

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): February 5, 2003

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

Registrant's telephone number, including area code (410) 224-8770

Item 5. Other Events and Required FD Disclosure.

On February 5, 2003, FTI Consulting, Inc. issued two press releases filed herewith as Exhibits 99.1 and 99.2, each of which is incorporated by reference herein.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(a) Financial Statements of Acquired Business.

None.

(b) Pro Forma Financial Information.

None.

(c) Exhibits.

99.1 Press Release dated February 5, 2003, of FTI Consulting, Inc.

99.2 Press Release dated February 5, 2003, of FTI Consulting, Inc.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FTI CONSULTING, INC.

By: /s/ Theodore I. Pincus

Theodore I. Pincus
Executive Vice President and
Chief Financial Officer

Date: February 6, 2003

EXHIBIT INDEX

Exhibit	Description
99.1	Press Release dated February 5, 2003, of FTI Consulting, Inc.
99.2	Press Release dated February 5, 2003, of FTI Consulting, Inc.

news

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RE: FTI Consulting, Inc.
900 Bestgate Road
Annapolis, MD 21401
(410) 224-8770

FOR FURTHER INFORMATION:

AT FTI CONSULTING: AT FRB|WEBERSHANDWICK:

Jack Dunn	Marilyn Windsor	Lisa Fortuna	Tim Grace
Chairman & CEO	General Inquiries	Analyst Inquiries	Media Inquiries
(410) 224-1483	(702) 515-1260	(312) 640-6779	(312) 640-6667

FOR IMMEDIATE RELEASE
WEDNESDAY, FEBRUARY 5, 2003

FTI CONSULTING, INC. ANNOUNCES FOURTH-QUARTER, FULL-YEAR RESULTS

Reports \$0.62 per Fully Diluted Share from Continuing Operations
for Quarter

ANNAPOLIS, MD, February 5, 2003--FTI Consulting, Inc. (NYSE: FCN), the premier national provider of turnaround, bankruptcy and litigation-related consulting services, today reported its results for the fourth-quarter and the year ended December 31, 2002. Results include the contribution from its August 31, 2002, acquisition of the domestic Business Recovery Services Division (BRS) of PricewaterhouseCoopers since the date of acquisition. Results from continuing operations exclude the results of the Applied Sciences practice group, which consisted of LWG, a business unit sold in January 2003 as of December 31, 2002, and SEA, a business unit that the company continues to hold for sale.

Fourth-Quarter Results from Continuing Operations

For the quarter, revenues from continuing operations were \$90.6 million, an increase of 197.0 percent compared with \$30.5 million for the comparable period in 2001. Income from continuing operations grew 278.4 percent to \$15.5 million from \$4.1 million in the comparable quarter last year, and earnings per share from continuing operations grew 210.0 percent to \$0.62 on a diluted basis compared with \$0.20 last year. The increase in earnings per share from continuing operations would have been 148.0 percent if the non-amortization provisions of SFAS 142, Goodwill and Other Intangible Assets, had been in effect in the fourth quarter of 2001. Earnings from continuing operations before interest, taxes, depreciation and amortization (EBITDA) were \$30.3 million compared with \$9.5 million in the prior year, an increase of 216.9 percent. Including the discontinued Applied Sciences practice group, earnings per share on a diluted basis were \$0.60.

Year 2002 Results from Continuing Operations

For the year ended December 31, 2002, revenues from continuing operations were \$224.1 million, an increase of 83.2 percent compared with \$122.3 million for 2001. Income from continuing operations grew 169.6 percent to \$34.9 million from \$12.9 million last year, and earnings per share from

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continuing operations grew 131.8 percent to \$1.53 on a diluted basis compared with \$0.66 last year. The increase in earnings per share from continuing operations would have been 96.2 percent if the non-amortization provisions of SFAS 142, Goodwill and Other Intangible Assets, had been in effect in 2001. EBITDA was \$68.7 million compared with \$33.4 million in the prior year, an increase of 105.6 percent. Cash flow provided by operations for the year ended December 31, 2002, was approximately \$77.6 million compared with \$35.4 million in the prior year. Including the discontinued Applied Sciences practice group, earnings per share on a diluted basis were \$1.63.

At December 31, 2002, the company had cash and cash equivalents of \$9.9 million and its total long-term debt was \$97.8 million. The \$45.0 million drawn down under the company's \$100.0 million revolving line of credit in connection with the acquisition of BRS on August 31, 2002, has been repaid and no amounts were outstanding under the revolving line of credit at December 31, 2002.

Discontinued Operations

FTI in January 2003 sold the stock of LWG, a business unit in the discontinued Applied Sciences practice group, to LWG's management as of December 31, 2002, for a total of \$4.15 million, including a note receivable of \$2.0 million due over seven years, with interest payable monthly at 9.75 percent per annum and principal payments beginning in the fourth year. FTI incurred a loss after taxes of \$891,000 on the sale. The cash proceeds of \$2.15 million received from the sale of LWG will be used to reduce debt under the company's term loan. Discussions with the management of SEA, Inc., the larger business unit in the discontinued Applied Sciences practice group, have concluded without reaching agreement. FTI is seeking other qualified buyers for SEA and is unable to predict when it will be able to sell it or at what price.

The following table summarizes discontinued operations for the fourth quarter and the year ended December 31, 2002.

	Fourth Quarter ----- (000's) -----	Year ---- (000's) -----
Income from operations of discontinued operations, net of taxes of \$225 and \$2198, respectively	\$ 354	\$ 3,145
(Loss) on disposition of LWG, net of tax benefits of \$607	(\$ 891)	(\$ 891)
(Loss) income from discontinued operations, net of taxes	(\$ 537)	\$ 2,254
(Loss) income from discontinued operations per common share, diluted	(\$ 0.02)	\$ 0.10

About FTI Consulting

FTI Consulting is a multi-disciplined consulting firm with leading practices in the areas of turnaround, bankruptcy and litigation-related consulting services. Modern corporations, as well as those who advise and invest in them, face growing challenges on every front. From a proliferation of "bet-the-company" litigation to increasingly complicated relationships with lenders and investors in an ever-changing global economy, U.S. companies are turning more and more to outside experts and

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consultants to meet these complex issues. FTI is dedicated to helping corporations, their advisors, lawyers, lenders and investors meet these challenges by providing a broad array of the highest quality professional practices from a single source.

This press release includes "forward-looking" statements that involve uncertainties and risks. There can be no assurance that actual results will not differ from the company's expectations. The company has experienced fluctuating revenues, operating income and cash flow in some prior periods and expects this may occur from time to time in the future. As a result of these possible fluctuations, the company's actual results may differ from our projections. Other factors that could cause such differences include pace and timing of additional acquisitions, the company's ability to realize cost savings and efficiencies, competitive and general economic conditions, and other risks described in the company's filings with the Securities and Exchange Commission.

FTI is on the Internet at www.fticonsulting.com.

-FINANCIAL TABLES FOLLOW-

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FTI CONSULTING, INC.
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
FOR THE THREE MONTHS ENDED DECEMBER 31, 2002 AND 2001
(in thousands of dollars, except share and per-share data)

	Three Months Ended	
	Actual 12/31/2001	Actual 12/31/2002
	----- (unaudited) -----	
Revenues	\$ 30,491	\$ 90,557
Direct cost of revenues	12,370	42,592
Selling, general and administrative expenses	9,476	18,851
Amortization of goodwill and other intangible assets	1,080	781

Total costs and expenses	22,926	62,224

Operating income from continuing operations	7,565	28,333
Interest expense, net	823	2,135

Income from continuing operations before taxes	6,742	26,198
Income taxes	2,642	10,683

Income from continuing operations	4,100	15,515
Income from operations of discontinued operations, net of income taxes/(2/ Loss from sale of discontinued operations, net of income taxes	736 -	354 (891)

Net income	\$ 4,836	\$ 14,978
	=====	
Income from continuing operations per common share, basic	\$ 0.21	\$ 0.65
Income from discontinued operations per common share, basic	0.04	(0.02)
	=====	
Earnings per common share, basic	\$ 0.25	\$ 0.63
	=====	
Weighted average shares for basic/(1)/	19,397	23,787
	=====	
Income from continuing operations per common share, diluted	\$ 0.20	\$ 0.62
Income from discontinued operations per common share, diluted	0.04	(0.02)
	=====	
Earnings per common share, diluted	\$ 0.23	\$ 0.60
	=====	
Weighted average shares for diluted/(1)/	20,827	25,130
	=====	
EBITDA from continuing operations	\$ 9,547	\$ 30,258
	=====	

/(1)/ Weighted average shares have been adjusted to reflect the three-for-two stock split effected as a stock dividend paid to shareholders of record on January 2, 2002.

/(2)/ Revenues included in discontinued operations were \$11,684 and \$10,755 for the three months ended December 31, 2002 and 2001, respectively.

FTI CONSULTING, INC.
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
FOR YEARS ENDED DECEMBER 31, 2002 AND 2001
(in thousands of dollars, except share and per-share data)

	Years Ended	
	Actual 12/31/2001	Actual 12/31/2002
	(audited)/(1)/	(unaudited)
Revenues	\$ 122,317	\$ 224,113
Direct cost of revenues	59,074	108,104
Selling, general and administrative expenses	33,085	51,647
Amortization of goodwill and other intangible assets	4,235	1,033
Total costs and expenses	96,394	160,784
Operating income from continuing operations	25,923	63,329
Interest expense, net	4,356	4,717
Income from continuing operations before taxes	21,567	58,612
Income taxes	8,621	23,704
Income from continuing operations	12,946	34,908
Income from operations of discontinued operations, net of income taxes/(3)/	3,523	3,145
Loss from sale of discontinued operations, net of income taxes	-	(891)
Net income	\$ 16,469	\$ 37,162
Income from continuing operations per common share, basic	\$ 0.73	\$ 1.63
Income from discontinued operations per common share, basic	0.20	0.11
Earnings per common share, basic	\$ 0.92	\$ 1.74
Weighted average shares for basic/(2)/	17,841	21,354
Income from continuing operations per common share, diluted	\$ 0.66	\$ 1.53
Income from discontinued operations per common share, diluted	0.18	0.10
Earnings per common share, diluted	\$ 0.84	\$ 1.63
Weighted average shares for diluted/(2)/	19,631	22,798
EBITDA from continuing operations	\$ 33,397	\$ 68,662

/(1)/ Restated to segregate the assets of discontinued operations, as required by SFAS 144, Accounting for the Impairment or Disposal of Long-Lived Assets.

/(2)/ Weighted average shares have been adjusted to reflect the three-for-two stock split effected as a stock dividend paid to shareholders of record on January 2, 2002.

/(3)/ Revenues included in discontinued operations were \$45,833 and \$44,042 for the years ended December 31, 2002 and 2001, respectively.

FTI CONSULTING, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2002 AND 2001
(in thousands of dollars)

	December 31, 2001	December 31, 2002
	----- (audited)	----- (unaudited)
Operating activities		
Net income	\$ 16,469	\$ 37,162
Adjustment to reconcile net income to net cash (used in) provided by operating activities:		
Depreciation and other amortization	3,867	4,301
Amortization of goodwill and other intangible assets	5,049	1,033
Income tax benefit from stock option exercise	8,116	12,754
Provision for doubtful accounts	245	3,767
Non-cash charge on sale of discontinued operations	-	1,209
Other	409	1,474
Changes in operating assets and liabilities:		
Accounts receivable, billed and unbilled	(2,093)	7,671
Income taxes, current and deferred	(607)	190
Accrued compensation expense	2,197	11,581
Billings in excess of services provided	1,630	(5,349)
Other current assets and liabilities	146	1,855
	-----	-----
Net cash (used in) provided by operating activities	35,428	77,648
Investing activities		
Purchase of property and equipment, net	(4,366)	(8,777)
Proceeds from landlord reimbursements and sales of property and equipment	1,231	-
Acquisition of subsidiaries and contingent payments	(3,234)	(145,409)
Change in other assets	67	(2,200)
	-----	-----
Net cash used in investing activities	(6,302)	(156,386)
Financing activities		
Issuance of common shares and exercise of stock options	12,843	9,532
Borrowings under long-term debt arrangements	-	119,000
Repayments on long-term debt	(32,334)	(49,333)
Payment of financing fees & other	(14)	(3,411)
	-----	-----
Net cash provided by (used in) financing activities	(19,505)	75,788
Net decrease in cash and cash equivalents	9,621	(2,950)
Cash and cash equivalents at beginning of period	3,235	12,856
	-----	-----
Cash and cash equivalents at end of period	\$ 12,856	\$ 9,906
	=====	=====

FTI CONSULTING, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2001 AND DECEMBER 31, 2002
(in thousands of dollars, except share data)

	December 31, 2001	December 31, 2002
	----- (audited)/(1)/	----- (unaudited)
Assets		
Current assets:		
Cash and cash equivalents	\$ 12,856	\$ 9,906
Accounts receivable, less allowances	12,094	29,271
Unbilled receivable, less allowances	13,675	35,576
Other current assets	4,800	5,529
Current assets of discontinued operations	12,241	11,084
	-----	-----
Total current assets	55,666	91,366
	-----	-----
Property and equipment, net	10,619	14,938
Goodwill, net	75,733	299,082
Other intangible assets, net	-	4,067
Other assets	1,023	5,999
Non-current assets of discontinued operations	16,057	15,079
	-----	-----
Total Assets	\$ 159,098	\$ 430,531
	=====	=====
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable and other accrued expenses	\$ 17,692	\$ 36,810
Deferred income taxes	130	193
Current portion of long-term debt	4,333	20,000
Billings in excess of services provided	4,745	19,921
Current liabilities of discontinued operations	-	664
	-----	-----
Total current liabilities	26,900	77,588
	-----	-----
Long-term debt, less current portion	23,833	77,833
Deferred income taxes and other liabilities	3,229	7,135
Stockholders' equity		
Preferred stock, \$.01 par value; 5,000,000 shares authorized, none outstanding	-	-
Common stock, \$.01 par value; 45,000,000 shares authorized; 19,590,938 and 24,004,292 shares issued and outstanding in 2001 and 2002, respectively	196	240
Additional paid-in capital	75,416	200,576
Unearned compensation	(568)	(346)
Retained earnings	31,036	68,198
Accumulated other comprehensive income (loss)	(944)	(693)
	-----	-----
Total stockholders' equity	105,136	267,975
	-----	-----
Total Liabilities and Stockholders' Equity	\$ 159,098	\$ 430,531
	=====	=====

/(1)/ Restated to segregate the assets of discontinued operations, as required by SFAS 144, Accounting for the Impairment or Disposal of Long-Lived Assets.

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FOR FURTHER INFORMATION:

AT FTI CONSULTING: AT FRB|WEBERSHANDWICK:

Jack Dunn	Marilyn Windsor	Lisa Fortuna	Tim Grace
Chairman & CEO	General Inquiries	Analyst Inquiries	Media Inquiries
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FOR IMMEDIATE RELEASE
WEDNESDAY, FEBRUARY 5, 2003

FTI CONSULTING ANNOUNCES COMMON STOCK OFFERING

Offers 2.1 Million Shares of Common Stock by the Company and 21,969 Shares by Selling Stockholders

ANNAPOLIS, MD, February 5, 2003--FTI Consulting, Inc. (NYSE: FCN), the premier national provider of turnaround, bankruptcy and litigation-related consulting services, today announced that it intends to sell 2.1 million shares of its common stock and selling stockholders intend to sell 21,969 shares of common stock in an underwritten offering.

The company expects to commence its previously announced underwritten public offering of its common stock tomorrow, February 6, 2003. The underwritten offering, which will be made only by means of a prospectus, will be led by Lehman Brothers and co-managed by Banc of America Securities LLC, Adams, Harkness & Hill, Inc., Janney Montgomery Scott LLC and SunTrust Robinson Humphrey.

The company's registration statement has been filed with the Securities and Exchange Commission but has not yet become effective. This common stock may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

When available, copies of the preliminary prospectus relating to the offering may be obtained by contacting Lehman Brothers Inc., c/o ADP Prospectus Department, 1155 Long Island Avenue, Edgewood, New York, 11717, or by calling 631-254-7106.

Fourth-Quarter Conference Call

The company plans to conduct a conference call to discuss fourth-quarter and full-year 2002 results

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after completion of the offering and will announce the date and time as soon as it is determined.

About FTI Consulting

FTI Consulting is a multi-disciplined consulting firm with leading practices in the areas of turnaround, bankruptcy and litigation-related consulting services. Modern corporations, as well as those who advise and invest in them, face growing challenges on every front. From a proliferation of "bet-the-company" litigation to increasingly complicated relationships with lenders and investors in an ever-changing global economy, U.S. companies are turning more and more to outside experts and consultants to meet these complex issues. FTI is dedicated to helping corporations, their advisors, lawyers, lenders and investors meet these challenges by providing a broad array of the highest quality professional practices from a single source.

FTI is on the Internet at www.fticonsulting.com.

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