
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): November 16, 2017

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 7.01. Regulation FD Disclosure

FTI Consulting, Inc. ("FTI Consulting") uses a presentation from time to time in its discussions with investors (the "Presentation"). The Presentation includes FTI Consulting's past and present financial results, operating data, 2017 guidance 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.

The Presentation contains forward-looking statements within the meaning of the federal securities laws. These forward-looking statements are necessarily based on certain assumptions as of the date such forward-looking statements were made and are subject to significant risks and uncertainties. FTI Consulting does not undertake any responsibility for the adequacy, accuracy or completeness or to update any of these statements in the future. Actual future performance and results could differ from that contained in or suggested by the forward-looking statements.

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 [November 2017 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: November 16, 2017

By: /s/ CURTIS LU
Curtis Lu
General Counsel



FTI Consulting, Inc.

Current Investor Presentation

November 2017




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 "anticipates," "estimates," "expects," "goals," "intends," "believes," "forecasts," "targets," "objectives" 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, projections and targets 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, estimates or targets will be achieved, and the Company's actual results may differ materially from our expectations, beliefs, estimates and targets. The Company has experienced fluctuating revenues, operating income and cash flow 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, which could impact each of our segments differently, the pace and timing of the consummation and integration of past and future acquisitions, the Company's ability to realize cost savings and efficiencies, competitive and general economic conditions, retention of staff and clients and other risks described under the heading "Part II – Item 1A Risk Factors" in the Company's Quarterly Report Form 10-Q for the quarter ended June 30, 2017, 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




We have **leading businesses** and **practitioners** that are well positioned to win in the market



Commitment to improve performance by **driving organic growth** and remaining **focused on disciplined cost controls**



Where we believe we have the right to win, including in adjacent sub-practices, **we will invest in talented practitioners**



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



Key macro drivers of our business – **restructuring, M&A** and **disputes** – are **nowhere near their peaks**



FTI Consulting: Experts with Impact

FCN

Publicly Traded

\$1.6BLN

Equity Market Capitalization¹

1982

Year Founded

4,600+

Total Employees Worldwide

450+

Senior Managing Directors

77

Offices in 77 Cities Around the Globe

9

9 Specialized Industry Practice Groups

2 Nobel Laureates

10/10

Advisor to World's Top 10 Bank Holding Companies

97/100

Advisor to 97 of the World's Top 100 Law Firms

56/100

56 of Global 100 Corporations are Clients

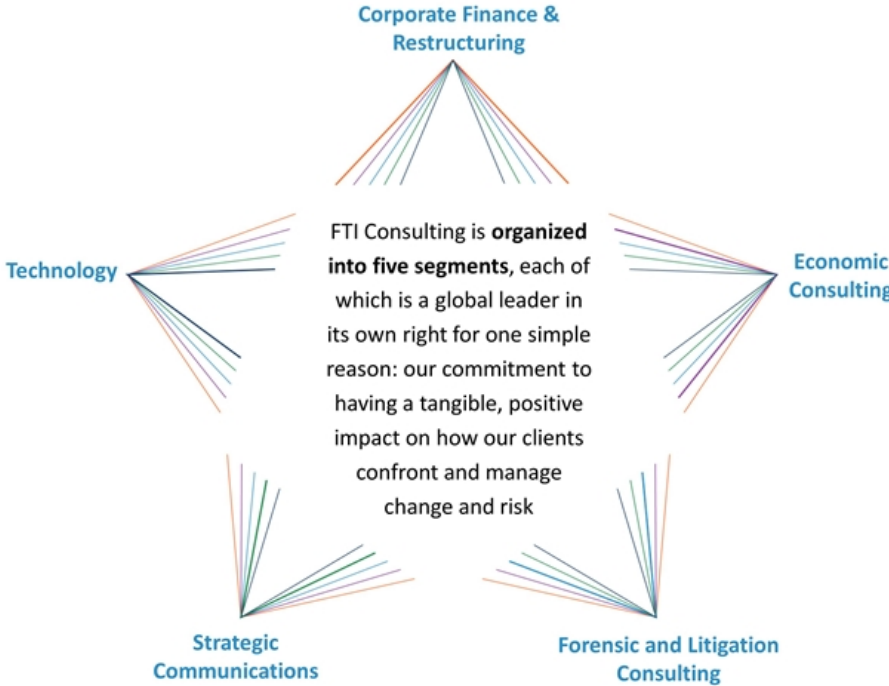


Our Global Reach

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

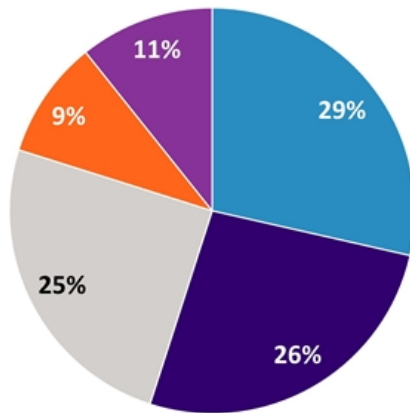


Business Snapshot: Five Segments, One Purpose

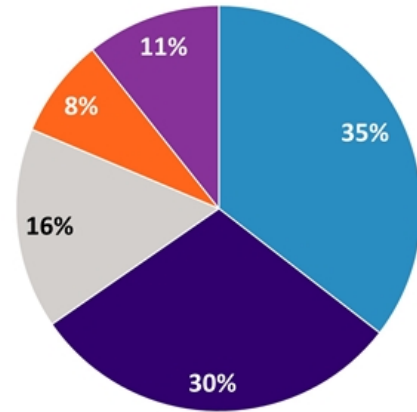


Segment Snapshot: Revenues and Total Adjusted Segment EBITDA

Q3 2017 Segment Revenues



Q3 2017 Total Adjusted Segment EBITDA¹



Corporate Finance & Restructuring

Services

Business Transformation

Turnaround & Restructuring

Interim Management

Transactions

Valuation & Financial Advisory Services

Dispute Advisory

Tax Services

Clients

Corporations/C-Suite

Boards of Directors

Equity Sponsors

Secured Lenders

Unsecured Creditors



	2012	2013	2014	2015	Q1 2016	Q2 2016	Q3 2016	Q4 2016	2016	Q1 2017	Q2 2017	Q3 2017
Segment Revenues	\$394,719	\$382,526	\$391,115	\$440,398	\$127,156	\$132,142	\$110,617	\$113,354	\$483,269	\$105,901	\$117,487	\$128,121
Segment Gross Profit Margin	39.5%	35.9%	32.6%	38.3%	40.7%	38.8%	33.6%	32.0%	36.5%	29.5%	34.4%	36.2%
Segment SG&A	\$61,027	\$71,966	\$75,382	\$81,550	\$20,823	\$19,983	\$20,109	\$20,669	\$81,584	\$21,692	\$21,129	\$20,449
Adjusted Segment EBITDA	\$95,916	\$67,183	\$55,492	\$90,101	\$31,603	\$32,041	\$17,762	\$16,282	\$97,688	\$10,325	\$20,048	\$26,734
Adjusted Segment EBITDA Margin ¹	24.3%	17.6%	14.2%	20.5%	24.9%	24.2%	16.1%	14.4%	20.2%	9.7%	17.1%	20.9%
Number of Revenue-Generating Professionals	697	737	706	838	857	853	904	895	895	900	881	934

(in thousands, except percentages and headcount data) (unaudited)

¹See accompanying "End Notes: FTI Consulting Non-GAAP Financial Measures" for the definition of Adjusted Segment EBITDA Margin, a non-GAAP financial measure.

Corporate Finance & Restructuring (continued)

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, Automotive and Energy

Q3 2017 Key Financial Commentary

- **Revenues** increased \$17.5 million, or 15.8%, to \$128.1 million for the three months ended September 30, 2017, which included \$3.7 million, or 3.4%, from an acquisition that closed in the quarter. Excluding the acquisition, revenues increased organically by \$13.8 million, or 12.5%. This increase was primarily due to increased demand globally for restructuring services, and an \$8.5 million increase in success fees.
- **Gross profit** increased \$9.2 million, or 24.7%, to \$46.4 million for the three months ended September 30, 2017.
- **Gross profit margin** increased 2.6 percentage points for the three months ended September 30, 2017. This increase was a result of higher success fees and improved utilization.
- **Adjusted Segment EBITDA** was \$26.7 million, or 20.9% of segment revenues, compared to \$17.8 million, or 16.1% of segment revenues, in the prior year quarter. The increase in Adjusted Segment EBITDA was primarily due to higher revenues with improved utilization.

Forensic and Litigation Consulting

Services

Forensic Accounting & Advisory Services ("FAAS")

Global Risk and Investigations Practice ("GRIP")

Dispute Advisory Services

Intellectual Property

Trial Services

Data & Analytics ("D&A")

Compliance, Monitoring & Receivership

Business Insurance Claims

Anti-Corruption Investigations & Compliance

Health Solutions

Clients

Corporations

Boards of Directors

Governments

Law Firms



Childrens National™

MKG



Poker Stars.com



	2012	2013	2014	2015	Q1 2016	Q2 2016	Q3 2016	Q4 2016	2016	Q1 2017	Q2 2017	Q3 2017
Segment Revenues	\$407,586	\$433,632	\$483,380	\$482,269	\$119,004	\$118,193	\$115,045	\$105,492	\$457,734	\$111,406	\$111,410	\$118,639
Segment Gross Profit Margin	33.8%	35.9%	36.6%	32.2%	32.7%	31.1%	32.9%	27.8%	31.2%	31.0%	30.6%	36.6%
Segment SG&A	\$80,842	\$84,616	\$90,707	\$94,717	\$20,192	\$22,523	\$22,554	\$24,257	\$89,526	\$22,180	\$22,050	\$21,861
Adjusted Segment EBITDA	\$60,566	\$74,481	\$90,468	\$64,267	\$19,808	\$15,190	\$16,554	\$6,330	\$57,882	\$13,251	\$13,032	\$22,539
Adjusted Segment EBITDA Margin¹	14.9%	17.2%	18.7%	13.3%	16.6%	12.9%	14.4%	6.0%	12.6%	12.1%	11.7%	19.0%
Number of Revenue-Generating Professionals	952	1,061	1,154	1,131	1,132	1,117	1,145	1,110	1,110	1,110	1,070	1,080

FTI CONSULTING (in thousands, except percentages and headcount data) (unaudited)

¹See accompanying "End Notes: FTI Consulting Non-GAAP Financial Measures" for the definition of Adjusted Segment EBITDA Margin, a non-GAAP financial measure.

Forensic and Litigation Consulting (continued)

Segment Offering

The Forensic and 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 **Data & Analytics, Construction Solutions** and **Cybersecurity** capabilities

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

Improve utilization in Disputes, Investigations and Health Solutions practices

Q3 2017 Key Financial Commentary

- **Revenues** increased \$3.6 million, or 3.1%, to \$118.6 million for the three months ended September 30, 2017. This increase in revenues was primarily due to higher demand for forensic accounting and advisory services and construction solutions offerings, partially offset by a \$4.5 million decrease in success fees in our health solutions practice.
- **Gross profit** increased \$5.5 million, or 14.5%, to \$43.4 million for the three months ended September 30, 2017.
- **Gross profit margin** increased 3.7 percentage points for the three months ended September 30, 2017. This increase is related to a 6 percentage point improvement in utilization, which was partially offset by the impact of lower success fees in our health solutions practice.
- **Adjusted Segment EBITDA** was \$22.5 million, or 19.0% of segment revenues, compared to \$16.6 million, or 14.4% of segment revenues, in the prior year quarter. The increase in Adjusted Segment EBITDA was primarily due to higher revenues with improved utilization.

Economic Consulting

Services

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

Clients

Corporations
Government Entities
Law Firms



	2012	2013	2014	2015	Q1 2016	Q2 2016	Q3 2016	Q4 2016	2016	Q1 2017	Q2 2017	Q3 2017
Segment Revenues	\$391,622	\$447,366	\$451,040	\$447,909	\$130,731	\$118,006	\$122,480	\$129,270	\$500,487	\$139,221	\$124,004	\$111,753
Segment Gross Profit Margin	32.3%	32.9%	27.0%	26.8%	28.2%	27.2%	27.6%	26.4%	27.3%	25.8%	26.1%	24.9%
Segment SG&A	\$51,912	\$58,282	\$66,159	\$61,213	\$16,426	\$17,604	\$16,745	\$16,555	\$67,330	\$17,285	\$18,245	\$17,123
Adjusted Segment EBITDA	\$77,461	\$92,204	\$59,282	\$62,330	\$21,319	\$15,381	\$18,354	\$19,048	\$74,102	\$20,110	\$15,509	\$12,061
Adjusted Segment EBITDA Margin¹	19.8%	20.6%	13.1%	13.9%	16.3%	13.0%	15.0%	14.7%	14.8%	14.4%	12.5%	10.8%
Number of Revenue-Generating Professionals	474	530	574	599	607	604	647	656	656	660	652	688



(in thousands, except percentages and headcount data) (unaudited)

¹See accompanying "End Notes: FTI Consulting Non-GAAP Financial Measures" for the definition of Adjusted Segment EBITDA Margin, a non-GAAP financial measure.

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 in the U.S.

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

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

Q3 2017 Key Financial Commentary

- **Revenues** decreased \$10.7 million, or 8.8%, to \$111.8 million for the three months ended September 30, 2017. This decrease was primarily driven by lower demand for antitrust and financial economics services in North America.
- **Gross profit** decreased \$6.0 million, or 17.7%, to \$27.8 million for the three months ended September 30, 2017.
- **Gross profit margin** decreased 2.7 percentage points for the three months ended September 30, 2017. This decrease was primarily due to a 7 percentage point decline in utilization, resulting from lower demand and an increase in billable staff.
- **Adjusted Segment EBITDA** was \$12.1 million, or 10.8% of segment revenues, compared to \$18.4 million, or 15.0% of segment revenues, in the prior year quarter. The decrease in Adjusted Segment EBITDA was primarily due to lower revenues with lower utilization, which was partially offset by lower compensation costs.

Technology

Software & Services

Ringtail E-Discovery Software

E-Discovery Management

Managed Document Review

Collections & Computer Forensics

Information Governance & Compliance Services

FTI Investigations

Clients

Corporations

Government Agencies

Law Firms



	2012	2013	2014	2015	Q1 2016	Q2 2016	Q3 2016	Q4 2016	2016	Q1 2017	Q2 2017	Q3 2017
Segment Revenues	\$195,194	\$202,663	\$241,310	\$218,599	\$48,281	\$41,882	\$44,072	\$43,485	\$177,720	\$46,087	\$45,566	\$42,282
Segment Gross Profit Margin	54.9%	52.2%	48.0%	43.3%	41.5%	41.2%	41.8%	33.2%	39.5%	44.4%	39.7%	42.8%
Segment SG&A	\$62,436	\$59,890	\$68,162	\$71,120	\$16,014	\$16,211	\$15,129	\$16,781	\$64,135	\$15,882	\$15,683	\$14,916
Adjusted Segment EBITDA	\$57,203	\$60,655	\$63,545	\$39,010	\$7,823	\$5,035	\$7,398	\$5,558	\$25,814	\$7,804	\$5,421	\$5,973
Adjusted Segment EBITDA Margin¹	29.3%	29.9%	26.3%	17.8%	16.2%	12.0%	16.8%	12.8%	14.5%	16.9%	11.9%	14.1%
Number of Revenue-Generating Professionals	277	306	344	349	313	301	298	288	288	296	301	291



(in thousands, except percentages and headcount data) (unaudited)

¹See accompanying "End Notes: FTI Consulting Non-GAAP Financial Measures" for the definition of Adjusted Segment EBITDA Margin, a non-GAAP financial measure.

Technology (continued)

Segment Offering

The Technology segment is a leading provider of software and consulting services for e-discovery and information management. We assist clients with internal, regulatory and global investigations, early case assessment, litigation and joint defense, antitrust and competition investigations, including pre-merger notification "Second Request", and the secure management, analysis and use of critical corporate information. We also help clients locate, review and produce electronically stored information ("ESI"). Our proprietary Ringtail® software and Acuity® managed review are used for e-discovery and document review in litigation and secure information management.

Medium-Term Growth Opportunities

Expand addressable market through new distribution channels for Consulting & Services and Software

Invest in new and adjacent services e.g., Information Governance and Contract Intelligence

Q3 2017 Key Financial Commentary

- **Revenues** decreased \$1.8 million, or 4.1%, to \$42.3 million for the three months ended September 30, 2017. This decrease was primarily driven by lower demand for managed review and lower pricing for hosting services, partially offset by increased demand for consulting services. These decreases were related to the wind down of large cross-border investigations, partially offset by new M&A-related "second requests."
- **Gross profit** decreased \$0.3 million, or 1.8%, to \$18.1 million for the three months ended September 30, 2017.
- **Gross profit margin** increased by 1.0 percentage point for the three months ended September 30, 2017. This margin increase is due to lower data center costs partially offset by an unfavorable revenue mix.
- **Adjusted Segment EBITDA** was \$6.0 million, or 14.1% of segment revenues, compared to \$7.4 million, or 16.8% of segment revenues, in the prior year quarter. The decrease in Adjusted Segment EBITDA was due to a decline in higher margin hosting-related revenues.

Strategic Communications

Services

M&A Crisis Communications & Special Situations

Capital Markets Communications

Corporate Reputation

Public Affairs & Government Relations

Employee Engagement & Change Communications

Digital & Creative Communications

Public Affairs

Strategy Consulting & Research

Clients

CEOs

CFOs

Chief Communications Officers

Investor Relations Officers

Boards of Directors



	2012	2013	2014	2015	Q1 2016	Q2 2016	Q3 2016	Q4 2016	2016	Q1 2017	Q2 2017	Q3 2017
Segment Revenues	\$187,750	\$186,245	\$189,367	\$189,974	\$45,113	\$49,924	\$45,828	\$50,319	\$191,184	\$43,729	\$46,248	\$48,167
Segment Gross Profit Margin	36.9%	34.7%	36.7%	36.3%	38.0%	39.4%	37.2%	38.7%	38.4%	34.5%	34.1%	38.3%
Segment SG&A	\$46,852	\$47,874	\$48,890	\$42,720	\$11,408	\$11,518	\$9,945	\$11,538	\$44,409	\$11,203	\$11,196	\$10,734
Adjusted Segment EBITDA	\$25,019	\$18,737	\$22,588	\$27,727	\$6,108	\$8,440	\$7,509	\$8,401	\$30,458	\$4,257	\$4,876	\$8,073
Adjusted Segment EBITDA Margin¹	13.3%	10.1%	11.9%	14.6%	13.5%	16.9%	16.4%	16.7%	15.9%	9.7%	10.5%	16.8%
Number of Revenue-Generating Professionals	593	590	566	599	601	606	624	647	647	657	659	626



(in thousands, except percentages and headcount data) (unaudited)

¹See accompanying "End Notes: FTI Consulting Non-GAAP Financial Measures" for the definition of Adjusted Segment EBITDA Margin, a non-GAAP financial measure.

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

Q3 2017 Key Financial Commentary

- **Revenues** increased \$2.3 million, or 5.1%, to \$48.2 million for the three months ended September 30, 2017, which included 1.0% estimated favorable impact from FX. Excluding the estimated impact of FX, revenues increased \$1.9 million, or 4.1%, primarily driven by higher retainer based revenues, partially offset by lower pass-through revenues.
- **Gross profit** increased \$1.4 million, or 8.3%, to \$18.5 million for the three months ended September 30, 2017.
- **Gross profit margin** increased 1.1 percentage points for the three months ended September 30, 2017. This increase was primarily due to a lower proportion of lower margin pass-through revenues and the impact of a success fee.
- **Adjusted Segment EBITDA** was \$8.1 million, or 16.8% of segment revenues, compared to \$7.5 million, or 16.4% of segment revenues, in the prior year quarter. The increase in Adjusted Segment EBITDA was due to the increase in revenues.

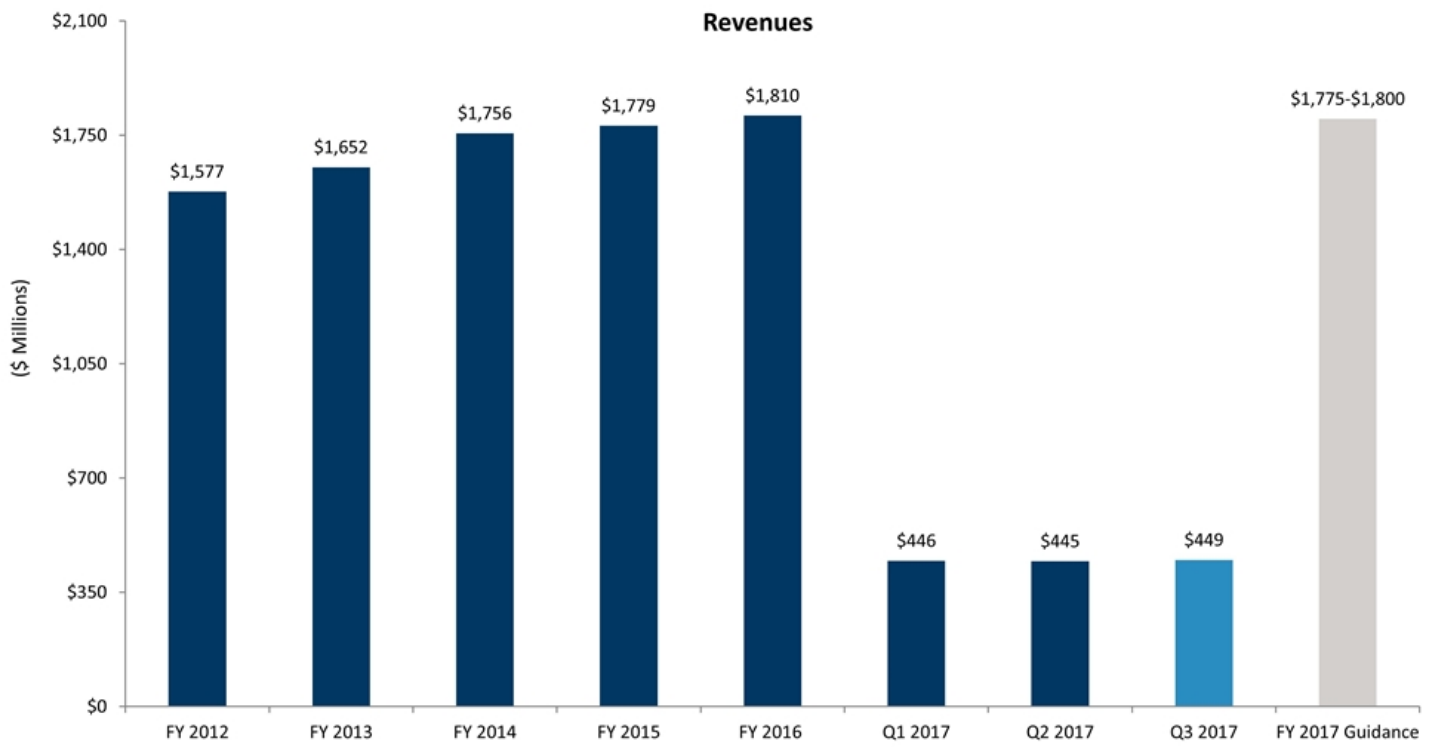
Q3 2017 Awards & Accolades

- FTI Consulting's Corporate Finance & Restructuring segment received the **Turnaround Management Association's Small Company Transaction of the Year Award**
- Three FTI Consulting professionals were recognized as part of *The M&A Advisor's Eighth Annual Emerging Leaders Awards*
- FTI Consulting and Compass Lexecon led the *Who's Who Legal: Consulting Experts* guide for the second consecutive year with 129 professionals recognized
- **New York Law Journal "Best of" Reader Rankings:**
 - Best of Trial Consultant – FTI Consulting (#2)
 - Best of Bankruptcy Valuation Provider – FTI Consulting (#2)
 - Best of Litigation Valuation Provider – FTI Consulting (#3)
 - Best of Data Recovery Services Provider – FTI Technology (#3)
 - The *New York Law Journal's* Best of 2017 Hall of Fame – FTI Consulting
- FTI Consulting was named to **The Deal League Tables** as **#1 Restructuring Advisor** by dollar volume and number of cases (Q1-Q3 2017)
- Kelly Trenfield (CF&R) among the first group of candidates awarded a **Fellowship** by **The Australian Restructuring Insolvency and Turnaround Association (ARITA)**.

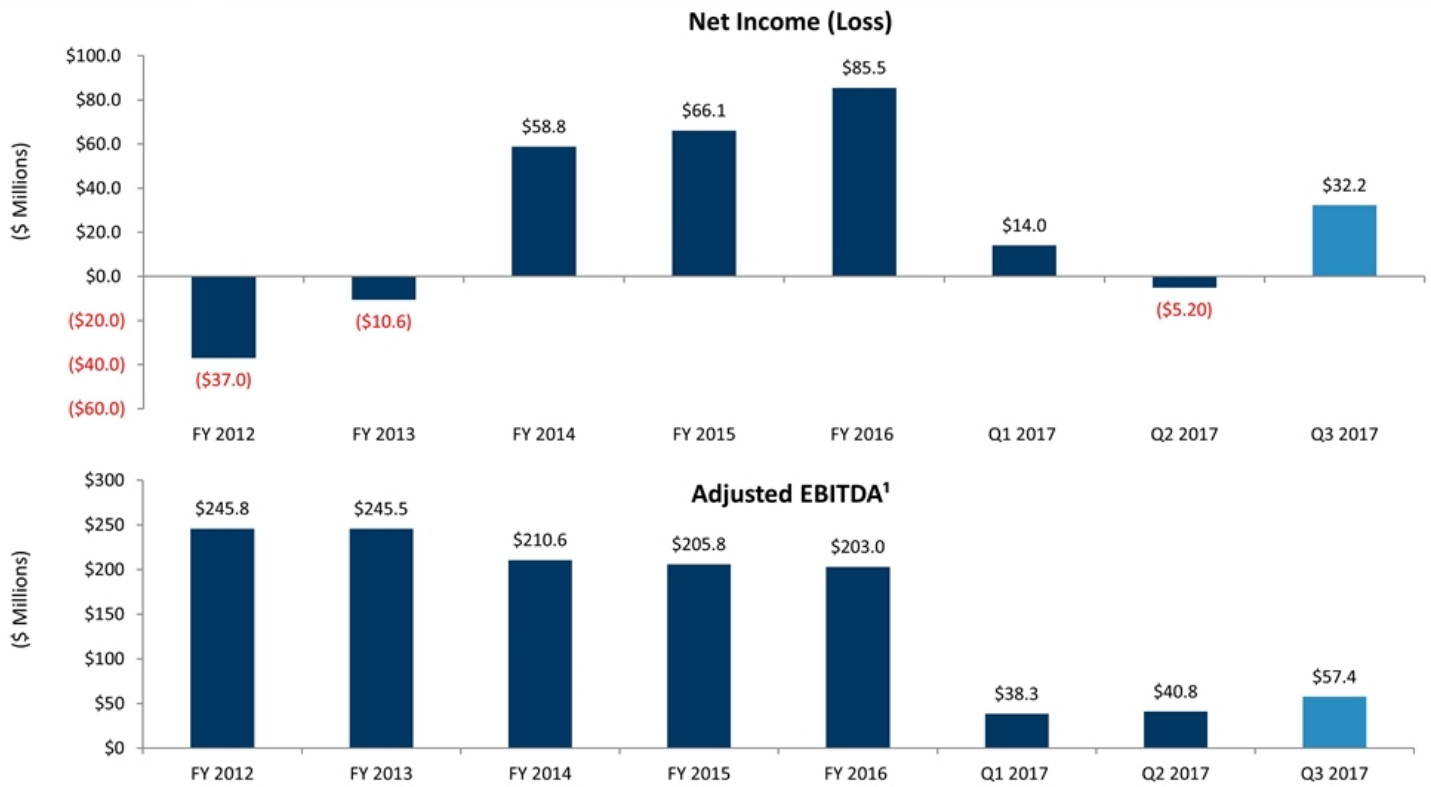


Financial Overview

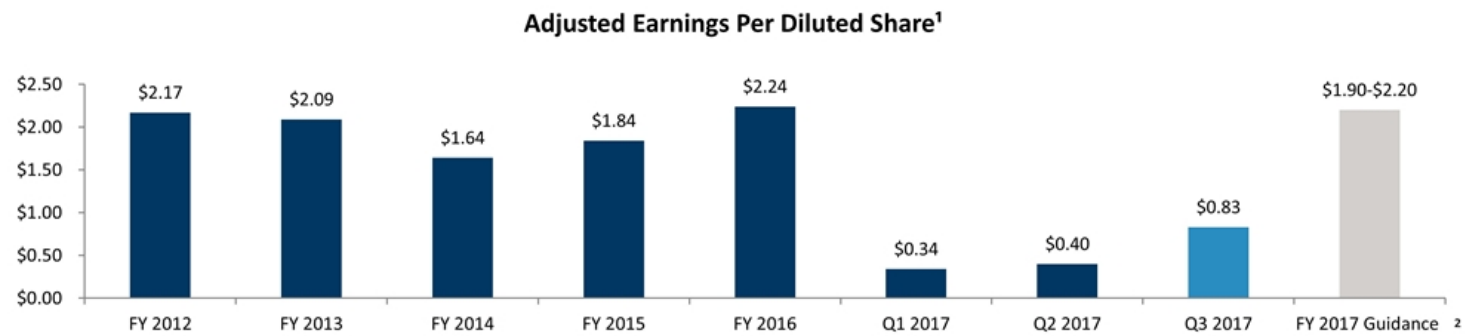
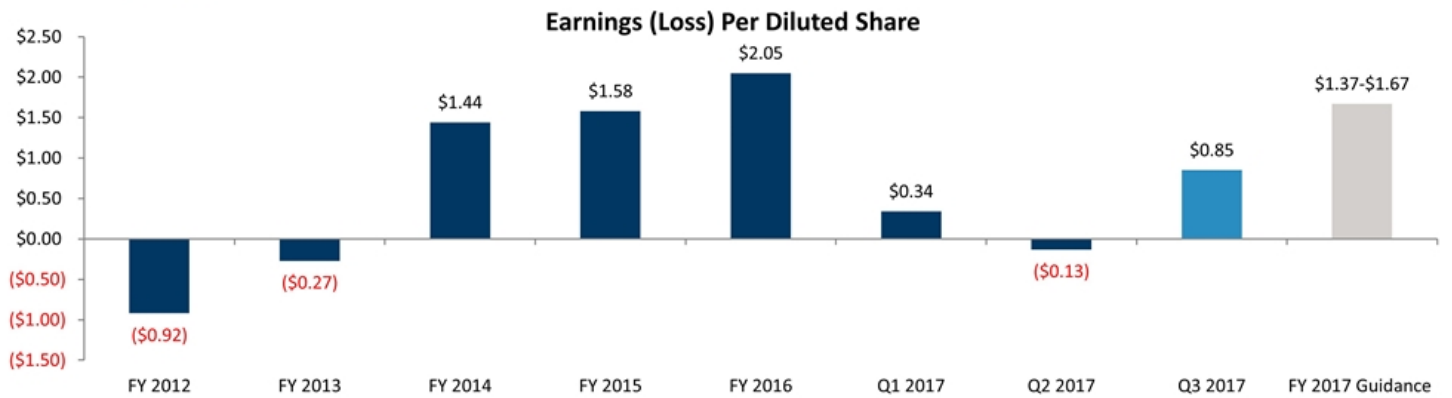
FY 2012 – Q3 2017 and FY 2017 Guidance: Revenues



FY 2012 – Q3 2017: Net Income (Loss) and Adjusted EBITDA



FY 2012 – Q3 2017 and FY 2017 Guidance: Earnings (Loss) Per Diluted Share and Adjusted Earnings Per Diluted Share



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.

²See accompanying financial tables for the reconciliation of guidance on estimated Earnings Per Diluted Share to estimated Adjusted Earnings Per Diluted Share, which are non-GAAP financial measures.

Q3 2017, Q2 2017 and Q3 2016: Select Cash Position and Capital Allocation

All numbers in thousands, except for DSOs

	Q3 2017	Q2 2017	Q3 2016
Cash and cash equivalents	\$ 157,961	\$ 138,511	\$ 225,184
Accounts receivable, net	\$ 547,132	\$ 553,215	\$ 547,588
Days sales outstanding ("DSO")	105	103	106
Net cash provided by operating activities	\$ 106,233	\$ 10,887	\$ 70,942
Purchases of property and equipment	\$ (6,894)	\$ (7,296)	\$ (10,872)
Purchase and retirement of common stock	\$ (52,772)	\$ (65,595)	\$ -
Total Debt ⁽¹⁾	\$ 465,000	\$ 485,000	\$ 475,000
Free Cash Flow ⁽²⁾	\$ 99,339	\$ 3,591	\$ 60,070

(1) Total debt excludes the reduction for deferred debt issue costs of \$3.9 million, \$4.1 million, and \$4.7 million as of September 30, 2017, June 30, 2017 and September 30, 2016, respectively.

(2) See 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 (Loss) to Adjusted EBITDA

(in thousands)

	Q3 2017	Q2 2017	Q1 2017	FY 2016	FY 2015	FY 2014	FY 2013	FY 2012
Net Income (Loss)	\$ 32,214	\$ (5,156)	\$ 14,016	\$ 85,520	\$ 66,053	\$ 58,807	\$ (10,594)	\$ (36,986)
Interest income and other	(1,103)	(1,592)	(605)	(10,466)	(3,232)	(4,670)	(1,748)	(5,659)
Interest expense	6,760	6,250	5,801	24,819	42,768	50,685	51,376	56,731
Income tax provision	9,197	527	7,877	42,283	39,333	42,604	42,405	40,100
Loss on early extinguishment of debt	-	-	-	-	19,589	-	-	4,850
Depreciation and amortization	7,470	7,727	8,571	38,700	31,392	33,989	32,541	29,604
Amortization of other intangible assets	2,882	2,422	2,493	10,306	11,726	15,521	22,954	22,407
Special charges	-	30,074	-	10,445	-	16,339	38,414	29,557
Remeasurement of acquisition-related contingent consideration	-	536	166	1,403	(1,867)	(2,723)	(13,555)	(5,227)
Goodwill impairment charge	-	-	-	-	-	-	83,752	110,387
Adjusted EBITDA¹	\$ 57,420	\$ 40,788	\$ 38,319	\$ 203,010	\$ 205,762	\$ 210,552	\$ 245,545	\$ 245,764



¹See "End Notes: FTI Consulting Non-GAAP Financial Measures" for the definition of Adjusted EBITDA, which is a non-GAAP financial measure.

Reconciliations of Net Income (Loss) to Adjusted Net Income and Earnings (Loss) Per Diluted Share to Adjusted Earnings Per Diluted Share

(in thousands, except for per share data)

	Q3 2017	Q2 2017	Q1 2017	FY 2016	FY 2015	FY 2014	FY 2013	FY 2012
Net income (loss)	\$32,214	(\$5,156)	\$14,016	\$85,520	\$66,053	\$58,807	(\$10,594)	(\$36,986)
Add back:								
Special charges	-	30,074	-	10,445	-	16,339	38,414	29,557
Tax impact of special charges	(832)	(9,103)	-	(3,595)	-	(6,702)	(15,147)	(10,442)
Goodwill impairment charges ¹	-	-	-	-	-	-	83,752	110,387
Loss on early extinguishment of debt	-	-	-	-	19,589	-	-	4,850
Tax impact of loss on early extinguishment of debt	-	-	-	-	(7,708)	-	-	(1,940)
Remeasurement of acquisition-related contingent consideration	-	536	166	1,403	(1,867)	(2,722)	(13,555)	(5,228)
Tax impact of remeasurement of acquisition-related contingent consideration, net of tax	-	(204)	(65)	(546)	747	1,004	1,501	-
Adjusted Net Income²	\$31,382	\$16,147	\$14,117	\$93,227	\$76,814	\$66,726	\$84,371	\$90,198
Earnings (loss) per common share – diluted	\$0.85	(\$0.13)	\$0.34	\$2.05	\$1.58	\$1.44	(\$0.27)	(\$0.92)
Add back:								
Special charges	-	0.75	-	0.25	-	0.40	0.98	0.71
Tax impact of special charges	(0.02)	(0.23)	-	(0.08)	-	(0.16)	(0.39)	(0.24)
Goodwill impairment charge ¹	-	-	-	-	-	-	2.14	2.74
Loss on early extinguishment of debt	-	-	-	-	0.47	-	-	0.12
Tax impact of loss on early extinguishment of debt	-	-	-	-	(0.19)	-	-	(0.05)
Remeasurement of acquisition-related contingent consideration, net of tax	-	0.01	-	0.03	(0.04)	(0.06)	(0.35)	(0.13)
Tax impact of remeasurement of acquisition-related contingent consideration, net of tax	-	-	-	(0.01)	0.02	0.02	0.05	-
Impact of denominator for diluted adjusted earnings per common share	-	-	-	-	-	-	(0.07)	(0.06)
Adjusted earnings per common share – diluted²	\$0.83	\$0.40	\$0.34	\$2.24	\$1.84	\$1.64	\$2.09	\$2.17
Weighted average number of common shares outstanding – diluted	37,746	39,932	41,245	41,709	41,729	40,729	40,421	41,578



¹The goodwill impairment charges are non-deductible for income tax purposes and resulted in no tax benefit for 2013 and 2012.

²See "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.



(in thousands)

Reconciliation of Net Income to Total Adjusted Segment EBITDA

	Q3 2017
Net Income	\$ 32,214
Add back:	
Income tax provision	9,197
Interest income and other	(1,103)
Interest expense	6,760
Unallocated corporate expenses	18,827
Segment depreciation expense	6,603
Amortization of other intangible assets	2,882
Total Adjusted Segment EBITDA¹	\$ 75,380



¹See "End Notes: FTI Consulting Non-GAAP Financial Measures" for the definition of Total Adjusted Segment EBITDA, which is a non-GAAP financial measure.

Reconciliation of Net Cash Provided by Operating Activities to Free Cash Flow

(in thousands)

	Q3 2017	Q2 2017	Q3 2016
Net cash provided by operating activities	\$ 106,233	\$ 10,887	\$ 70,942
Purchases of property and equipment	(6,894)	(7,296)	(10,872)
Free Cash Flow¹	\$ 99,339	\$ 3,591	\$ 60,070

Reconciliation of Guidance on Estimated Earnings Per Diluted Share to Estimated Adjusted Earnings Per Diluted Share

	Year Ended December 31, 2017	
	Low	High
Guidance on estimated earnings per common share - diluted¹	\$ 1.37	\$ 1.67
Special charges, net of tax	0.52	0.52
Remeasurement of acquisition-related contingent consideration, net of tax	0.01	0.01
Guidance on estimated adjusted earnings per diluted share^{1,2}	\$ 1.90	\$ 2.20

¹The forward-looking guidance on estimated 2017 Earnings per Diluted Share and Adjusted Earnings per Diluted Share do not reflect other gains and losses (all of which would be excluded from Adjusted Earnings per Diluted Share) related to future impact of remeasurement of acquisition-related contingent consideration, special charges, goodwill impairment charges and/or losses on early extinguishment of debt except for the actual charges taken during the nine months ended September 30, 2017, as these items are dependent on future events that are uncertain and difficult to predict.

²See "End Notes: FTI Consulting Non-GAAP Financial Measures" for the definition of Adjusted Earnings per Diluted Share, which is a non-GAAP financial measure.

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 GAAP. Certain of these measures are considered "non-GAAP financial measures" under the SEC rules. Specifically, we have referred to the following non-GAAP financial measures in this presentation:

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

We have included the definitions of Segment Operating Income (Loss) 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 (Loss) as a segment's share of Consolidated Operating Income (Loss). We define Total Segment Operating Income (Loss), which is a non-GAAP financial measure, as the total of Segment Operating Income (Loss), which is a non-GAAP financial measure, for all segments, which excludes unallocated corporate expenses. We use Segment Operating Income (Loss) for the purpose of calculating Adjusted Segment EBITDA, which is a GAAP financial measure. We define Adjusted Segment EBITDA as a segment's share of Consolidated Operating Income (Loss) 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 Adjusted Segment EBITDA Margin as Adjusted Segment EBITDA as a percentage of a segment's 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 and losses on early extinguishment of debt. We believe 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 our GAAP financial results and GAAP 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 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 (loss) and earnings (loss) per diluted share, respectively, excluding the impact of remeasurement of acquisition-related contingent consideration, special charges, goodwill impairment charges and losses on early extinguishment of debt. 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 this non-GAAP financial measure, which excludes the effects of the remeasurement of acquisition-related contingent consideration, special charges, goodwill impairment charges and losses on early extinguishment of debt, when considered together with our GAAP financial results, provides management and investors with an additional understanding of our business operating results, including underlying trends.

We define Free Cash Flow, 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 Condensed Consolidated Statements of Comprehensive Income.

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