

| OMB APPROVAL                                 |           |
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

|   |   |  |
|---|---|--|
| 1. Name and Address of Reporting Person*<br><u>SABHERWAL AJAY</u><br><br>(Last) (First) (Middle)<br>555 12TH STREET NW<br><br>(Street)<br>WASHINGTON DC 20004<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>FTI CONSULTING, INC [ FCN ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>Chief Financial Officer</b> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br>11/01/2023                    |  |
|   | 4. If Amendment, Date of Original Filed (Month/Day/Year)                          |  |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |            |                         | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------------------------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price                   |   |  |   |
| Common Stock                    | 11/01/2023                           |  | S                              |   | 621   | D          | \$214.36 <sup>(1)</sup> | 15,890  | D  |   |
| Common Stock                    | 11/01/2023                           |  | S                              |   | 2,379   | D          | \$212.75 <sup>(2)</sup> | 13,511  | D  |   |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|-----------------|---|--|--|---|--|
|  |  |                                      |  |                                |  | Date Exercisable   | Expiration Date |   |  |  |   |  |

**Explanation of Responses:**

- On November 1, 2023, Mr. Sabherwal sold an aggregate of 621 shares of FTI Consulting, Inc. common stock. For reporting purposes, the sales prices within a \$1 range have been aggregated and the weighted average sales price has been reported. The price ranges were: \$214.13 - \$214.48. The Company maintains a record of the transactions and copies will be provided upon request.
- On November 1, 2023, Mr. Sabherwal sold an aggregate of 2,379 shares of FTI Consulting, Inc. common stock. For reporting purposes, the sales prices within a \$1 range have been aggregated and the weighted average sales price has been reported. The price ranges were: \$212.34 - \$213.33. The Company maintains a record of the transactions and copies will be provided upon request.

**Remarks:**

By: Joanne Catanese,  
Attorney-in-Fact For: Ajay Sabherwal      11/02/2023

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.