

FTI CONSULTING INC  
Form S-8 POS  
January 30, 2009

As filed with the Securities and Exchange Commission on January 30, 2009

Registration No. 333-134793

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

TO

**FORM S-8**

**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**FTI Consulting, Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Maryland**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**52,1261113**  
(I.R.S. Employer  
Identification No.)

**777 South Flagler Drive**

**Suite 1500**

**West Palm Beach, Florida**  
(Address of Principal Executive Offices)

**33401**  
(Zip Code)

**FTI Consulting, Inc. 2007 Employee Stock Purchase Plan**

(Full Title of the Plan)

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**Eric B. Miller**

**Executive Vice President and General Counsel**

**FTI Consulting, Inc.**

**500 East Pratt Street**

**Suite 1400**

**Baltimore, Maryland 21202**

**(Name and Address of Agent For Service)**

**(410) 951-4800**

**(Telephone Number, Including Area Code, of Agent For Service)**

**DEREGISTRATION OF SHARES**

This Post-Effective Amendment No. 1 to Form S-8 Registration Statement (the Amendment ) is filed by FTI Consulting, Inc., a Maryland corporation (the Registrant ), and relates to the Form S-8 Registration Statement (File No. 333-134793) filed with the Securities and Exchange Commission on June 6, 2006 (the Registration Statement ) for the FTI Consulting, Inc. 2007 Employee Stock Purchase Plan (the Plan ). The Plan has been terminated effective January 1, 2009 pursuant to action taken by the Board of Directors of the Registrant on December 18, 2008. In accordance with the undertakings contained in the Registration Statement, the Company hereby files this Amendment to deregister 1,255,735 shares of common stock, par value \$0.01 per share, of the Registrant previously registered under the Registration Statement that remained available for issuance under the Plan as of January 1, 2009.

**SIGNATURE**

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Baltimore, State of Maryland, on the 30<sup>th</sup> day of January, 2009.

FTI CONSULTING, INC.

By: /s/ JACK B. DUNN, IV  
 Jack B. Dunn, IV  
 President and Chief Executive Officer

KNOW ALL MEN BY THESE PRESENTS that Jack B. Dunn, IV and Jorge A. Celaya have been appointed the true and lawful attorneys-in-fact and agents of the persons identified below, with full power of substitution and resubstitution, for him or in his name, place and stead, in any and all capacities to sign any and all amendments, supplements or post-effective amendments to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, or either one of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 1 to Form S-8 Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

| SIGNATURE   | CAPACITY IN WHICH SIGNED   | DATE             |
|---|--|------------------|
| /s/ DENNIS J. SHAUGHNESSY<br><b>Dennis J. Shaughnessy</b> | Chairman of the Board and Director   | January 30, 2009 |
| /s/ JACK B. DUNN, IV<br><b>Jack B. Dunn, IV</b>           | Chief Executive Officer, President and Director (principal executive officer)      | January 30, 2009 |
| /s/ DOMINIC DiNAPOLI<br><b>Dominic DiNapoli</b>           | Executive Vice President and Chief Operating Officer                               | January 30, 2009 |
| /s/ JORGE A. CELAYA<br><b>Jorge A. Celaya</b>             | Executive Vice President and Chief Financial Officer (principal financial officer) | January 30, 2009 |

|                             |  |                  |
|-----------------------------|--|------------------|
| /s/ CATHERINE M. FREEMAN    | Senior Vice President, Controller and Chief Accounting Officer<br>(principal accounting officer) | January 30, 2009 |
| <b>Catherine M. Freeman</b> |  |                  |
| /s/ BRENDA J. BACON         | Director   | January 30, 2009 |
| <b>Brenda J. Bacon</b>      |  |                  |
| /s/ MARK H. BEREY           | Director   | January 30, 2009 |
| <b>Mark H. Berey</b>        |  |                  |
| /s/ DENIS J. CALLAGHAN      | Director   | January 30, 2009 |
| <b>Denis J. Callaghan</b>   |  |                  |
| /s/ JAMES W. CROWNOVER      | Director   | January 30, 2009 |
| <b>James W. Crownover</b>   |  |                  |
|                             | Director   | January 30, 2009 |
| <b>Gerard E. Holthaus</b>   |  |                  |
| /s/ MATTHEW F. MCHUGH       | Director   | January 30, 2009 |
| <b>Matthew F. McHugh</b>    |  |                  |
| /s/ GEORGE P. STAMAS        | Director   | January 30, 2009 |
| <b>George P. Stamas</b>     |  |                  |
| /s/ GARY C. WENDT           | Director   | January 30, 2009 |
| <b>Gary C. Wendt</b>        |  |                  |