

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Rule §240.14a-12

FTI CONSULTING, INC.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1. Title of each class of securities to which transaction applies:

2. Aggregate number of securities to which transaction applies:

3. Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4. Proposed maximum aggregate value of transaction:

5. Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1. Amount Previously Paid:

2. Form, Schedule or Registration Statement No.:

3. Filing Party:

4. Date Filed:

SEC 1913 (04-05)

Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

The attached presentation will be used by FTI Consulting, Inc. in connection with discussions with certain stockholders about the proposal to amend and restate the FTI Consulting, Inc. Deferred Compensation Plan for Key Employees and Non-Employee Directors (to be renamed the 2009 Omnibus Incentive Compensation Plan) that is being presented for approval by stockholders at the Annual Meeting of Stockholders on June 3, 2009. FTI commenced the distribution of the Notice of Availability of Proxy Materials, as well as paper copies of the Proxy Statement, on or about April 23, 2009 to stockholders of record on March 30, 2009.



FTI Consulting, Inc. 2009 Annual Meeting of Stockholders

Proposal No. 2:

Approve the Amendment and Restatement of the FTI Consulting, Inc. Deferred Compensation Plan for Key Employees and Non-Employee Directors (to be renamed the FTI Consulting, Inc. 2009 Omnibus Incentive Compensation Plan)



Cautionary Notes

This communication is being made in respect of the proposal to amend and restate the FTI Consulting, Inc. Deferred Compensation Plan for Key Employees and Non-Employee Directors at its 2009 Annual Meeting of Stockholders. In connection with this proposal, FTI Consulting, Inc. has filed with the Securities and Exchange Commission (the "SEC") and mailed to its stockholders a definitive proxy statement. Stockholders are encouraged to read the definitive proxy statement regarding the proposal because it contains important information. Stockholders may obtain a copy of the proxy statement, as well as other filings made by FTI Consulting, Inc. with the SEC, free of charge, at the SEC's Internet site (<http://www.sec.gov>). These materials can also be obtained, when available, without charge, by directing a request to our Corporate Secretary, c/o FTI Consulting, Inc., 500 East Pratt Street, Suite 1400, Baltimore, Maryland 21202, telephone no. (410) 951-4800, or through the Company's website as www.fticonsulting.com.

FTI Consulting, Inc. and its directors and executive officers and other persons may be deemed to be participants in the solicitation of proxies in respect of the 2009 Annual Meeting of Stockholders. Information regarding FTI Consulting, Inc.'s directors and executive officers is available in FTI Consulting, Inc.'s notice of annual meeting and proxy statement for its 2009 Annual Meeting of Stockholders and Annual Report on Form 10-K for the year ended December 31, 2008 previously filed with the SEC.

Certain statements made by us in this presentation that are not historical facts or that relate to future plans, events or performances are forward-looking statements within the meaning of the federal securities laws. Our actual results may differ materially from those expressed in any forward-looking statements made by us. Forward-looking statements involve a number of risks of uncertainties including, but not limited to, the risks described under the heading "Risk Factors" in the Company's filings with the Securities and Exchange Commission. All forward-looking statements are qualified by those risk factors. All statements made by us in this presentation are further qualified in all respects by the information disclosed in the Company's filings with the Securities and Exchange Commission. These statements are only predictions. We are under no duty to update or revise any forward looking statements to conform such statements to actual results or events, and do not intend to do so.

Stockholder Proposal Summary

Proposal No. 2

Approve the Amendment and Restatement of the FTI Consulting, Inc. Deferred Compensation Plan for Key Employees and Non-Employee Directors (to be renamed the FTI Consulting, Inc. 2009 Omnibus Incentive Compensation Plan)

What we are requesting:

- We have grown rapidly over the past three years, and expect to continue to do so.
- Our growth is fueled by attracting and retaining the highest quality professionals. To sustain our growth we need additional stock for those employees who are so critical to our success.
- We want to amend our Deferred Compensation Plan to make 1,226,492 shares available to be granted as stock options, stock appreciation rights, restricted stock and other stock-based awards.

2



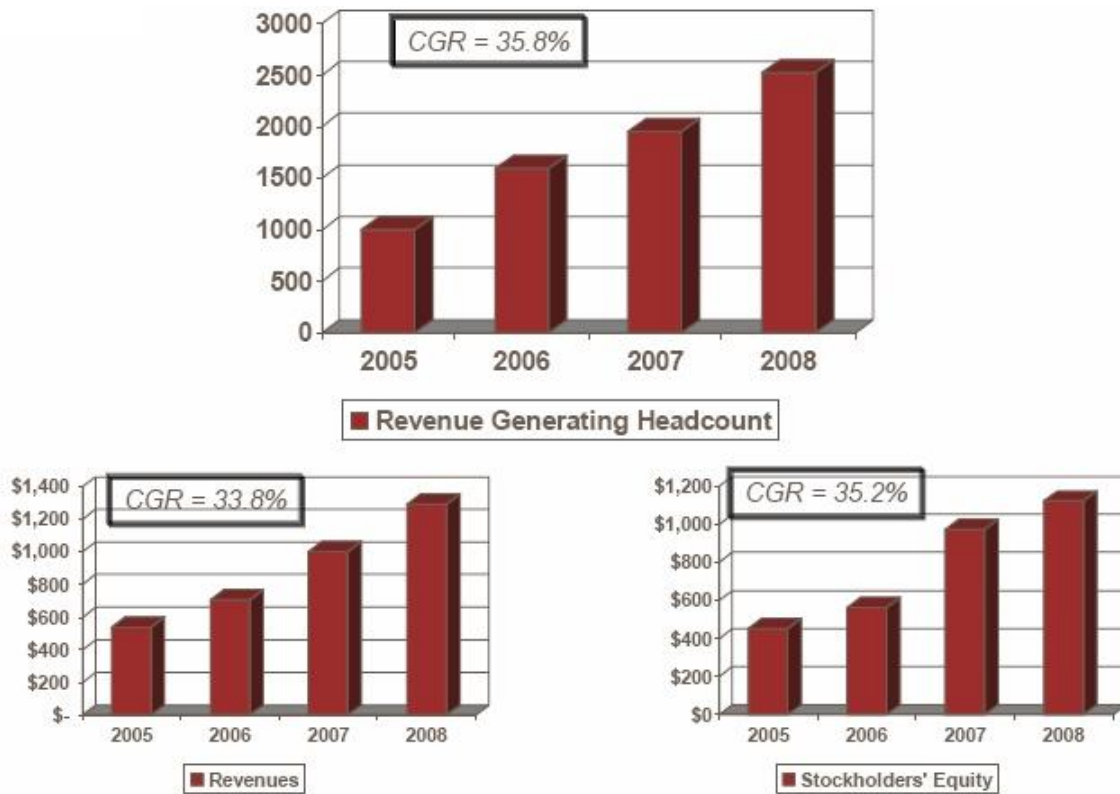
Why This is Important:

- We are an expert-driven business; our success depends on building and retaining a highly credentialed and compensated workforce.
- We believe that a meaningful performance-based equity component of the compensation of our key people better serves our stockholders by creating long term incentives to remain with FTI, collaboration between our business leaders and alignment with the strategy and interests of the Company.
- We compete for talent with organizations, such as law firms, accounting firms and others, who are structured as partnerships and whose senior professionals have significant equity interests in their firms.
- We do not have sufficient shares available under our existing plans to meet our anticipated needs for current employees and prospective hires. If we don't have shares available for our key employees we will need to compensate with cash, which fails to encourage a common equity ownership among key employees.
- The shares in the Deferred Compensation Plan were approved by stockholders in 2006. Approval of the Amendment will not increase the number of shares authorized for issuance.

3



We Have Expanded Our Staff to Support Our Exceptional Growth



Increased Employee Equity Ownership Has Promoted Stability Of Key Employees

- We instituted the Senior Managing Director Incentive Compensation Program (IC Program) in 2006 to provide a performance-based equity portion of the compensation of senior professionals, create a combination of short-term and long-term incentives, and align their compensation with the Company's strategy and the interests of its stockholders.
- We have continued to regularly grant equity awards and broaden participation.
- As of March 30, 2009, 58 Key Employees participated in the plan out of a total of 257 Senior Managing Directors.
- This increased equity ownership has contributed to a reduction in turnover of Key Employees from 8.8% in 2005 to 7.1% in 2008.

	Initial Stock Option Grants to <u>New</u> Plan Participants	Initial Restricted Stock Awards to <u>New</u> Plan Participants	Stock Option Grants to <u>Existing</u> Plan Participants	Restricted Stock Awards to <u>Existing</u> Plan Participants	Equity Awards in Substitution of Deferred Cash Bonus	Bonus Matching Equity Awards: <u>Stock Options</u>	Bonus Matching Equity Awards: <u>Restricted Stock</u>	Segments Participating
2006	685,000	99,500						CF
2007	730,000	140,000	25,000	3,500	61,486	61,486	33,350	CF, FLC, Tech
2008	129,000	20,420	18,000	6,000	117,750	117,750	61,821	CF, FLC, Tech, Econ

Note: CF = Corporate Finance/Restructuring; FLC = Forensic and Litigation Consulting; Tech = Technology; Econ = Economic Consulting

Maintaining Future Growth Depends on Our Ability to Attract and Retain the Brightest and Most Sought-After Professionals

- Our depth and breadth of expertise is our chief value proposition
 - Among our ranks we employ PhDs, MBAs, JDs, and CPAs, as well as professionals with the most specialized degrees, certifications and credentials in our field.
 - To meet market demand, we plan on growing our headcount of client-facing professionals by 14 percent in 2009.
- We compete for those most sought-after professionals with private firms who can offer equity-based compensation and incentives
 - Private firms and partnerships (Alvarez & Marsal, Alix Partners, Big 4 accounting firms, Brunswick, etc.)
 - Law firm partnerships
 - Investment banks (Lazard, Jefferies, Greenhill, etc.)
 - Private equity firms (Cerberus, KKR, etc.)
- The inability to incentivize our professionals with equity compensation could put us at a competitive disadvantage and undermine our efforts to join their interests within a common ownership structure.

Why We Need to Amend Our Existing Plan

- We have a team of senior professionals that we must continue to expand to support our growth objectives.
- Our Incentive Compensation Program requires payments to be made in cash if we do not have sufficient shares authorized. Cash compensation does not foster the sense of common ownership and alignment to the Company that equity does.
- As of March 30, 2009, we have only 47,086 shares available for stock-based awards under the FTI Consulting, Inc. 2006 Global Long-Term Incentive Plan.
- The Amendment is critical to our ability to continue to be the employer of choice by
 - Making 1,226,492 shares of FTI common stock available to be granted as stock options, stock appreciation rights, restricted stock and other stock-based awards; and
 - Broadening the pool of eligible participants to all employees, executive officers, non-employee directors and individual service providers.