

FTI CONSULTING INC  
Form 8-K  
August 06, 2007

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**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): August 3, 2007**

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**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.)

**500 East Pratt Street, Suite 1400, Baltimore, Maryland 21202**

(Address of principal executive offices) (Zip Code)

**Registrant's telephone number, including area code: (410) 951-4800**

**Not Applicable**

(Former name or former address, if changed since last report)

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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:

## Edgar Filing: FTI CONSULTING INC - Form 8-K

- .. 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 240.14d-2(b))
  - .. 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))
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**ITEM 2.02. Results of Operations and Financial Condition**

On August 3, 2007, FTI Consulting, Inc. ( FTI ) issued a press release announcing our financial results for the three months and six months ended June 30, 2007, as well as other information, including operating results by business segment, other developments and updated guidance for 2007. The full text of the press release (including financial tables) issued on August 3, 2007 is set forth in Exhibit 99.1 hereto and is incorporated by reference herein.

**ITEM 7.01. Regulation FD Disclosure**

The press release (and financial tables and updated guidance for 2007) include a discussion of (i) operating income before interest, taxes, depreciation and amortization, including amortization of intangible assets and amortization of litigation settlements ( EBITDA ) and EBITDA by business segment, (ii) EBITDA before the impact of FAS Statement No. 123(R) ( Adjusted EBITDA ), (iii) net income before the impact of FAS Statement No. 123(R) ( Non-GAAP Net Income ), (iv) Non-GAAP Net Income before amortization of intangible assets ( Adjusted Net Income ), (v) earnings per diluted share ( Diluted EPS ) before the impact of FAS Statement No. 123(R) ( Non-GAAP Diluted EPS ), and (vi) Non-GAAP Diluted EPS before amortization of intangible assets ( Adjusted Diluted EPS ). Although EBITDA, Adjusted EBITDA and Adjusted Net Income are not measures of financial condition or performance determined in accordance with generally accepted accounting principles, FTI believes that they are useful operating performance measures for evaluating our results of operations from period to period and as compared to our competitors. EBITDA is a common alternative measure of operating performance used by investors, financial analysts and rating agencies to value and compare the financial performance of companies in our industry. FTI uses EBITDA to evaluate and compare the operating performances of its segments and it is one of the primary measures used to determine employee bonuses. FTI also uses EBITDA to value businesses it considers acquiring.

Adjusted EBITDA and Adjusted Net Income exclude certain items to provide better comparability from period to period. Reconciliations of EBITDA, Adjusted EBITDA and Adjusted Net Income to consolidated net income, Non-GAAP Diluted EPS and Adjusted Diluted EPS to Diluted EPS, and Adjusted EBITDA to operating income, for the six months and three months ended June 30, 2007 are included in the financial tables that are part of the press release furnished as Exhibit 99.1.

With respect to FTI s updated guidance for 2007, a reconciliation of EBITDA to net income as projected for the year ending December 31, 2007 is not reasonably available because FTI cannot determine net income for its 2007 fiscal year with certainty at this time.

EBITDA, Adjusted EBITDA, Non-GAAP Net Income, Adjusted Net Income, Non-GAAP Diluted EPS and Adjusted Diluted EPS are not defined in the same manner by all companies and may not be comparable to other similarly titled measures of other companies unless the definition is the same. We believe that EBITDA and Adjusted EBITDA as

supplemental financial measures are also indicative of FTI's capacity to incur and service debt and thereby provides additional useful information to investors regarding FTI's financial condition and results of operations. EBITDA and Adjusted EBITDA for purposes of the covenants set forth in our senior secured bank credit facility are not calculated in the same manner as calculated for purposes of the financial tables included in the press release.

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 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**

(c) *Exhibits.*

99.1 Press Release dated August 3, 2007 (including Financial Tables and updated guidance for 2007), of FTI Consulting, Inc.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, FTI has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

FTI CONSULTING, INC.

Dated: August 6, 2007

By: /s/ THEODORE I. PINCUS  
Theodore I. Pincus  
Executive Vice President and

Chief Financial Officer

EXHIBIT INDEX

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 99.1               | Press Release dated August 3, 2007 (including Financial Tables and updated guidance for 2007), of FTI Consulting, Inc. |