FORM 4

Check this box if no longer subject

to Section 16. Form 4 or Form 5 obligations may continue. See

Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

| ashington, D.C | 20549 |
|----------------|-------|
|----------------|-------|

| STATEMENT | OF CHANGES | IN BENEFICIAL | OWNERSHIP |
|-----------|------------|---------------|-----------|
|           |            |               |           |

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person Paul Holly  |   |   |              |   | FTI CONSULTING, INC [ FCN ] |   |                |   |                 |  |              |   |   | Check                 | all app<br>Direc  | tor  | ng Pei   | 10% O  | vner                                  |  |
|---|---|---|--------------|---|-----------------------------|---|----------------|---|-----------------|--|--------------|---|---|-----------------------|---|--|--|--|---------------------------------------|--|
| (Last)<br>555 12T                                   | (Fii<br>H STREET  | ,   | Middle)      |   |                             | 3. Date of Earliest Transaction (Month/Day/Year) 02/19/2021 |                |   |                 |  |              |   |   | X                     |   |  |  | below)   | · I                                   |  |
| (Street) WASHIN (City)                              | NGTON DO  |   | 0004<br>Zip) |   | 4. If <i>i</i>              | 4. If Amendment, Date of Original Filed (Month/Day/Year)    |                |   |                 |  |              |   |   | 3. Indiv<br>ine)<br>X | Form  | or Joint/Group Filing (Check Applicable rm filed by One Reporting Person rm filed by More than One Reporting rson    |  |  |                                       |  |
|   |   | Table                                     | I - No       | on-Deriva   | tive \$                     | Secu  | rities         | Acc   | uired           | I, Dis   | posed of     | , or E  | enefic  | ially                 | Own   | ed   |  |  |                                       |  |
| I - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 -             |   |   |              | 2. Transaction<br>Date<br>(Month/Day/Year)                  |                             | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) |                | Code (Instr.  |                 | 4. Securities Acquired (A)<br>Disposed Of (D) (Instr. 3, 4<br>5) |              |   | 4 and Se<br>Be<br>Ow                            |                       | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported |  | wnership<br>n: Direct<br>or Indirect<br>nstr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4)        |                                       |  |
|   |   |   |              |   |                             |   | v              | Amount  | (A) o<br>(D)    | r<br>Price   |              | Transa  | saction(s)<br>c. 3 and 4)                       |                       |   | (111541. 4)  |  |  |                                       |  |
| Common  | Stock   |   |              | 02/19/2   | 021                         |   |                |   | A               |  | 8,917(1)     | A   | \$  | 0                     | 38  | 38,923 D   |  |  |                                       |  |
| Common  | Stock   |   |              | 02/19/2   | 021                         |   |                |   | F               |  | 2,993(2)     | D   | \$10  | 9.15                  | 35,930 D  |  |  |  |                                       |  |
|   |   | Tal                                       | ble II       |   |                             |   |                |   |                 |  | osed of, c   |   |   |                       | Owne  | d  |  |  |                                       |  |
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | ion Date<br>ise (Month/Day/Year) if<br>(I |              | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) |                             | 4.<br>Transaction<br>Code (Instr.<br>8)                     |                | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4<br>and 5) |                 | e Exerc<br>ation D<br>h/Day/ <sup>^</sup>                        |              | 7. Titl<br>Amou<br>Secur<br>Under<br>Derive<br>Secur<br>3 and | nt of<br>ities<br>lying<br>ative<br>ity (Instr. | Der<br>Sec<br>(Ins    | . Price of<br>lerivative<br>lecurity<br>nstr. 5)                          | 9. Number<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction<br>(Instr. 4) | y C  | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | Beneficial<br>Ownership<br>(Instr. 4) |  |
| ı   |   |   | Code         | l <sub>v</sub>  | (A)                         | (D)   | Date<br>Exerci | isable  | Expiration Date | Title  | of<br>Shares |   |   |                       |   |  |  |  |                                       |  |

## **Explanation of Responses:**

- 1. Represents shares of common stock, par value \$0.01 per share, of FTI Consulting, Inc. acquired on account of Performance-Based Restricted Stock Units granted as of March 7, 2018, upon satisfaction of the applicable performance conditions for the measurement period ended December 31, 2020.
- 2. Represents shares of common stock of FTI Consulting, Inc. withheld to pay tax liability on common shares acquired on account of Performance-Based Restricted Stock Units granted as of March 7, 2018, upon satisfaction of the applicable performance conditions for the measurement period ended December 31, 2020.

## Remarks:

By: Joanne Catanese,

02/23/2021 Attorney-in-Fact For: Holly

Helgerson Paul

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- \* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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