

**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933****FTI CONSULTING, INC.**

(Exact name of registrant as specified in its charter)

900 Bestgate Road, Suite 100  
Annapolis, MD 21401  
(410) 224-8770

(Address of principal executive offices)

Maryland

(State or other jurisdiction of incorporation or organization)

52-1261113

(I.R.S. employer identification number)

Jack B. Dunn, IV  
Chairman of the Board and  
Chief Executive Officer  
FTI Consulting, Inc.  
900 Bestgate Road, Suite 100  
Annapolis, MD 21401  
(410) 224-8770

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

**Copies to:**Richard C. Tilghman, Jr., Esquire  
Piper Rudnick LLP  
6225 Smith Avenue  
Baltimore, Maryland 21209  
(410) 580-3000Kevin P. Kennedy, Esquire  
Simpson Thacher & Bartlett  
3330 Hillview Avenue  
Palo Alto, California 94304  
(650) 251-5000**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this Registration Statement becomes effective.If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. 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, as amended (the "Securities Act") 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, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-100428If 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. 

Title of Each Class of Securities To Be Registered	Amount To Be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.01	243,300 shares	\$40.00	\$9,732,000	\$896

(1) Includes 31,735 shares of common stock which may be purchased by the underwriters to cover over-allotments, if any. We previously paid the fee for the registration of 2,440,264 shares of our common stock.

**The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act, or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

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## EXPLANATORY NOTE AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This Registration Statement is being filed with the Securities and Exchange Commission pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This Registration Statement relates to the public offering by the Registrant contemplated by the Registration Statement on Form S-3, File No. 333-100428, originally filed with the Securities and Exchange Commission on October 8, 2002, as amended by Amendment No. 1 filed November 22, 2002, Amendment No. 2 filed January 16, 2003 and Amendment No. 3 filed February 5, 2003 and declared effective on February 6, 2003 (collectively, the "Prior Registration Statement"), and is being filed for the sole purpose of registering additional securities of the same class as were included in the Prior Registration Statement. The contents of the Prior Registration Statement are hereby incorporated by reference.

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Annapolis, Maryland, on February 6, 2003.

FTI CONSULTING, INC.

By: /s/ JACK B. DUNN, IV

**Jack B. Dunn, IV**  
**Chairman of the Board and**  
**Chief Executive Officer**

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ JACK B. DUNN, IV _____ Jack B. Dunn, IV	Chairman of the Board and Chief Executive Officer (principal executive officer)	February 6, 2003
* _____ Stewart J. Kahn	President, Chief Operating Officer and Director	February 6, 2003
/s/ THEODORE I. PINCUS _____ Theodore I. Pincus	Executive Vice President and Chief Financial Officer (principal financial accounting officer)	February 6, 2003
* _____ Denis J. Callaghan	Director	February 6, 2003
* _____ James A. Flick, Jr.	Director	February 6, 2003
* _____ Peter F. O'Malley	Director	February 6, 2003
* _____ Dennis J. Shaughnessy	Director	February 6, 2003
* _____ George P. Stamas	Director	February 6, 2003

\*By /s/ THEODORE I. PINCUS  
\_\_\_\_\_  
Theodore I. Pincus, Attorney-in-fact

## Exhibit Index

- 1.1 Form of Underwriting Agreement (previously filed as Exhibit 1.1 to Registrant's Registration Statement on Form S-3, as amended (File No. 333-100428 and incorporated herein by reference)
- 2.1 Agreement for the Purchase and Sale of Assets dated as of July 24, 2002, by and between PricewaterhouseCoopers LLP and Registrant (previously filed as Exhibit 2.1 to Registrant's Current Report on Form 8-K filed with the SEC on July 26, 2002, and incorporated herein by reference)
- 4.1 Charter of Registrant (previously filed as Exhibit 4.1 to Registrant's Registration Statement on Form S-8 filed with the SEC on June 28, 2001 (File No. 333-64050) and incorporated herein by reference)
- 4.2 By-Laws of Registrant, as amended and restated (previously filed as Exhibit 3.2 to Registrant's Annual Report on Form 10-K/A for the year ended December 31, 2000, and incorporated herein by reference)
- 4.3 Registration Rights Agreement dated as of August 30, 2002, by and between Registrant, PricewaterhouseCoopers LLP and the other signatories thereto (previously filed as Exhibit 4.1 to Registrant's Current Report on Form 8-K filed with the SEC on September 13, 2002, and incorporated herein by reference)
- 5.1 Opinion of Piper Rudnick LLP\*
- 23.1 Consent of Ernst & Young LLP, Independent Auditors\*
- 23.2 Consent of Deloitte & Touche LLP, Independent Auditors\*
- 23.3 Consent of Piper Rudnick LLP (included in Exhibit 5.1)\*
- 24.1 Power of Attorney (included on signature page)\*\*

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\* Filed herewith.

\*\* Previously filed.

6225 Smith Avenue  
Baltimore, Maryland 21209-3600  
main 410.580.3000 fax 410.580.3001

February 6, 2003

FTI Consulting, Inc.  
900 Bestgate Road, Suite 100  
Annapolis, MD 21401

Re: Registration Statement on Form S-3

Ladies and 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-3, as amended by Amendment Nos. 1, 2 and 3 (Reg. No. 333-100428) and Registration Statement on Form S-3 (filed pursuant to Rule 462(b) of the Securities Act of 1933, as amended (the "Act")) (collectively, the "Registration Statement"), filed with the Securities and Exchange Commission (the "Commission") under the Act. The Registration Statement relates to the offer and sale of up to 2,683,564 shares (the "Shares") of the Company's Common Stock, par value \$.01 per share ("Common Stock"). The Company is selling 2,311,565 of the Shares and 21,969 of the Shares are being sold by various selling stockholders. In addition, the Company has granted the underwriters the right to purchase up to 350,030 additional Shares to cover any over-allotments, if any.

In this capacity, we have examined the Registration Statement, the Company's Charter and By-Laws, the resolutions of the Board of Directors of the Company relating to the authorization and issuance of the Shares, and such other documents, corporate records, certificates of public officials, 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 and that all public records reviewed are accurate and complete. We have further assumed (1) that the Shares to be sold by the Company will be issued and sold in accordance with the resolutions adopted by the Board of Directors of the Company and (2) regarding any Shares to be sold upon the exercise of options for such Shares, that such Shares were issued by the Company in accordance with the provisions of the relevant stock option plan and agreement.

Subject to and limited by the foregoing, we are of the opinion and advise you that (1) the Shares to be offered by the Company have been duly authorized and will be validly issued, fully paid and nonassessable and (2) the Shares to be sold by the selling stockholders have been duly authorized and validly issued and are fully paid and non-assessable.

The foregoing opinion is rendered as of the date hereof. We assume no obligation to update this opinion to reflect any facts or circumstances which may, after the date hereof, come to our attention or any changes in the law which may occur, after the date hereof.

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 Rudnick LLP

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-3 No. 333-\_\_\_\_\_), of our reports dated November 12, 2002 with respect to the consolidated financial statements and schedule of FTI Consulting, Inc. included in the Annual Report (Form 10-K/A) for the year ended December 31, 2001 filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Baltimore, Maryland  
February 6, 2003

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Registration Statement on Form S-3 of FTI Consulting Inc. of our report dated August 9, 2002, appearing in the Registration Statement No. 333-100428 of FTI Consulting, Inc.

DELOITTE & TOUCHE LLP  
Parsippany, New Jersey  
February 6, 2003