

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): June 7, 2023**

**FTI CONSULTING, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Maryland**  
(State or Other Jurisdiction  
of Incorporation)

**001-14875**  
(Commission  
File Number)

**52-1261113**  
(I.R.S. Employer  
Identification No.)

**555 12th Street NW, Washington, D.C. 20004**  
(Address of principal executive offices) (Zip Code)

**Registrant's telephone number, including area code: (202) 312-9100**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written 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))

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

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

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.07. Submission of Matters to a Vote of Security Holders**

- (a) A total of 30,917,670 shares, or 90.97%, of the common stock issued and outstanding as of the close of business on the record date of March 9, 2023 (the “Record Date”), was represented by proxy at the annual meeting of the stockholders of FTI Consulting, Inc. (the “Company”) held on June 7, 2023 (the “Annual Meeting”). The proposals below were described in detail in the proxy statement for the Annual Meeting (the “Proxy Statement”).
- (b) The final voting results for the four proposals submitted to a vote of stockholders at the Annual Meeting are as follows:

**Proposal No. 1 – Elect as directors the nine nominees named in the Proxy Statement.** Stockholders of record as of the close of business on the Record Date elected the nine nominees as directors of the Company by a majority of the total votes cast FOR his or her election as a director at the Annual Meeting, to each serve until the next annual meeting of stockholders or until his or her successor is duly elected and qualifies, or until his or her death, resignation, retirement or removal (whichever occurs first), as follows:

Name	For	Against	Abstain	Broker Non-Votes
Brenda J. Bacon	28,455,592	1,032,990	29,819	1,399,269
Mark S. Bartlett	28,438,881	1,061,592	17,928	1,399,269
Elsy Boglioli	29,447,240	53,767	17,394	1,399,269
Claudio Costamagna	29,018,572	468,757	31,072	1,399,269
Nicholas C. Fanandakis	29,419,389	81,113	17,899	1,399,269
Steven H. Gunby	29,210,331	280,444	27,626	1,399,269
Gerard E. Holthaus	28,989,853	498,289	30,259	1,399,269
Stephen C. Robinson	29,373,063	127,473	17,865	1,399,269
Laureen E. Seeger	29,265,704	226,428	26,269	1,399,269

**Proposal No. 2 – Ratify the appointment of KPMG LLP as FTI Consulting, Inc.’s independent registered public accounting firm for the year ending December 31, 2023.** A majority of votes cast by stockholders of record as of the Record Date at the Annual Meeting voted FOR Proposal No. 2, and the appointment of KPMG LLP as the independent registered public accounting firm of the Company for the year ending December 31, 2023 was ratified, as follows:

For	Against	Abstain
30,736,073	157,504	24,093

**Proposal No. 3 – Vote on an advisory (non-binding) resolution to approve the compensation of the named executive officers for the year ended December 31, 2022 as described in the Proxy Statement for the Annual Meeting.** The stockholders of record as of the Record Date at the Annual Meeting voted 87.52% FOR and 12.47% AGAINST Proposal 3, as follows:

For	Against	Abstain	Broker Non-Votes
25,812,822	3,678,582	26,997	1,399,269

The Company’s Board of Directors and Compensation Committee value the views of the Company’s stockholders and will consider the results of this advisory vote when making future decisions on named executive officer compensation.

**Proposal No. 4 – Conduct Advisory (non-binding) vote on the frequency of advisory (non-binding) votes on executive compensation.** The stockholders of record as of the Record Date at the Annual Meeting voted to conduct advisory (non-binding) votes to approve executive compensation every 1 year, as follows:

1 Year	2 Years	3 Years	Abstain
28,793,461	11,633	689,426	23,881

- (d) In light of the strong support of the stockholders as reflected in the above voting results, the Company will conduct advisory (non-binding) votes to approve the compensation of the Company’s named executive officers every 1 year until the next required advisory (non-binding) vote on the frequency of advisory (non-binding) votes on executive compensation.

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**ITEM 9.01. Financial Statements and Exhibits**

(d) Exhibits

104 The Cover Page from FTI Consulting's Current Report on Form 8-K dated June 7, 2023, formatted in Inline XBRL

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**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: June 8, 2023

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