10-KSB for the fiscal year ended December 31, 1997.

(b) All other reports filed by the Company pursuant to Section 13(a) or 15(d) of the Exchange Act since the Form 10-KSB for the fiscal year ended December 31, 1997, including the Company's quarterly financial statements on Form 10-Q for the quarter ended March 31, 1998 filed on May 15, 1998, Form 10-Q for the quarter ended June 30, 1998 filed on August 13, 1998 and Form 10-Q for the quarter ended September 30, 1998 filed on November 16, 1998 as amended by Form 10-Q/A filed on December 10, 1998; and Form 8-K filed on July 15, 1998, Form 8-K filed on October 2, 1998, Form 8-K filed on October 13, 1998, Form 8-K/A filed on December 1, 1998 and Form 8-K filed on January 8, 1999 pursuant Section 13(a) of the Exchange Act.

(c) The description of the Company's Common Stock which is incorporated by reference in the Registration Statement on Form 8-A filed by the Company under the Exchange Act on April 30, 1996, including any amendment or report filed for the purpose of updating such description.

Item 4. Description of Securities

Inapplicable.

Item 5. Interests of Named Experts and Counsel

The validity of the authorization and issuance of the Common Stock offered hereby will be passed upon for the Company by Wilmer, Cutler & Pickering, Baltimore, Maryland. George P. Stamas, a member of the Board of Directors and a stockholder of the Company, is a partner in Wilmer, Cutler & Pickering. As of January 4, 1999, Mr. Stamas was the beneficial owner of 5,838 shares of Common Stock and stock options to purchase 27,950 shares of Common Stock of the Company.

Item 6. Indemnification of Directors and Officers

1. Statutory Provisions of the Maryland General Corporation Law.

ss.2-418. Indemnification of directors, officers, employees and agents.

(a) Definitions. - In this section the following words have the meanings indicated.

(1) "Director" means any person who is or was a director of a corporation and any person who, while a director of a corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan.

(2) "Corporation" includes any domestic or foreign predecessor entity of a corporation in a merger, consolidation, or other transaction in which the predecessor's existence ceased upon consummation of the transaction.

(3) "Expenses" include attorney's fees.

(4) "Official capacity" means the following:

(i) When used with respect to a director, the office of director in the corporation; and

(ii) When used with respect to a person other than a director as contemplated in subsection (j), the elective or appointive office in the corporation held by the officer, or the employment or agency relationship undertaken by the employee or agent in behalf of the corporation.

(iii) "Official capacity" does not include service of any other foreign or domestic corporation or any partnership, joint venture, trust, other enterprise, or employee benefit plan.

(5) "Party" includes a person who was, is, or is threatened to be made a named defendant or respondent in a proceeding.

(6) "Proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative.

(b) Permitted indemnification of director. - (1) A corporation may indemnify any director made a party to any proceeding by reason of service in that capacity unless it is established that:

(i) The act or omission of the director was material to the matter giving rise to the proceeding; and

1. Was committed in bad faith; or

2. Was the result of active and deliberate dishonesty;
or

(ii) The director actually received an improper personal benefit in money, property, or services; or

(iii) In the case of any criminal proceeding, the director had reasonable cause to believe that the act or omission was unlawful.

(2)(i) Indemnification may be against judgments, penalties, fines, settlements, and reasonable expenses actually incurred by the director in connection with the proceeding.

(ii) However, if the proceeding was one by or in the right of the corporation, indemnification may not be made in respect of any proceeding in which the director shall have been adjudged to be liable to the corporation.

(3)(i) The termination of any proceeding by judgment, order, or settlement does not create a presumption that the director did not meet the requisite standard of conduct set forth in this subsection.

(ii) The termination of any proceeding by conviction, or a plea of nolo contendere or its equivalent, or an entry of an order of probation prior to judgment, creates a rebuttable presumption that the director did not meet that standard of conduct.

(c) No indemnification of director liable for improper personal benefit. - A director may not be indemnified under subsection (b) of this section in respect of any proceeding charging improper personal benefit to the director, whether or not involving action in the director's official capacity, in which the director was adjudged to be liable on the basis that personal benefit was improperly received.

(d) Required indemnification against expenses incurred in successful defense. - Unless limited by the charter:

(1) A director who has been successful, on the merits or otherwise, in the defense of any proceeding referred to in subsection (b) of this section shall be

indemnified against reasonable expenses incurred by the director in connection with the proceeding.

(2) A court of appropriate jurisdiction, upon application of a director and such notice as the court shall require, may order indemnification in the following circumstances:

(i) If it determines a director is entitled to reimbursement under paragraph (1) of this subsection, the court shall order indemnification, in which case the director shall be entitled to recover the expenses of securing such reimbursement; or

(ii) If it determines that the director is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not the director has met the standards of conduct set forth in subsection (b) of this section or has been adjudged liable under the circumstances described in subsection (c) of this section, the court may order such indemnification as the court shall deem proper. However, indemnification with respect to any proceeding by or in the right of the corporation or in which liability shall have been adjudged in the circumstances described in subsection (c) shall be limited to expenses.

(3) A court of appropriate jurisdiction may be the same court in which the proceeding involving the director's liability took place.

(e) Determination that indemnification is proper. - (1) Indemnification under subsection (b) of this section may not be made by the corporation unless authorized for a specific proceeding after a determination has been made that indemnification of the director is permissible in the circumstances because the director has met the standard of conduct set forth in subsection (b) of this section.

(2) Such determination shall be made:

(i) By the board of directors by a majority vote of a quorum consisting of directors not, at the time, parties to the proceeding, or, if such a quorum cannot be obtained, then by a majority vote of a committee of the board consisting solely of two or more directors not, at the time, parties to such proceeding and who were duly designated to act in the matter by a majority vote of the full board in which the designated directors who are parties may participate:

(ii) By special legal counsel selected by the board of directors or a committee of the board by vote as set forth in subparagraph (i) of this paragraph, or, if the requisite quorum of the full board cannot be obtained therefor and the

committee cannot be established, by a majority vote of the full board in which directors who are parties may participate; or

(iii) By the stockholders.

(3) Authorization of indemnification and determination as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible. However, if the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination as to reasonableness of expenses shall be made in the manner specified in subparagraph (ii) of paragraph (2) of this subsection for selection of such counsel.

(4) Shares held by directors who are parties to the proceeding may not be voted on the subject matter under this subsection.

(f) Payment of expenses in advance of final disposition of action. -

(1) Reasonable expenses incurred by a director who is a party to a proceeding may be paid or reimbursed by the corporation in advance of the final disposition of the proceeding upon receipt by the corporation of:

(i) A written affirmation by the director of the director's good faith belief that the standard of conduct necessary for indemnification by the corporation as authorized in this section has been met; and

(ii) A written undertaking by or on behalf of the director to repay the amount if it shall ultimately be determined that the standard of conduct has not been met.

(2) The undertaking required by subparagraph (ii) of paragraph (1) of this subsection shall be an unlimited general obligation of the director but need not be secured and may be accepted without reference to financial ability to make the repayment.

(3) Payments under this subsection shall be made as provided by the charter, bylaws, or contract or as specified in subsection (e) of this section.

(g) Validity of indemnification provision. - The indemnification and advancement of expenses provided or authorized by this section may not be deemed exclusive of any other rights, by indemnification or otherwise, to which a director may be entitled under the charter, the bylaws, a resolution of stockholders or directors, an agreement or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office.

(h) Reimbursement of director's expenses incurred while appearing as witness. - This section does not limit the corporation's power to pay or reimburse expenses incurred by a director in connection with an appearance as a witness in a proceeding at a time when the director has not been made a named defendant or respondent in the proceeding.

(i) Director's service to employee benefit plan. - For purposes of this section:

(1) The corporation shall be deemed to have requested a director to serve an employee benefit plan where the performance of the director's duties to the corporation also imposes duties on, or otherwise involves services by, the director to the plan or participants or beneficiaries of the plan;

(2) Excise taxes assessed on a director with respect to an employee benefit plan pursuant to applicable law shall be deemed fines; and

(3) Action taken or omitted by the director with respect to an employee benefit plan in the performance of the director's duties for a purpose reasonably believed by the director to be in the interest of the participants and beneficiaries of the plan shall be deemed to be for a purpose which is not opposed to the best interests of the corporation.

(j) Officer, employee or agent. - Unless limited by the charter:

(1) An officer of the corporation shall be indemnified as and to the extent provided in subsection (d) of this section for a director and shall be entitled, to the same extent as a director, to seek indemnification pursuant to the provisions of subsection (d);

(2) A corporation may indemnify and advance expenses to an officer, employee, or agent of the corporation to the same extent that it may indemnify directors under this section; and

(3) A corporation, in addition, may indemnify and advance expenses to an officer, employee, or agent who is not a director to such further extent, consistent with law, as may be provided by its charter, bylaws, general or specific action of its board of directors, or contract.

(k) Insurance or similar protection. - (1) A corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or who, while a director, officer, employee, or agent of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation,

partnership, joint venture, trust, other enterprise, or employee benefit plan against any liability asserted against and incurred by such person in any such capacity or arising out of such person's position, whether or not the corporation would have the power to indemnify against liability under the provisions of this section.

(2) A corporation may provide similar protection, including a trust fund, letter of credit, or surety bond, not inconsistent with this section.

(3) The insurance or similar protection may be provided by a subsidiary or an affiliate of the corporation.

(1) Report of indemnification to stockholders. - Any indemnification of, or advance of expenses to, a director in accordance with this section, if arising out of a proceeding by or in the right of the corporation, shall be reported in writing to the stockholders with the notice of the next stockholders' meeting or prior to the meeting.

2. Charter Provisions.

The Company has provided for indemnification by the following provision of ARTICLE EIGHTH of its Charter.

The Corporation shall indemnify (a) its directors and officers, whether serving the Corporation or at its request any other entity, to the full extent required or permitted by the General Laws of the State of Maryland now or hereafter in force, including the advance of expenses under the procedures and to the full extent permitted by law, and (b) its other employees and agents to such extent as shall be authorized by the Board of Directors or in the Corporation's By-laws and be permitted by law. The foregoing shall not be exclusive of any other rights to which those seeking indemnification may be entitled. The Board of Directors may take such actions as are necessary to carry out these indemnification provisions and is expressly empowered to adopt, approve, and amend from time to time such By-Laws, resolutions and contracts implementing such provisions or such further indemnification arrangements as may be permitted by law. No amendment of the charter of the Corporation shall limit or eliminate the right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or appeal.

3. By-laws Provisions.

The Company has provided for indemnification by the following provisions of ARTICLE XI of its By-laws:

SECTION 1. Definitions. As used in this Article XI, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code

of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

SECTION 2. Indemnification of Directors and Officers. The Corporation shall indemnify and advance expenses to a director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

SECTION 3. Indemnification of Other Agents and Employees. With respect to an employee or agent, other than a director or officer of the Corporation, the Corporation may, as determined by and in the discretion of the Board of Directors of the Corporation, indemnify and advance expenses to such employees or agents in connection with a proceeding to the extent permitted by and in accordance with the Indemnification Section.

Item 7. Exemption from Registration Claimed

Not Applicable.

Item 8. Exhibits

Number	Description
4.1*	Amended and Restated Articles of Incorporation of the Registrant.
4.2*	Restated By-Laws of the Registrant.
4.4*	Specimen certificate representing the Common Stock of Registrant.
5.1	Opinion of Wilmer, Cutler & Pickering.
23.1	Consent of Independent Public Accountants.
23.2	Consent of Wilmer, Cutler & Pickering (included in Exhibit 5.1).
24.1	Power of Attorney (included as part of the signature page to this Registration Statement).

* Incorporated herein by reference from the Registrant's Registration Statement on Form SB-2 (File No. 333-2002).

Item 9. Undertakings

The undersigned Registrant hereby undertakes the following:

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

- (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
- (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement;
- (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of any employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) The undersigned registrant hereby undertakes, that, insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the

registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question of whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 on January 29, 1999.

FTI CONSULTING, INC.

/S/ Jack B. Dunn, IV

 Jack B. Dunn, IV
 Chairman of the Board and Chief Executive
 Officer

KNOW ALL MEN BY THESE PRESENTS that Jack B. Dunn, IV hereby is appointed the true and lawful attorney-in-fact and agent 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 or post-effective amendments to this Registration Statement, all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent 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 attorney-in-fact and agent or his substitutes, may lawfully do or cause to be done by virtue hereof.

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

Signature -----	Title -----	Date -----
/S/ Jack B. Dunn, IV ----- Jack B. Dunn, IV	Chairman of the Board and Chief Executive Officer (principal executive officer)	January 29, 1999
/S/ Stewart Kahn ----- Stewart Kahn	President	January 29, 1999
/S/Gary Sindler ----- Gary Sindler	Executive Vice President and Chief Financial Officer, Secretary and Treasurer (principal financial and accounting officer)	January 29, 1999

Signature -----	Title -----	Date -----
/s/ Joseph R. Reynolds, Jr ----- Joseph R. Reynolds, Jr.	Vice Chairman of the Board	January 29, 1999
/s/ James A. Flick ----- James A. Flick	Director	January 29, 1999
----- Peter F. O'Malley	Director	January __, 1999
/s/ Dennis J. Shaughnessy ----- Dennis J. Shaughnessy	Director	January 29, 1999
----- George P. Stamas	Director	January __, 1999

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

EXHIBITS

to

FORM S-8

REGISTRATION STATEMENT

under

THE SECURITIES ACT OF 1933, As Amended

FTI CONSULTING, INC.
(Exact name of registrant as specified in its charter)

Exhibits

Number	Description
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4.2*	Restated By-Laws of the Registrant.
4.4*	Specimen certificate representing the Common Stock of Registrant.
5.1	Opinion of Wilmer, Cutler & Pickering.
23.1	Consent of Independent Public Accountants.
23.2	Consent of Wilmer, Cutler & Pickering (included in Exhibit 5.1).
24.1	Power of Attorney (included as part of the signature page to this Registration Statement).

* Incorporated herein by reference from the Registrant's Registration Statement on Form SB-2 (File No. 333-2002).

WILMER, CUTLER & PICKERING
[LETTERHEAD]

January 29, 1999

FTI Consulting, Inc.
2021 Research Drive
Annapolis, Maryland 21401

Re: FTI Consulting, Inc.

Ladies and Gentlemen:

We have acted as counsel to FTI Consulting, Inc., a Maryland corporation (the "Company"), in connection with the preparation by the Company of a Registration Statement on Form S-8 filed with the Securities and Exchange Commission on or about January 29, 1999 (the "Registration Statement") under the Securities Act of 1933, as amended, for the registration of 16,800 shares of Common Stock, \$.01 par value per share (the "Shares"), of the Company granted to outside directors of the Company pursuant to written agreements with those directors. For the purposes of this opinion, we have examined and relied upon such documents, records, certificates and other instruments as we have deemed necessary.

Based solely upon the foregoing, and upon our examination of such questions of law and statutes as we have considered necessary or appropriate, and subject to the assumptions, qualifications, limitations and exceptions set forth herein, we are of the opinion that (a) the Shares have been lawfully and duly authorized; and (b) such Shares will be validly issued, fully paid and nonassessable upon payment of the exercise price established pursuant to the written agreements between the Company and the grantees.

We are members of the bar of the District of Columbia and the State of Maryland and do not hold ourselves out as being experts in the law of any other state. This opinion is limited to the laws of the United States and the general corporation law of Maryland. Our opinion is rendered only with respect to the laws and the rules, regulations and orders thereunder that are currently in effect.

FTI Consulting, Inc.
January 29, 1999
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We assume no obligation to advise you of any changes in the foregoing subsequent to the delivery of this opinion. This opinion has been prepared for your use in connection with the filing of the Registration Statement on or about January 29, 1999, and should not be quoted in whole or in part or otherwise be referred to, nor otherwise be filed with or furnished to any governmental agency or other person or entity, without our express prior written consent.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

WILMER, CUTLER & PICKERING

By: /s/ JOHN B. WATKINS

John B. Watkins, a partner

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference, in the Registration Statement (Form S-8) pertaining to 16,800 shares granted to outside directors pursuant to written agreements with those directors of FTI Consulting Inc., of our reports (a) dated January 31, 1998 with respect to the consolidated financial statements of FTI Consulting, Inc. included in the Annual Report (Form 10-KSE) for the year ended December 31, 1997, (b) dated July 24, 1998 with respect to the combined financial statements of Kahn Consulting, Inc. as of and for the years ended December 31, 1996 and 1997 included in the Current Report (Form 8-K/A), and (c) dated July 31, 1998 with respect to the financial statements of S.E.A. Inc. as of and for the years ended December 31, 1996 and 1997 included in the Current Report (Form 8-K/A), each filed with the Securities and Exchange Commission.

Baltimore, Maryland
January 28, 1999