

**UNITED STATES
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): July 27, 2023

FTI CONSULTING, INC.

(Exact Name of Registrant as Specified in Its Charter)

Maryland
(State or Other Jurisdiction
of Incorporation)

001-14875
(Commission
File Number)

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

555 12th Street NW, Washington, D.C. 20004
(Address of principal executive offices) (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 Symbols(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 2.02. Results of Operations and Financial Condition

FTI Consulting, Inc. (“FTI Consulting”) uses a presentation from time to time in its discussions with investors and analysts (the “Presentation”). The Presentation includes FTI Consulting’s past and present financial results, operating data and other information. A copy of the Presentation is furnished as Exhibit 99.1 and has been posted to the FTI Consulting website at www.fticonsulting.com.

ITEM 7.01. Regulation FD Disclosure

In the Presentation, FTI Consulting uses information derived from consolidated and segment financial information that may not be presented in its financial statements or prepared in accordance with generally accepted accounting principles in the United States (“GAAP”). Certain of these measures are considered “non-GAAP financial measures” under rules promulgated by the Securities and Exchange Commission. Specifically, FTI Consulting has referred to the following non-GAAP financial measures:

- Total Segment Operating Income
- Adjusted EBITDA
- Total Adjusted Segment EBITDA
- Adjusted EBITDA Margin
- Adjusted Net Income
- Adjusted Earnings per Diluted Share
- Free Cash Flow

FTI Consulting has included the definitions of “Segment Operating Income” and “Adjusted Segment EBITDA,” which are financial measures presented in accordance with GAAP, in order to more fully define the components of certain non-GAAP financial measures. FTI Consulting evaluates the performance of its operating segments based on Adjusted Segment EBITDA, and Segment Operating Income is a component of the definition of Adjusted Segment EBITDA. FTI Consulting defines “Segment Operating Income” as a segment’s share of consolidated operating income. FTI Consulting defines “Total Segment Operating Income,” which is a non-GAAP financial measure, as the total of Segment Operating Income for all segments, which excludes unallocated corporate expenses. FTI Consulting uses Segment Operating Income for the purpose of calculating Adjusted Segment EBITDA. FTI Consulting defines “Adjusted Segment EBITDA” as a segment’s share of consolidated operating income before depreciation, amortization of intangible assets, remeasurement of acquisition-related contingent consideration, special charges and goodwill impairment charges. FTI Consulting uses Adjusted Segment EBITDA as a basis to internally evaluate the financial performance of its segments because FTI Consulting believes it reflects current core operating performance and provides an indicator of the segment’s ability to generate cash.

FTI Consulting defines “Total Adjusted Segment EBITDA,” which is a non-GAAP financial measure, as the total of Adjusted Segment EBITDA for all segments, which excludes unallocated corporate expenses. FTI Consulting defines “Adjusted EBITDA,” which is a non-GAAP financial measure, as consolidated net income before income tax provision, other non-operating income (expense), depreciation, amortization of intangible assets, remeasurement of acquisition-related contingent consideration, special charges, goodwill impairment charges, gain or loss on sale of a business, and losses on early extinguishment of debt. FTI Consulting defines Adjusted EBITDA Margin as Adjusted EBITDA as a percentage of total revenues. FTI Consulting believes that the non-GAAP financial measures, which exclude the effects of remeasurement of acquisition-related contingent consideration, special charges and goodwill impairment charges, when considered together with its GAAP financial results and GAAP financial measures, provide management and investors with a more complete understanding of FTI Consulting’s operating results, including underlying trends. In addition, EBITDA is a common alternative measure of operating performance used by many of FTI Consulting’s competitors. It is used by investors, financial analysts, rating agencies and others to value and compare the financial performance of companies in FTI Consulting’s industry. Therefore, FTI Consulting also believes that these measures, considered along with corresponding GAAP financial measures, provide management and investors with additional information for comparison of its operating results with the operating results of other companies.

FTI Consulting defines “Adjusted Net Income” and “Adjusted Earnings per Diluted Share” (“Adjusted EPS”), which are non-GAAP financial measures, as net income and earnings per diluted share, respectively, excluding the impact of remeasurement of acquisition-related contingent consideration, special charges, goodwill impairment charges, losses on early extinguishment of debt, non-cash interest expense on convertible notes and gain or loss on sale of a business. FTI Consulting uses Adjusted Net Income for the purpose of calculating Adjusted EPS. Management of FTI Consulting uses Adjusted EPS to assess total company operating performance on a consistent basis. FTI Consulting believes that these non-GAAP financial measures, when considered together with its corresponding GAAP financial results and GAAP financial measures, provides management and investors with an additional understanding of its business operating results, including underlying trends.

FTI Consulting defines “Free Cash Flow” as net cash provided by operating activities less cash payments for purchases of property and equipment. We believe this non-GAAP financial measure, when considered together with our GAAP financial results, provides management and investors with an additional understanding of FTI Consulting’s ability to generate cash for ongoing business operations and other capital deployment.

Non-GAAP financial measures are not defined in the same manner by all companies and may not be comparable with other similarly titled measures of other companies. Non-GAAP financial measures should be considered in addition to, but not as a substitute for or superior to, the information contained in FTI Consulting’s Consolidated Statements of Comprehensive Income. Reconciliations of Non-GAAP financial measures to the most directly comparable GAAP financial measures are included in the Presentation.

The information included herein, including Exhibit 99.1 furnished herewith, shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be incorporated by reference into any filing pursuant to the Securities Act of 1933, as amended, or the Exchange Act, regardless of any incorporation by reference language in any such filing, except as expressly set forth by specific reference in such filing.

ITEM 9.01. Financial Statements and Exhibits

(d) Exhibits

99.1 [2023 Second Quarter Investor Presentation of FTI Consulting, Inc.](#)

104 The Cover Page from FTI Consulting’s Current Report on Form 8-K dated July 27, 2023, formatted in Inline XBRL.

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: July 28, 2023

FTI CONSULTING, INC.

By: /s/ CURTIS P. LU

Name: Curtis P. Lu

Title: General Counsel



FTI Consulting, Inc.

Second Quarter 2023 Earnings Conference Call

Cautionary Note About Forward Looking Statements

This presentation includes "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, which involve uncertainties and risks. Forward-looking statements include statements concerning our plans, initiatives, projections, prospects, policies and practices, objectives, goals, commitments, strategies, future events, future revenues, future results and performance, expectations, plans or intentions relating to acquisitions, share repurchases and other matters, business trends, new or changes to laws and regulations, including U.S. and foreign tax laws, environmental, social and governance ("ESG")-related issues, climate change-related matters, scientific and technological developments, and other information that is not historical, including statements regarding estimates of our future financial results. When used in this presentation, words such as "estimates," "expects," "anticipates," "projects," "plans," "intends," "believes," "commits," "aspires," "forecasts," "future," "goal," "seeks" and variations of such words or similar expressions are intended to identify forward-looking statements. All forward-looking statements, including, without limitation, estimates of our future financial results, are based upon our expectations at the time we make them and various assumptions. Our actual financial results, performance or achievements and outcomes could differ materially from those expressed in, or implied by, any forward-looking statements. Further, unaudited quarterly results are subject to normal year-end adjustments. The Company has experienced fluctuating revenues, operating income and cash flows in prior periods and expects that this will occur from time to time in the future. Any references to standards of measurement and performance made regarding our climate change-, ESG- or other sustainability-related plans, goals, commitments, intentions, aspirations, forecasts or projections, or expectations are developing and based on assumptions. Our expectations, beliefs and projections are expressed in good faith, and we believe there is a reasonable basis for them. However, there can be no assurance that management's plans, expectations, intentions, aspirations, beliefs, goals, estimates, forecasts and projections, including any that are ESG- or sustainability-related, will result or be achieved. Other factors that could cause such differences include declines in demand for, or changes in, the mix of services and products that we offer; the mix of the geographic locations where our clients are located or where services are performed; fluctuations in the price per share of our common stock; adverse financial, real estate or other market and general economic conditions; the impact of any pandemic or public health crisis, including COVID-19, and related events that are beyond our control, which could affect our segments, practices and the geographic regions in which we conduct business differently and adversely; and other future events, which could impact each of our segments, practices and the geographic regions in which we conduct business differently and could be outside of our control; the pace and timing of the consummation and integration of future acquisitions; the Company's ability to realize cost savings and efficiencies; competitive and general economic conditions; retention of staff and clients; new laws and regulations or changes thereto; and other risks described under the heading "Item 1A, Risk Factors" in the Company's Annual Report on Form 10-K for the year ended December 31, 2022 filed with the SEC on February 23, 2023 and in the Company's other filings with the SEC. We are under no duty to update any of the forward-looking statements to conform such statements to actual results or events and do not intend to do so.

Second Quarter 2023: Financial Review

All numbers in \$000s, except for per share data and percentages

Consolidated Results	Q2 2023	Q1 2023	% Variance	Q2 2022	% Variance	Percentage Change in Revenues Excluding the Estimated Impact of Foreign Currency Translation for Q2 2023 vs. Q2 2022
Revenues	\$ 864,591	\$ 806,706	7.2%	\$ 754,992	14.5%	14.7%
Net income	\$ 62,395	\$ 47,547	31.2%	\$ 51,428	21.3%	
Earnings per Diluted Share	\$ 1.75	\$ 1.34	30.6%	\$ 1.43	22.4%	
Adjusted Earnings per Diluted Share ⁽¹⁾	\$ 1.75	\$ 1.34	30.6%	\$ 1.43	22.4%	
Adjusted EBITDA ⁽¹⁾	\$ 100,230	\$ 78,427	27.8%	\$ 76,160	31.6%	
Adjusted EBITDA Margin ⁽¹⁾	11.6%	9.7%	—	10.1%	—	
Segment Results						
Corporate Finance & Restructuring						
Revenues	\$ 300,449	\$ 299,987	0.2%	\$ 277,067	8.4%	8.6%
Adjusted Segment EBITDA	\$ 50,028	\$ 55,020	-9.1%	\$ 54,950	-9.0%	
Adjusted Segment EBITDA Margin	16.7%	18.3%	—	19.8%	—	
Forensic and Litigation Consulting						
Revenues	\$ 182,223	\$ 173,404	5.1%	\$ 164,248	10.9%	11.4%
Adjusted Segment EBITDA	\$ 21,080	\$ 18,611	13.3%	\$ 16,707	26.2%	
Adjusted Segment EBITDA Margin	11.6%	10.7%	—	10.2%	—	
Economic Consulting						
Revenues	\$ 201,822	\$ 169,595	19.0%	\$ 164,041	23.0%	22.8%
Adjusted Segment EBITDA	\$ 35,523	\$ 14,193	150.3%	\$ 21,646	64.1%	
Adjusted Segment EBITDA Margin	17.6%	8.4%	—	13.2%	—	
Technology						
Revenues	\$ 97,444	\$ 90,618	7.5%	\$ 77,782	25.3%	25.4%
Adjusted Segment EBITDA	\$ 20,087	\$ 15,366	30.7%	\$ 8,365	140.1%	
Adjusted Segment EBITDA Margin	20.6%	17.0%	—	10.8%	—	
Strategic Communications						
Revenues	\$ 82,653	\$ 73,102	13.1%	\$ 71,854	15.0%	15.3%
Adjusted Segment EBITDA	\$ 12,263	\$ 9,556	28.3%	\$ 11,472	6.9%	
Adjusted Segment EBITDA Margin	14.8%	13.1%	—	16.0%	—	

⁽¹⁾ See "Financial Tables" and "End Notes: FTI Consulting Non-GAAP Financial Measures" for the reconciliations and definitions of Adjusted Earnings per Diluted Share and Adjusted EBITDA, which are non-GAAP financial measures, to the most directly comparable GAAP financial measures, and for the definition of Adjusted EBITDA Margin, which is a non-GAAP financial measure.

Cash Position and Capital Allocation Snapshot

As of June 30, 2023, March 31, 2023 and June 30, 2022

All numbers in \$000s, except for DSO	As of June 30, 2023	As of March 31, 2023	As of June 30, 2022
Cash and cash equivalents	\$ 203,539	\$ 238,539	\$ 255,730
Accounts receivable, net	\$ 1,138,061	\$ 988,144	\$ 905,548
Days Sales Outstanding ("DSO")⁽¹⁾	111	102	102
Net cash provided by (used in) operating activities	\$ (10,994)	\$ (254,206)	\$ 35,047
Purchases of property and equipment	\$ (11,052)	\$ (18,033)	\$ (13,028)
Purchase and retirement of common stock	\$ —	\$ (20,982)	\$ —
Total Debt⁽²⁾	\$ 340,757	\$ 361,211	\$ 316,222
Free Cash Flow⁽³⁾	\$ (22,046)	\$ (272,239)	\$ 22,019

⁽¹⁾ DSO is a performance measure used to assess how quickly revenues are collected by the Company. We calculate DSO at the end of each reporting period by dividing net accounts receivable reduced by billings in excess of services provided, by revenues for the quarter, adjusted for changes in foreign exchange rates. We multiply the result by the number of days in the quarter.

⁽²⁾ Total debt excludes the impact of unamortized deferred issuance costs related to our 2.0% convertible senior notes due 2023 ("2023 Convertible Notes").

⁽³⁾ See "Financial Tables" and "End Notes: FTI Consulting Non-GAAP Financial Measures" for the reconciliation and definition of Free Cash Flow, which is a non-GAAP financial measure, to the most directly comparable GAAP financial measure.



Financial Tables

Reconciliations of Net Income and Operating Income to Adjusted EBITDA

Three Months Ended June 30, 2023 and March 31, 2023

All numbers in \$000s

Three Months Ended June 30, 2023							
	Corporate Finance & Restructuring	Forensic and Litigation Consulting	Economic Consulting	Technology	Strategic Communications	Unallocated Corporate	Total
Net income							\$ 62,395
Interest income and other							584
Interest expense							3,022
Income tax provision							22,708
Operating income	\$ 46,727	\$ 19,274	\$ 34,024	\$ 16,432	\$ 11,278	\$ (39,026)	\$ 88,709
Depreciation and amortization	2,191	1,583	1,499	3,655	901	275	10,104
Amortization of intangible assets	1,110	223	—	—	84	—	1,417
Adjusted EBITDA ⁽¹⁾	\$ 50,028	\$ 21,080	\$ 35,523	\$ 20,087	\$ 12,263	\$ (38,751)	\$ 100,230

Three Months Ended March 31, 2023							
	Corporate Finance & Restructuring	Forensic and Litigation Consulting	Economic Consulting	Technology	Strategic Communications	Unallocated Corporate	Total
Net income							\$ 47,547
Interest income and other							1,342
Interest expense							2,939
Income tax provision							14,974
Operating income	\$ 51,216	\$ 17,048	\$ 12,700	\$ 11,890	\$ 8,683	\$ (34,735)	\$ 66,802
Depreciation and amortization	1,892	1,379	1,493	3,476	787	416	9,443
Amortization of intangible assets	1,912	184	—	—	86	—	2,182
Adjusted EBITDA ⁽¹⁾	\$ 55,020	\$ 18,611	\$ 14,193	\$ 15,366	\$ 9,556	\$ (34,319)	\$ 78,427

⁽¹⁾ See "End Notes: FTI Consulting Non-GAAP Financial Measures" for the definition of Adjusted EBITDA, which is a non-GAAP financial measure.

Reconciliations of Net Income and Operating Income to Adjusted EBITDA

Three Months Ended June 30, 2022

All numbers in \$000s

Three Months Ended June 30, 2022							
	Corporate Finance & Restructuring	Forensic and Litigation Consulting	Economic Consulting	Technology	Strategic Communications	Unallocated Corporate	Total
Net income							\$ 51,428
Interest income and other							(2,994)
Interest expense							2,448
Income tax provision							13,353
Operating income	\$ 50,935	\$ 15,014	\$ 20,439	\$ 4,930	\$ 10,633	\$ (37,716)	\$ 64,235
Depreciation and amortization	1,708	1,448	1,207	3,435	654	736	9,188
Amortization of intangible assets	2,307	245	—	—	185	—	2,737
Adjusted EBITDA ⁽¹⁾	\$ 54,950	\$ 16,707	\$ 21,646	\$ 8,365	\$ 11,472	\$ (36,980)	\$ 76,160

⁽¹⁾ See "End Notes: FTI Consulting Non-GAAP Financial Measures" for the definition of Adjusted EBITDA, which is a non-GAAP financial measure.

Reconciliations of Net Cash Provided by (Used in) Operating Activities to Free Cash Flow

Three Months Ended June 30, 2023, March 31, 2023 and June 30, 2022

All numbers in \$000s	Three Months Ended June 30, 2023	Three Months Ended March 31, 2023	Three Months Ended June 30, 2022
Net cash provided by (used in) operating activities	\$ (10,994)	\$ (254,206)	\$ 35,047
Purchases of property and equipment	(11,052)	(18,033)	(13,028)
Free Cash Flow ⁽¹⁾	\$ (22,046)	\$ (272,239)	\$ 22,019

⁽¹⁾ See "End Notes: FTI Consulting Non-GAAP Financial Measures" for the definition of Free Cash Flow, which is a non-GAAP financial measure.

End Notes: FTI Consulting Non-GAAP Financial Measures

In this presentation, we sometimes use information derived from consolidated and segment financial information that may not be presented in our financial statements or prepared in accordance with generally accepted accounting principles in the United States ("GAAP"). Certain of these measures are considered "non-GAAP financial measures" under the Securities and Exchange Commission ("SEC") rules. Specifically, we have referred to the following non-GAAP financial measures in this presentation:

*Adjusted EBITDA
Adjusted EBITDA Margin
Adjusted Net Income
Adjusted Earnings per Diluted Share
Free Cash Flow*

We have included the definitions of Segment Operating Income and Adjusted Segment EBITDA, which are GAAP financial measures, below in order to more fully define the components of certain non-GAAP financial measures in this presentation. We define Segment Operating Income as a segment's share of consolidated operating income. We use Segment Operating Income for the purpose of calculating Adjusted Segment EBITDA. We define Adjusted Segment EBITDA as a segment's share of consolidated operating income before depreciation, amortization of intangible assets, remeasurement of acquisition-related contingent consideration, special charges and goodwill impairment charges. We use Adjusted Segment EBITDA as a basis to internally evaluate the financial performance of our segments because we believe it reflects current core operating performance and provides an indicator of the segment's ability to generate cash.

We define Adjusted EBITDA, which is a non-GAAP financial measure, as consolidated net income before income tax provision, other non-operating income (expense), depreciation, amortization of intangible assets, remeasurement of acquisition-related contingent consideration, special charges, goodwill impairment charges, gain or loss on sale of a business and losses on early extinguishment of debt. We believe that this non-GAAP financial measure, when considered together with our GAAP financial results and GAAP financial measures, provide management and investors with a more complete understanding of our operating results, including underlying trends. In addition, EBITDA is a common alternative measure of operating performance used by many of our competitors. It is used by investors, financial analysts, rating agencies and others to value and compare the financial performance of companies in our industry. Therefore, we also believe that this non-GAAP financial measure, considered along with corresponding GAAP financial measures, provide management and investors with additional information for comparison of our operating results with the operating results of other companies. We define Adjusted EBITDA Margin, which is a non-GAAP financial measure, as Adjusted EBITDA as a percentage of total revenues.

We define Adjusted Net Income and Adjusted Earnings per Diluted Share ("Adjusted EPS"), which are non-GAAP financial measures, as net income and earnings per diluted share ("EPS"), respectively, excluding the impact of remeasurement of acquisition-related contingent consideration, special charges, goodwill impairment charges, losses on early extinguishment of debt, non-cash interest expense on convertible notes and the gain or loss on sale of a business. We use Adjusted Net Income for the purpose of calculating Adjusted EPS. Management uses Adjusted EPS to assess total Company operating performance on a consistent basis. We believe that these non-GAAP financial measures, when considered together with our GAAP financial results and GAAP financial measures, provide management and investors with an additional understanding of our business operating results, including underlying trends.

We define Free Cash Flow, which is a non-GAAP financial measure, as net cash provided by (used in) operating activities less cash payments for purchases of property and equipment. We believe this non-GAAP financial measure, when considered together with our GAAP financial results, provides management and investors with an additional understanding of the Company's ability to generate cash for ongoing business operations and other capital deployment.

Non-GAAP financial measures are not defined in the same manner by all companies and may not be comparable with other similarly titled measures of other companies. Non-GAAP financial measures should be considered in addition to, but not as a substitute for or superior to, the information contained in our Condensed Consolidated Statements of Comprehensive Income and Condensed Consolidated Statements of Cash Flows.



Appendix

Second Quarter 2023: Select Geographic Review

All numbers in \$000s, except for percentages

Consolidated Revenues by Region

Region	Q2 2023	Q1 2023	% Variance	Q2 2022	% Variance	Percentage Change in Revenues Excluding the Estimated Impact of Foreign Currency Translation for Q2 2023 vs. Q2 2022
North America	\$ 562,306	\$ 526,089	6.9%	\$ 488,243	15.2%	15.3%
EMEA	\$ 236,511	\$ 222,490	6.3%	\$ 201,378	17.4%	17.1%
Asia Pacific	\$ 53,067	\$ 49,543	7.1%	\$ 51,217	3.6%	6.4%
Latin America	\$ 12,707	\$ 8,584	48.0%	\$ 14,154	-10.2%	-10.3%

Percentage of Consolidated Revenues by Region

Region	Q2 2023	Q1 2023	Q2 2022
North America	65.0%	65.2%	64.7%
EMEA	27.4%	27.6%	26.7%
Asia Pacific	6.1%	6.1%	6.8%
Latin America	1.5%	1.1%	1.9%

Second Quarter 2023

Select Awards & Accolades



FTI Consulting named one of **America's Best Employers for New Grads** by *Forbes* magazine

Forbes



Recognized as a **Top 50 Consulting Firm** by *The Consulting Report*

The Consulting Report



Recognized in 2023 *Chambers Crisis & Risk Management, FinTech and Litigation Support Guides*

Chambers



Recognized as the leading provider in *The National Law Journal Best of 2023* in the following categories:

- **Cybersecurity Consultant**
- **Corporate Investigations**
- **Contract Lifecycle Management**
- **Demonstrative Evidence**
- **Forensic Accounting Provider**
- **Global Risk & Investigations Consultant**
- **Managed Document Review**
- **Managed e-Discovery and Litigation Support**
- **Technology Assisted Review**
- **Trial Technology "Hot Seat" Provider**

The National Law Journal



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