

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 5, 2019

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.)

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

20004
(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 symbol(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 35,172,745 shares, or 92.51%, of the common stock issued and outstanding as of the record date of March 27, 2019, was represented by proxy or in person at the annual meeting of the stockholders of FTI Consulting, Inc. (the “Company”) held on June 5, 2019 (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 three proposals submitted to a vote of stockholders at the Annual Meeting are as follows:

Proposal No. 1 – Elect as directors the eight nominees named in the Proxy Statement. Stockholders of record on March 27, 2019 elected the eight nominees as directors of the Company by a majority of the total votes cast FOR and WITHHELD with respect to 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, as follows:

Name	For	Withheld	Abstain	Broker Non-Votes
Brenda J. Bacon	33,421,639	173,680	182,648	1,394,778
Mark S. Bartlett	32,637,558	484,499	655,910	1,394,778
Claudio Costamagna	33,715,481	42,673	19,813	1,394,778
Vernon Ellis	33,692,587	61,512	23,868	1,394,778
Nicholas C. Fanandakis	33,113,402	643,924	20,641	1,394,778
Steven H. Gunby	33,670,900	76,840	30,227	1,394,778
Gerard E. Holthaus	33,320,889	276,874	180,204	1,394,778
Laureen E. Seeger	33,702,130	56,261	19,576	1,394,778

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, 2019. A majority of votes cast by stockholders of record on March 27, 2019 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, 2019 was ratified, as follows:

For	Against	Abstain
34,793,133	371,594	8,018

Proposal No. 3 – Vote on an advisory (non-binding) resolution to approve the compensation of the named executive officers as described in the Proxy Statement for the Annual Meeting. The stockholders of record on March 27, 2019 at the Annual Meeting voted 99.47% FOR and 0.52% AGAINST Proposal 3, as follows:

For	Against	Abstain	Broker Non-Votes
33,587,513	176,390	14,064	1,394,778

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.

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.

Dated: June 7, 2019

FTI CONSULTING, INC.

By: /s/ CURTIS LU

Curtis Lu
General Counsel