

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

**FORM S-8
REGISTRATION STATEMENT**

*UNDER
THE SECURITIES ACT OF 1933*

FTI Consulting, Inc.
(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of
incorporation or organization)

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

**777 South Flagler Drive, Suite 1500 West Tower,
West Palm Beach, Florida**
(Address of Principal Executive Offices)

33401
(Zip Code)

**THE FTI CONSULTING, INC.
2009 OMNIBUS INCENTIVE COMPENSATION PLAN
(AMENDED AND RESTATED EFFECTIVE AS OF JUNE 2, 2010)
(f/k/a THE FTI CONSULTING, INC. DEFERRED COMPENSATION PLAN FOR KEY EMPLOYEES AND
NON-EMPLOYEE DIRECTORS)**
(Full title of the plan)

Eric B. Miller
Executive Vice President, General Counsel and Chief Ethics Officer
FTI Consulting, Inc.
500 East Pratt Street, Suite 1400
Baltimore, Maryland 21202
(410) 591-4800

(Name and Address, including Zip Code, and
Telephone Number, including Area Code, of Agent for Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

- | | | | |
|-------------------------|--|---------------------------|--------------------------|
| Large accelerated filer | <input checked="" type="checkbox"/> | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company | <input type="checkbox"/> |

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered (1) | Amount to be registered (1) | Proposed maximum offering price per share (2) | Proposed maximum aggregate offering price (2) | Amount of registration fee |
|--|-----------------------------|---|---|----------------------------|
| Common Stock, par value \$0.01 per share | 4,500,000 Shares | \$40.015 | \$180,067,500 | \$12,838.81 |

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers an indeterminate number of additional shares of Common Stock as may be issuable pursuant to the anti-dilution provisions of The FTI Consulting, Inc. 2009 Omnibus Incentive Compensation Plan (Amended and Restated Effective as of June 2, 2010) as a result of stock splits, stock dividends, recapitalizations or similar transactions.
- (2) Calculated solely for the purpose of determining the registration fee in accordance with Rule 457(c) and (h) under the Securities Act based on the average of the high and low prices of the Registrant's Common Stock as reported on the New York Stock Exchange on May 27, 2010.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is filed by FTI Consulting, Inc., a Maryland corporation (the “Company” or the “Registrant”), to register an additional 4,500,000 shares of the Company’s Common Stock, par value \$0.01 per share (the “Common Stock”), issuable under The FTI Consulting, Inc. 2009 Omnibus Incentive Compensation Plan (amended and restated effective as of June 2, 2010) (f/k/a The FTI Consulting, Inc. Inc Deferred Compensation Plan for Key Employees and Non-Employee Directors (the “Plan”). On March 31, 2010, the Board of Directors adopted, subject to the requisite stockholders’ approval, an amendment (the “Amendment”) to the Plan to increase by 4,500,000 shares the number of shares of Common Stock that may be issued under the Plan. On June 2, 2010, the Amendment was approved by the stockholders of the Registrant at its Annual Meeting of Stockholders. In accordance with General Instruction E to Form S-8, the contents of the Company’s Registration Statement on Form S-8 registering 1,500,000 shares of Common Stock issuable under the Plan previously filed with the Securities and Exchange Commission (the “SEC”) on June 6, 2006 (SEC File No. 333-134790) are hereby incorporated by reference herein, except to the extent supplemented, amended or superseded by the information set forth herein.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents previously filed by the Company with the SEC are incorporated herein by reference (other than, in each case, documents or information deemed to have been furnished and not filed in accordance with SEC rules):

- (1) The Registrant’s Annual Report on Form 10-K for the year ended December 31, 2009 filed with the SEC on February 26, 2010;
- (2) The Registrant’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2010 filed with the SEC on May 6, 2010;
- (3) The Registrant’s Current Reports on Form 8-K filed with the SEC on January 27, 2010, March 26, 2010 and March 29, 2010 and the Item 2.05 disclosure included in the Registrant’s Current Report on Form 8-K filed with the SEC on March 3, 2010;
- (4) The description of the Registrant’s Common Stock contained in the Registrant’s Registration Statement on Form 8-A pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”), as filed with the SEC on April 30, 1996, and all amendments or reports filed for the purpose of updating such description; and
- (5) All of the other reports filed by the Registrant pursuant to Section 13(a) or 15(d) of the Exchange Act filed with the SEC since the year ended December 31, 2009.

All documents subsequently filed by the Company with the SEC pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which

indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with the SEC's rules shall not be deemed incorporated by reference in this Registration Statement.

Any statement contained in a document incorporated or deemed to be incorporated by reference in this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 5. Interests of Named Experts and Counsel.

Eric B. Miller, Executive Vice President, General Counsel and Chief Ethics Officer of the Registrant, is passing on certain legal matters regarding the shares of Common Stock being registered pursuant to this Registration Statement. Mr. Miller is a full-time employee of the Registrant, owns shares of Common Stock of the Registrant, and is eligible to participate in various stock-based employee benefit plans, including the Plan.

Item 8. Exhibits.

The exhibits listed in the Exhibit Index appearing on page 5 are filed herewith or are incorporated by reference to other filings.

/s/ CATHERINE M. FREEMAN

Catherine M. Freeman

Senior Vice President, Controller
and Chief Accounting Officer
(Principal Accounting Officer)

June 2, 2010

/s/ BRENDA J. BACON

Brenda J. Bacon

Director

June 2, 2010

/s/ MARK H. BEREY

Mark H. Berey

Director

June 2, 2010

/s/ DENIS J. CALLAGHAN

Denis J. Callaghan

Director

June 2, 2010

/s/ JAMES W. CROWNOVER

James W. Crownover

Director

June 2, 2010

/s/ GERARD E. HOLTHAUS

Gerard E. Holthaus

Director

June 2, 2010

/s/ MATTHEW F. MCHUGH

Matthew F. McHugh

Director

June 2, 2010

/s/ GEORGE P. STAMAS

George P. Stamas

Director

June 2, 2010

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Exhibit Description</u> |
|--------------------|--|
| 4.1 | Articles of Incorporation of FTI Consulting, Inc., as amended and restated. (Filed with the SEC on May 23, 2003 as an exhibit to FTI Consulting, Inc.'s Current Report on Form 8-K dated May 21, 2003 and incorporated herein by reference.) |
| 4.2 | By-laws of FTI Consulting, Inc., as amended and restated through September 17, 2004. (Filed with the SEC on November 9, 2004 as an exhibit to FTI Consulting, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2004 and incorporated herein by reference.) |
| 4.3 | Amendment No. 6 to By-Laws of FTI Consulting, Inc. dated December 18, 2008. (Filed with the SEC on December 22, 2008 as an exhibit to FTI Consulting, Inc.'s Current Report on Form 8-K dated December 18, 2008 and incorporated herein by reference.) |
| 4.4 | Amendment No. 7 to the By-Laws of FTI Consulting, Inc. dated February 25, 2009. (Filed with the SEC on March 3, 2009 as an exhibit to FTI Consulting, Inc.'s Current Report on Form 8-K dated February 25, 2009 and incorporated herein by reference.) |
| 5.1* | Opinion of In-House General Counsel of FTI Consulting, Inc. |
| 10.1‡ | The FTI Consulting, Inc. 2009 Omnibus Incentive Compensation Plan (Amended and Restated as of June 2, 2010) (Filed as Appendix A to FTI Consulting, Inc.'s Definitive Proxy Statement on Schedule 14A filed with the SEC on April 23, 2010 and incorporated herein by reference.) |
| 23.1* | Consent of KPMG, LLP, Independent Registered Public Accounting Firm. |
| 23.2* | Consent of In-House General Counsel (set forth in his opinion filed herewith as Exhibit 5.1). |

24.1 Powers of Attorney (included as part of the signature page to this Registration Statement).

‡ Compensation Plan
* Filed herewith



FTI Consulting
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Suite 1400
Baltimore, MD 21202
410.951.4800 telephone
410.951.4895 fax
www.fticonsulting.com

June 2, 2010

FTI Consulting, Inc.
777 South Flagler Drive
Suite 1500 West Tower,
West Palm Beach, Florida 33401

Ladies and Gentlemen:

I am the General Counsel of FTI Consulting, Inc., a Maryland corporation (the "Company"). I have acted as counsel to the Company in connection with the preparation of the Registration Statement on Form S-8 (the "Registration Statement") and the filing thereof with the Securities and Exchange Commission (the "Commission"), pursuant to which the Company will register under the Securities Act of 1933, as amended (the "Securities Act"), 4,500,000 additional shares of Common Stock, par value \$0.01 per share, of the Company (the "Shares"), to be issued from time to time pursuant to The FTI Consulting, Inc. 2009 Omnibus Incentive Compensation Plan (amended and restated as of June 2, 2010) (f/k/a The FTI Consulting, Inc. Deferred Compensation Plan for Key Employees and Non-Employee Directors) (the "Plan"). The opinion hereinafter set forth is given pursuant to Item 8 of Form S-8 and Item 601(b)(5) of Regulation S-K.

As the Company's General Counsel, I am generally familiar with the proceedings that the Company and its directors and stockholders have taken in connection with the authorization, reservation and registration of the Shares and the terms of the Plan.

I, or attorneys under my supervision, have examined copies of the Company's Charter, as amended, By-laws, as amended, the Plan, resolutions adopted by the Company's Board of Directors and Committees relating to the above matters and other records and documents, as well as made such investigation of matters of fact and law, as I have deemed necessary for the purpose of the opinion herein expressed. In rendering this opinion, I have assumed the authenticity of all documents submitted to me as originals, the genuineness of all signatures, and the conformity of documents submitted to me as copies to the originals.

Based upon the foregoing, I am of the opinion that the Shares have been duly authorized and, when issued, paid for and delivered pursuant to the terms of the Plan, will be validly issued, fully paid and non-assessable shares of Common Stock of the Company.

The opinion set forth herein is limited to matters governed by the laws of the State of Maryland and the Federal Laws of the United States of America, and I express no opinion as to any other laws.

I hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement and to the reference to me under Item 5 of this Registration Statement. In giving this consent, I do not thereby admit that I am in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the U.S. Securities and Exchange Commission.

Very truly yours,

/s/ ERIC B. MILLER

Executive Vice President, General Counsel and Chief Ethics Officer

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the use of our reports dated February 26, 2010, with respect to the consolidated balance sheets of FTI Consulting, Inc. (the Company), as of December 31, 2009 and 2008, and the related consolidated statements of income, stockholders' equity and comprehensive income, and cash flows for each of the years in the three-year period ended December 31, 2009, and the related financial statement schedule and the effectiveness of internal control over financial reporting as of December 31, 2009, incorporated by reference herein.

Our report relating to the consolidated financial statements refers to the Company's adoption of Accounting Standards Codification 470-20, *Debt with Conversion and Other Options* ("ASC 470-20") (formerly FSP APB 14-1) for convertible debt instruments that have cash settlement features on January 1, 2009. The provisions of ASC 470-20 are retrospective upon adoption, and prior period amounts have been adjusted to apply the new method of accounting.

/s/ KPMG LLP

Baltimore, Maryland
June 2, 2010