
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): April 29, 2019

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.)

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 communications 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))

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 2.02. Results of Operations and Financial Condition

FTI Consulting, Inc. (“FTI Consulting”) uses a presentation from time to time in its discussions with investors and analysts (the “Presentation”). The Presentation includes FTI Consulting’s past and present financial results, operating data and other information. A copy of the Presentation is furnished as Exhibit 99.1 and has been posted to the FTI Consulting website at www.fticonsulting.com.

ITEM 7.01. Regulation FD Disclosure

In the Presentation, FTI Consulting uses information derived from consolidated and segment financial information that may not be presented in its financial statements or prepared in accordance with generally accepted accounting principles in the United States (“GAAP”). Certain of these measures are considered “non-GAAP financial measures” under rules promulgated by the Securities and Exchange Commission. Specifically, FTI Consulting has referred to the following non-GAAP financial measures:

- Total Segment Operating Income
- Adjusted EBITDA
- Total Adjusted Segment EBITDA
- Adjusted EBITDA Margin
- Adjusted Net Income
- Adjusted Earnings per Diluted Share
- Free Cash Flow

FTI Consulting has included the definitions of “Segment Operating Income (Loss)” and “Adjusted Segment EBITDA,” which are financial measures presented in accordance with GAAP, in order to more fully define the components of certain non-GAAP financial measures. FTI Consulting evaluates the performance of its operating segments based on Adjusted Segment EBITDA, and Segment Operating Income (Loss) is a component of the definition of Adjusted Segment EBITDA. FTI Consulting defines “Segment Operating Income (Loss)” as a segment’s share of consolidated operating income. FTI Consulting defines “Total Segment Operating Income (Loss),” which is a non-GAAP financial measure, as the total of Segment Operating Income for all segments, which excludes unallocated corporate expenses. FTI Consulting uses Segment Operating Income for the purpose of calculating Adjusted Segment EBITDA. FTI Consulting defines “Adjusted Segment EBITDA” as a segment’s share of consolidated operating income before depreciation, amortization of intangible assets, remeasurement of acquisition-related contingent consideration, special charges and goodwill impairment charges. FTI Consulting uses Adjusted Segment EBITDA as a basis to internally evaluate the financial performance of its segments because FTI Consulting believes it reflects current core operating performance and provides an indicator of the segment’s ability to generate cash.

FTI Consulting defines “Total Adjusted Segment EBITDA,” which is a non-GAAP financial measure, as the total of Adjusted Segment EBITDA for all segments, which excludes unallocated corporate expenses. FTI Consulting defines “Adjusted EBITDA,” which is a non-GAAP financial measure, as consolidated net income before income tax provision, other non-operating income (expense), depreciation, amortization of intangible assets, remeasurement of acquisition-related contingent consideration, special charges, goodwill impairment charges, gain or loss on sale of a business, and losses on early extinguishment of debt. FTI Consulting defines Adjusted EBITDA Margin as Adjusted EBITDA as a percentage of total revenues. FTI Consulting believes that the non-GAAP financial measures, which exclude the effects of remeasurement of acquisition-related contingent consideration, special charges and goodwill impairment charges, when considered together with its GAAP financial results and GAAP financial measures, provide management and investors with a more complete understanding of FTI Consulting’s operating results, including underlying trends. In addition, EBITDA is a common alternative measure of operating performance used by many of FTI Consulting’s competitors. It is used by investors, financial analysts, rating agencies and others to value and compare the financial performance of companies in FTI Consulting’s industry. Therefore, FTI Consulting also believes that these measures, considered along with corresponding GAAP measures, provide management and investors with additional information for comparison of its operating results with the operating results of other companies.

FTI Consulting defines “Adjusted Net Income” and “Adjusted Earnings per Diluted Share” (“Adjusted EPS”), which are non-GAAP financial measures, as net income (loss) and earnings (loss) per diluted share, respectively, excluding the impact of remeasurement of acquisition-related contingent consideration, special charges, goodwill impairment charges, losses on early extinguishment of debt, non-cash interest expense on convertible notes, gain or loss on sale of a business, and the impact of adopting the 2017 U.S. Tax Cuts and Jobs Act (the “2017 Tax Act”). FTI Consulting uses Adjusted Net Income for the purpose of calculating Adjusted EPS. Management of FTI Consulting uses Adjusted EPS to assess total company operating performance on a consistent basis. FTI Consulting believes that this non-GAAP financial measure, which excludes the effects of the remeasurement of acquisition-related contingent consideration, special charges, goodwill impairment charges, losses on early extinguishment of debt, non-cash interest expense on convertible notes, gain or loss on sale of a business, and the impact of adoption of the 2017 Tax Act, when considered together with its GAAP financial results, provides management and investors with an additional understanding of its business operating results, including underlying trends.

FTI Consulting defines “Free Cash Flow” as net cash provided by (used in) operating activities less cash payments for purchases of property and equipment. We believe this non-GAAP financial measure, when considered together with our GAAP financial results, provides management and investors with an additional understanding of FTI Consulting’s ability to generate cash for ongoing business operations and other capital deployment.

Non-GAAP financial measures are not defined in the same manner by all companies and may not be comparable with other similarly titled measures of other companies. Non-GAAP financial measures should be considered in addition to, but not as a substitute for or superior to, the information contained in FTI Consulting’s Consolidated Statements of Comprehensive Income. Reconciliations of non-GAAP financial measures to the most directly comparable GAAP financial measures are included in the Presentation.

The information included herein, including Exhibit 99.1 furnished herewith, shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be incorporated by reference into any filing pursuant to the Securities Act of 1933, as amended, or the Exchange Act, regardless of any incorporation by reference language in any such filing, except as expressly set forth by specific reference in such filing.

ITEM 9.01. Financial Statements and Exhibits

(d) *Exhibits*

99.1 [April 2019 Investor Presentation of FTI Consulting, Inc.](#)

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: April 30, 2019

By: /s/ CURTIS P. LU

Curtis P. Lu
General Counsel



FTI Consulting, Inc.

Current Investor Presentation

April 2019




Cautionary Note about Forward-Looking Statements


This presentation includes “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, which involve uncertainties and risks. Forward-looking statements include statements concerning our plans, objectives, goals, strategies, future events, future revenues, future results and performance, expectations, plans or intentions relating to acquisitions, share repurchases and other matters, business trends and other information that is not historical, including statements regarding estimates of our future financial results. When used in this presentation, words such as “estimates,” “expects,” “anticipates,” “projects,” “plans,” “intends,” “believes,” “forecasts” and variations of such words or similar expressions are intended to identify forward-looking statements. All forward-looking statements, including, without limitation, estimates of our future financial results, are based upon our expectations at the time we make them and various assumptions. Our expectations, beliefs and projections are expressed in good faith, and we believe there is a reasonable basis for them. However, there can be no assurance that management’s expectations, beliefs and estimates will be achieved, and the Company’s actual results may differ materially from our expectations, beliefs and estimates. Further, preliminary results are subject to normal year-end adjustments. The Company has experienced fluctuating revenues, operating income and cash flows in prior periods and expects that this will occur from time to time in the future. Other factors that could cause such differences include declines in demand for, or changes in, the mix of services and products that we offer, the mix of the geographic locations where our clients are located or where services are performed, fluctuations in the price per share of our common stock, adverse financial, real estate or other market and general economic conditions, and other future events, which could impact each of our segments differently and could be outside of our control, the pace and timing of the consummation and integration of future acquisitions, the Company’s ability to realize cost savings and efficiencies, competitive and general economic conditions, retention of staff and clients, new laws and regulations, or changes thereto, including the 2017 U.S. Tax Cuts and Jobs Act (“2017 Tax Act”), and the risks described under the heading “Part I, Item 1A Risk Factors” in the Company’s Annual Report on Form 10-K for the year ended December 31, 2018, filed with the Securities and Exchange Commission (“SEC”) and in the Company’s other filings with the SEC, including the risks set forth under “Risks Related to Our Reportable Segments” and “Risks Related to Our Operations.” We are under no duty to update any of the forward-looking statements to conform such statements to actual results or events and do not intend to do so.




Investment Thesis




Leading global business advisory firm with **strong people** and **strong positions**: corporations, law firms and governments come to us when there is a critical need




Organic growth strategy with an emphasis on profitable revenue growth




Committed to building a profitable business with **sustainable underlying growth**, regardless of economic conditions



Willingness to invest EBITDA in key growth areas where we have a right to win



Healthy balance sheet and **strong cash flows** with a commitment to return capital to our shareholders



Believe we are on a path toward **sustained double-digit Adjusted EPS growth over time**



FTI Consulting: Experts with Impact

FCN Publicly Traded	\$3.1BLN Equity Market Capitalization ¹	1982 Year Founded	4,700+ Total Employees Worldwide
480+ Senior Managing Directors	76 Offices in 76 Cities Around the Globe	9 9 Specialized Industry Practice Groups	2 Nobel Laureates
8/10 Advisor to 8 of the World's Top 10 Bank Holding Companies	96/100 Advisor to 96 of the World's Top 100 Law Firms	49/100 49 of Global 100 Corporations are Clients	



All statistics above are as of December 31, 2018.
¹Number of total shares outstanding as of March 31, 2019 times the closing share price as of April 25, 2019.

Our Global Reach

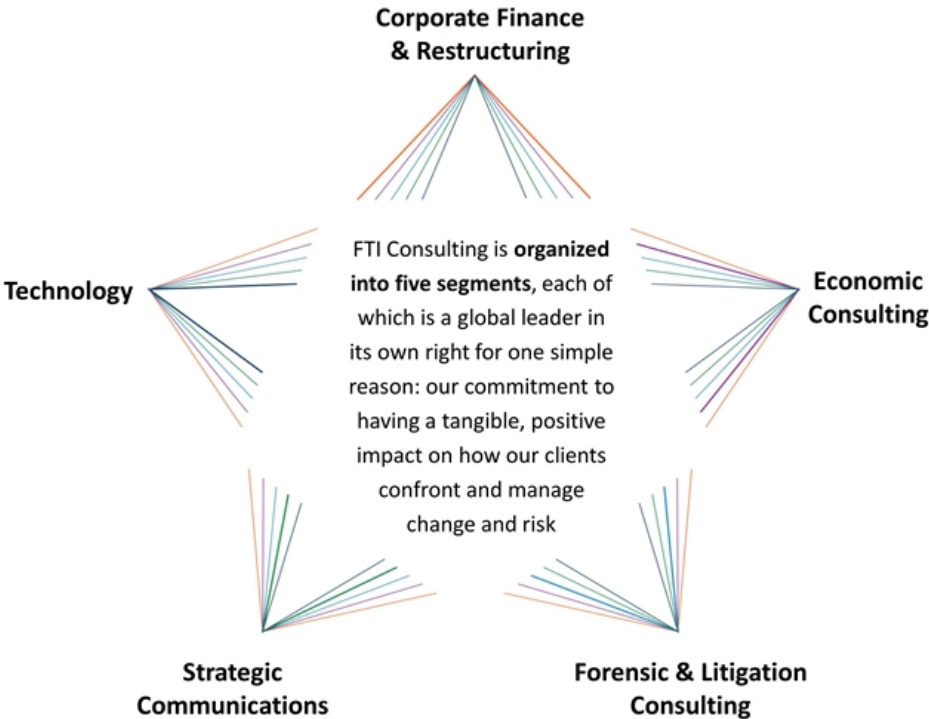
With offices in every major financial center and every corner of the globe, we successfully serve our clients wherever challenges and opportunities arise



All locations above are as of December 31, 2018.

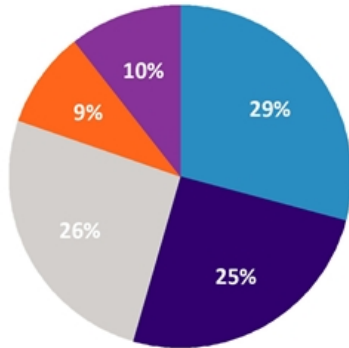


Business Snapshot: Five Segments, One Purpose

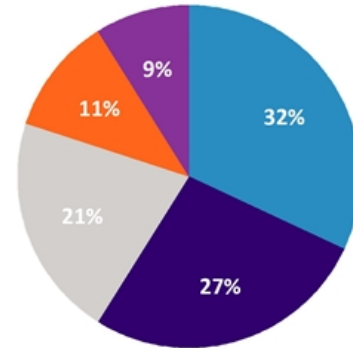


Segment Snapshot: Revenues and Total Adjusted Segment EBITDA

Q1 2019 Segment Revenues



Q1 2019 Total Adjusted Segment EBITDA¹



Corporate Finance & Restructuring

Services

Restructuring

- Company Advisory
- Creditor Advisory
- Interim Management
- Contentious Insolvency
- Dispute Advisory/
Litigation Support

Business Transformation

- Office of the CFO Solutions
- Performance Improvement
- Merger Integration

- Carve-outs
- Executive Compensation

Transactions

- Transaction Services
- Investment Banking &
Transaction Opinions
- Lender Services
- Tax Advisory
- Valuation & Financial
Advisory Services
- Structured Finance



	2015	2016	2017	Q1 2018	Q2 2018	Q3 2018	Q4 2018	2018	Q1 2019
Segment Revenues	\$440,398	\$483,269	\$482,041	\$142,922	\$141,355	\$135,418	\$144,784	\$564,479	\$160,966
Segment Gross Profit Margin	38.3%	36.5%	33.9%	39.4%	40.3%	35.4%	33.9%	37.3%	38.1%
Segment SG&A	\$80,111	\$81,584	\$83,747	\$22,317	\$22,102	\$21,886	\$25,732	\$92,037	\$24,890
Adjusted Segment EBITDA	\$90,101	\$97,688	\$82,863	\$34,804	\$35,777	\$26,798	\$24,281	\$121,660	\$37,361
Adjusted Segment EBITDA Margin	20.5%	20.2%	17.2%	24.4%	25.3%	19.8%	16.8%	21.6%	23.2%
Utilization	69%	65%	61%	71%	67%	65%	61%	66%	70%
Revenue-Generating Professionals	838	895	901	910	871	926	948	948	982

Segment Offering

The Corporate Finance & Restructuring segment focuses on strategic, operational, financial and capital needs of businesses by addressing the full spectrum of financial and transactional challenges faced by companies, boards, private equity sponsors, creditor constituencies and other stakeholders.

Medium-Term Growth Opportunities

Enhance **Business Transformation and Transaction** capabilities

Grow **Restructuring** globally

Deeper penetration of key industries e.g., Retail, Healthcare, TMT, Industrials, Automotive and Energy

Q1 2019 Key Financial Commentary

- **Revenues** increased \$18.0 million, or 12.6%, from Q1 2018 to Q1 2019. which included a 1.9% estimated negative impact from FX. Excluding the estimated negative impact from FX, revenues increased \$20.7 million, or 14.5%, primarily due to higher demand for business transformation and transactions and restructuring services, higher realization in North America restructuring due to a mix of client engagements and staffing, and higher success fees.

Gross profit increased \$5.0 million, or 8.9%, from Q1 2018 to Q1 2019. Gross profit margin decreased 1.3 percentage points from Q1 2018 to Q1 2019. The decrease in gross profit margin was primarily due to a combination of increased compensation for additional billable professionals and higher variable compensation, which more than offset higher margins from increased realization and success fees.

Adjusted Segment EBITDA of \$37.4 million, or 23.2% of segment revenues, compared to \$34.8 million, or 24.4% of segment revenues, in the prior year.

Forensic & Litigation Consulting

Services

Risk Advisory

- Anti-Corruption Investigations & Compliance
- Compliance, Monitoring & Receivership
- Data & Analytics

Investigations

- Cybersecurity
- Forensic Accounting & Advisory Services ("FAAS")
- Global Risk & Investigations Practice ("GRIP")

Disputes

- Construction Solutions
- Dispute Advisory Services
- Financial Services
- Global Insurance Services
- Health Solutions
- Trial Services



	2015	2016	2017	Q1 2018	Q2 2018	Q3 2018	Q4 2018	2018	Q1 2019
Segment Revenues	\$482,269	\$457,734	\$462,324	\$128,039	\$133,527	\$126,684	\$132,083	\$520,333	\$138,997
Segment Gross Profit Margin	32.2%	31.2%	33.9%	36.9%	37.3%	35.8%	35.6%	36.4%	39.5%
Segment SG&A	\$94,747	\$89,532	\$88,056	\$22,533	\$23,383	\$24,430	\$26,612	\$96,958	\$24,163
Adjusted Segment EBITDA	\$64,267	\$57,882	\$72,705	\$25,757	\$27,615	\$21,970	\$21,479	\$96,821	\$31,817
Adjusted Segment EBITDA Margin	13.3%	12.6%	15.7%	20.1%	20.7%	17.3%	16.3%	18.6%	22.9%
Utilization	64%	59%	61%	67%	67%	63%	63%	64%	67%
Revenue-Generating Professionals	1,131	1,110	1,067	1,072	1,065	1,129	1,153	1,153	1,194

Forensic & Litigation Consulting (continued)

Segment Offering

The Forensic & Litigation Consulting segment provides a complete range of multidisciplinary, independent dispute advisory, investigative, data acquisition/analysis and forensic accounting services. Our professionals combine end-to-end capabilities when clients face high stakes litigation, arbitration and compliance investigations and regulatory scrutiny.

Medium-Term Growth Opportunities

Enhance **Construction Solutions, Cybersecurity and Data & Analytics** capabilities

Grow overseas businesses e.g., London and Hong Kong

Strong utilization in Disputes, Investigations and Health Solutions practices

Q1 2019 Key Financial Commentary

- **Revenues** increased \$11.0 million, or 8.6%, from Q1 2018 to Q1 2019 which included a 1.4% estimated negative impact from FX. Excluding the estimated negative impact from FX, revenues increased \$12.7 million, or 10.0%, primarily due to increased demand for our investigations and construction solutions services, which was partially offset by a decrease in demand for our health solutions services.
- **Gross profit** increased \$7.6 million, or 16.1%, from Q1 2018 to Q1 2019. Gross profit margin increased 2.6 percentage points from Q1 2018 to Q1 2019. The increase in gross profit margin is related to higher revenues coupled with higher utilization in our investigations and data and analytics practices, which was partially offset by lower margins due to lower revenues in our health solutions practice.
- **Adjusted Segment EBITDA** of \$31.8 million, or 22.9% of segment revenues, compared to \$25.8 million, or 20.1% of segment revenues, in the prior year.

Services

- Antitrust & Competition Economics
- Business Valuation
- Center for Healthcare Economics and Policy
- Economic Impact Analysis
- Intellectual Property
- International Arbitration
- Labor & Employment
- Network Analysis
- Public Policy
- Regulated Industries
- Securities Litigation & Risk Management



	2015	2016	2017	Q1 2018	Q2 2018	Q3 2018	Q4 2018	2018	Q1 2019
Segment Revenues	\$447,909	\$500,487	\$496,029	\$133,109	\$133,308	\$139,166	\$128,396	\$533,979	\$142,271
Segment Gross Profit Margin	26.8%	27.3%	25.9%	26.7%	24.9%	27.8%	23.9%	25.8%	28.5%
Segment SG&A	\$60,895	\$67,383	\$71,943	\$17,714	\$19,053	\$16,874	\$19,989	\$73,630	\$17,975
Adjusted Segment EBITDA	\$62,330	\$74,102	\$61,964	\$19,136	\$15,472	\$23,238	\$12,109	\$69,955	\$24,040
Adjusted Segment EBITDA Margin	13.9%	14.8%	12.5%	14.4%	11.6%	16.7%	9.4%	13.1%	16.9%
Utilization	72%	73%	67%	71%	69%	71%	67%	69%	77%
Revenue-Generating Professionals	599	656	683	689	695	705	708	708	715

Economic Consulting (continued)

Segment Offering

The Economic Consulting segment, including subsidiary Compass Lexecon, provides analysis of complex economic issues. We help our clients with legal, regulatory and international arbitration proceedings; strategic decision making and public policy debates around the world. We deliver sophisticated economic analysis and modeling of issues arising in M&A transactions, complex antitrust litigation, commercial disputes, international arbitration, regulatory proceedings and a wide range of securities litigation. Our statistical and economic experts help clients analyze complex economic issues, such as the economic impact of deregulation on a particular industry or the amount of damages suffered by a business as a result of particular events.

Medium-Term Growth Opportunities

Maintain leading position of Compass Lexecon

Grow overseas businesses e.g., EMEA, Australia, South Africa and Asia

Develop adjacent businesses in the U.S. e.g., International Arbitration, Energy, Healthcare, TMT and Financial Services

Q1 2019 Key Financial Commentary

- **Revenues** increased \$9.2 million, or 6.9%, from Q1 2018 to Q1 2019 which included a 1.7% estimated negative impact from FX. Excluding the estimated negative impact of FX, revenues increased \$11.4 million, or 8.6%, due to higher demand for antitrust services, primarily in EMEA, which was partially offset by lower demand for financial economic services in North America and lower realized rates in North America.

- **Gross profit** increased \$5.0 million, or 14.2%, from Q1 2018 to Q1 2019. Gross profit margin increased 1.8 percentage points from Q1 2018 to Q1 2019. The increase in gross profit margin was primarily due to higher utilization in EMEA, which was partially offset by higher variable compensation and lower realization in North America.

- **Adjusted Segment EBITDA** of \$24.0 million, or 16.9% of segment revenues, compared to \$19.1 million, or 14.4% of segment revenues, in the prior year.

Services

E-discovery Services & Expertise

- Managed Review
- Computer Forensics
- Authorized Provider of Ringtail®, Radiance & Relativity

Information Governance, Privacy & Security Services

- Microsoft Office 365 Migrations
- Data Remediation
- General Data Protection Regulation ("GDPR") Readiness
- Cybersecurity

Contract Intelligence



	2015	2016	2017	Q1 2018	Q2 2018	Q3 2018	Q4 2018	2018	Q1 2019
Segment Revenues	\$218,599	\$177,720	\$174,850	\$40,914	\$46,429	\$56,692	\$41,720	\$185,755	\$51,336
Segment Gross Profit Margin	43.3%	39.5%	41.9%	39.8%	42.1%	41.5%	36.7%	40.2%	44.4%
Segment SG&A	\$71,120	\$64,135	\$62,858	\$13,621	\$15,555	\$15,581	\$14,887	\$59,644	\$12,356
Adjusted Segment EBITDA	\$39,010	\$25,814	\$22,171	\$5,732	\$7,508	\$11,473	\$2,674	\$27,387	\$12,723
Adjusted Segment EBITDA Margin	17.8%	14.5%	12.7%	14.0%	16.2%	20.2%	6.4%	14.7%	24.8%
Revenue-Generating Professionals	349	288	292	288	293	303	306	306	315

Technology (continued)

Segment Offering

Our Technology segment provides corporations and law firms with a comprehensive and global portfolio of consulting and services for information governance, privacy and security, electronic discovery ("e-discovery") and insight analytics. Our consulting expertise enables clients to more confidently govern, secure, find, analyze and rapidly understand their data in the context of compliance and risk.

Medium-Term Growth Opportunities

Expand addressable market through new distribution channels for Consulting & Services

Invest in new and adjacent services e.g., Information Governance, Privacy & Security Services and Contract Intelligence

Grow overseas businesses e.g., Europe, Middle East and India

Q1 2019 Key Financial Commentary

- **Revenues** increased \$10.4 million, or 25.5%, from Q1 2018 to Q1 2019 which included a 1.7% estimated negative impact from FX. Excluding the estimated negative impact from FX, revenues increased \$11.1 million, or 27.1%, due to an overall increase in demand and realization across our managed review, hosting and processing services, largely driven by work associated with global cross-border investigations and M&A-related second requests, as well as consulting services, particularly in e-discovery and information governance, privacy and security services. The increase in revenues was partially offset by lower revenues from software licensing due to the Ringtail divestiture.
- **Gross profit** increased \$6.5 million, or 40.0%, from Q1 2018 to Q1 2019. Gross profit margin increased by 4.6 percentage point from Q1 2018 to Q1 2019. The increase in gross profit margin was primarily due to an increased mix of higher-margin managed review and processing services.
- **Adjusted Segment EBITDA** of \$12.7 million, or 24.8% of segment revenues, compared to \$5.7 million, or 14.0% of segment revenues, in the prior year.

Services

- M&A Crisis Communications & Special Situations
- Capital Markets Communications
- Corporate Reputation
- Public Affairs & Government Relations
- People & Change
- Digital & Creative Communications
- Public Affairs
- Strategy Consulting & Research



	2015	2016	2017	Q1 2018	Q2 2018	Q3 2018	Q4 2018	2018	Q1 2019
Segment Revenues	\$189,974	\$191,184	\$192,488	\$52,790	\$57,479	\$55,052	\$58,010	\$223,331	\$57,704
Segment Gross Profit Margin	36.3%	38.4%	36.7%	40.4%	38.8%	38.3%	39.1%	39.1%	39.3%
Segment SG&A	\$43,247	\$46,514	\$45,947	\$12,055	\$11,922	\$10,871	\$11,924	\$46,772	\$11,691
Adjusted Segment EBITDA	\$27,727	\$30,458	\$27,732	\$9,852	\$10,967	\$10,802	\$11,297	\$42,918	\$11,549
Adjusted Segment EBITDA Margin	14.6%	15.9%	14.4%	18.7%	19.1%	19.6%	19.5%	19.2%	20.0%
Revenue-Generating Professionals	599	647	630	630	628	652	641	641	658

Strategic Communications (continued)

Segment Offering

The Strategic Communications segment provides a comprehensive view of strategic communications with an integrated suite of services, including financial communications, corporate reputation, transaction communications and public affairs in all the major markets around the world.

Medium-Term Growth Opportunities

Further develop large, complex client relationships

Enhance market share in highly regulated industries e.g., Financial Services, Energy, Healthcare, Industrials and TMT

Leverage FTI Consulting's services and platform to enhance client results

Q1 2019 Key Financial Commentary

- **Revenues** increased \$4.9 million, or 9.3%, from Q1 2018 to Q1 2019, which included a 4.0% estimated negative impact from FX. Excluding the estimated negative impact of FX, revenues increased \$7.0 million, or 13.3%, due to higher project-based revenues in North America and EMEA, primarily related to corporate reputation services, as well as a \$2.0 million increase in pass-through revenues.
- **Gross profit** increased \$1.4 million, or 6.3%, from Q1 2018 to Q1 2019. Gross profit margin decreased 1.1 percentage points from Q1 2018 to Q1 2019. The decrease in gross profit margin was largely due to a higher proportion of lower margin pass-through revenues.
- **Adjusted Segment EBITDA** of \$11.5 million, or 20.0% of segment revenues, compared to \$9.9 million, or 18.7% of segment revenues, in the prior year.

First Quarter 2019: Select Awards & Accolades



Forbes

2016-2019
America's Best Management
Consulting Firms



The Deal

2007-2019
#1 Restructuring
Adviser



Managing
Partners'
Forum

2019
Best Community
Engagement Award



the ifft
AWARDS

2018
Turnaround Adviser
of the Year



WHO'S WHOLELEGAL
WXL

2019

Recognitions by *Who's Who Legal:*

- 54 professionals named to the *Who's Who Legal Arbitration 2019: Expert Witnesses* list
- 27 professionals named Construction Experts
- 19 professionals named leading Forensic Accountants
- 10 professionals named Digital Forensic Experts



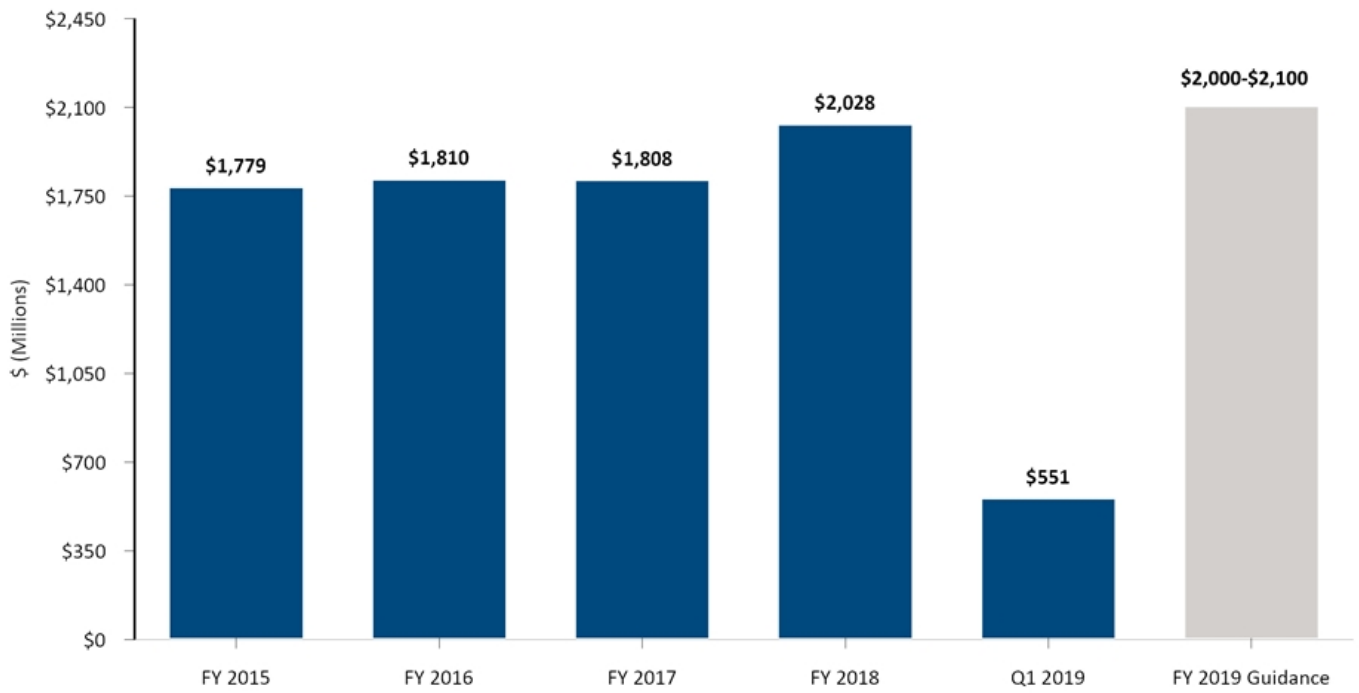
gar

2019

Compass Lexecon and
FTI Consulting rank #1
and #2 in the *Global
Arbitration Review*
("GAR") 100 Expert
Witness Firms' Power
Index

Financial Overview

FY 2015 – Q1 2019 and FY 2019 Guidance: Revenues

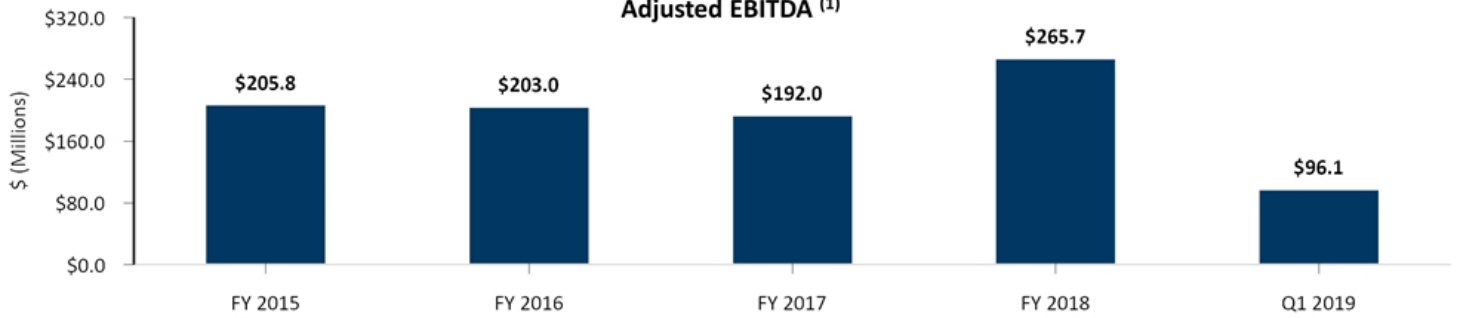


FY 2015 – Q1 2019: Net Income and Adjusted EBITDA

Net Income

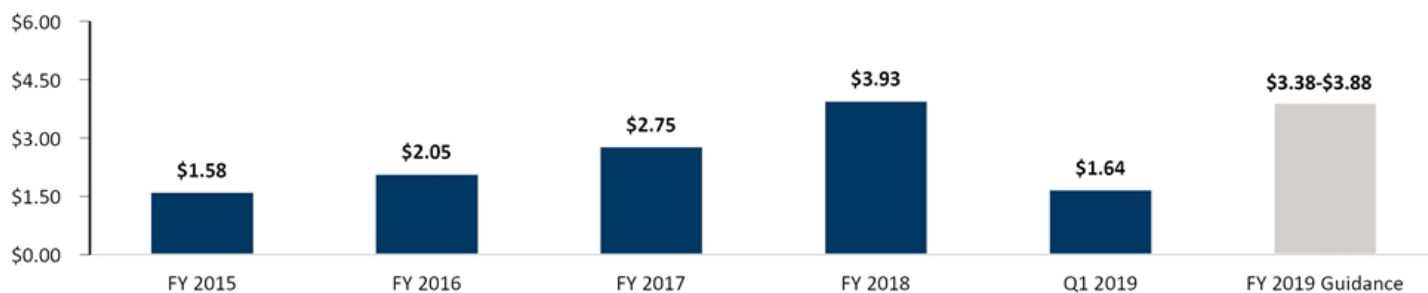


Adjusted EBITDA ⁽¹⁾

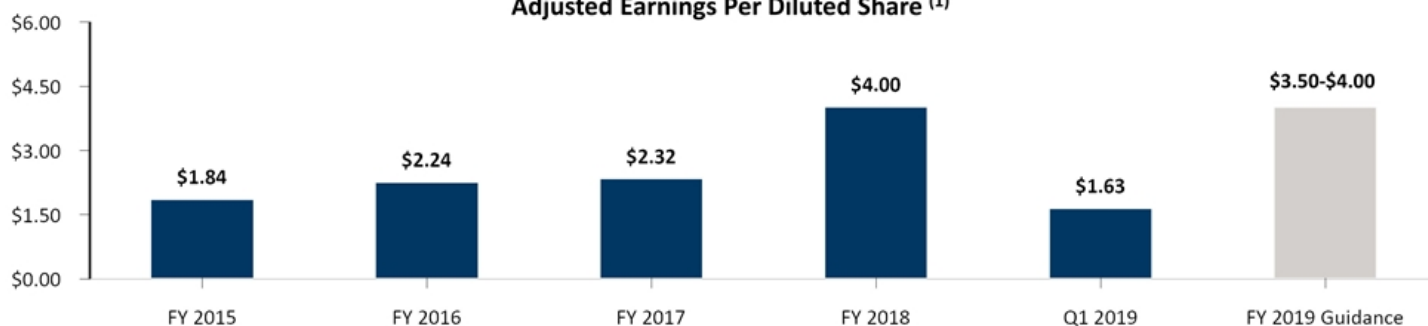


FY 2015 – Q1 2019 and FY 2019 Guidance: Earnings Per Diluted Share and Adjusted Earnings Per Diluted Share

Earnings Per Diluted Share



Adjusted Earnings Per Diluted Share ⁽¹⁾



¹See accompanying financial tables and "End Notes: FTI Consulting Non-GAAP Financial Measures" for the definition and reconciliations of Adjusted Earnings Per Diluted Share, which is a non-GAAP financial measure, to the most directly comparable GAAP financial measure.

Q1 2019 and Full Year 2018, 2017 and 2016: Select Cash Position and Capital Allocation

All numbers in thousands, except for DSOs

	Q1 2019	FY 2018	FY 2017	FY 2016
Cash and cash equivalents	\$ 179,241	\$ 312,069	\$ 189,961	\$ 216,158
Accounts receivable, net	\$ 656,127	\$ 554,608	\$ 522,878	\$ 474,897
Days sales outstanding ("DSO")	97	93	91	91
Net cash provided by (used in) operating activities	\$ (102,086)	\$ 230,672	\$ 147,625	\$ 233,488
Purchases of property and equipment	\$ (10,153)	\$ (32,270)	\$ (32,004)	\$ (28,935)
Purchase and retirement of common stock	\$ (21,883)	\$ (55,738)	\$ (168,094)	\$ (21,489)
Total Debt ⁽¹⁾	\$ 316,250	\$ 316,250	\$ 400,000	\$ 370,000
Free Cash Flow ⁽²⁾	\$ (112,239)	\$ 198,402	\$ 115,621	\$ 204,553

¹Total debt excludes the impact of unamortized deferred debt issue costs of \$6.3 million, \$6.7 million, \$3.7 million and \$4.5 million as of March 31, 2019, December 31, 2018, December 31, 2017 and December 31, 2016, respectively, and excludes the impact of the unamortized deferred debt discount of \$41.9 million and \$44.0 million for the quarter ended March 31, 2019 and year ended December 31, 2018, respectively, related to our 2.0% convertible senior notes due 2023.

²See accompanying financial tables and "End Notes: FTI Consulting Non-GAAP Financial Measures" for the definition and reconciliations of Free Cash Flow, which is a non-GAAP financial measure, to the most directly comparable GAAP financial measure.

Financial Tables
Reconciliations of Non-GAAP Financial Measures

Reconciliation of Net Income to Adjusted EBITDA

(in thousands)	Q1 2019	FY 2018	FY 2017	FY 2016	FY 2015
Net Income	\$ 62,645	\$ 150,611	\$ 107,962	\$ 85,520	\$ 66,053
Income tax provision (benefit)	19,930	57,181	(20,857)	42,283	39,333
Interest income and other	(159)	(4,977)	(3,752)	(10,466)	(3,232)
Interest expense	4,746	27,149	25,358	24,819	42,768
Gain on sale of business	—	(13,031)	—	—	—
Loss on early extinguishment of debt	—	9,072	—	—	19,589
Depreciation and amortization	7,066	31,536	31,177	38,700	31,392
Amortization of other intangible assets	1,861	8,162	10,563	10,306	11,726
Special charges	—	—	40,885	10,445	—
Remeasurement of acquisition-related contingent consideration	—	—	702	1,403	(1,867)
Adjusted EBITDA¹	\$ 96,089	\$ 265,703	\$ 192,038	\$ 203,010	\$ 205,762

Reconciliations of Net Income to Adjusted Net Income and Earnings Per Diluted Share to Adjusted Earnings Per Diluted Share

(in thousands, except for per share data)

	Q1 2019	FY 2018	FY 2017	FY 2016	FY 2015
Net income	\$62,645	\$150,611	\$107,962	\$85,520	\$66,053
Add back:					
Special charges	—	—	40,885	10,445	—
Tax impact of special charges	—	—	(13,570)	(3,595)	—
Loss on early extinguishment of debt	—	9,072	—	—	19,589
Tax impact of loss on early extinguishment of debt	—	(2,359)	—	—	(7,708)
Remeasurement of acquisition-related contingent consideration	—	—	702	1,403	(1,867)
Tax impact of remeasurement of acquisition-related contingent consideration	—	—	(269)	(546)	747
Non-cash interest expense on convertible notes	2,108	3,019	—	—	—
Tax impact of non-cash interest expense on convertible notes	(547)	(775)	—	—	—
Gain on sale of business	—	(13,031)	—	—	—
Tax impact of gain on sale of business	(2,097)	6,798	—	—	—
Impact of 2017 Tax Act	—	—	(44,870)	—	—
Adjusted Net Income¹	\$62,109	\$153,335	\$90,840	\$93,227	\$76,814
Earnings per common share – diluted	\$1.64	\$3.93	\$2.75	\$2.05	\$1.58
Add back:					
Special charges	—	—	1.04	0.25	—
Tax impact of special charges	—	—	(0.34)	(0.08)	—
Loss on early extinguishment of debt	—	0.23	—	—	0.47
Tax impact of loss on early extinguishment of debt	—	(0.06)	—	—	(0.19)
Remeasurement of acquisition-related contingent consideration	—	—	0.02	0.03	(0.04)
Tax impact of remeasurement of acquisition-related contingent consideration	—	—	(0.01)	(0.01)	0.02
Non-cash interest expense on convertible notes	0.05	0.08	—	—	—
Tax impact of non-cash interest expense on convertible notes	(0.01)	(0.02)	—	—	—
Gain on sale of business	—	(0.34)	—	—	—
Tax impact of gain on sale of business ²	(0.05)	0.18	—	—	—
Impact of 2017 Tax Act	—	—	(1.14)	—	—
Adjusted earnings per common share – diluted¹	\$1.63	\$4.00	\$2.32	\$2.24	\$1.84
Weighted average number of common shares outstanding – diluted	38,219	38,318	39,192	41,709	41,729



¹See "End Notes: FTI Consulting Non-GAAP Financial Measures" for the definitions of Adjusted Net Income and Adjusted Earnings Per Diluted Share, which are non-GAAP financial measures.

² For Q1 2019 represents a discrete tax adjustment resulting from a change in estimate related to the accounting for the sale of Ringtail.

Reconciliation of Net Income to Total Adjusted Segment EBITDA

(in thousands)	Q1 2019
Net Income	\$62,645
Add back:	
Income tax provision	19,930
Interest income and other	(159)
Interest expense	4,746
Unallocated corporate expense	22,103
Segment depreciation expense	6,364
Amortization of intangible assets	1,861
Total Adjusted Segment EBITDA¹	\$117,490

Reconciliation of Net Cash Provided by (Used in) Operating Activities to Free Cash Flow

(in thousands)	Q1 2019	FY 2018	FY 2017	FY 2016
Net cash provided by (used in) operating activities	\$(102,086)	\$230,672	\$147,625	\$233,488
Purchases of property and equipment	(10,153)	(32,270)	(32,004)	(28,935)
Free Cash Flow ¹	\$(112,239)	\$198,402	\$115,621	\$204,553

Reconciliation of Full Year 2019 EPS Guidance to Adjusted EPS Guidance

	Year Ended December 31, 2019	
	Low	High
Guidance on estimated earnings per common share - diluted (GAAP) ¹	\$3.38	\$3.88
Non-cash interest expense on convertible notes, net of tax	0.17	0.17
Tax impact of gain on sale of business ²	(0.05)	(0.05)
Guidance on estimated adjusted earnings per common share – diluted (Non-GAAP) ¹	\$3.50	\$4.00

¹ The forward-looking guidance on estimated 2019 EPS and Adjusted EPS does not reflect other gains and losses (all of which would be excluded from Adjusted EPS) related to the future impact of remeasurement of acquisition-related contingent consideration, special charges, goodwill impairment charges, losses on early extinguishment of debt and gain or loss on sale of a business as these items are dependent on future events that are uncertain and difficult to predict. The forward-looking guidance excludes any shares of common stock potentially issuable upon conversion of the 2023 Convertible Notes from the calculation of EPS.

² Represents a discrete tax adjustment resulting from a change in estimate related to the accounting for the sale of Ringtail.

End Notes

FTI Consulting Non-GAAP Financial Measures

In this presentation, we sometimes use information derived from consolidated and segment financial information that may not be presented in our financial statements or prepared in accordance with generally accepted accounting principles ("GAAP"). Certain of these measures are considered "non-GAAP financial measures" under the Securities and Exchange Commission ("SEC") rules. Specifically, we have referred to the following non-GAAP financial measures in this presentation:

- Total Segment Operating Income
- Adjusted EBITDA
- Total Adjusted Segment EBITDA
- Adjusted EBITDA Margin
- Adjusted Net Income
- Adjusted Earnings per Diluted Share
- Free Cash Flow

We have included the definitions of Segment Operating Income and Adjusted Segment EBITDA below in order to more fully define the components of certain non-GAAP financial measures in this presentation. We define Segment Operating Income, a GAAP financial measure, as a segment's share of consolidated operating income. We define Total Segment Operating Income, which is a non-GAAP financial measure, as the total of Segment Operating Income for all segments, which excludes unallocated corporate expenses. We use Segment Operating Income for the purpose of calculating Adjusted Segment EBITDA. We define Adjusted Segment EBITDA, a GAAP financial measure, as a segment's share of consolidated operating income before depreciation, amortization of intangible assets, remeasurement of acquisition-related contingent consideration, special charges and goodwill impairment charges. We use Adjusted Segment EBITDA as a basis to internally evaluate the financial performance of our segments because we believe it reflects current core operating performance and provides an indicator of the segment's ability to generate cash. We define Adjusted EBITDA Margin as Adjusted EBITDA as a percentage of total revenues.

We define Total Adjusted Segment EBITDA, which is a non-GAAP financial measure, as the total of Adjusted Segment EBITDA for all segments, which excludes unallocated corporate expenses. We define Adjusted EBITDA, which is a non-GAAP financial measure, as consolidated net income before income tax provision, other non-operating income (expense), depreciation, amortization of intangible assets, remeasurement of acquisition-related contingent consideration, special charges, goodwill impairment charges, gain or loss on sale of a business and losses on early extinguishment of debt. We believe that these non-GAAP financial measures, when considered together with our GAAP financial results and GAAP financial measures, provide management and investors with a more complete understanding of our operating results, including underlying trends. In addition, EBITDA is a common alternative measure of operating performance used by many of our competitors. It is used by investors, financial analysts, rating agencies and others to value and compare the financial performance of companies in our industry. Therefore, we also believe that these measures, considered along with corresponding GAAP financial measures, provide management and investors with additional information for comparison of our operating results with the operating results of other companies.

We define Adjusted Net Income and Adjusted Earnings per Diluted Share ("Adjusted EPS"), which are non-GAAP financial measures, as net income and earnings per diluted share ("EPS"), respectively, excluding the impact of remeasurement of acquisition-related contingent consideration, special charges, goodwill impairment charges, losses on early extinguishment of debt, non-cash interest expense on convertible notes, gain or loss on sale of a business and the impact of adopting the 2017 U.S. Tax Cuts and Jobs Act (the "2017 Tax Act"). We use Adjusted Net Income for the purpose of calculating Adjusted EPS. Management uses Adjusted EPS to assess total Company operating performance on a consistent basis. We believe that these non-GAAP financial measures, when considered together with our GAAP financial results, provide management and investors with an additional understanding of our business operating results, including underlying trends.

We define Free Cash Flow, which is a non-GAAP financial measure, as net cash provided by operating activities less cash payments for purchases of property and equipment. We believe this non-GAAP financial measure, when considered together with our GAAP financial results, provides management and investors with an additional understanding of the Company's ability to generate cash for ongoing business operations and other capital deployment.

Non-GAAP financial measures are not defined in the same manner by all companies and may not be comparable with other similarly titled measures of other companies. Non-GAAP financial measures should be considered in addition to, but not as a substitute for or superior to, the information contained in our Consolidated Statements of Comprehensive Income.

EXPERTS WITH **IMPACT**[™]