

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

AMENDMENT NO. 3  
TO  
FORM S-2  
REGISTRATION STATEMENT  
Under  
The Securities Act of 1933

FTI CONSULTING, INC.

(Exact name of registrant as specified in its charter)

Maryland 52-1261113  
(State of Incorporation) (I.R.S. Employer Identification No.)  
2021 Research Drive  
Annapolis, MD 21401  
(410) 224-8770

(Address, including zip code, and telephone number, including area code, of  
registrant's principal executive offices)

Jack B. Dunn, IV  
Chief Executive Officer and Chairman  
2021 Research Drive  
Annapolis, MD 21401  
(410) 224-8770

(Name, address, including zip code, and telephone number, including area code,  
of agent for service)

Copies of all communications, including all communications sent to the agent  
for service, should be sent to:

Richard C. Tilghman, Jr., Esquire  
Piper Marbury Rudnick & Wolfe LLP  
6225 Smith Avenue  
Baltimore, Maryland 21209  
(410) 580-3000

Scott C. Penwell, Esquire  
Duane, Morris & Heckscher LLP  
305 North Front Street  
5th Floor, P. O. Box 1003  
Harrisburg, Pennsylvania 17108-1003  
(717) 237-5500

Approximate date of commencement of proposed sale to the public: As soon as  
practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on  
a delayed or continuous basis pursuant to Rule 415 under the Securities Act of  
1933, check the following box:

If the registrant elects to deliver its latest annual report to security  
holders, or a complete and legible facsimile thereof, pursuant to Item  
11(A)(1) of this Form, check the following box:

If this Form is filed to register additional securities for an offering  
pursuant to Rule 462(b) under the Securities Act, please check the following  
box and list the Securities Act registration statement number of the earlier  
effective registration statement for the same offering:

If this Form is a post-effective amendment filed pursuant to Rule 462(c)  
under the Securities Act, check the following box and list the Securities Act  
registration statement number of the earlier effective registration statement  
for the same offering:

If this Form is a post-effective amendment filed pursuant to Rule 462(d)  
under the Securities Act, check the following box and list the Securities Act  
registration statement number of the earlier effective registration statement  
for the same offering:

If delivery of the prospectus is expected to be made pursuant to Rule 434,  
please check the following box:

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INFORMATION NOT REQUIRED IN PROSPECTUS

Item 14. Other Expenses of Issuance and Distribution.

The Company estimates that expenses in connection with the offering described in this registration statement (other than underwriting and brokerage discounts and commissions) will be as follows:

SEC Registration Fee.....	\$ 12,619
NASD Filing Fee.....	5,280
AMEX Application Fee.....	17,500
Printing and Engraving Fees.....	100,000
Legal Fees and Expenses.....	150,000
Accounting Fees and Expenses.....	150,000
Transfer Agent and Registrar's Fees.....	5,000
Miscellaneous Expenses.....	9,601
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Total.....	\$450,000
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All expenses are estimates, other than the filing fees payable to the Securities and Exchange Commission, the NASD and the American Stock Exchange.

Item 15. Indemnification of Directors and Officers.

Section 2-418 of the Maryland General Corporation Law permits indemnification of directors, officers, agents and controlling persons of a corporation under certain conditions and subject to certain limitations. FTI's Charter and Bylaws include provisions requiring that FTI indemnify its directors and officers to the fullest extent permitted by Maryland General Corporation Law, including circumstances in which indemnification is otherwise discretionary.

Item 16. Exhibits.

Exhibit No. -----	Description -----
1.1	Form of Underwriting Agreement#
3.1	Amended and Restated Articles of Incorporation*
3.2	By-laws*
3.3	Amendment to Articles of Incorporation**
3.4	Amendment No. 1 to By-laws**
4.1	Specimen Common Stock Certificate***
4.2	Form of Series A Stock Purchase Warrant dated as of February 4, 2000, by and between the Company and each of the lenders named in the Investment and Loan Agreement dated as of February 4, 2000 (schedules and exhibits omitted)****
5.1	Opinion of Piper Marbury Rudnick & Wolfe LLP
10.1	1992 Stock Option Plan, as amended*
10.2	1997 Stock Option Plan, as amended*****
10.3	Employment Agreement dated as of January 1, 1996, between Forensic Technologies International Corporation and Jack B. Dunn, IV*

Exhibit No. -----	Description -----
10.4	Employment Agreement dated as of January 1, 1996, between Forensic Technologies International Corporation and Joseph R. Reynolds, Jr.*
10.5	Employee Stock Purchase Plan+
10.6	Stock Purchase Agreement dated as of June 30, 1998, by and among FTI Consulting, Inc., Klick, Kent & Allen, Inc. and the stockholders named therein++
10.7	Stock Purchase Agreement dated as of September 25, 1998, by and among FTI Consulting, Inc., Glenn R. Baker and Dennis A. Guenther+++
10.8	Stock Purchase Agreement dated as of September 17, 1998, by and among FTI Consulting, Inc., Kahn Consulting, Inc., KCI Management Corp. and the stockholders named therein++++
10.9	LLC Membership Interests Purchase Agreement dated as of January 31, 2000, by and among FTI Consulting, Inc., and Michael Policano and Robert Manzo (schedules and exhibits omitted)+++++
10.10	Credit Agreement dated as of February 4, 2000, by and among FTI Consulting, Inc. and its subsidiaries named therein, Newcourt Commercial Finance Corporation, an affiliate of The CIT Group, Inc., and the other agents and lenders named therein (schedules and exhibits omitted)+++++
10.11	Investment and Loan Agreement dated as of February 4, 2000, by and among FTI Consulting, Inc. and its subsidiaries named therein, Jack B. Dunn, IV, Stewart J. Kahn, Allied Capital Corporation and the other lenders named therein (schedules and exhibits omitted)+++++
23.1	Consent of Ernst & Young LLP
23.2	Consent of Ernst & Young LLP
23.3	Consent of Piper Marbury Rudnick & Wolfe LLP (contained in Exhibit 5.1)
24.1	Power of Attorney#
99.1	Ernst & Young LLP Report on Financial Statement Schedule#
99.2	Valuation and Qualifying Accounts Schedule#

\* Incorporated by reference from the Company's Registration Statement on Form SB-1, as amended (File No. 333-2002).

\*\* Incorporated by reference from the Company's Registration Statement on Form 8-A (File No. 001-14875).

\*\*\* Incorporated by reference from the Company's Annual Report on Form 10-K for the year ended December 31, 1998.

\*\*\*\* Incorporated by reference from the Company's Current Report on Form 8-K filed February 15, 2000.

\*\*\*\*\* Incorporated by reference from the Company's Registration Statement on Form S-8 (File No. 333-32160).

+ Incorporated by reference from the Company's Registration Statement on Form S-8 (File No. 333-30357).

++ Incorporated by reference from the Company's Current Report on Form 8-K filed July 15, 1998.

+++ Incorporated by reference from the Company's Current Report on Form 8-K filed October 13, 1998.

++++ Incorporated by reference from the Company's Current Report on Form 8-K filed October 2, 1998.

+++++ Incorporated by reference from the Company's Current Report on Form 8-K filed February 15, 2000.

# Previously filed.

Item 17. Undertakings.

(a) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

(b) The undersigned registrant hereby undertakes that:

(1) For purposes of determining any liability under the Securities Act of 1933, the information omitted from the form of prospectus filed as part of this Registration Statement in reliance upon Rule 430A and contained in a form of prospectus filed by the registrant pursuant to Rule 424(b)(1) or (4) or 497(h) under the Securities Act shall be deemed to be part of this Registration Statement as of the time it was declared effective.

(2) For the purpose of determining any liability under the Securities Act of 1933, each post-effective amendment that contains a form of prospectus shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-2 and has duly caused this Amendment No. 3 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Baltimore, Maryland, on this 17th day of October, 2000.

FTI Consulting, Inc.

/s/ Jack B. Dunn, IV

By: \_\_\_\_\_  
 Jack B. Dunn, IV  
 Chief Executive Officer and  
 Chairman of the Board

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 3 to the Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
/s/ Jack B. Dunn, IV _____ Jack B. Dunn, IV	Chief Executive Officer (principal executive officer) and Chairman of the Board	October 17, 2000
* _____ Stewart J. Kahn	President, Chief Operating Officer and Director	October 17, 2000
/s/ Theodore I. Pincus _____ Theodore I. Pincus	Executive Vice President, Chief Financial Officer (principal financial accounting officer) and Secretary	October 17, 2000
* _____ Scott S. Binder	Director	October 17, 2000
* _____ Denis J. Callaghan	Director	October 17, 2000

Signature

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Title

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Date

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Director

October 17, 2000

\_\_\_\_\_  
James A. Flick

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Director

October 17, 2000

\_\_\_\_\_  
Peter F. O'Malley

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Director

October 17, 2000

\_\_\_\_\_  
Dennis J. Shaughnessy

\*

Director

October 17, 2000

\_\_\_\_\_  
George P. Stamas

/s/ Jack B. Dunn, IV

\*By:

\_\_\_\_\_  
Jack B. Dunn, IV  
Attorney-in-fact

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[LETTERHEAD OF PIPER MARBURY RUDNICK & WOLFE LLP]

October 17, 2000

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

Re: Registration Statement on Form S-2  
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Gentlemen:

We have acted as counsel to FTI Consulting, Inc., a Maryland corporation (the "Company"), in connection with the Company's Registration Statement on Form S-2, as amended by Amendments No. 1, 2 and 3 (the "Registration Statement"; Reg. No. 333-45278), filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"). The Registration Statement relates in the aggregate to up to 4,874,850 shares (the "Shares") of the Company's Common Stock, par value \$.01 per share (the "Common Stock"). Of such Shares, the Company is selling 3,500,000 shares of Common Stock and 739,000 shares of Common Stock are being sold by various selling shareholders. In addition, the Company and some of the selling shareholders have granted the underwriters the right to purchase up to 635,850 additional shares of Common Stock to cover any over-allotments.

In this capacity, we have examined the Company's Charter and By-Laws, the resolutions of the Board of Directors of the Company relating to the issuance of the Shares, and such other documents, instruments, and matters of law as we have deemed necessary to the rendering of this opinion. In such examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, and the conformity with originals of all documents submitted to us as copies.



Based upon the foregoing, we are of the opinion and advise you that the Shares have been duly authorized and, upon the issuance and sale of the Shares in accordance with the resolutions adopted by the Board of Directors of the Company, will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement and to the use of our name as it appears under the caption "Legal Matters." In giving our consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Piper Marbury Rudnick & Wolfe LLP

CONSENT OF INDEPENDENT AUDITORS

We consent to the reference to our firm under the captions "Selected Financial Data" and "Experts", and to the use of our report dated February 11, 2000, included in Amendment No. 3 to the Registration Statement (Form S-2 No. 333-45278) and related prospectus of FTI Consulting, Inc. for the registration of 4,874,850 shares of its common stock.

/s/ Ernst & Young LLP

Baltimore, Maryland  
October 16, 2000

CONSENT OF INDEPENDENT AUDITORS

We consent to the reference to our firm under the captions "Selected Financial Data" and "Experts", and to the use of our report dated March 10, 2000, with respect to the financial statements of Policano & Manzo L.L.C., included in Amendment No. 3 to the Registration Statement (Form S-2 No. 333-45278) and related prospectus of FTI Consulting, Inc. for the registration of 4,874,850 shares of its common stock.

/s/ Ernst & Young LLP

Baltimore, Maryland  
October 16, 2000