
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): September 5, 2012

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.)

777 South Flagler Drive, Suite 1500, West Palm Beach, Florida 33401
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (561) 515-1900

(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))
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Item 7.01 Regulation FD Disclosure.

FTI Consulting, Inc. (“FTI Consulting”) intends to use a presentation from time to time in its discussions with investors (the “Presentation”). The Presentation addresses FTI Consulting’s financial results for the three months and six months ended June 30, 2012, operating data and past, present and future business drivers. 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 includes information regarding adjusted EBITDA and adjusted earnings per share (“EPS”). FTI Consulting defines “Adjusted EBITDA” as net income before income tax provision, other income (expense), depreciation, amortization of intangible assets and special charges. FTI defines “Adjusted EPS” as earnings per diluted share excluding the net impact of any special charges and any loss on early extinguishment of debt that were incurred in that period. Although Adjusted EBITDA and Adjusted EPS are not measures of financial condition or performance determined in accordance with generally accepted accounting principles (“GAAP”), FTI Consulting believes that these measures can be useful operating performance measures for evaluating its results of operations as compared from period-to-period and as compared to its competitors. Adjusted EBITDA and Adjusted EPS are not defined in the same manner by all companies and may not be comparable to other similarly titled measures of other companies unless the definitions are the same. These non-GAAP measures should be considered in addition to, but not as a substitute for or superior to, the information contained in FTI Consulting’s Condensed Consolidated Statements of Comprehensive Income (Loss) for the second quarter ended June 30, 2012. EBITDA is a common alternative measure of operating performance used by investors, financial analysts and rating agencies to value and compare the financial performance of companies in FTI Consulting’s industry. Reconciliations of Non-GAAP to GAAP financial measures are included in the Presentation.

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 statement was 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 September 2012 Investor Presentation of FTI Consulting, Inc.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, FTI Consulting has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

FTI CONSULTING, INC.

Dated: September 10, 2012

By: /s/ ERIC B. MILLER

Eric B. Miller
Executive Vice President, General
Counsel and Chief Risk Officer

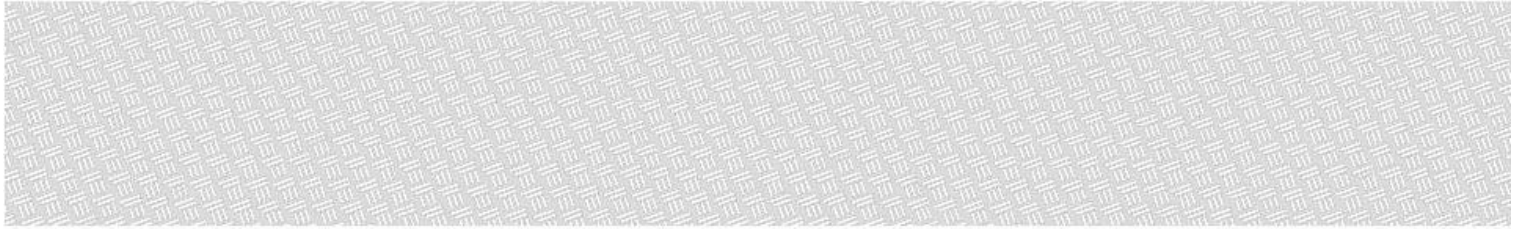
EXHIBIT INDEX

**Exhibit
No.**

Description

99.1 September 2012 Investor Presentation of FTI Consulting, Inc.

FTI Consulting



Investor Presentation
September 2012



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 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 from our expectations, beliefs and estimates. 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, 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 "Item 1A. Risk Factors" in the Company's most recent Form 10-K and in the Company's other filings with the Securities and Exchange Commission, including the risks set forth under "Risks Related to Our Business 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.

FTI Consulting Overview

FTI Consulting is a global business advisory firm dedicated to helping organizations protect and enhance their enterprise value in an increasingly complex legal, regulatory and economic environment

- Balanced set of services to meet its client's needs at all points throughout the economic cycle
- Expertise and scale advantage

Largest provider of consulting services in bankruptcies, disputes, investigations, crises and issues involving compliance and political risk

Geographic footprint is a competitive advantage in serving clients, giving FTI Consulting access to key markets around the globe as capital migrates

- Capital deployment focused on value-enhancing initiatives
- Healthy balance sheet and consistent cash flows

Critical Thinking At The Critical Time™

Today FTI Consulting is an advisor to 93 of the world's top 100 law firms, 64 of the world's 100 largest companies and 9 of the world's top 10 bank holding companies

- **Corporate Finance/Restructuring** is the world leader in restructuring and crisis management
 - #1 Crisis Management Firm in The Deal Pipeline's League Tables of Crisis Management Firms
- **Economic Consulting** is unmatched in reputation and expertise
 - Named Global Competition Review's Leading Antitrust Economics Firm
 - Named Global Competition Review's 20 Best Economics Firms in the World
- **Forensic and Litigation Consulting** is a pioneer of visual support in the courtroom and the global leader in commercial arbitration
 - #1 on Who's Who Legal List of Most Highly Regarded Firms for Commercial Arbitration
- **Technology** is the industry leader in E-discovery software
 - Member of the "Leaders" Quadrant in Gartner's "Magic Quadrant for E-Discovery Software" Report
 - Ringtail® 8.2 E-discovery Software Named to *KMWorld* magazine's Trend-Setting Products List
- **Strategic Communications** is the global leader in strategic business communications
 - #1 Communications Advisor in mergermarket League Tables of PR Advisers to Global M&A by Volume
 - #1 Communications Advisor in mergermarket League Tables of PR Advisers to M&A by Volume in Asia-Pacific, Europe and the United Kingdom

Global Business with Diverse Event-Driven Offering

FTI Consulting has a balanced portfolio of pro-cyclical and counter-cyclical global businesses that offer event-driven services and solutions

Corporate Finance/Restructuring

Restructuring/turnaround services
Transaction advisory services
Interim management
Investment banking

Bankruptcy support services
Private equity
Performance improvement

Economic Consulting

Antitrust & competition economics
Securities litigation & risk management
Intellectual property
International arbitration

Labor & employment
Public policy
Regulated industries
Business valuation

Forensic and Litigation Consulting

Forensic accounting & advisory services
Global risk & investigations practice
Compliance, monitoring & receivership
Intellectual property

Dispute advisory services
Trial services
Financial & enterprise data analytics

Technology

Computer forensics & investigations
Discovery consulting

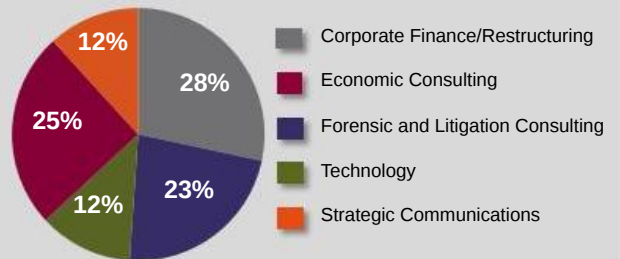
E-discovery software & services

Strategic Communications

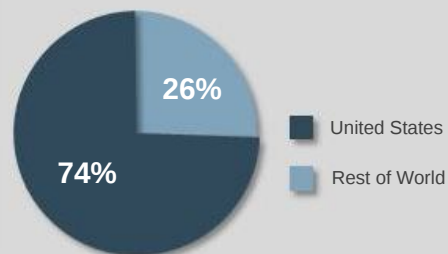
Financial communications
Corporate communications
Strategy consulting & research

Crisis communications
Public affairs
Creative engagement

2Q12 Segment Revenues



2Q12 Geographic Revenues



Current Macroeconomic & Industry Opportunities

Today's macroeconomic and consulting industry backdrop has created unique opportunities and competitive advantages for FTI Consulting

Macroeconomic Backdrop Opportunities

- FTI Consulting has outperformed peers in a strong economy as well as in a down economy
- Regulation and investigations are becoming increasingly more complex and global; this will drive FTI Consulting's business as these larger scale engagements will require global consultants with deep litigation and investigation knowledge

LIBOR probe

FCPA investigations

Whistleblowing cases

Probes of trading losses

Industry Backdrop Opportunities

- Industry consolidation is very healthy for the market and FTI Consulting
- Industry consolidation has allowed FTI Consulting to move from a middle sized firm to a global player
- Expect industry consolidation to continue for both structural and strategic reasons
- Consolidation will rationalize competition and standardize how people think about FTI Consulting's products

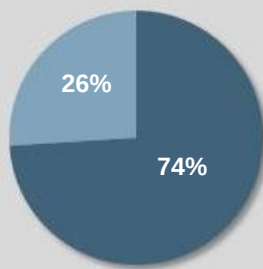
The Globalization of FTI Consulting

The “One Brand” initiative has enhanced FTI Consulting’s ability to bring our consulting services to the market in a more powerful and consistent manner

- The increasingly aggressive regulatory and enforcement environment will bode very well for large consulting firms with global reach and reputations like FTI Consulting
- Every geographic region is focused on expanding its presence and offering:

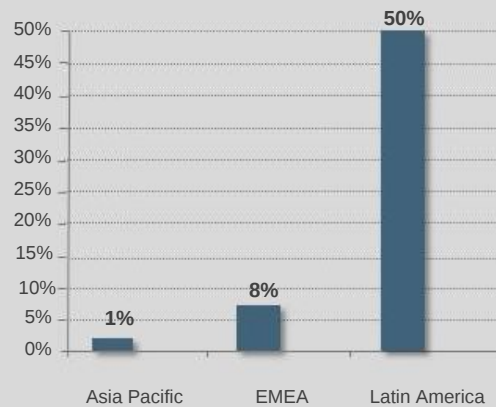
Key geographies: Asia-Pacific, Europe, Middle East & Africa and Latin America

1H12 Revenues



■ United States
■ Rest of World

1H12 Y/Y Revenue Growth



■ 1H12 Revenue Growth

FTI Consulting Industry Initiatives

Aligning our business by industry enables FTI Consulting to maximize resources across segments, as well as go-to-market more effectively and gain share

- FTI Consulting's industry practices expand the scope of our services to better fit the unique demands of each industry, leveraging our resources - people and capabilities - and ultimately improving segment profitability

Industry groups identify key industry trends that will drive demand for FTI Consulting's services, ensuring FTI Consulting's capabilities are organized to take advantage of key industry trends

- FTI Consulting's industry strategy enables the Company to pursue additional non-event driven consulting services that will enhance overall revenues and lessen the cyclicity of FTI Consulting's portfolio of products
- FTI Consulting is focused on enhancing our capabilities in attractive industries including Healthcare, Banking & Financial Services, Insurance and Energy & Utilities

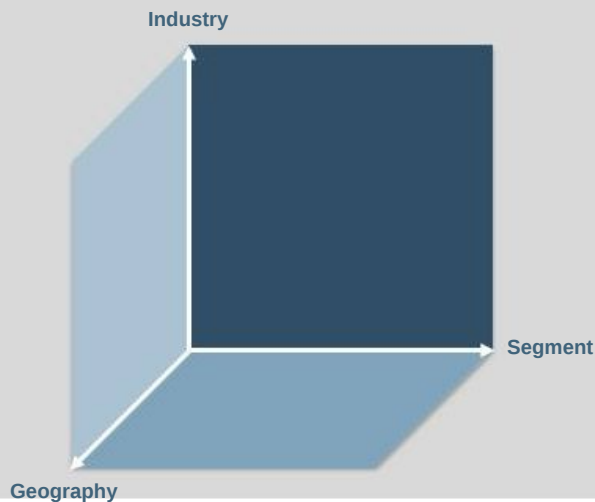
FTI Consulting Industry Expertise

▣ Aerospace & Defense	▣ Government & Public Contracts	▣ Petroleum & Chemicals
▣ Agriculture	▣ Healthcare	▣ Pharmaceuticals & Life Sciences
▣ Automotive	▣ Hospitality	▣ Real Estate
▣ Banking & Financial Services	▣ Information Technology	▣ Retail
▣ Construction	▣ Insurance	▣ Telecommunications
▣ Energy & Utilities	▣ Media & Entertainment	▣ Transportation
▣ Environmental	▣ Mining	

The FTI Consulting Matrix

As the challenges and opportunities our clients face are becoming increasingly complex, FTI Consulting's ability to provide seamless strategic services across multiple geographies, industries and professional disciplines drive demand for our services

- FTI Consulting's matrix organizational structure appropriately emphasizes the segment, geography and industry drivers of our businesses, allowing for improved understanding and response to our client's needs and increased leverage of resources, knowledge and solutions in our rapidly growing markets



Three strategies that drive our business:

Segment: Continue to build out diverse platform of services and solutions

Geography: Replicate North American business model across existing global platform

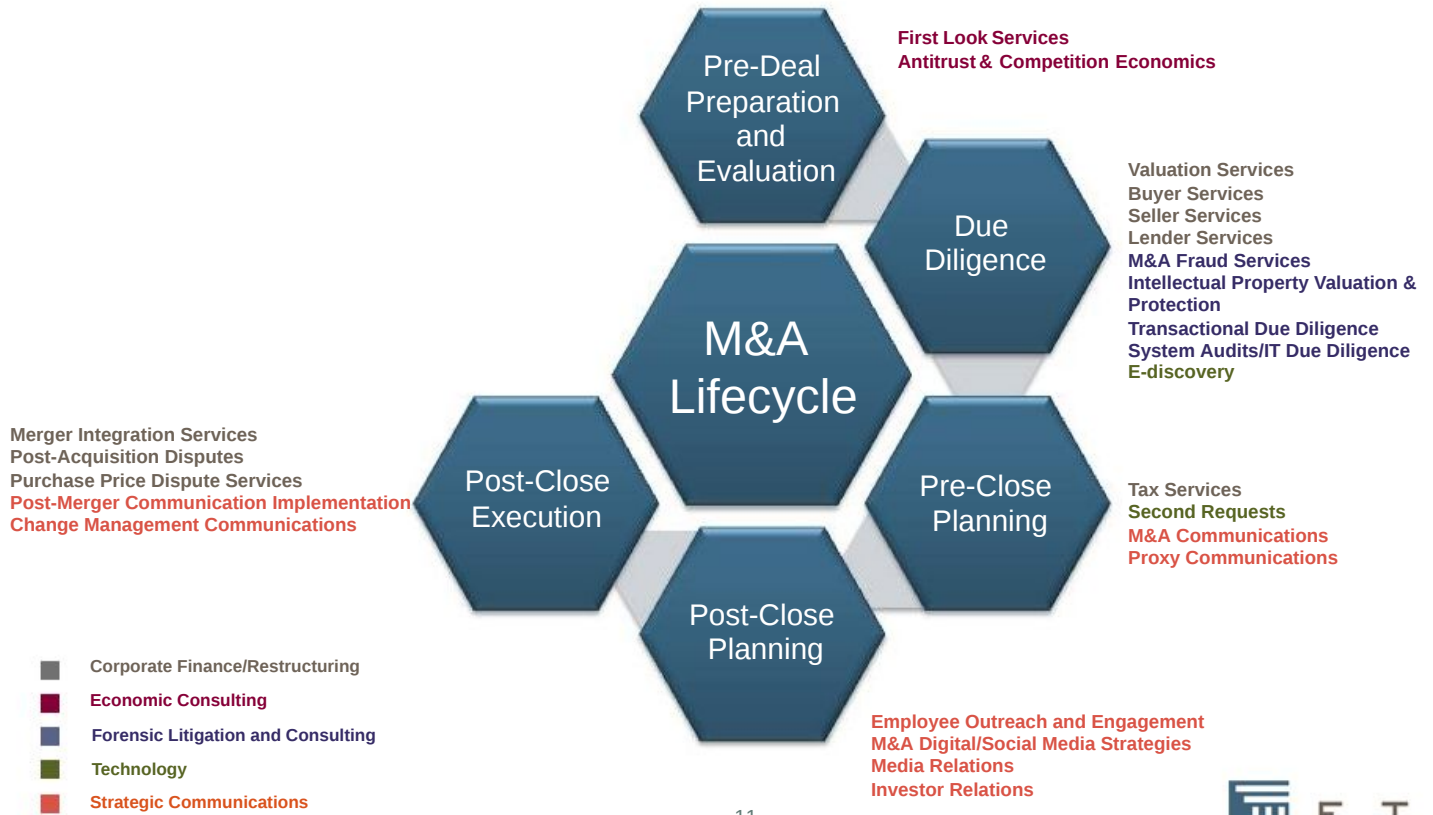
Industry: Develop integrated industry focused solutions

Current Demand Drivers

Demand for FTI Consulting's services and expertise is driven by the aggressive regulatory and enforcement environment

- Continued demand for bankruptcy and restructuring engagements in the U.S. and Latin America drives growth in **Corporate Finance/Restructuring** in 2012 with an expected demand uptick in Europe in 2013
- **Economic Consulting** driven by continued strong demand for antitrust, M&A-related activity and financial economics engagements
- The recent increase in whistleblowing complaints and stable demand for FCPA and financial investigations drives demand in **Forensic and Litigation Consulting**
- Larger and more complex E-discovery engagements are trending towards providers with scale, robust software and global consultants with deep investigative and litigative knowledge, driving demand for our **Technology** business
- **Strategic Communications** remains well-positioned to take advantage of macroeconomic conditions as they improve

Case Study: M&A Lifecycle and FTI Consulting's Integrated Service Offering



Our People

FTI Consulting's unique integrated approach to protect and enhance enterprise value requires exceptional talent

- FTI Consulting is a global company with global leaders and advisors

3,800 employees in 92 offices and 24 countries around the world

The FTI Consulting Matrix defines established leadership in North America, EMEA, Asia Pacific and Latin America

Diverse Board of Directors offering global insights, extensive industry experience and tenured leadership

- Our collective expertise spans countless sectors, scenarios and functions and fuels our ability to anticipate even the most complex challenges, sensitivities and outcomes

364 Senior Managing Directors, 471 Managing Directors and access to three Nobel Laureates

5 diverse and global business segments serving 20 industries

- We hire the best and continue to invest in their on-going development

FTI employees are supported throughout their career development through our educational and thought leadership initiatives: New Hire Orientation, New Director School, FTI University and Leadership Forums



FTI Consulting's Financial Position Is Strong

Portfolio investments, coupled with continued cash generation and operational discipline, demonstrated in financial results

- Track record of industry-leading growth in revenue and profitability
- Significant cash flow generation

Consistent and strong cash flow from operations - \$173.8 million in 2011 and \$195.1 million in 2010

\$166.0 million in cash and cash equivalents on the balance sheet as of June 30, 2012

Leverage as of June 30, 2012 - approximately 3:1

- Balanced capital deployment aimed at productive and value enhancing initiatives for shareholders

Acquisition strategy focused on building attractive, sustainable businesses

Investing in brand and visibility to reinforce and enhance FTI Consulting's leadership

\$250 million share buyback program authorized in June 2012

FTI Consulting Summary

FTI Consulting is a global business advisory firm dedicated to helping organizations protect and enhance their enterprise value in an increasingly complex legal, regulatory and economic environment

- Balanced set of services to meet its client's needs at all points throughout the economic cycle
- Expertise and scale advantage

Largest provider of consulting services in bankruptcies, disputes, investigations, crises and issues involving compliance and political risk

Geographic footprint is a competitive advantage in serving clients, giving FTI Consulting access to key markets around the globe as capital migrates

- Capital deployment focused on value-enhancing initiatives
- Healthy balance sheet and consistent cash flows

Six Months Ended June 30, 2012

(\$ in thousands, except per share data)

		Six Months Ended June 30,	
		2012	2011
		Unaudited	
	Revenues	\$791,471	\$762,253
	Operating expenses		
	Direct cost of revenues	\$493,838	\$473,928
	Selling, general & administrative expense	\$195,049	\$182,745
	Special charges	\$26,782	\$15,212
	Acquisition-related contingent consideration	(\$2,984)	\$1,595
	Amortization of other intangible assets	\$11,007	\$10,952
		\$723,692	\$684,432
	Operating income	\$67,779	\$77,821
	Other income (expense)		
	Interest income & other	\$2,919	\$4,923
	Interest expense	(\$30,399)	(\$29,810)
	Income before income tax provision	\$40,299	\$52,934
	Income tax provision	\$14,121	\$18,351
	Net income	\$26,178	\$34,583
	Earnings per common share - diluted	\$0.61	\$0.78
	Weighted average common shares outstanding - diluted	42,672	44,420
	Adjusted earnings per common share - diluted⁽¹⁾	\$1.02	\$0.99

(1) We define adjusted earnings per diluted share as earnings per diluted share, excluding the net impact of special charges and loss on early extinguishment of debt that were incurred in that period.

1H12 Results: Segment Performance

(\$ in thousands, except headcount data)

Six Months Ended June 30, 2012

	Revenues	Adjusted EBITDA ⁽¹⁾	Margin	Revenue-Generating Headcount
Corporate Finance/Restructuring	\$225,814	\$55,974	24.8%	718
Forensic & Litigation Consulting	\$177,138	\$29,705	16.8%	808
Economic Consulting	\$199,507	\$36,915	18.5%	467
Technology	\$97,357	\$26,064	26.8%	311
Strategic Communications	\$91,655	\$9,499	10.4%	599
	\$791,471	\$158,157	20.0%	2,903
Corporate		(\$37,581)		
Adjusted EBITDA⁽¹⁾		\$120,576	15.2%	

Six Months Ended June 30, 2011

	Revenues	Adjusted EBITDA ⁽¹⁾	Margin	Revenue-Generating Headcount
Corporate Finance/Restructuring	\$209,150	\$31,677	15.1%	730
Forensic & Litigation Consulting	\$176,281	\$33,924	19.2%	863
Economic Consulting	\$168,739	\$31,985	19.0%	409
Technology	\$108,165	\$38,743	35.8%	261
Strategic Communications	\$99,918	\$11,839	11.8%	562
	\$762,253	\$148,168	19.4%	2,825
Corporate		(\$30,094)		
Adjusted EBITDA⁽¹⁾		\$118,074	15.5%	

(1) We define Adjusted EBITDA as net income before income tax provision, other income (expense), depreciation, amortization of intangible assets and special charges. Amounts presented in the Adjusted EBITDA column for each segment reflect the segments' respective Adjusted Segment EBITDA. We define Adjusted Segment EBITDA as the segments' share of consolidated operating income before depreciation, amortization of intangible assets and special charges. Although Adjusted EBITDA and Adjusted Segment EBITDA are not measures of financial condition or performance determined in accordance with generally accepted accounting principles ("GAAP"), we believe that these measures can be a useful operating performance measure for evaluating our results of operations as compared from period to period and as compared to our competitors. We use Adjusted EBITDA and Adjusted Segment EBITDA to evaluate and compare the operating performance of our segments.



Appendix

Reconciliation of non-GAAP Financial Measures

(\$ in thousands, except per share data)

	Six Months Ended June 30,	
	2012	2011
Net income	\$26,178	\$34,583
Add back: Special charges, net of tax effect ⁽¹⁾	\$17,320	\$9,285
Adjusted Net income	\$43,498	\$43,868
Earnings per common share - diluted	\$0.61	\$0.78
Add back: Special charges, net of tax effect ⁽¹⁾	\$0.41	\$0.21
Adjusted earnings per common share ⁽²⁾	\$1.02	\$0.99
Weighted average common shares outstanding - diluted	42,672	44,420

(1) The tax effect takes into account the tax treatment and related tax rate(s) that apply to each adjustment in the applicable tax jurisdiction(s). The tax expense for the six months ended June 30, 2012 was \$9,462 or \$0.22 per share. The tax expense for the six months ended June 30, 2011 was \$5,927 or \$0.13 per share.

(2) We define Adjusted Net Income and Adjusted EPS as net income and earnings per diluted share, respectively, excluding the net impact of any special charges and any loss on early extinguishment of debt that were incurred in that period.

Reconciliation of Operating Income and Net Income to Adjusted EBITDA

(\$ in thousands)

	Corporate Finance / Restructuring	Forensic and Litigation Consulting	Economic Consulting	Technology	Strategic Communications	Corp HQ	Total
Six Months Ended June 30, 2012							
Net income							\$ 26,178
Interest income and other							(2,919)
Interest expense							30,399
Income tax provision							14,121
Operating income	\$ 40,230	\$ 19,532	\$ 33,871	\$ 12,958	\$ 1,287	\$ (40,099)	67,779
Depreciation and amortization	1,723	1,923	1,429	6,164	1,369	2,400	15,008
Amortization of other intangible assets	2,905	997	797	3,976	2,332	-	11,007
Special charges	11,116	7,253	818	2,966	4,511	118	26,782
Adjusted EBITDA ⁽¹⁾	55,974	29,705	36,915	26,064	9,499	(37,581)	120,576
Six Months Ended June 30, 2011							
Net income							\$ 34,583
Interest income and other							(4,923)
Interest expense							29,810
Income tax provision							18,351
Operating income	\$ 17,629	\$ 30,186	\$ 28,096	\$ 29,364	\$ 7,955	\$ (35,409)	77,821
Depreciation and amortization	1,770	1,712	1,203	5,425	1,504	2,475	14,089
Amortization of other intangible assets	2,838	1,187	593	3,954	2,380	-	10,952
Special charges	9,440	839	2,093	-	-	2,840	15,212
Adjusted EBITDA ⁽¹⁾	31,677	33,924	31,985	38,743	11,839	(30,094)	118,074

(1) We define Adjusted EBITDA as net income before income tax provision, other income (expense), depreciation, amortization of intangible assets and special charges. Amounts presented in the Adjusted EBITDA column for each segment reflect the segments' respective Adjusted Segment EBITDA. We define Adjusted Segment EBITDA as the segments' share of consolidated operating income before depreciation, amortization of intangible assets and special charges. Although Adjusted EBITDA and Adjusted Segment EBITDA are not measures of financial condition or performance determined in accordance with generally accepted accounting principles ("GAAP"), we believe that these measures can be a useful operating performance measure for evaluating our results of operations as compared from period to period and as compared to our competitors. We use Adjusted EBITDA and Adjusted Segment EBITDA to evaluate and compare the operating performance of our segments.

Adjusted EBITDA and Adjusted Segment EBITDA are not defined in the same manner by all companies and may not be comparable to other similarly titled measures of other companies. These non-GAAP 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 (Loss).