

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
 (IRS Employer Identification Number)

2021 RESEARCH DRIVE, ANNAPOLIS, MARYLAND 21401
 (Address of Principal Executive Offices)

FTI CONSULTING, INC.
 1997 STOCK OPTION PLAN, AS AMENDED
 EMPLOYEE STOCK PURCHASE PLAN, AS AMENDED
 (Full title of the Plan)

JACK B. DUNN, IV
 CHAIRMAN OF THE BOARD AND
 CHIEF EXECUTIVE OFFICER
 FTI CONSULTING, INC.
 2021 RESEARCH DRIVE
 ANNAPOLIS, MARYLAND 21401
 (410) 841-5545
 (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 \$.01 per share	1,100,000 shares	\$18.75	\$20,625,000	\$5,156.25

(1) An aggregate of 4,150,000 shares of Common Stock may be offered or issued pursuant to the FTI Consulting, Inc. 1997 Stock Option Plan, as amended, of which 3,000,000 shares were previously registered on Form S-8 (File No. 333-30357), 150,000 shares were previously registered on Form S-8 (File No. 333-32160), and 1,000,000 shares are being registered hereunder. Further, an aggregate of 500,000 shares of Common Stock may be offered or issued pursuant to the FTI Consulting, Inc. Employee Stock Purchase Plan, as amended, of which 400,000 shares were previously registered on Form S-8 (File No. 333-30173) and 100,000 shares are being registered hereunder. In addition, pursuant to Rule 416(c) under the Securities Act of 1933, as amended, this Registration Statement also covers an indeterminate number of shares of Common Stock that may be offered or issued by reason of stock splits, stock dividends or similar transactions and an indeterminate number of participation interests in the Employee Stock Purchase Plan.

(2) Estimated solely for the calculation of the registration fee. The registration fee has been calculated with respect to the additional securities registered on this Form S-8 only, on the basis of the average of the high and low prices reported on The American Stock Exchange on June 21, 2001.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

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. 333-30357) filed with the Securities and Exchange Commission on June 30, 1997, as amended by Post-Effective Amendment No. 1 to the Registration Statement filed with the Commission on February 1, 1999 and by Post-Effective Amendment No. 2 to the Registration Statement filed with the Commission on November 19, 1999, the Registration Statement of the Company on Form S-8 (File No. 333-30173) filed with the Commission on June 27, 1997 and the Registration Statement of the Company on Form S-8 (File No. 333-32160) filed with the Commission on March 10, 2000, 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.

ITEM 8. EXHIBITS.

NUMBER	DESCRIPTION
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**	1997 Stock Option Plan, as amended.
4.4**	Employee Stock Purchase Plan, as amended.
5.1	Opinion of Piper Marbury Rudnick & Wolfe LLP.
23.1	Consent of Independent Auditors.
23.2	Consent of Piper Marbury Rudnick & Wolfe LLP (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 Form 10-K/A for the year ended December 31, 2000, 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 30, 2001, 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 June 28, 2001.

FTI CONSULTING, INC.

By: /s/ Jack B. Dunn, IV

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

Pursuant to the requirements of the Securities Act of 1933, the Administrator of the FTI Consulting, Inc. Employee Stock Purchase Plan 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 June 28, 2001.

FTI CONSULTING, INC.
EMPLOYEE STOCK PURCHASE PLAN

By: /s/ Dennis J. Shaughnessy

Name: Dennis J. Shaughnessy
Title: Chairman of the Compensation
Committee

KNOW ALL MEN BY THESE PRESENTS that Jack B. Dunn, IV has been 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 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 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, this Registration Statement has been signed below by the following persons in the capacities and on the date indicated.

/s/ Jack B. Dunn, IV ----- Jack B. Dunn, IV	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	June 28, 2001
/s/ Stewart J. Kahn ----- Stewart J. Kahn	President, Chief Operating Officer and Director	June 28, 2001
/s/ Theodore I. Pincus ----- Theodore I. Pincus	Executive Vice President, Chief Financial Officer and Secretary (Principal Financial and Accounting Officer)	June 28, 2001
/s/ Denis J. Callaghan ----- Denis J. Callaghan	Director	June 28, 2001
/s/ James A. Flick ----- James A. Flick	Director	June 28, 2001
/s/ Peter F. O'Malley ----- Peter F. O'Malley	Director	June 28, 2001
/s/ Dennis J. Shaughnessy ----- Dennis J. Shaughnessy	Director	June 28, 2001
/s/ George P. Stamas ----- George P. Stamas	Director	June 28, 2001

FTI CONSULTING, INC.

ARTICLES OF INCORPORATION, AS AMENDED AND RESTATED

FTI CONSULTING, INC., a Maryland corporation having its principal office in Anne Arundel County, Maryland, hereby certifies to the Maryland State Department of Assessments and Taxation that:

ARTICLE FIRST: The name of the Corporation (which is hereinafter called

the Corporation is:

FTI Consulting, Inc.

ARTICLE SECOND: The purposes for which the Corporation is formed and the

business or object to be carried on and promoted by it are as follows:

1. To perform engineering investigations, scientific research, laboratory analyses and other technical consulting services;
2. To engage in any one or more businesses or transactions, or to acquire all or any portion of any entity engaged in any one or more businesses or transactions that the Board of Directors may from time to time authorize or approve, whether or not related to the business described elsewhere in this Article or to any other business at the time or theretofore engaged in by the Corporation;
3. To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time; and
4. To engage in any other lawful purpose and business.

ARTICLE THIRD: The total number of shares of all classes of stock that the

Corporation has authority to issue is 50,000,000 shares, having an aggregate par value of \$500,000, consisting of 45,000,000 shares of Common Stock (the "Common Stock") with a par value of \$.01 per share, and 5,000,000 shares of Preferred Stock (the "Preferred Stock") with a par value of \$.01 per share.

ARTICLE FOURTH: The present address of the principal office of the

Corporation in this State is 2021 Research Drive, Annapolis, Maryland 21401.

ARTICLE FIFTH: The name and address of the resident agent of the

Corporation in this State is Theodore I. Pincus, who is a resident of the State of Maryland, whose address is 2021 Research Drive, Annapolis, Maryland 21401.

ARTICLE SIXTH: The following is a description of each class of stock of

the Corporation, including any preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications and terms and conditions of redemption:

A. Common Stock.

1. The Common Stock shall not be subject to classification or reclassification by the Board of Directors, and shall have the rights and terms hereinafter specified, subject to the terms of any other stock provided in the charter pursuant to classification or reclassification by the Board of Directors or otherwise in accordance with law.
2. Each share of Common Stock shall have one vote, and, except as otherwise provided in this charter or in any written agreement among the Corporation and the holders of one or more classes of the Corporation's stock, the exclusive voting power for all purposes shall be vested in the holders of the Common Stock, including, without limitation, the power to elect members of the Board of Directors.
3. Subject to the provisions of law and the preference of any Preferred Stock then outstanding, dividends may be declared and paid on each share of Common Stock of the Corporation at such time and in such amounts as the Board of Directors may deem advisable.
4. In the event of any liquidations, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Common Stock shall be entitled, after payment or provisions for payment of the debts and other liabilities of the Corporation and the amount to which the holders of any Preferred Stock shall be entitled, to share ratably in the remaining net assets of the Corporation.
5. As long as any of the Common Stock shall be listed and quoted on the NASDAQ National Market System, the Board of Directors of the Corporation shall ensure, and shall have all powers necessary to ensure, that the membership of the Board of Directors shall at all times include such number of "Independent Directors" (as such term is defined in Part III, Section 6(c) of Schedule D to the By-Laws of the National Association of Securities Dealers, Inc. ("NASD"), as the same may be amended from time to time) as shall be required by the By-Laws of the NASD for the Common Shares to be eligible for listing and quotation of the NASDAQ National Market. In the event that the Common Stock shall cease to be listed and quoted on the NASDAQ National Market, and subsequently is listed and quoted on an exchange or other trading system, the Board of Directors of the Corporation shall ensure, and shall have all powers necessary to ensure, that the membership of the Board of Directors shall at all times be consistent with the applicable rules and regulations, if any, for

the Common Stock to be eligible for listing and quotation on such exchange or other trading system.

B. Preferred Stock.

6. The Board of Directors shall have authority to classify and reclassify any unissued shares of the Preferred Stock from time to time by setting or changing in any one or more respects the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of the Preferred Stock; provided, however, that the Board of Directors shall not classify or reclassify any such shares into shares of Common Stock, or into any class or series of stock (i) which is not prior to the Common Stock either as to dividends or upon liquidation and (ii) which is not limited in some respect either as to dividends or upon liquidation. Subject to the foregoing, the power of the Board of Directors to classify and reclassify any of the shares of Preferred Stock shall include, without limitation, authority to classify or reclassify any unissued shares of such stock into a class or classes of preferred stock, preference stock, special stock or other stock, and to divide and classify shares of any class into one or more series of such class, by determining, fixing or altering one or more of the following:

- (a) The distinctive designation of such class or series and the number of shares to constitute such class or series; provided that, unless otherwise prohibited by the terms of such or any other class or series, the number of shares of any class or series may be decreased by the Board of Directors in connection with any classification or reclassification of unissued shares and the number of shares of such class or series may be increased by the Board of Directors in connection with any such classification or reclassification, and any shares of any class or series which have been redeemed, purchased, otherwise acquired or converted into shares of Common Stock or any other class or series shall remain part of the authorized Preferred Stock and be subject to classification or reclassification as provided in this Section.
- (b) Whether or not and, if so, the rates, amounts and times at which, and the conditions under which, dividends shall be payable on shares of such class or series, whether any such dividends shall rank senior or junior to or on a parity with the dividends payable on any other class or series of Preferred Stock, and the status of any such dividends as cumulative, cumulative to a limited extent or noncumulative and as participating or non-participating.
- (c) Whether or not shares of such class or series shall have voting rights, in addition to any voting rights provided by law and, if so, the terms of such voting rights.

- (d) Whether or not shares of such class or series shall have conversion or exchange privileges and, if so, the terms and conditions thereof, including provision for adjustment of the conversion or exchange rate in such events or at such times as the Board of Directors shall determine.
 - (e) Whether or not shares of such class or series shall be subject to redemption and, if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates; and whether or not there shall be any sinking fund or purchase account in respect thereof, and if so the terms thereof.
 - (f) The rights of the holders of shares of such class or series upon the liquidation, dissolution or winding up of the affairs of, or upon any distribution of the assets of the Corporation, which rights may vary depending upon whether such liquidation, dissolution or winding up is voluntary or involuntary and, if voluntary, may vary at different dates, and whether such rights shall rank senior or junior to or on a parity with such rights of any other class or series of Preferred Stock.
 - (g) Whether or not there shall be any limitations applicable, while shares of such class or series are outstanding, upon the payment of dividends or making of distributions on, or the acquisition of, or the use of moneys for purchase or redemption of, any stock of the Corporation, or upon any other action of the Corporation, including action under this Section, and, if so, the terms and conditions thereof.
 - (h) Any other preferences, rights, restrictions, including restrictions on transferability, and qualifications of shares of such class or series, consistent with law and the Charter of the Corporation.
7. For the purposes hereof and of any articles supplementary to the Charter providing for the classification or reclassification of any shares of Preferred Stock or any other charter document of the Corporation (unless otherwise provided in any such articles or document), any class or series of stock of the Corporation shall be deemed to rank:
- (a) prior to another class or series either as to dividends or upon liquidation, if the holders of such class or series shall be entitled to the receipt of dividends or of amounts distributable on liquidation, dissolution or winding up, as the case may be, in preference or priority to holders of such other class or series;
 - (b) on a parity with another class or series either as to dividends or upon liquidation, whether or not the dividend rates, dividend payment

dates, or redemption or liquidation prices per share thereof are different from those of such others, if the holders of such class or series of stock shall be entitled to receipt of dividends or amounts distributable upon liquidation, dissolution or winding up, as the case may be, in proportion to their respective dividend rates or redemption or liquidation prices, without preference or priority over the holders of such other class or series; and

(c) junior to another class or series either as to dividends or upon liquidation, if the rights of the holders of such class or series shall be subject or subordinate to the rights of the holders of such other class or series in respect of the receipt of dividends or the amounts distributable upon liquidation, dissolution, or winding up, as the case may be.

8. Notwithstanding anything in these Articles to the contrary, as long as any of the Common Shares shall be listed and quoted on the NASDAQ National Market System, no Preferred Stock may be issued pursuant to the provisions of this Article SIXTH that would violate the applicable Voting Rights Policy of the NASDAQ National Market System, as the same may be amended from time to time.

ARTICLE SEVENTH: The number of directors of the Corporation shall be seven

(7), which number may be increased or decreased pursuant to the By-Laws of the Corporation or the Charter of the Corporation, but shall never be less than the minimum number permitted by the General Laws of the State of Maryland nor or hereafter in force. The Board of Directors shall be divided into three classes with terms expiring in staggered years, with class one consisting of two members, class two consisting of two members and class three consisting of three members. Upon expiration of each member's initial term as a director, the number of directors equal to the number of the class whose term expires shall be elected for a term of three years. The current directors of the Corporation are:

James A. Flick
Peter F. O'Malley
George P. Stamas
Dennis J. Shaughnessy
Daniel W. Luczak (chairman)
Joseph R. Reynolds, Jr.
Jack B. Dunn, IV

ARTICLE EIGHTH: The following provisions are hereby adopted for the

purpose of defining, limiting, and regulating the powers of the Corporation and of the directors and stockholders:

1. The Board of Directors is hereby empowered to authorize the issuance from time to time of shares of the Corporation's stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of

any class or classes, whether now or hereafter authorized, for such consideration as may be deemed advisable by the Board of Directors and without any action by the stockholders, except as otherwise provided in this Charter.

2. No holder of any stock or any other securities of the Corporation, whether now or hereafter authorized, shall have any preemptive right to subscribe for or purchase any stock or any other securities of the Corporation other than such, if any, as the Board of Directors, in its sole discretion, may determine and at such price or prices and upon such other terms as the Board of Directors, in its sole discretion, may fix; and any stock or other securities that the Board of Directors may determine to offer for subscription may, as the Board of Directors in its sole discretion shall determine, be offered to the holders of any class, series or type of stock or other securities at the time outstanding to the exclusion of the holders of any or all other classes, series or types of stock or other securities at the time outstanding.
3. The Board of Directors of the Corporation shall, consistent with applicable law, have power in its sole discretion to determine from time to time in accordance with sound accounting practice or other reasonable valuation methods what constitutes annual or other net profits, earnings, surplus, or net assets in excess of capital; to fix and vary from time to time the amount to be reserved as working capital, or determine that retained earnings or surplus shall remain in the hands of the Corporation; to set apart out of any funds of the Corporation such reserve or reserves in such amount or amounts and for such proper purpose or purposes as it shall determine and to abolish any such reserve or any part thereof; to distribute and pay distributions or dividends in stock, cash or other securities or property, out of surplus or any other funds or amounts legally available therefor, at such times and to the stockholders of record on such dates as it may, from time to time, determine; and to determine whether and to what extent and at what times and places and under what conditions and regulations the books, accounts and documents of the Corporation, or any of them, shall be open to the inspection of stockholders. Except as otherwise provided by statute or by the By-Laws, or by written agreement among the Corporation and the holders of one or more classes of the Corporation's stock, no stockholder shall have any right to inspect any book, account or document of the Corporation unless authorized to do so by resolution of the Board of Directors.
4. Notwithstanding any provision of law requiring the authorization of any action by a greater proportion than a majority of the total number of shares of all classes of capital stock or of the total number of shares of any class of capital stock, such action shall be valid and effective if authorized by the affirmative vote of the holders of a majority of the total number of shares of all classes outstanding and entitled to vote thereon, except as otherwise provided in this Charter.

5. 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 maybe 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.
6. To the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, no director or officer of this Corporation shall be personally liable to the Corporation or its stockholders for money damages. No amendment of the Charter of the Corporation or repeal of any of its provisions shall limit or eliminate the benefits provided to directors and officers under this provision with respect to any act or omission that occurred prior to such amendment or repeal.
7. Except as set forth in the Charter or in a written agreement among the Corporation and the holders of one or more classes of the Corporation's stock, the Corporation reserves the right from time to time to make any amendments of its Charter which may now or hereafter be authorized by law, including any amendments changing the terms or contract rights, as expressly set forth in its Charter, or any of its outstanding stock by classification, reclassification or otherwise.
8. The enumeration and definition of particular powers of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

ARTICLE NINTH: The duration of the Corporation shall be perpetual.

[PMRW LOGO]PIPER
MARBURY
RUDNICK
& WOLFE LLP

6225 Smith Avenue
Baltimore, Maryland 21209-3600
www.piperrudnick.com

PHONE (410) 580-3000
FAX (410) 580-3001

June 22, 2001

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

Ladies and Gentlemen:

We have acted as counsel for FTI Consulting, Inc., a Maryland corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission of the Registration Statement on Form S-8 (the "Registration Statement") registering 1,100,000 shares (the "Shares") of Common Stock, par value \$.01 per share, of the Company, of which 1,000,000 shares are issuable under the FTI Consulting, Inc. 1997 Stock Option Plan, as amended, and 100,000 shares are issuable under the FTI Consulting, Inc. Employee Stock Purchase Plan (the "Plans").

We have examined copies of the Company's charter, its bylaws, as amended and restated and in effect on the date hereof, the Plans, all resolutions adopted by the Company's Board of Directors relating to the authorization of the issuance of the Shares and such other records and documents that we have deemed necessary for the purpose of the rendering of this opinion. In such examination of the aforesaid documents, we have assumed, without independent investigation, the genuineness of all signatures, the legal capacity of all individuals who have executed any of the aforesaid documents, the authenticity of all documents submitted to us as originals, the conformity with originals of all documents submitted to us as copies (and the authenticity of the originals of such copies), and the accuracy and completeness of all public records reviewed by us. As to factual matters material to this opinion, we have relied on statements and certificates of officers of the Company.

Based upon the foregoing, we are of the opinion that the Shares issuable under the Plans have been duly authorized and, when issued in accordance with the Plans, will be validly issued, fully paid and non-assessable.

The opinion set forth herein is limited to matters governed by the laws of the State of Maryland and the federal laws of the United States of America, and we express no opinion as to any other laws. We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement.

Very truly yours,

/s/ Piper Marbury Rudnick & Wolfe LLP

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the following Registration Statements of our report dated February 13, 2001, with respect to the consolidated financial statements and schedule of FTI Consulting, Inc. and subsidiaries included in the Annual Report (Form 10-K/A) for the year ended December 31, 2000.

Registration Statements on Form S-8

Name	Registration Number	Date Filed
1992 Stock Option Plan, as Amended	333-19251	January 3, 1997
Employee Stock Purchase Plan	333-30173	June 27, 1997
1997 Stock Option Plan	333-30357	June 30, 1997
1997 Stock Option Plan, as Amended	333-32160	March 10, 2000

/s/ Ernst & Young LLP

Baltimore, Maryland
June 27, 2001