

**UNITED STATES
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): March 22, 2022

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
(I.R.S. Employer
Identification No.)

555 12th Street NW, Washington, D.C . 20004
(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 communication 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01 per share Exchange	FCN	New York Stock

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(d) Effective March 22, 2022, the Board of Directors (the “Board”) of FTI Consulting, Inc. (“FTI Consulting”) elected Nicole S. Jones, age 52, and Stephen C. Robinson, age 64, as independent directors of FTI Consulting. Ms. Jones and Mr. Robinson fill the vacancies created by Board action effective March 22, 2022, increasing the overall size of the Board to ten directors from eight directors.

As of the date of this Current Report on Form 8-K, Ms. Jones is not a party to any transaction that is required to be reported pursuant to Item 404(a) of Regulation S-K promulgated under the Securities Act of 1933, as amended, there are no family relationships among Ms. Jones and any director or officer of FTI Consulting, and there are no arrangements or understandings between Ms. Jones and any other persons pursuant to which Ms. Jones was selected as a director.

As of the date of this Current Report on Form 8-K, Mr. Robinson is not a party to any transaction that is required to be reported pursuant to Item 404(a) of Regulation S-K promulgated under the Securities Act of 1933, as amended, there are no family relationships among Mr. Robinson and any director or officer of FTI Consulting, and there are no arrangements or understandings between Mr. Robinson and any other persons pursuant to which Mr. Robinson was selected as a director.

Under the FTI Consulting, Inc. Non-Employee Director Compensation Plan, as amended and restated effective January 1, 2016 (the “Restated Director Plan”), Ms. Jones and Mr. Robinson are each eligible to receive, as of the date of her and his election as a director, a prorated portion of annual compensation payable to non-employee directors, as follows: (i) annual cash retainer of \$50,000 and (ii) annual restricted stock award of \$250,000. The Restated Director Plan was filed with the Securities and Exchange Commission (the “SEC”) on February 25, 2016 as an exhibit to FTI Consulting’s Annual Report on Form 10-K for the year ended December 31, 2015. A description of the amounts and forms of compensation payable pursuant to the Restated Director Plan was included in FTI Consulting’s proxy statement for the 2021 annual meeting of stockholders filed with the SEC on April 19, 2021.

ITEM. 7.01. Regulation FD Disclosure

On March 22, 2022, FTI Consulting issued a press release announcing the election of each of Ms. Jones and Mr. Robinson as a director. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is hereby incorporated herein by reference.

ITEM 9.01. Financial Statements and Exhibits

(d) *Exhibits.*

[99.1 Press Release dated March 22, 2022, of FTI Consulting, Inc.](#)

104 The Cover Page from FTI Consulting’s Current Report on Form 8-K dated March 22, 2022, formatted in Inline XBR (which is included as Exhibit 101).

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: March 24, 2022

By: /s/ CURTIS P. LU
Name: Curtis P. Lu
Title: General Counsel



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FTI Consulting Announces the Election of Nicole S. Jones and Stephen C. Robinson as Independent Directors

Washington, D.C., March 22, 2022 — FTI Consulting, Inc. (NYSE: FCN) today announced that its Board of Directors (the “Board”) elected Nicole S. Jones and Stephen C. Robinson as directors of the Company, effective March 22, 2022. Ms. Jones and Mr. Robinson join the Board as independent directors, following the action of the Board to increase its overall size to 10 directors from eight directors.

Ms. Jones, age 52, has been Executive Vice President and General Counsel of Cigna Corporation (“Cigna”), a multinational managed healthcare and insurance company, since 2011. During 2010, Ms. Jones served as Senior Vice President and General Counsel for Lincoln Financial Group (“Lincoln Financial”), a holding company operating insurance and investment management businesses. Prior to joining Lincoln Financial, from 2006 to 2010, Ms. Jones held various other positions with Cigna, including Deputy General Counsel, Corporate Secretary and Chief Counsel of Domestic Health Service, Securities and Investment Law. Ms. Jones has also held roles in corporate law departments at Johnson & Johnson, a multinational corporation that develops medical devices, pharmaceuticals and consumer packaged goods; MCI, Inc., a telecommunications company acquired by Verizon in 2015; and International Paper Company, a pulp and paper corporation.

Mr. Robinson, age 65, is a retired Partner of the law firm of Skadden, Arps, Slate, Meagher & Flom LLP (“Skadden”), a multinational law firm. Mr. Robinson joined Skadden in 2010 and practiced in its litigation department with a focus on government enforcement and white-collar crime until his retirement in 2021. Mr. Robinson previously served as a federal judge for the U.S. District Court for the Southern District of New York from 2003 to 2010, for which he was nominated by President George W. Bush. Prior to serving on the Southern District bench, Mr. Robinson held several positions in government. From 1998 to 2001, he served as U.S. Attorney for the District of Connecticut, for which he was nominated by President William J. Clinton. From 1993 to 1995, Mr. Robinson served as the Principal Deputy General Counsel for the Federal Bureau of Investigation. Mr. Robinson has also served in multiple leadership and management roles, including as the Chief Executive Officer of Empower New Haven, a nonprofit agency focused on urban development social services, and from 2002 to 2003, as the Chief Compliance Officer of Aetna U.S. Healthcare, a managed healthcare company, from 1996 to 1998. Mr. Robinson has served as a director of Dycom Industries, Inc., a specialty contracting services company, since January 2022.

“I am delighted to welcome both Nicole and Stephen to the FTI Consulting Board,” said Gerard E. Holthaus, non-executive Chairman of the Board of FTI Consulting. “As a senior legal advisor to multinational corporations, Nicole brings significant regulatory, compliance and government affairs experience to our Board, and with over 35 years of experience across both the public and private sectors, Stephen brings a unique perspective gained from advising clients on their most high-stakes and challenging matters.”

Commenting on her appointment, Ms. Jones said, “I’m proud to be joining FTI Consulting’s Board. I look forward to working with my fellow directors to guide the next chapter of growth and expansion of FTI Consulting.”

Commenting on his appointment, Mr. Robinson said, “I am honored to be joining FTI Consulting’s Board. I am looking forward to leveraging my extensive expertise to support the Company in its growth and strategic initiatives.”

About FTI Consulting

FTI Consulting, Inc. is a global business advisory firm dedicated to helping organizations manage change, mitigate risk and resolve disputes: financial, legal, operational, political & regulatory, reputational and transactional. With more than 6,700 employees located in 29 countries, FTI Consulting professionals work closely with clients to anticipate, illuminate and overcome complex business challenges and make the most of opportunities. The Company generated \$2.78 billion in revenues during fiscal year 2021. In certain jurisdictions, FTI Consulting’s services are provided through distinct legal entities that are separately capitalized and independently managed. For more information, visit www.fticonsulting.com.

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