

FTI CONSULTING INC
Form DEF 14A
April 21, 2008

**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 [X]

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Check the appropriate box:

- o Preliminary Proxy Statement
- o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- [X] Definitive Proxy Statement
- o Definitive Additional Materials
- o 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):

[X] No fee required.

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**500 East Pratt Street, Suite 1400
Baltimore, Maryland 21202
(410) 951-4800**

April 21, 2008

Dear Stockholder:

You are cordially invited to attend the 2008 Annual Meeting of Stockholders of FTI Consulting, Inc. on June 10, 2008, at 9:30 a.m., EDT, at its executive office located at 500 East Pratt Street, Suite 1400, Baltimore, Maryland 21202.

Enclosed with this letter is a Notice of the Annual Meeting, a proxy statement, a proxy card and a return envelope. Both the Notice of the Annual Meeting and the proxy statement provide details of the business that we will conduct at the Annual Meeting and other information about FTI Consulting, Inc. At the Annual Meeting, we will ask you to:

- Elect three Class III directors;
- Approve the addition of 1,000,000 shares of common stock to the FTI Consulting, Inc. 2006 Global Long-Term Incentive Plan;
- Ratify the appointment of KPMG LLP as FTI Consulting, Inc.'s independent registered public accounting firm for the fiscal year ending December 31, 2008; and
- Transact any other business that is properly presented at the Annual Meeting.

Your vote is important. Whether or not you plan to attend this meeting, we urge you to vote. We invite you to use the convenience of Internet voting at the site indicated on the enclosed proxy card. Alternatively, you are urged to vote by signing, dating and promptly returning the proxy card in the enclosed prepaid return envelope, or follow the instructions provided for voting by telephone. Your proxy will be voted at the Annual Meeting in accordance with your instructions. If you do not specify a choice on one of the proposals described in this proxy statement, your proxy will be voted as recommended by the Board of Directors. If you hold your shares through an account with a brokerage firm or other nominee or fiduciary such as a bank, please follow the instructions you receive from such brokerage firm or other nominee or fiduciary to vote your shares. Of course, if you attend the Annual Meeting you may vote in person. If you plan to attend the meeting, please mark the appropriate box on the enclosed proxy card. You may be asked to present valid picture identification, such as a driver's license or passport. Cameras, recording devices and other electronic devices will not be permitted at the meeting.

Sincerely,

JACK B. DUNN, IV
President and Chief Executive Officer

FTI CONSULTING, INC.

NOTICE OF 2008 ANNUAL MEETING OF STOCKHOLDERS

Date: June 10, 2008

Time: 9:30 a.m., EDT

Place: FTI Consulting, Inc., Executive Office, 500 East Pratt Street, Suite 1400, Baltimore, Maryland 21202

Dear Stockholder:

At the Annual Meeting, we will ask you to:

- Elect three Class III directors;
- Approve the addition of 1,000,000 shares of common stock to the FTI Consulting, Inc. 2006 Global Long-Term Incentive Plan;
- Ratify the appointment of KPMG LLP as FTI Consulting, Inc.'s independent registered public accounting firm for the fiscal year ending December 31, 2008; and
- Transact any other business that is properly presented at the Annual Meeting.

The Board of Directors recommends a vote **FOR** the election of each of the nominees for Class III director, **FOR** the approval of the addition of 1,000,000 shares of common stock to the FTI Consulting, Inc. 2006 Global Long-Term Incentive Plan and **FOR** the ratification of the appointment of KPMG LLP as FTI Consulting, Inc.'s independent registered public accounting firm for the fiscal year ending December 31, 2008.

Stockholders of record at the close of business on March 19, 2008, will be entitled to notice of and to vote at the Annual Meeting and any adjournment or postponement. We began mailing this Notice of Annual Meeting, the proxy statement and form of proxy to stockholders on or about April 21, 2008. On or about April 21, 2008, we also began sending FTI Consulting, Inc.'s 2007 Annual Report to stockholders of record at the close of business on March 19, 2008.

By Order of the Board of Directors,

JOANNE F. CATANESE
Associate General Counsel and Secretary
April 21, 2008

YOUR VOTE AT THE ANNUAL MEETING IS IMPORTANT

We invite you to utilize the convenience of Internet voting at the site indicated on the enclosed proxy card. Alternatively, we encourage you to vote by completing and signing the enclosed proxy card and returning it in the enclosed envelope as soon as possible, even if you plan to attend the meeting, or follow the instructions provided for voting via telephone. If you have questions about voting your shares, please contact our Corporate Secretary at FTI Consulting, Inc., 500 East Pratt Street, Suite 1400, Baltimore, Maryland 21202, telephone no. (410) 951-4800. If you decide to change your vote, you may revoke your proxy in the manner described in the proxy statement, at any time before it is voted.

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**500 East Pratt Street, Suite 1400
Baltimore, Maryland 21202
(410) 951-4800**

April 21, 2008

PROXY STATEMENT FOR ANNUAL MEETING

This proxy statement provides information that you should read before you vote on the proposals that will be presented to you at the 2008 Annual Meeting of Stockholders of FTI Consulting, Inc. The 2008 Annual Meeting will be held on June 10, 2008, at 9:30 a.m., EDT, at FTI Consulting, Inc.'s executive office, located at 500 East Pratt Street, Suite 1400, Baltimore, Maryland 21202.

On or about April 21, 2008, we began mailing this proxy statement, accompanying proxy card and FTI Consulting, Inc.'s 2007 Annual Report to stockholders who, according to our records, owned shares of our common stock at the close of business on March 19, 2008.

Important Notice Regarding the Availability of Proxy Materials for Annual Meeting of Stockholders to be Held on June 10, 2008.

The proxy statement and annual report are available at <http://www.fticonsulting.com>.

INFORMATION ABOUT THE 2008 ANNUAL MEETING AND VOTING

Why am I receiving these proxy materials?

The Board of Directors of FTI Consulting, Inc., a Maryland corporation, is providing these proxy materials to you in connection with our Annual Meeting of Stockholders, which will take place on Tuesday, June 10, 2008. As a stockholder, you are invited to attend the annual meeting and are entitled to and requested to vote on the items of business described in this proxy statement.

What information is contained in this proxy statement?

The information in this proxy statement relates to the proposals to be voted on at the 2008 Annual Meeting of Stockholders, the voting process, the nominees for Class III director, our Board and its Committees, the compensation of non-employee directors and our chief executive officer, chief financial officers during 2007, and other three most highly paid executive officers for fiscal 2007, and certain other information we are required to provide to you. We have summarized information in this proxy statement that you should consider in deciding how to vote on the proposals being submitted to a vote of our stockholders at this meeting.

Who is soliciting my proxy?

We are sending you this proxy statement because our Board of Directors is seeking a proxy to vote your shares of common stock at our 2008 Annual Meeting of Stockholders, because you were a stockholder at the close of business on March 19, 2008, the record date, and are entitled to vote at the meeting. This proxy statement is intended to assist you in deciding how to vote your shares. On or about April 21, 2008, we began mailing this proxy statement to all people who, according to our stockholder records, owned shares of our common stock at the close of business on March 19, 2008.

When and where will we hold the 2008 Annual Meeting of Stockholders?

Our 2008 Annual Meeting of Stockholders will be held on Tuesday, June 10, 2008 at 9:30 a.m., EDT, at FTI Consulting, Inc.'s executive office, which is located at 500 East Pratt Street, Suite 1400, Baltimore, Maryland 21202, telephone no. (410) 951-4800.

Who pays the costs of the proxy solicitation?

We will pay the cost of soliciting proxies. Proxies may be solicited by our directors, officers or employees, in person or by telephone, facsimile or other electronic means or by letter. We may also engage a professional proxy solicitation firm to solicit proxies but have not yet engaged any firm to perform such services. In accordance with the regulations of the Securities and Exchange Commission ("SEC"), and the New York Stock Exchange ("NYSE"), we also will reimburse brokerage firms and other nominees and fiduciaries for their expenses incurred in sending proxy cards and proxy materials to beneficial owners of our common stock as of the record date.

How many votes must be present to hold the 2008 Annual Meeting of Stockholders?

On March 19, 2008, the record date for the 2008 Annual Meeting of Stockholders, 49,596,310 shares of our common stock were issued and outstanding. A quorum must be present at the Annual Meeting in order to transact business. A quorum will be present if a majority of the shares of common stock entitled to vote are represented at the Annual Meeting, either in person or by proxy. If a quorum is not present, a vote cannot occur,

in which case the Annual Meeting may be adjourned until such time as a quorum is present. In deciding whether a quorum is present, abstentions and [broker non-votes] will be counted as shares of common stock that are present at the Annual Meeting.

What items of business will be voted on at the Annual Meeting?

At the Annual Meeting, we will ask you to:

- Elect three Class III directors;
- Approve the addition of 1,000,000 shares of common stock to the FTI Consulting, Inc. 2006 Global Long-Term Incentive Plan;

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- Ratify the appointment of KPMG LLP as FTI Consulting, Inc.'s independent registered public accounting firm for the fiscal year ending December 31, 2008; and
- Transact any other business that is properly presented at the Annual Meeting.

How do I vote my shares?

You have one vote for each share of our common stock that you owned of record at the close of business on March 19, 2008. The number of shares you own (and may vote at the Annual Meeting) is listed on the enclosed proxy card.

If your common stock is held by a broker/fiduciary/nominee, you will receive instructions from that entity that you must follow in order to have your shares voted. If you hold your shares through an account with a broker/fiduciary/nominee, your ability to vote your shares by telephone or over the Internet depends on its voting procedures. Your broker/fiduciary/nominee may be participating in a program provided through Broadridge Investor Communication Solutions that allows you to vote via telephone and over the Internet. If so, please follow the instructions that your broker/fiduciary/nominee will provide.

If you hold your shares in your own name as a holder of record you may vote your shares of our common stock at the Annual Meeting as follows:

- **How can I vote in person?** To vote in person, you must attend the Annual Meeting and submit a ballot. Ballots for voting in person will be available at the Annual Meeting.
- **How can I vote by Internet?** We encourage you to use our convenient Internet voting system, which you can access and use whether you live in the United States or elsewhere. The website for Internet voting is printed on the proxy card, which is enclosed. Internet voting is available 24 hours a day until 11:59 p.m., EDT, on June 9, 2008. You will be given the opportunity to confirm that your instructions have been properly recorded. If you vote via the Internet, please do **NOT** return your proxy card.
- **How can I vote by mail?** To vote by mail, you must complete, sign and return the enclosed proxy card in the accompanying pre-addressed envelope. By completing, signing and returning the proxy card, you will be directing the person or persons designated on the proxy card as your proxies to vote your shares of common stock at the Annual Meeting in accordance with the instructions you give on the proxy card. **IF YOU DECIDE TO VOTE BY MAIL, YOUR PROXY CARD WILL BE VALID ONLY IF YOU COMPLETE, SIGN, DATE AND RETURN IT BEFORE THE ANNUAL MEETING DATE.**
- **How can I vote by telephone?** If you are a registered [record] stockholder, meaning that you hold your shares in certificate form or through an account with our transfer agent, American Stock Transfer & Trust Company, you may also vote by telephone by calling the toll-free number printed on your proxy card. Telephone voting is available 24 hours a day until 11:59 P.M., EDT, on June 9, 2008. If you vote by

telephone, please do **NOT** return your proxy card.

What does it mean if I received more than one proxy card or instruction form?

If you receive more than one proxy card or instruction form, it means that you have multiple accounts with our transfer agent and/or a broker/fiduciary/nominee or you may hold shares in different ways or in multiple names (e.g., joint tenancy, trusts and custodial accounts). Please vote all of your shares.

Will my shares be voted if I do not complete, sign and return my proxy card or instruction form?

If you are a registered record stockholder and do not provide your fully completed proxy by mail or vote by telephone or the Internet, you must attend the Annual Meeting in order to vote.

If your shares are held in a brokerage account or by another nominee or fiduciary, you are considered the beneficial owner of shares held in street name, and these proxy materials are being forwarded to you together with a voting instruction form on behalf of your broker/fiduciary/nominee. Brokerage firms and other fiduciaries or nominees are required to request voting instructions for shares they hold on behalf of customers and others. As the

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beneficial owner, you have the right to direct your broker/fiduciary/nominee how to vote and you are also invited to attend the Annual Meeting. We encourage you to provide instructions to your broker/fiduciary/nominee to vote your shares. Since a beneficial owner is not the record stockholder, you may not vote the shares in person at the Annual Meeting unless you obtain a legal proxy from the broker/fiduciary/nominee that holds your shares, giving you the right to vote the shares at the meeting.

Even if you do not provide voting instructions on your instruction form, if you hold shares through an account with a broker/fiduciary/nominee, your shares may be voted. Brokerage firms have the authority under NYSE rules to vote shares for which their customers do not provide voting instructions on certain routine matters. Proposal 1, the election of directors, and Proposal 3, the ratification of the appointment of KPMG LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2008, are considered routine matters for which brokers/fiduciaries/nominees may vote in the absence of specific instructions. When a proposal is not considered routine and the broker/fiduciary/nominee has not received voting instructions from the beneficial owner of the shares with respect to such proposal; such firm cannot vote the shares on that proposal. Proposal 2, to add 1,000,000 shares to the FTI Consulting, Inc. 2006 Global Long-Term Incentive Plan, is not considered routine and brokerage firms and other nominees/fiduciaries may not vote on this proposal in the absence of specific instructions. Shares of common stock that a broker/fiduciary/nominee is not authorized to vote are counted as broker non-votes.

How will my shares of FTI common stock be voted if I do not specify my voting instructions on the proxy card?

If you sign and return the proxy card but do not complete voting instructions for a proposal, then your shares will be voted with respect to such proposal by the named proxies as follows:

- **FOR** the election of each of the three nominees for Class III director;
- **FOR** the addition of 1,000,000 shares of common stock to the FTI Consulting, Inc. 2006 Global Long-Term Incentive Plan;
- **FOR** the ratification of the appointment of KPMG LLP as FTI Consulting, Inc.'s independent registered public accounting firm for the fiscal year ending December 31, 2008; and
- In accordance with the best judgment of the named proxies on any other matter properly brought before the meeting.

What if I change my mind?

You may change your vote at any time prior to the vote at the Annual Meeting. You may change your vote in any one of four ways:

- You may notify our Corporate Secretary in writing that you wish to revoke your proxy.
- You may submit a proxy dated later than your original proxy.
- You may attend the Annual Meeting and vote. Merely attending the Annual Meeting will not by itself revoke a proxy. You must submit a ballot and vote your shares of our common stock at the Annual Meeting.
- For shares you hold beneficially or in street name, you may change your vote by submitting a later dated proxy to your broker/nominee/fiduciary, or if you obtained a legal proxy from your broker/nominee/fiduciary giving you the right to vote your shares, by attending the meeting and voting in person.

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How many votes will be needed to approve each of this year's proposals?

Proposal 1: Election of Three Class III Directors

The three nominees for election as Class III directors who receive the highest number of **FOR** votes will be elected as directors. This number is called a plurality . If you do not vote for a particular nominee, or you indicate withhold authority to vote for a particular nominee on your proxy card, your non-votes or withholding of authority and broker non-votes will not count as votes cast either for or against the nominee, and will have no impact on the election of a director.

Proposal 2: Approve the Addition of 1,000,000 Shares of Common Stock to the FTI Consulting, Inc. 2006 Global Long-Term Incentive Plan

Under Maryland law, approval of the addition of 1,000,000 shares of common stock to the FTI Consulting, Inc. 2006 Global Long-Term Incentive Plan requires a majority of the votes cast at the Annual Meeting to be voted **FOR** this proposal. In addition to the requirements of Maryland law, the NYSE requires that Proposal 2 be approved by a majority of votes cast on Proposal 2, provided that the total vote cast on Proposal 2 represents over 50% in interest of all securities entitled to vote on Proposal 2. Under the NYSE shareholder approval requirements, abstentions are treated as votes cast. Accordingly, they will have the effect of a vote against Proposal 2. Because broker non-votes are not counted as votes cast under the NYSE shareholder approval requirements, they could have an impact on satisfaction of the NYSE requirement that the total vote cast on Proposal 2 represents over 50% in interest of all securities entitled to vote on the Proposal.

Proposal 3: Ratify the Appointment of KPMG LLP as FTI Consulting, Inc.'s Independent Registered Public Accounting Firm for the Fiscal Year Ending

Ratification of the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2007 requires a majority of the votes cast at the Annual Meeting be voted **FOR** this proposal.

December 31, 2008

Abstentions and broker non-votes will not be counted as votes cast either for or against the proposal and will have no impact on the result of the vote.

How does the Board recommend that I vote?

Our Board of Directors recommends that you vote your shares:

- **FOR** the election of each of the three nominees for Class III director;
- **FOR** the addition of 1,000,000 shares of common stock to the FTI Consulting, Inc. 2006 Global Long-Term Incentive Plan; and
- **FOR** the ratification of the appointment of KPMG LLP as FTI Consulting, Inc.'s independent registered public accounting firm for the fiscal year ending December 31, 2008.

How can I obtain FTI's corporate governance information?

The FTI home page is www.fticonsulting.com. You may also go directly to <http://www.fticonsulting.com/web/about/Governance.html> for the following information which is also available in print, with no charge, to any stockholder who requests it by contacting our Corporate Secretary at FTI Consulting, Inc., 500 East Pratt Street, Suite 1400, Baltimore, Maryland 21202, telephone no. (410) 951-4800:

- Policies of the Board, including, its Corporate Governance Guidelines and Categorical Standards of Director Independence;
- Committee Charters for the Audit Committee, Nominating and Corporate Governance Committee and Compensation Committee; and

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- Other FTI policies, including, our Policy on Conflicts of Interest; Policy on Disclosure Controls; Policy on Ethics and Business Conduct; Policy Statement on Inside Information and Insider Trading; Anti-Corruption Policy, Internal Audit Charter and Whistleblower Policy.

ADDITIONAL INFORMATION

On April 21, 2008, we began sending our Annual Report to Stockholders for the fiscal year ended December 31, 2007, including our consolidated financial statements, to all stockholders entitled to vote at this Annual Meeting. The Annual Report does not constitute a part of the proxy solicitation material. The Annual Report provides you with additional information about FTI.

You may access this proxy statement and our annual report to stockholders on our website at www.fticonsulting.com and our Annual Report on Form 10-K for the fiscal year ended December 31, 2007 as well as other information on our website at: <http://investor.fticonsulting.com/edgar.cfm>. Alternatively, you may request a free copy of the Form 10-K and other periodic reports and materials filed with the SEC by contacting our Corporate Secretary at FTI Consulting, Inc., 500 East Pratt Street, Suite 1400, Baltimore, Maryland 21202, telephone no. (410) 951-4800. We will also furnish without charge copies of the exhibits and schedules to the Annual Report on Form 10-K for the fiscal year ended December 31, 2007 if specifically requested.

PROPOSALS TO BE PRESENTED AT THE ANNUAL MEETING

We will present the following three proposals at the 2008 Annual Meeting. We have described in this proxy statement all the proposals that we expect will be made at the Annual Meeting. If we or a stockholder properly

presents any other proposal at the meeting, we will, to the extent permitted by applicable law, use your proxy to vote your shares of common stock on the proposal in our best judgment.

PROPOSAL NO. 1 □ ELECTION OF THREE CLASS III DIRECTORS

Our Board of Directors is divided into three classes. We currently have ten directors, with Class I and III each having three directors and Class II having four directors. The members of each class are elected for three-year terms. The terms of each class expire at successive meetings so that stockholders elect one class of directors at each annual meeting. Class III directors will stand for election by stockholders at the 2008 Annual Meeting. The terms of the Class I directors and Class II directors will expire at the annual meetings of stockholders to be held in 2009 and 2010, respectively.

There are three nominees for election to our Board as Class III directors. Upon the recommendation of the Nominating and Corporate Governance Committee, the Board has nominated the following persons for election as Class III directors at the Meeting:

Mark H. Berey

Jack B. Dunn, IV

Gerard E. Holthaus

Mark Berey, Jack Dunn and Gerard Holthaus currently are members of Class III of the Board. Messrs. Berey and Holthaus have been directors since 2004 and Mr. Dunn, who is the President and Chief Executive Officer of the Company, has been a director since 1992. See □Information About the Board of Directors and Committees-Nominating and Corporate Governance Committee □ Director Nomination Process□ for a discussion of the director identification, appointment and nomination process.

The Board has affirmatively concluded that Messrs. Berey and Holthaus qualify as independent directors under our Categorical Standards of Director Independence and the independence standards established under Section 303A of the NYSE corporate governance rules. More detailed information about the Board□s determination of director independence is provided in the section of this proxy statement titled □Information About the Board of Directors and Committees □ Independence of Directors□ and □Information About the Board of Directors and Committees □ Nominating and Corporate Governance Committee - Director Nomination Process.□

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Each nominee, if elected, will serve for a three-year term until the annual meeting of stockholders in 2011. We do not know any reason why any nominee would be unable to serve as a director. If any of the nominees cannot serve for any reason (which is not anticipated), the Nominating and Corporate Governance Committee may identify and recommend a candidate or candidates to the Board as a potential substitute nominee or nominees. If that happens, we will vote all valid proxies for the election of the substitute nominee or nominees designated by the Board. The Board may also decide to leave any such Board seat or seats vacant until a suitable candidate or candidates is identified, or it may decide to reduce the size of the Board. More detailed information about each of the nominees is provided in the section of this proxy statement titled □Information About the Board of Directors and Committees □ Information About the Nominees for Class III Director and Other Directors.□

The Board of Directors Unanimously Recommends That You Vote FOR the Election of All the Nominees as Class III Directors.

PROPOSAL NO. 2 □ APPROVE THE ADDITION OF 1,000,000 SHARES OF COMMON STOCK TO THE FTI CONSULTING, INC. 2006 GLOBAL LONG-TERM INCENTIVE PLAN

INTRODUCTION

The FTI Consulting, Inc. 2006 Global Long-Term Incentive Plan (the □Initial 2006 Plan□) was originally adopted by the stockholders of the Company on June 6, 2006. The Board approved amendments to the 2006 Plan that did not require the approval of stockholders in October 2006 (the □Amended 2006 Plan,□ and together with the Initial

2006 Plan, the [2006 Plan]) to limit the amount of cash-based awards that can be granted to an individual in any year, to limit the ability of the administrator to waive, accelerate or otherwise change the vesting or restrictions of an award, in whole or in part, other than outstanding awards for reasons of death, disability, change in control, retirement, or an event of termination (including termination by the Company or an affiliate without cause, termination by grantee for good reason, or settlement or waiver of claims or proceedings arising out of a termination by the Company or an affiliate without cause), and to limit the ability of the administrator to grant more than five percent of annual stock-based awards with vesting periods of less than (i) one-year, in the case of performance-based awards and (ii) three years, in the case of other stock-based awards.

In order to add 1,000,000 shares of common stock reserved for issuance under the 2006 Plan, stockholder approval of the FTI Consulting, Inc. 2006 Global Long-Term Incentive Plan [as Amended and Restated as of June 10, 2008] (the [Restated 2006 Plan]) is required. The Restated 2006 Plan differs from the 2006 Plan only in that the total authorized shares of common stock authorized for issuance under the Restated 2006 Plan will increase to 4,500,000 shares from 3,500,000 shares and the total number of shares of common stock that may be granted as Stock-Based Awards (as hereafter defined) under the Restated 2006 Plan would increase to 2,100,000 shares from 1,100,000 shares. If approval of the Restated 2006 Plan is not obtained at the Annual Meeting, the 2006 Plan will remain in place as it was prior to the Annual Meeting. The Company, however, will be limited in its ability to grant new awards by the number of authorized shares of common stock then available for grant under the plan. On March 31, 2008, the Board authorized submitting the proposal to add 1,000,000 shares of common stock to the Restated 2006 Plan to stockholders for approval.

KPMG has advised the Company that the Restated 2006 Plan provisions allowing the Board or the administrator, as applicable, discretion whether to adjust Awards for stock dividends, stock splits and reverse stock splits and non-change in control transactions such as spin-offs, split-ups, recapitalizations, mergers, consolidations or share exchanges could result in unintended accounting consequences should any of those events occur. The Company intends to seek Board approval at its May 2008 meeting to amend the Restated 2006 Plan to eliminate such Board discretion. The above changes do not require stockholder approval and Board approval will not be contingent on stockholder approval of the Restated 2006 Plan.

The authorized stock under the 2006 Plan has primarily been used to fund equity awards to senior managing directors under the Company's senior managing director incentive compensation program (the [SMD IC Program]), which was adopted in April 2006. If the Company cannot provide the equity benefits called for by SMD IC Program in the form of stock option and restricted stock awards, the terms of the plan require that the Company provide those benefits in cash. We believe that stock options and stock-based equity awards have been, and will continue to be, an important compensation element in attracting, motivating and retaining key employees of the Company. The equity award structure under the SMD IC Program has been designed to motivate and reward senior managing directors and

practice group leaders to achieve long term goals by increasing their ownership of FTI, thereby, further aligning their goals with those of our stockholders. The SMD IC Program grants participating senior managing directors who enter into long-term employment agreements with significant up-front stock option and restricted stock awards. In addition, the SMD IC Program provides for the non-discretionary deferral of a portion of the participants' eligible performance-based annual cash bonus awards in the form of restricted stock, the discretionary deferral of a portion of such award in the form of stock units and additional equity-based incentives to the participants in the forms of (a) restricted stock and stock option awards that match all or a portion of the value of their respective annual non-discretionary and discretionary bonus amounts and (b) additional restricted stock awards based on the improvement of our earnings per share ([EPS]) as reported by us to our stockholders for the applicable award period, determined by applying a 1.0% match for every 1.0% of improvement in our EPS, year over prior year, up to 20%. Currently, 51 of our senior managing directors have entered into employment agreements with an average term of approximately five years, as a condition to their participation in the SMD IC Program. We believe senior professional retention has significantly improved as a result of the SMD IC Program. Since inception, senior managing directors participating in the SMD IC Program have been authorized to receive an aggregate of 403,308 shares of restricted stock and stock options for an aggregate of 1,677,496 shares of common stock. For FTI to continue to benefit from the SMD IC Program, additional shares will need to be authorized under the 2006 Plan to provide continuing incentives to our revenue generating professionals to remain with FTI, and motivate our other professionals to strive to potentially join the program.

The addition of shares will allow us to continue to drive Company growth by providing equity incentives to our executive officers, non-employee directors, other employees and other individuals who are responsible for our success and growth, assist us in attracting, rewarding and retaining employees of experience and ability, facilitate the completion of strategic acquisitions, and link incentives with increases in stockholder value.

In general, the Restated 2006 Plan empowers FTI to grant stock options and stock appreciation rights, performance-based and cash-based incentives, as well as a limited number of stock-based awards, to executive officers, employees, non-employee directors and individual consultants and service providers of FTI and our subsidiaries. The Restated 2006 Plan will also allow us to grant performance-based compensation awards that meet the requirements of Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code"), thereby preserving our ability to receive tax deductions for the awards.

Without stockholder approval of the addition of 1,000,000 shares of common stock to the Restated 2006 Plan, we may not have sufficient authorized shares of common stock under the 2006 Plan to fund the SMD IC Program, including future years' equity awards, non-employee director equity awards under our non-employee director compensation plan, and other equity awards that the administrator of the 2006 Plan determines from time to time to be in our best interests to make.

As of March 19, 2008, 926,071 shares remained available for grant under the 2006 Plan, of which 436,089 shares were available for Stock-Based Awards as described below under "Shares Available; Limitation on Issuance of Stock-Based Awards". All of the 1,000,000 additional shares of common stock under the Restated 2006 Plan will be available for option and stock appreciation right grants as well as Stock-Based Awards. As of March 19, 2008 and April 9, 2008, the closing price per share of our common stock was \$67.11 and \$63.89, respectively, as reported on the NYSE. The Initial 2006 Plan was initially adopted by the Board on March 29, 2006 and approved by stockholders on June 6, 2006.

As of March 19, 2008, 137,890 shares of our common stock remained available to be issued under our 2004 Long-Term Incentive Plan, of which only 60,616 shares remained available to be issued as direct stock grants.

DESCRIPTION OF THE PLAN

Summary

The following is a summary of the Restated 2006 Plan. The following general summary is qualified in its entirety by the complete text of the FTI Consulting, Inc. 2006 Global Long-Term Incentive Plan [as Amended and Restated Effective June 10, 2008] attached to this proxy statement as Appendix A. You may request a copy of the Restated 2006 Plan without charge from the Corporate Secretary of FTI Consulting, Inc. at 500 East Pratt Street, Suite 1400, Baltimore, Maryland 21202, telephone no. (410) 951-4800.

Shares Available; Limitation on Issuance of Stock-Based Awards

If you approve the addition of 1,000,000 shares of common stock to the Restated 2006 Plan, the total number of shares of common stock authorized under the Restated 2006 Plan would increase to 4,500,000, of which an aggregate of 2,100,000 shares would have been available for direct restricted and unrestricted stock awards as well as other stock-based awards, including, without limitation, phantom stock, performance awards and performance units (collectively, "Stock-Based Awards," and together with stock options and stock appreciation rights, "Awards"), as described below under "Description of the Plan" Types of Awards and Grants. We believe that generally a Stock-Based Award is more valuable to the grantee than a stock option or stock appreciation right for the same number of shares. The SMD IC Program contemplates the issuance of more Stock-Based Awards than stock option awards.

The maximum number of shares of our common stock as to which Awards may be granted, in the aggregate and with respect to any type of Award, and the maximum number of shares with respect to which Awards may be granted during any one calendar year to any individual, and the number of shares covered by and the exercise price and other terms of outstanding Awards, may be subject to adjustment in the event of a non-change in control transaction affecting our common stock, or our capitalization, by reason of a spin-off, split-up, dividend,

recapitalization, merger, consolidation, share exchange or other similar transaction, or a stock dividend, stock split, reverse stock split, issuance of rights or warrants or other similar events. At the Board's May 2008 meeting, it will consider the Company's proposal to amend the Restated 2006 Plan to eliminate Board and administrator discretion, as applicable, as to whether or not to make such adjustments to Awards. That change to the Restated 2006 Plan will not require stockholder approval. Shares of common stock that relate to Awards that have been settled in cash, terminate or expire unexercised, or are repurchased, or otherwise forfeited will be restored to the Restated 2006 Plan and thereafter will be available for future Awards; provided, however, that any shares that are repurchased by us in connection with any Award or that are otherwise forfeited after issuance will not be available for purchase pursuant to incentive stock options intended to qualify under Section 422 of the Code. The shares of common stock to be issued under the Restated 2006 Plan will come from authorized but unissued shares of our common stock, treasury shares or our open market purchases of our common stock.

Plan Administration; Terms of Awards

The Restated 2006 Plan is administered by the Compensation Committee of the Board. The Compensation Committee, as administrator, has the sole authority to interpret the Restated 2006 Plan and set the terms of all Awards, including the authority to: (1) determine the eligible persons to whom, and the time or times at which Awards shall be granted; (2) determine the types of Awards to be granted; (3) determine the number of shares to be covered by or used for reference purposes for each Award; (4) impose such other terms, limitations, restrictions and conditions upon any Award as the Committee shall deem appropriate; and (5) establish the performance goals and payment terms of performance-based awards. The administrator may modify, amend, extend or renew outstanding Awards, or accept the surrender of outstanding Awards and substitute new Awards (*provided however*, that, neither the administrator nor the Board may reprice, replace or regrant any option granted under the Plan, (i) through cancellation and replacement or regrant with lower priced options, (ii) through exchange, replacement, or buyouts of awarded options with cash, or (iii) by lowering the option exercise price of a previously granted Award, without the prior approval of FTI's stockholders. In addition, the administrator may not waive, accelerate or otherwise change the vesting or restrictions of an Award, in whole or in part, other than outstanding Awards for reasons of death, disability, change in control, retirement or an event of termination.

No Stock Option and Stock Appreciation Right Reloads, Repricings or Cancellations

The Restated 2006 Plan does not provide for the automatic reload of stock options once they are exercised. In addition, the repricing of stock options and stock appreciation rights to a lower price is not permitted under the Restated 2006 Plan, without the approval of FTI's stockholders. This provision applies to both direct repricings, lowering the exercise price of a stock option or value of a stock appreciation right after grant, and indirect repricings, canceling an outstanding stock option or stock appreciation right and granting a replacement stock option with a lower exercise price or stock appreciation right with a lower value, and buying out options or stock appreciation rights for cash, without the prior approval of our stockholders.

Limitation on Individual Awards

Under the Restated 2006 Plan, the administrator may not grant Awards, in any combination, for more than 750,000 shares to any individual in any calendar year. Such per-individual limit will not be adjusted to reflect any Award (and related shares of common stock) of an individual that has been terminated, surrendered or canceled.

The maximum dollar award that may be paid to any one individual as cash-based Awards under the Restated 2006 Plan in any year shall not exceed the aggregate amount of \$15.0 million.

No Annual "Evergreen" Provision

The Restated 2006 Plan provides for a fixed allocation of shares of common stock.

No Loans

The Restated 2006 Plan does not authorize FTI to make loans to plan participants to finance the acquisition of shares.

No Discount Stock Options

The Restated 2006 Plan prohibits the grant of a stock option with an exercise price of less than the fair market value of a share of our common stock on the date of grant.

Types of Awards and Grants

Pursuant to written award agreements, and subject to the provisions of the Restated 2006 Plan, the administrator may award stock options (including nonstatutory and incentive stock options), stock appreciation rights, restricted and unrestricted stock, stock and cash-based phantom stock, performance-based awards, other incentive and stock-based awards, and cash-based awards, or any combination thereof as described below:

- a. *Stock Options.* A stock option represents the right to purchase a share of common stock at a predetermined exercise price. The administrator, in its discretion, may grant nonstatutory stock options or incentive stock options to qualified participants. The administrator will set the terms of each stock option, including the number of shares, exercise price, vesting period, and option duration, but in no event will any option term exceed ten years. All options must have an exercise price at least equal to the closing price of one share of our common stock as reported on the NYSE (or other principal securities exchange on which shares of our common stock are then listed) on the date of grant. The administrator, in its sole discretion, in the applicable award agreement may authorize stock options to be exercised, in whole or in part, by payment in full of the exercise price in cash, or by delivery of previously owned shares of common stock, or through a broker cashless exercise program. The fair market value of one share of our common stock on March 19, 2008, as reported on the NYSE for that day, was \$67.11.
- b. *Stock Appreciation Rights.* The administrator may from time to time grant to eligible participants awards of stock appreciation rights ("SARs"). A SAR entitles the recipient to receive a payment having an aggregate value equal to the product of (1) the excess of (A) the fair market value on the exercise date of one share of common stock over (B) the base price per share specified in the applicable award agreement, times (2) the number of shares specified by the SAR, or portion thereof, which is exercised. Payment of the amount payable upon any exercise of a SAR may be made by the delivery of shares of common stock or cash, or any combination of shares of common stock and cash, as determined in the sole discretion of the administrator. If upon settlement of the exercise of a SAR the holder is to receive a portion of such payment in shares of common stock, the number of shares will be determined by dividing such portion by the fair market value of a share of common stock on the exercise date. No fractional shares will be used for such payment and the administrator will determine whether cash will be given in lieu of such fractional shares or whether such fractional shares will be eliminated. For purposes of counting against the aggregate share limitation of the Restated 2006 Plan, SARs to be settled in shares of common stock will be counted in full, regardless of the number of actual shares issued upon settlement of the SARs.
- c. *Stock Awards.* Restricted stock is shares of common stock that are awarded to a participant and that are subject to forfeiture or

vesting during a pre-established period if certain conditions are met. Unrestricted stock consists of shares of common stock that are not subject to forfeiture or vesting conditions. Restricted stock may not be sold, assigned, transferred, pledged or otherwise encumbered so long as it is subject to forfeiture or has not vested. A holder of restricted stock will generally have all the rights of a holder of shares

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of common stock, including the right to vote, even during the restricted period. Any dividends with respect to shares of restricted stock that are payable in shares of common stock will be paid in the form of shares of restricted stock, and any cash dividends with respect to shares of restricted stock will be reserved and held by us for the holder and paid upon the satisfaction of applicable vesting conditions.

- d. *Phantom Stock.* Phantom stock awards, including phantom stock units, restricted stock units and stock units (collectively, "stock units"), are full value awards denominated in stock-equivalent units. The amount and terms of a stock unit award will be set by the administrator pursuant to a written award agreement. Stock units granted to a participant will be credited to a bookkeeping reserve account solely for accounting purposes, and will not require a segregation of any of our assets. An award of stock units may be settled in shares of our common stock, in cash, or in a combination of shares of common stock and cash, as determined in the sole discretion of the administrator. Except as otherwise provided in the applicable award agreement, in the sole discretion of the administrator, the holder of stock units will not have any rights of a stockholder with respect to any shares of common stock represented by a stock unit solely as a result of the grant of a stock unit.
- e. *Performance Awards.* Performance awards are awards of cash, shares of common stock, or a combination of cash and shares of common stock, which become vested or payable upon the satisfaction of pre-determined performance goals over the pre-determined performance period established by the administrator. The performance goals will be based on one or more of the following criteria: earnings before interest, taxes, depreciation and amortization, or EBITDA, stock price, earnings per share, net earnings, operating or other earnings, profits, revenues, net cash flow, financial return ratios, return on assets, stockholder return, return on equity, growth in assets, market share or strategic business criteria consisting of one or more objectives based on meeting specified goals such as business or operating goals, revenue or other financial goals, market penetration goals, geographic business expansion goals or goals relating to acquisitions or strategic partnerships. The performance period may be one year or longer. Upon completion of a performance period, the administrator will determine whether the performance goals have been met within the established performance period, and certify in writing to the extent such goals have been satisfied.
- f. *Other Stock-Based Awards.* Other stock-based awards are awards, which are denominated or valued in whole or in part by reference to, or otherwise based on or related to, the value of our common stock. Other stock-based awards may be denominated in cash, in shares of common stock or other securities, in stock-equivalent

units, in stock appreciation units, in securities or debentures convertible into shares of common stock, or in any combination of the foregoing and may be paid in shares of common stock or other securities, in cash, or in a combination of shares of common stock or other securities and cash, all as determined in the sole discretion of the administrator. The administrator will set the terms and amounts of other stock-based awards, if any, pursuant to a written award agreement.

- g. *Other Cash-Based Awards.* The administrator may from time to time grant cash-based awards to eligible participants in such amounts, on such terms and conditions, and for such consideration, including no consideration or such minimum consideration as may be required by law, as it shall determine. Cash-based awards shall be credited to a bookkeeping reserve account solely for accounting purposes and shall not require a segregation of any of our assets, and will be payable in only cash.

Incentive Stock Option Limits

Three special limits apply to incentive stock options under the Restated 2006 Plan. The first limitation is that treatment of incentive stock options is limited based on when the options first become exercisable; only the first \$100,000 of shares of common stock (valued as of the date of grant) that become exercisable under an individual's incentive stock options in a given year will be eligible to receive incentive stock option tax treatment. The second limitation is that the exercise price must at least equal 100% of the fair market value of the shares on the date of grant of the option. The third limitation is that the exercise price for stockholders holding more than 10% of our outstanding common stock must at least equal 110% of the fair market value of our common stock. The Restated 2006 Plan does not permit the exercise price to be less than the fair market value per share of our common stock on the date of grant for any option.

No Separate Consideration

We will not receive separate consideration for the granting of Awards under the Restated 2006 Plan, other than related to the services the participants provide.

Change in Control

The Restated 2006 Plan defines "Change in Control" to mean (1) the acquisition (other than by us) in one or more transactions by any person or entity of the beneficial ownership (within the meaning of Rule 13d-3 promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) of 50% or more of (A) the then outstanding shares of our securities, or (B) the combined voting power of our then outstanding securities entitled to vote generally in the election of directors (the "Company Voting Stock"); (2) the closing of a sale or other conveyance of all or substantially all of our assets; or (3) the effective time of any merger, share exchange, consolidation, or other business combination involving us if immediately after such transaction persons or entities who hold a majority of the outstanding voting securities entitled to vote generally in the election of directors of the surviving entity (or the entity owning 100% of such surviving entity) are not persons or entities who, immediately prior to such transaction, held the Company Voting Stock. In the applicable award agreement or sub-plan, the administrator may specify a different definition of Change in Control for any Award as the administrator deems necessary or desirable, including, without limitation, for purposes of any Award or sub-plan that constitutes a "nonqualified deferred compensation plan" or that provides for the "deferral of compensation," as such terms are defined under Code Section 409A, the administrator, in its discretion, may specify a different definition of Change in Control in order to comply with the provisions of Code Section 409A under any Award or sub-plan, or determining that the sale of assets or securities or the merger, share exchange, consolidation, or other business combination involving less than all of FTI, including a business line, business segment or subsidiary could be deemed a "Change in Control" under one or more award agreements. The administrator may establish the treatment of Awards upon a change in control in the applicable award agreement. Under the Restated 2006 Plan, the administrator may provide that outstanding Awards held by individuals or groups of

participants be treated differently than those held by other participants. The administrator may provide that vesting of outstanding Awards to some or all participants will accelerate upon a change in control. If the administrator does not specify a particular treatment of a participant's Awards on a change in control in the applicable award agreement, under the Restated 2006 Plan, outstanding Awards that are payable in or convertible into common stock will terminate upon the effective time of such change in control unless provision is made in connection with the transaction for the continuation or assumption of such Awards by, or for the substitution of the equivalent awards of, the surviving or successor entity or its parent. In the event of such termination, (A) the outstanding Awards that will terminate upon the effective time of the change in control will become fully vested immediately before the effective time of the change in control, and (B) the holders of Awards will be permitted, immediately before the change in control, to exercise or convert all or portions of such Awards under the Restated 2006 Plan that are then exercisable or convertible or which become exercisable or convertible upon or prior to the effective time of the change in control. The treatment upon a change in control of performance or incentive awards that are not payable in or convertible into common stock will also be determined by the administrator and will be set forth in the applicable award agreement.

Amendments and Termination

The Board may terminate, amend or modify the Restated 2006 Plan or any portion thereof at any time; provided, however, that without approval of our stockholders, no such amendment or modification will be made that (a) increases the total (i) shares of common stock that may be granted under the Restated 2006 Plan, (ii) shares that may be issued with respect to any Stock-Based Award, or (iii) annual share- or cash-based award limitations applicable to individuals or Awards (except in each case for adjustments to common stock for corporate transactions or other events such as stock splits, reverse stock splits and stock dividends as provided in the Restated 2006 Plan) or (b) is required to be submitted to stockholders for approval under applicable law or the rules of the SEC and/or NYSE (or other principal securities exchange on which shares of our common stock are then listed). Except as otherwise determined by the Board, termination of the Restated 2006 Plan will not affect the administrator's ability to exercise the powers granted to it hereunder with respect to Awards granted under the Plan prior to the date of such termination. The administrator may take such actions as it deems appropriate to ensure that the Restated 2006 Plan and any Awards may comply with any tax, securities or applicable law. To the extent any provision of the Restated 2006 Plan or any Award, or action by the Board or administrator would subject any participant to liability for interest

or additional taxes under Code section 409A, it will be deemed null and void, to the extent permitted by law and deemed advisable by the Board. It is intended that the Restated 2006 Plan and any Awards will comply with Section 409A to the extent applicable, and the Restated 2006 Plan and any Awards shall be interpreted and construed on a basis consistent with such intent. The Restated 2006 Plan or any Award may be amended in any respect deemed necessary (including retroactively) by the Board in order to preserve compliance with Section 409A.

Vesting; Transferability of Awards

The administrator or the Board, in its discretion, has the authority to enact terms and conditions with respect to the vesting or exercisability of an Award during and following the end of a recipient's employment or other relationship with us. Once established, the administrator or the Board may not waive, accelerate or change the vesting or timing of the lapse of restrictions of an Award once established, except that (A) the Board may accelerate vesting terms and conditions of outstanding Awards for reasons of (a) death, (b) disability, (c) change in control, (d) retirement, and (e) an event of termination (including termination without cause, termination for good reason, or settlement or waiver of claims or proceedings arising out of a termination without cause), and (B) no such waiver or acceleration of lapse restrictions will (x) be allowed with regard to a "deferral of compensation" within the meaning of Code Section 409A, except as otherwise permitted under such Code section, or (y) be made with respect to a performance-based stock Award granted to an executive officer of the Company if such waiver or acceleration is inconsistent with Code Section 162(m).

The administrator may not grant more than five percent of the Stock-Based Awards with pro rata vesting periods ending less than, (a) in the case of performance-based stock awards, one-year measured from the date of grant and (b) in the case of all other Stock-Based Awards, three years from the date of grant.

A participant cannot transfer his or her Awards to another person other than upon death.

Eligibility and 2007 Awards

As of March 19, 2008, 2,649 employees, including 179 senior managing directors, five practice heads and 17 officers, and eight non-employee directors, a total of 2,657 persons, as well as individual consultants and service providers of FTI and our subsidiaries were eligible to participate in the Restated 2006 Plan. The administrator has the authority to select participants and to determine the amount, type and terms of each Award. The administrator may also grant new Awards to replace outstanding options or other equity-based compensation when we acquire another company and, where appropriate, to mirror the terms of those replaced options or other equity-based compensation awards. We cannot fully determine at this time the type of awards, number of shares subject to awards, exercise prices or dollar values of benefits that will be granted pursuant to the Restated 2006 Plan. The administrator has not granted equity awards contingent on approval of the Restated 2006 Plan. The 2004 Plan and/or the 2006 Plan as currently in effect authorize sufficient shares to fund the equity awards granted in 2008, including the automatic formula stock option awards to Jack Dunn, our President and Chief Executive Officer, first authorized by the Compensation Committee in December 1996, and affirmed in March 2005, that provide for a stock option exercisable for 22,500 shares of common stock of FTI to be granted to Mr. Dunn as of the date following our quarterly and annual public earnings release each year at an exercise price equal to 10% above the closing price per share of our common stock as reported on the NYSE on the day following the date of the applicable earnings release. Prior to stockholder approval of Proposal 2 to add 1,000,000 shares to the Restated 2006 Plan, which is being submitted to stockholders for approval at this Annual Meeting, additional Awards granted by the administrator in 2008 and future years will not exceed the number of shares authorized under the 2006 Plan approved by stockholders in June 2006. Whether or not stockholders approve Proposal 2, the 2006 Plan will continue in effect following this Annual Meeting of stockholders.

As of the date of this proxy statement, the administrator cannot determine with certainty the Awards, if any, which would be granted in 2008 out of the additional authorized shares of common stock, submitted for approval by stockholders at this meeting. The following table sets forth the aggregate number of stock option and other Awards granted under the 2006 Plan in 2007, to each of our named executive officers ("NEOs"), all executive officers as a group, all directors who are not executive officers as a group, and our non-executive officer employee group. See "Executive Officers and Compensation" Equity Compensation Plans "Grants of Plan Based Awards for Fiscal Year Ended December 31, 2007, for information regarding equity awards granted to our NEOs under our 2004 Plan.

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Name and Position	Stock Awards		Option Awards		
	Aggregate Number of Shares of Restricted Stock, Restricted Stock Units or Stock Units (a)	Aggregated Dollar Value of Stock Awards (\$) (1) (b)	Aggregate Number of Shares Underlying Option Awards (c)	Weighted Average Exercise Price Per Share (\$) (d)	Aggregate Dollar Value of Option Award (\$) (1) (e)
Jack B. Dunn, IV President and Chief Executive Officer, Director(2)	26,500	997,460			
Dennis J. Shaughnessy					

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Executive Chairman of the Board					
Jorge A. Celaya Executive Vice President and Chief Financial Officer ⁽³⁾	10,000	392,600	75,000	39.26	1,330,065
Theodore I. Pincus Former Executive Vice President and Co-Chief Financial Officer	□	□	□	□	□
Dominic DiNapoli Executive Vice President and Chief Operating Officer	□	□	□	□	□
David G. Bannister Executive Vice President □ Corporate Department	□	□	□	□	□
Executive Group (17 persons)	146,500	5,655,410	104,242	40.13	1,794,378
Non-Executive Director Group (eight persons)	75,000	2,756,250	9,242	43.07	151,158
Non-Executive Officer Employee Group	195,498	6,315,368	801,323	31.47	12,425,057

(1) Represents the aggregate grant date fair value pursuant to FAS Statement 123(R) of stock and option awards, as applicable, made during the year ended December 31, 2007 to the person or groups indicated. See □Note 1 □ Description of Business and Significant Accounting Policies □ Share-Based Compensation Expense□ and □Note 2 □ Share-Based Compensation□ to the Consolidated Financial Statements of the Company in our Annual Report on Form 10-K for the year ended December 31, 2007 filed with the SEC on February 29, 2008 for a discussion of the assumptions made in determining FAS Statement 123(R) values.

(2) Represents a performance-based restricted stock award for 26,500 shares with a grant date of April 23, 2007 to the executive by the Compensation Committee pursuant to our 2006 Plan, which is subject to cliff vesting on April 23, 2010 after final determination that the

following company-wide performance goals have been achieved for any fiscal year ending December 31, 2007, December 31, 2008 or December 31, 2009 based on the Company's audited financial statements for such year.

Consolidated Revenues:	\$1.0 billion or more
EBITDA:	\$250.0 million or more (before stock option expense under FAS Statement 123(R))
Revenues Outside of the U.S.:	\$150.0 million
Leverage Ratio: Net Debt/EBITDA:	Less than 3.0 : 1

- (3) Represents 10,000 unvested shares of restricted stock awarded to the executive by the Compensation Committee pursuant to our 2006 Plan with a grant date of July 9, 2007, which vests in three installments as follows: 3,333 shares on July 9, 2008, 3,333 shares on July 9, 2009 and 3,334 shares on July 9, 2010, such that all shares will be fully vested on July 9, 2010, and an unvested stock option exercisable for 75,000 shares of common stock awarded to the executive by the Compensation Committee pursuant to our 2006 Plan with a grant date of July 9, 2007, which vests in five installments as follows: 15,000 shares on July 9, 2008, 15,000 shares on July 9, 2009, 15,000 shares on July 9, 2010, 15,000 shares on July 9, 2011 and 15,000 shares on July 9, 2012, such that the stock option will be fully vested on July 9, 2012.

AWARDS TO EMPLOYEES IN FOREIGN COUNTRIES

The administrator has the authority to grant Awards to employees of FTI and our subsidiaries who are foreign nationals or employed outside the U.S. on any different terms and conditions than those specified in the Restated 2006 Plan that the administrator, in its discretion, believes to be necessary or desirable to accommodate differences in applicable law, tax policy or custom, or to qualify for preferred tax treatment under foreign tax laws or otherwise to comply with the regulatory requirements of local or foreign jurisdictions, while furthering the purposes of the Restated 2006 Plan. The administrator has delegated to a management committee the authority to establish or approve any sub-plans to the Restated 2006 Plan to comply with foreign laws. The administrator may allocate all or a portion of authorized shares under the Restated 2006 Plan for award pursuant to such sub-plan(s), as it believes to be necessary or appropriate for these purposes without altering the terms of the Restated 2006 Plan in effect for other participants; provided, however, that the administrator, without stockholder approval, may not (a) increase individual share ownership limitations in the Restated 2006 Plan, (b) increase the number of shares available under the Restated 2006 Plan (c) increase the number of shares available for Stock-Based Awards under the Restated 2006 Plan; (d) increase the limitations on cash-based awards under the Restated 2006 Plan, (e) cause the Restated 2006 Plan to cease to satisfy any conditions under Rule 16b-3 under the Exchange Act, or (f) cause the grant of any performance-based award to fail to qualify for an income tax deduction pursuant to Section 162(m) of the Code. Subject to the foregoing, the management committee may amend, modify, administer or terminate such sub-plans, and prescribe, amend and rescind rules and regulations relating to such sub-plans. Stock-Based Awards to non-U.S. participants outside of the U.S. will count towards the aggregate 2,100,000 share limitation (assuming stockholder approval of the addition of shares to the Restated 2006 Plan at the 2008 Annual Meeting) for Stock-Based Awards under the Restated 2006 Plan.

U.S. FEDERAL INCOME TAX CONSEQUENCES

The following summary is intended only as a general guide to the U.S. federal income tax consequences of incentive stock options and nonstatutory stock options, which are authorized for grant under the Restated 2006 Plan, under current law. It does not attempt to describe all possible federal or other tax consequences of participation in the Restated 2006 Plan or tax consequences based on particular circumstances. The tax consequences may vary if options are granted outside the U.S.

Incentive Stock Options

An optionholder recognizes no taxable income for regular income tax purposes as a result of the grant or exercise of an incentive stock option qualifying under Code Section 422. However, an optionholder may be subject to the alternative minimum tax if the fair market value of our common stock on the date of exercise

exceeds the optionholder's purchase price for the shares. Optionholders who neither dispose of their shares within two years following the date the option was granted nor within one year following the exercise of the option will normally recognize a capital gain or loss upon a sale of the shares equal to the difference, if any, between the sale price and the purchase price of the shares. If an optionholder satisfies such holding periods upon a sale of the shares, we will not be entitled to any deduction for federal income tax purposes. If an optionholder disposes of shares within two years after the date of grant or within one year after the date of exercise (a "disqualifying disposition"), the optionholder will normally recognize ordinary income in the tax year during which he disqualifying disposition occurs equal to the lesser of the difference between (i) the fair market value of the shares on the date of exercise and the purchase price of such shares, or (ii) the sales price and the purchase of such shares. The optionholder will normally also recognize capital gain equal to the difference, if any, between the sales price and the fair market value of such shares

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on the exercise date. However, if a loss is recognized on the sale (i.e., the sales price is less than the purchase price of the disposed shares), the optionholder will not recognize any ordinary income and such loss will be a capital loss. Any ordinary income recognized by the optionholder upon the disqualifying disposition of the shares generally will result in a deduction by us for federal income tax purposes.

Nonstatutory Stock Options

Options not designated or qualifying as incentive stock options will be nonstatutory stock options having no special tax status. An optionholder generally recognizes no taxable income as the result of the grant of such an option. Upon exercise of a nonstatutory stock option, the optionee normally recognizes ordinary income in the amount of the difference between the option exercise price and the fair market value of the shares on the exercise date. If the optionholder is an employee, such ordinary income generally is subject to withholding of income and employment taxes. Upon the sale of stock acquired by the exercise of a nonstatutory stock option, any gain or loss, based on the difference between the sale price and the fair market value on the exercise date, will be taxed as a capital gain or loss. No tax deduction is available to us with respect to the grant of a nonstatutory stock option or the sale of the stock acquired pursuant to such grant. We generally should be entitled to a deduction equal to the amount of ordinary income recognized by the optionholder as a result of the exercise of a nonstatutory stock option.

Other Considerations

The Code allows publicly held corporations to deduct compensation in excess of \$1.0 million paid to the corporation's chief executive officer and its four other most highly compensated executive officers if the compensation is payable solely based on the attainment of one or more performance goals and certain statutory requirements are satisfied. We intend for compensation arising from grants of Awards under the Restated 2006 Plan that are based on performance goals, and compensation arising from grants of stock options and stock appreciation rights granted at fair market value, to be deductible by us as qualified performance-based compensation not subject to the \$1.0 million limitation on deductibility.

The Board of Directors Unanimously Recommends That You Vote FOR Proposal No. 2.

PROPOSAL NO. 3 □ RATIFY THE APPOINTMENT OF KPMG LLP AS FTI CONSULTING, INC.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2008

The Audit Committee has appointed the firm of KPMG LLP ("KPMG") as the independent registered public accounting firm to audit the Company's books and accounts for the fiscal year ending December 31, 2008. We are seeking the stockholder ratification of that action.

KPMG has served as the Company's independent registered public accounting firm since 2006. Its representative will be present at the annual meeting and will have the opportunity to make a statement if he desires to do so and to respond to appropriate questions asked by stockholders. See "Principal Accountant Fees and Services" for a description of the fees paid to KPMG for the fiscal years ended December 31, 2007 and December 31, 2006, and other matters relating to the procurement of services.

Although stockholder ratification of the appointment of our independent registered public accounting firm is not required by our By-Laws or otherwise, we are submitting the selection of KPMG for ratification as a matter of good corporate governance practice. Even if the selection is ratified, the Audit Committee in its discretion may appoint an alternative independent registered public accounting firm if it deems such action appropriate. If the Audit Committee's selection is not ratified, the Audit Committee will take that fact into consideration, together with such other factors it deems relevant, in determining its selection of an independent registered public accounting firm.

KPMG has confirmed to the Audit Committee and us that it complies with all rules, standards and policies of the Public Company Accounting Oversight Board (PCAOB), the Independence Standards Board (ISB) and the SEC governing auditor independence.

The Board of Directors Unanimously Recommends That You Vote FOR Proposal No. 3.

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INFORMATION ABOUT THE BOARD OF DIRECTORS AND COMMITTEES

INDEPENDENCE OF DIRECTORS

For a director to be considered independent, the Board must affirmatively determine that the director does not have any direct or indirect material relationship with us or our subsidiaries, and is not otherwise automatically disqualified by the NYSE independence standards. The Board has established Categorical Standards of Director Independence, which recognize that a director is "independent" if he or she does not have a material relationship with us (directly or as a partner, stockholder or officer of an organization that has a relationship with us). In connection with, and to assist in making, that determination, the Categorical Standards of Director Independence require the Board to consider whether a director meets the following categorical standards: (i) during the past three years, we have not employed the director and have not employed (except in a non-officer capacity) any of his or her immediate family members (as defined under Section 303A of the NYSE corporate governance rules); (ii) (A) neither the director nor any member of his or her immediate family is a current partner of a firm that is our internal or external auditor; (B) the director is not a current employee of a firm that is our internal or external auditor; (C) no immediate family member of a director participates in the audit, assurance or tax compliance (but not tax planning) practice of a firm that is our internal or external auditor; or (D) neither the director nor any member of his or her immediate family within the last three years (but no longer is) a partner or employee of a firm that is our internal or external auditor and personally worked on our audit within that time; (iii) during the past three years, neither the director nor any of his or her immediate family members has been employed as an executive officer of another company where any of our present executives serve on such other company's compensation committee; (iv) during the past three years, neither the director nor any of his immediate family members has received more than \$100,000 per year in direct compensation from us, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service); (v) the director has not served as an executive officer or employee, and none of his or her immediate family members has served as an executive officer, of a company that makes payments to, or receives payments from, us for property or services in an amount which, in any single fiscal year, exceeds the greater of \$1.0 million or 2% of such other company's consolidated gross revenues; provided, that, such restriction shall not apply if three years have passed since such payments fell below the threshold; (vi) the director is not an employee, officer, director or trustee of a foundation, university or other non-profit organization to which we give, directly or indirectly, through the provision of services, more than the greater of \$1.0 million or 2% of the organization's consolidated gross revenues in any fiscal year; provided, that, such restriction shall not apply if three years have passed since such charitable contributions by us fell below the threshold; and (vii) the director does not, directly or indirectly, have a material relationship with us considering all facts and circumstances that the Board determines are relevant.

At its meeting held on February 20, 2008, the Board, upon the recommendations of the Nominating and Corporate Governance Committee, determined that each of the following non-employee directors and nominees for director do not have a direct or indirect material relationship with the Company that would render him or her not independent and satisfies the independence requirements set forth in the Company's Categorical Standards of Director Independence and Section 303A of the NYSE corporate governance rules. Our Categorical Standards of Director Independence are available on our website at <http://www.fticonsulting.com/web/about/Governance.html>.

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|------------------------|------------------------|
| (1) Brenda J. Bacon | (5) Gerard E. Holthaus |
| (2) Mark H. Berey | (6) Matthew F. McHugh |
| (3) Denis J. Callaghan | (7) Gary C. Wendt |
| (4) James W. Crownover | |

In affirmatively finding that Brenda J. Bacon has no direct or indirect material relationship with the Company and is independent, the Board considered that Ms. Bacon is president and chief executive officer of Brandywine Senior Living, a company that is owned by a private equity firm affiliated with Warburg Pincus, which is one of our clients. Sales to Warburg Pincus amount to less than the greater of \$1.0 million or 2% of that firm's consolidated gross revenues during each of 2007, 2006 and 2005. In affirmatively finding that Gerard E. Holthaus has no direct or indirect material relationship with the Company and is independent, the Board considered that Mr. Holthaus is chairman and chief executive officer of Algeco Scotsman. Algeco Scotsman and its subsidiary, Williams Scotsman

International, have engaged FD, a subsidiary of FTI, to provide strategic communications services. Sales to Algeco Scotsman and its subsidiary, Williams Scotsman International, were less than the greater of \$1.0 million or 2% of the company's consolidated gross revenues during 2007. The Company did not provide services to Algeco Scotsman or its subsidiary, Williams Scotsman International, Inc., during 2006 and 2005. In addition, the Board affirmatively found that Mr. Holthaus continues to qualify as an outside director under Section 162(m) of the Code and a non-employee director under Section 16b-3 of the Exchange Act for membership on the Compensation Committee of the Board as the aggregate fees paid by Algeco Scotsman and its subsidiary were less than \$120,000.

Jack B. Dunn, IV and Dennis J. Shaughnessy do not qualify as independent directors because they are executive officers of the Company. The Board has affirmatively determined that George P. Stamas, a partner with Kirkland & Ellis LLP (Kirkland & Ellis), is not independent. Although sales by the Company and its subsidiaries to, and purchases by the Company and its subsidiaries from, Kirkland & Ellis, were less than the greater of \$1.0 million or 2% of that firm's revenues during each of 2007, 2006 and 2005, the Board reached its conclusion that Mr. Stamas is not independent based on the nature of the legal services provided by Kirkland & Ellis to the Company and its subsidiaries and anticipated future services.

In 2006 and during the preceding three years, we have not made charitable contributions to any organization in which a director serves as an employee, officer, director or trustee, which in any single year exceeded the greater of \$1.0 million or 2% of such organizations gross revenues.

INFORMATION ABOUT THE NOMINEES FOR CLASS III DIRECTOR AND THE OTHER DIRECTORS

Each of Mark H. Berey, Jack B. Dunn, IV and Gerard E. Holthaus is currently a Class III director. The Class III nominees were recommended for nomination by the Nominating and Corporate Governance Committee, and nominated by the full Board on February 20, 2008. See "Proposal 1 Election of Three Class III Directors" and "Information About the Board of Directors and Committees Nominating and Corporate Governance Committee - Director Nomination Process" in this proxy statement for additional information.

Information about the nominees for Class III director and the other directors is set forth below:

Name	Age	Director	Principal Occupation and	Committees	Other Public
		Since	Business Experience	of FTI Board	Company Directorships

Nominees for Election as Class III Directors					
Mark H. Berrey	56	2004	Mr. Berrey joined Miller Global Properties as an Executive Vice President in February 2008. From September 2007 to Present, Mr. Berrey also continues to be President of MHB Ventures LLC, a real estate and hospitality consulting company founded by him. From its formation in 2001 to December 2007, Mr. Berrey was Executive Vice President and Chief Financial Officer and a director of Avendra, LLC a procurement company serving the hospitality industry in North America and the Caribbean.	Audit Committee Nominating and Corporate Governance Committee	None

Name Nominees for Election as Class III Directors	Age	Director Since	Principal Occupation and Business Experience	Committees of FTI Board	Other Public Company Directorships
Jack B. Dunn, IV	56	1992	Jack B. Dunn, IV has served as our Chief Executive Officer since October 1995 and as a director since 1992. In May 2004, he assumed the position of President, a position he also held from October 1995 to December 1998. He also served as our Chairman of the Board from December 1998 to October 2004. From May 1994 to October 1995, he served as our Chief Operating Officer. Prior to joining us, he was a member of the Board of Directors and a Managing Director of Legg Mason Wood Walker, Incorporated and directed its Baltimore corporate finance and investment banking activities. Mr. Dunn is a	None	Pepco Holdings, Inc. <input type="checkbox"/> Director and a member of its Compensation (Chair) and Corporate Governance/ Nominating Committees NexCen Brands, Inc. <input type="checkbox"/> Director and member of its Nominating/ Corporate Governance and Compensation Committees

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			limited partner of the Baltimore Orioles L.P.		
Gerard E. Holthaus	58	2004	Since November 2007, Mr. Holthaus has been Chairman and Chief Executive Officer of Algeco Scotsman, the largest provider of mobile office space and modular buildings throughout the world. From April 1997 to October 2007, Mr. Holthaus was President and Chief Executive Officer of Williams Scotsman International, Inc., which is now a subsidiary of Algeco Scotsman. He is a certified public accountant.	Audit Committee (Chair) Compensation Committee	None

Class I Directors

Denis J. Callaghan	65	2000	Mr. Callaghan retired from Deutsche Bank Securities Inc. in February 2000, where he was the Director of North American Equity Research. Prior to becoming Director of Equity Research in 1992, Mr. Callaghan was responsible for the Insurance and Financial Services Research Groups of Alex. Brown & Sons Incorporated.	Compensation Committee Nominating and Corporate Governance Committee	None
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Name	Age	Director Since	Principal Occupation and Business Experience	Committees of FTI Board	Other Public Company Directorships
Class I Directors					
Matthew F. McHugh	69	2005	Congressman McHugh, after retiring from Congress, was a senior advisor at The World Bank, acting as senior counselor to the President from May 1993 to June 2005, as an employee until December 2000, and beginning in December 2000 as a consultant. From 1975 through 1992, Congressman McHugh was a U.S. Representative in Congress for the 27th and 28th Congressional Districts of New York. He was also a member of the House Appropriations Committee, from 1978 through 1992, and the House Permanent	Compensation Committee Nominating and Corporate Governance Committee (Chair)	None

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			Select Committee on Intelligence, from 1985 through 1990. In 1991, he was appointed Acting Chairman of the Committee on Standards of Official Conduct.		
Gary C. Wendt	65	2006	From March 2001 to present, Mr. Wendt has been non-executive Chairman of India Value Fund Advisors Private Limited, an advisor to private equity funds. From June 2000 to September 2002, Mr. Wendt served as President and Chief Executive Officer of Conseco, Inc. Mr. Wendt was the Chairman and Chief Executive Officer of GE Capital Services from June 1985 to January 1999. In 1999, Mr. Wendt founded two businesses in India, EXL, a back-office service company that was subsequently sold to a private equity advisor, and GW Capital Advisors, which subsequently became India Value Funds Advisors.	Audit Committee Compensation Committee (Chair)	None

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Name	Age	Director Since	Principal Occupation and Business Experience	Committees of FTI Board	Other Public Company Directorships
Class I Directors					
Brenda J. Bacon	57	2006	Ms. Bacon is President and Chief Executive Officer of Brandywine Senior Living, a company she co-founded in 1996 and which now owns and operates 19 senior living communities in five states. Ms. Bacon became President and Chief Executive Officer in July 2004. From May 2003 to July 2004, Ms. Bacon was its President and Chief Operating Officer. From 1989 to 1993, Ms. Bacon served as Chief of Management and Planning, a cabinet-level position under New Jersey Governor James J. Florio. In this capacity, she oversaw all health care and human services reform efforts and departments, and served as a senior advisor to the Governor. Ms. Bacon	Nominating and Corporate Governance Committee	None

currently serves on the Board of the Assisted Living Federation of America and the Executive Board of the American Senior Housing Association.

Name	Age	Director	Principal Occupation and	Committees	Other Public
		Since	Business Experience	of FTI Board	Company Directorships
Class I Directors					
James W. Crownover	64	2006	Mr. Crownover had a 30-year career with McKinsey & Company, Inc. when he retired in 1998. He headed McKinsey's Southwest practice for many years, and also served as co-head of the firm's worldwide energy practice. In addition, he served as a member of McKinsey's Board of Directors. Mr. Crownover also is Chairman of Rice University's Board of Trustees.	Audit Committee Nominating and Corporate Governance Committee	Chemtura Corporation □ Director and a member of its Organization, Compensation and Governance and Safety, Health and Environment Committees Weingarten Realty Investors (a REIT) □ Director and member of its Audit (Chair) and Governance Committees Allied Waste Industries, Inc. □ Director and a member of its Governance (Chair) and Audit Committees
Dennis J. Shaughnessy	60	1992	Since October 2004, Mr. Shaughnessy has been our executive Chairman of the Board. From 1989 to October 2004, Mr. Shaughnessy was a General Partner of Grotech Capital Group, Inc., a private equity firm. He continues to be a non-voting special general partner of certain partnerships affiliated with Grotech Capital Group. Prior to becoming a General Partner of Grotech Capital Group in 1989, Mr.	None	TESSCO Technologies, Inc. □ Director and a member of its Compensation and Nominating Committees

Shaughnessy was the Chief Executive Officer of CRI International, Inc.

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Name	Age	Director Since	Principal Occupation and Business Experience	Committees of FTI Board	Other Public Company Directorships
Class I Directors					
George P. Stamas	57	1992	Since 2002, Mr. Stamas has been a Partner of the international law firm of Kirkland & Ellis LLP. He is also a Venture Partner of New Enterprise Associates, a venture capital firm. From 1999 to January 2002, Mr. Stamas was Vice Chairman of the Board of Directors of Deutsche Bank Securities Inc. He is a limited partner of the Baltimore Orioles L.P., the Washington Capitals and the Washington Wizards.	None	NexCen Brands, Inc. <input type="checkbox"/> Director

DIRECTOR ATTENDANCE AT MEETINGS

Director Attendance at Board and Committee Meetings

Our policy is that each director should attend all meetings of the Board and each Committee on which he or she serves, unless excused by the Board for reasons of serious illness or extreme hardship. During 2007, the Board held seven regular and five special meetings for a total of 12 meetings, the Audit Committee held five regular and seven special meetings for a total of 12 meetings, the Nominating and Corporate Governance Committee held seven regular meetings, and the Compensation Committee held seven regular and three special meetings for a total of 10 meetings. Each joint meeting of the Board and any Committee has been counted as a separate meeting of the Board and the applicable Committee(s) for purposes of presenting this information.

During 2007, each director attended at least 75% of the regular and special meetings of the Board and each Committee on which he or she served held during the time period he and she served as a director, except Mr. Wendt did not attend at least 75% of the Audit Committee meetings due to travel outside of the United States.

Director Attendance at Other Meetings

Non-management directors met in closed sessions without management three times during 2007. Each of the non-management directors at the applicable time attended all of the closed sessions without management. Independent directors met five times during 2007. Every independent director at the applicable time attended those meetings. The Company's policy is that all directors should attend the annual meeting of stockholders absent a good reason. All continuing directors attended our 2007 annual meeting of stockholders, except Mr. Holthaus due to travel outside of the United States.

COMMITTEES OF THE BOARD

Committees

During 2007, our Board of Directors had three standing committees: Audit, Compensation and Nominating and Corporate Governance. The responsibilities and functions of the Audit, Compensation and Nominating and

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Corporate Governance Committees are described in their respective Charters, which are available on our website at <http://www.fticonsulting.com/web/about/Governance.html>.

In addition to the standing Committees, during 2007, the Board convened a special pricing committee, composed of Denis Callahan, Jack Dunn, Gerard Holthaus and Dennis Shaughnessy, to approve and establish the price and underwriting discounts and commissions of our registered public offering of shares of common stock in October 2007. The pricing committee met once in 2007.

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The members of each Committee during 2007 who are currently directors of FTI, a description of the primary functions of each Committee, and the total number of regular and special meetings held by each Committee in 2007, are described below.

Audit Committee

The Audit Committee is comprised solely of non-employee directors, all of whom the Board has determined are independent pursuant to our Categorical Standards of Director Independence and the rules of the NYSE. The Board has determined that all the members of the Audit Committee are financially literate pursuant to the rules of the NYSE. The Board has determined that Gerard Holthaus, Chair of the Audit Committee, is the Audit Committee Financial Expert within the meaning stipulated by the SEC. The Board has adopted the Charter of the Audit Committee last amended and restated as of December 11, 2006, which was recommended by the Audit Committee and Nominating and Corporate Governance Committee, approved by the Board and adopted by the Audit Committee. A copy of the Charter of the Audit Committee is available on our website at <http://www.fticonsulting.com/web/about/Governance.html>. The Charter of the Audit Committee is reviewed annually, and more frequently as necessary, to address any new, or changes to, rules relating to audit committees. The Audit Committee recommends changes to its Charter to the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee recommends changes to the Audit Committee Charter to the Board for approval. A copy of the Charter of the Audit Committee has been filed by incorporation by reference as an exhibit to our Annual Report on Form 10-K for the fiscal year ended December 31, 2007 filed with the SEC on February 29, 2008.

Name of Committee and Members	Functions of the Committee	Total Number of Regular and Special Committee Meetings Held in 2007
Audit Committee: Gerard E. Holthaus (Chair) Mark H. Berey James W. Crownover Gary C. Wendt	<ul style="list-style-type: none"> • Selects, appoints, oversees, and approves fees of, our independent registered public accounting firm. • Reviews and discusses the scope of the annual audit and our independent registered public accounting firm's written communications to the Audit Committee and management. • Oversees our financial reporting activities, including the annual audit and accounting standards and principles followed by FTI. • Approves audit and non-audit services by our independent registered public accounting firm and approves and authorizes payment of applicable fees. • Reviews and discusses our periodic reports filed with the SEC. • Reviews and discusses our earnings press releases and communications with financial analysts and investors. • Reviews and oversees our internal audit activities as well as financial, disclosure and internal controls. • Oversees and monitors our Whistleblower Policy and related reports. • Oversees and reviews employee conduct relating to compliance with our Policies on Ethics and Business Conduct 	12

and Conflicts of Interest, Anti-Corruption Policy and Policy Statement on Inside Information and Insider Trading.

- Reviews and approves related party transactions.
- Performs an annual self-evaluation of the Audit Committee.
- Reviews its Charter and recommends changes.
- Prepares and issues the Report of the Audit Committee in this proxy statement.

Compensation Committee

The Compensation Committee is comprised solely of non-employee directors, all of whom the Board has determined are independent pursuant to our Categorical Standards of Director Independence and rules of the NYSE. All of the members of the Compensation Committee qualify as "non-employee" directors under Rule 16b-3 of the Exchange Act and as "outside directors" under Section 162(m) of the Code and qualify to serve on the Compensation Committee of the Board. The Compensation Committee operates under a written Charter, last amended and restated as of December 11, 2006, which was recommended by the Nominating and Corporate Governance Committee, approved by the Board of Directors and adopted by the Compensation Committee. A copy of the Charter of the Compensation Committee is available on our website at <http://www.fticonsulting.com/web/about/Governance.html>. The Charter of the Compensation Committee is reviewed annually, and more frequently as necessary, to address any new, or changes to, rules relating to compensation committees. The Compensation Committee recommends changes to its Charter to the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee recommends changes to the Compensation Committee Charter to the Board for approval. A copy of the amended and restated Charter of the Compensation Committee has been filed by incorporation by reference as an exhibit to our Annual Report on Form 10-K for the fiscal year ended December 31, 2007 filed with the SEC on February 29, 2008.

Our Chief Executive Officer ("CEO") and Executive Chairman of the Board ("Chairman") attend substantially all regularly scheduled Compensation Committee meetings but do not attend executive sessions and specially scheduled meetings of the Compensation Committee to which they have not been invited. Other officers and employees of the Company may be invited to attend all or a portion of a Compensation Committee meeting depending on the nature of the agenda items. None of our NEOs and other non-members of the Compensation Committee vote on matters before the Compensation Committee; however, the Compensation Committee and Board of Directors solicit recommendations from our CEO and Chairman on compensation matters, including as they relate to their own compensation and the compensation of our officers, including our other NEOs. The Compensation Committee also works with our management, including our Executive Vice President - Chief Risk and Compliance Officer, our Senior Vice President - General Counsel and our Corporate Secretary, to set the agenda for each meeting and prepare the meeting materials. Our Corporate Secretary acts as secretary of the Compensation Committee meetings, other than the closed executive sessions and special meetings to which she is not invited. Actions taken in closed or special session are reported by the Chair of the Compensation Committee to our Corporate Secretary who records them in the minutes of the applicable meeting.

The CEO and Chairman perform individual self-assessments during the fourth quarter and/or first quarter of the year. The Compensation Committee has delegated to the Presiding Director of the Board the responsibility of administering that self-assessment process, reviewing the self-assessments and holding discussions with those executives. The Presiding Director reports the results of the self-assessments to the Chairs of the Compensation Committee and Nominating and Corporate Governance Committee. The Compensation and/or Nominating and Corporate Governance Committee also hold discussions with the CEO and Chairman. The CEO and Chairman will make recommendations to the Compensation Committee regarding their own compensation, but will not be present when final compensation decisions are made. The Compensation Committee considers performance reviews when making compensation decisions. The above performance evaluation procedures were followed in 2007 and 2008.

The CEO and Chairman (with the assistance of our Executive Vice President - Chief Risk and Compliance Officer, who is also the head of our human resources function) annually (or more often) evaluate the performance of our Chief Financial Officer and other executive officers against long- and short-term performance goals and expectations for those executives. The CEO and Chairman report the results of their performance reviews to the Compensation Committee. The CEO and the Chairman participate in the Compensation Committee's compensation setting process for the Chief Financial Officer, other NEOs and other senior officers, including,

recommending the amounts and forms of cash and equity, long- and short-term, and at-risk compensation that will be paid to them as well as related payment terms. The CEO and Chairman were present at meetings at which 2007 compensation decisions relating to the Chief Financial Officer and other officers, including NEOs, were made. The Compensation Committee did not individually meet with any officers, other than the CEO and Chairman, regarding 2007 compensation decisions.

The Chief Financial Officer may participate in the Compensation Committee's compensation-setting process in connection with the establishment of financially-driven performance goals. Management assists the Compensation Committee by providing information such as financial results, short-term and long-term business and financial plans and strategic objectives and their views on current compensation programs and levels; and by recommending individual performance measures and/or target award levels. For the 2007 plan year, the performance-based goals under the FTI Consulting, Inc. Incentive Compensation Plan in which certain NEOs participated were year-end diluted earnings per share.

In addition, the Compensation Committee oversees our 401(k) and health, life and welfare benefit plans and administers our equity compensation plans. Our Executive Vice President - Chief Risk and Compliance officer, in his capacity as head of our human resources function, works closely with the Compensation Committee on such compensation and benefit plan matters.

In the past the Compensation Committee has selectively engaged outside compensation consultants to advise the Committee regarding non-employee compensation issues. However, no outside compensation firms were engaged in 2007.

Name of Committee and Members	Functions of the Committee	Total Number of Regular and Special Committee Meetings Held in 2007
<p><i>Compensation Committee:</i></p> <p>Gary C. Wendt, Chair Denis J. Callaghan Gerard E. Holthaus Matthew F. McHugh</p>	<ul style="list-style-type: none"> • Reviews and recommends compensation of CEO and Chairman. • Reviews and recommends compensation of other executive officers. • Administers our equity-based compensation plans. • Establishes performance criteria and oversees our executive officer incentive compensation plan. • Approves awards of stock options and other forms of equity-based compensation under our long-term incentive plans. • Reviews and recommends non-employee director compensation. • Reviews and approves employment, consulting and other contracts or arrangements with present and former executive officers. • Performs annual performance evaluations of our CEO and Chairman in conjunction with the Presiding Director and Nominating and Corporate Governance Committee. • Advises the Board on our other compensation programs. • Performs an annual self-evaluation of the Compensation Committee. • Reviews its Charter and recommends changes. • Prepares and issues the Compensation Committee Report in this proxy statement. 	<p>10</p>

Compensation Committee Interlocks and Insider Participation

No member of the Compensation Committee has served as one of our officers or employees at any time. None of our executive officers serves as a member of the board and compensation committee of any other company that has an executive officer serving as a member of our Board of Directors or Compensation Committee.

Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee consists of only non-employee directors, who qualify as independent directors under our Categorical Standards of Director Independence and the independence standards established under Section 303A of the NYSE corporate governance rules. The Nominating and Corporate Governance Committee operates under a written Charter, last amended and restated as of September 17, 2004, which has been approved by the Board and adopted by that Committee. A copy of the Charter of the Nominating and Corporate Governance Committee is available on our website at <http://www.fticonsulting.com/web/about/Governance.html>.

The Charter of the Nominating and Corporate Governance Committee is reviewed annually, and more frequently as necessary, to address any new, or changes to, rules relating to nominating and governance committees. The Nominating and Corporate Governance Committee recommends changes to its Charter to the Board for approval. A copy of the Charter of the Nominating and Corporate Governance Committee has been filed by incorporation by reference as an exhibit to our Annual Report on Form 10-K for the fiscal year ended December 31, 2007 filed with the SEC on February 29, 2008.

Name of Committee and Members	Functions of the Committee	Total Number of Regular and Special Committee Meetings Held in 2007
<p><i>Nominating and Corporate Governance Committee:</i></p> <p>Matthew F. McHugh, Chair Brenda J. Bacon Mark H. Bery Denis J. Callaghan James W. Crownover</p>	<ul style="list-style-type: none"> ● Identifies, qualifies and recommends the slate of director nominees for election to our Board. ● Identifies, qualifies and recommends the slate of nominees for appointment to the Committees and as Chairs of the Committees. ● Identifies, qualifies and recommends candidates to fill vacancies occurring between annual stockholder meetings. ● Monitors compliance with, reviews and recommends changes to, our Corporate Governance Guidelines and the Committee Charters. ● Reviews and recommends changes to our other policies and practices relating to corporate governance and responsibility. ● Monitors, reviews and responds to stockholder communications with non-management directors. ● Oversees the process for director education. ● Oversees the process for Board and Committee annual self-evaluations. ● Oversees the process for CEO and Chairman evaluations in conjunction with the Presiding Director and Compensation Committee. ● Responsible for the process relating to succession planning for the CEO, Chairman and other executive officer positions. ● Performs an annual self-evaluation of the Nominating and Corporate Governance Committee. 	<p>7</p>

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE - DIRECTOR NOMINATION PROCESS

Identification and Nomination of Candidates as Class III Directors for Election at 2008 Annual Meeting of Stockholders

Each year the Nominating and Corporate Governance Committee reviews our Categorical Standards of Director Independence and applicable NYSE and SEC governance rules, and works with the Board to develop the education, credentials and characteristics required of Board and Committee nominees in light of current Board and Committee composition, our business, operations, long- and short-term plans, applicable legal and listing requirements and other factors they consider relevant. The Nominating and Corporate Governance Committee evaluates existing directors for reelection each year as if they were new candidates. The Nominating and Corporate Governance Committee may identify other candidates, if necessary, through recommendations from our directors, management, employees, the stockholder nomination process, or outside consultants. For a description of how the stockholder nomination process works, see "Corporate Governance" Stockholder Nominees for Director" below. The Nominating and Corporate Governance Committee will review candidates in the same manner regardless of the source of the recommendation.

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The Nominating and Corporate Governance Committee is authorized, in its sole discretion, to engage outside search firms and consultants to assist with the process of identifying and qualifying candidates, and has sole authority to negotiate the fees and terms of such retention.

In addition to the Categorical Standards of Director Independence and applicable NYSE and SEC independence standards, the Nominating and Corporate Governance Committee considers other factors it determines to be appropriate to evaluate candidates for nominees as directors. Some of the other factors considered by the Nominating and Corporate Governance Committee include:

- (1) demonstrated strength of character and integrity, credibility and sound judgment;
- (2) managerial experience in a relatively complex organization or experience dealing with complex problems;
- (3) sufficient time to devote to the affairs of FTI;
- (4) public company board or equivalent experience, as well as the number of boards of other public companies on which such candidate sits, which may not exceed three;
- (5) the extent to which the candidate would fill a present need on the Board; and
- (6) any other factors related to the ability and willingness of a candidate to serve, or an existing member of the Board to continue his or her service.

Jack B. Dunn, IV has been a director since 1992 and Mark H. Berey and Gerard E. Holthaus have been directors since 2004. On February 20, 2008, the Nominating and Corporate Governance Committee resolved to recommend to the Board and the Board nominated Messrs. Berey, Dunn and Holthaus as Class III directors to stand for election by our stockholders at this meeting.

COMPENSATION OF NON-EMPLOYEE DIRECTORS AND STOCK OWNERSHIP GUIDELINES

General

Employee directors do not receive any separate compensation for their Board activities. Non-employee directors receive the compensation described below.

We reimburse our non-employee directors for their out-of-pocket expenses incurred in the performance of their duties as our directors (including expenses related to spouses when spouses are invited to attend Board events), and non-employee directors may travel on the corporate aircraft to Board events. We do not pay fees for attendance at Board and Committee meetings.

In 2005, the Board, upon the recommendation of the Compensation Committee, adopted the FTI Consulting, Inc. Non-Employee Director Compensation Plan. Under that plan as in effect through February 20, 2008, non-employee directors were eligible to receive a combination of an (i) annual retainer, which the director could elect to receive in cash, in stock options or in deferred stock units and (ii) an equity award granted on a three year cycle that the director could elect to receive in the form of stock options, shares of restricted stock or deferred restricted stock units. Non-employee directors became eligible to receive the annual retainer payment under that compensation plan starting in 2005. Non-employee directors received a three-year cyclical equity award under that compensation plan as follows: Brenda J. Bacon □ December 11, 2006; Mark H. Bery □ June 7, 2007; Denis J. Callaghan □ July 24, 2006; James W. Crownover □ October 25, 2006; Gerard E. Holthaus □ June 7, 2007; Matthew F. McHugh □ October 26, 2005; George P. Stamas □ June 5, 2005; and Gary C. Wendt □ June 6, 2006. The plan did not provide for proration or require the director to repay the annual retainer and three-year cyclical equity award if a director only serves a portion of the period covered by the award or does not stand for reelection by stockholders during a year when his or her term is up.

In setting the terms of non-employee director compensation, the Board and the Compensation Committee considered the significant amount of time that directors expend in fulfilling their duties to the Company as well as the skill-level required by the Company of members of the Board and its Committees.

At its February 20, 2008 meeting, the Board approved changes to non-employee director compensation that will go into effect for 2008, as discussed below under □- 2008 Amended Non-Employee Director Compensation Plan.□

2007 Non-Employee Director Compensation

2007 Annual Retainer

For the year ended December 31, 2007, non-employee directors received an annual retainer of \$50,000. Non-employee directors who served as Chairs of the Compensation Committee and Nominating and Corporate Governance Committee received an additional \$5,000 and the Chair of the Audit Committee received an additional \$10,000.

At a director's election, the annual retainer could be paid in the form of cash or a stock option to purchase a number of shares of our common stock with an equivalent aggregate value to the applicable annual retainer amount determined using the valuation method and assumptions in our latest periodic report filed with the SEC. Each stock option has an exercise price per share equal to the closing price per share of our common stock on the NYSE (or other principal securities exchange on which our shares of common stock are then listed) on the award payment date. Annual retainer payments paid in stock options are vested in full as of the grant date. All such stock options have a ten-year term. Stock options awarded in 2007 were granted pursuant to our 2006 Plan. A non-employee director could elect to defer payment of his or her annual retainer payment. See □□ Non-Employee Director Deferred Compensation.□

2007 Three-Year Cyclical Equity Award

For the year ended December 31, 2007, Messrs. Bery and Holthaus were entitled to receive equity compensation, which was payable on a three year cycle based on the date and year a director first joined the Company's Board. As a three-year cyclical equity award, eligible non-employee directors could elect to receive a stock option exercisable for 75,000 shares of common stock at an exercise price equal to the closing price per share of our common stock on the NYSE (or other principal securities exchange on which our shares of common stock are then listed) on the award payment date. Each cyclical stock option will have a term of ten years. Alternatively, the director could elect to receive 37,500 shares of restricted stock. Cyclical stock option and restricted stock awards vest one-twelfth on each three-month anniversary, beginning with the first three month period after the award payment date. Vesting will accelerate upon death, permanent disability or immediately prior to a change in control. Shares of restricted stock and stock options that have not vested upon a director otherwise leaving the Board will be forfeited. Directors will be entitled to vote and receive dividends with respect to shares of restricted stock. Cyclical equity awards made in 2007 were granted pursuant to our 2006 Plan. A non-employee director could elect to defer payment of his or her three year cyclical equity award in the form of

restricted stock units. See Non-Employee Director Deferred Compensation.

Non-Employee Director Deferred Compensation

Non-employee directors could elect to defer all or a portion of their annual retainer and three-year cyclical equity award. Deferred annual retainers have been designated as a number of stock units determined by dividing (i) the applicable annual retainer payment, by (ii) the closing price per share of our common stock as reported by the NYSE (or such other principal securities exchange on which our common stock is then listed) for the applicable annual retainer payment date. All stock units will be (i) immediately vested, (ii) non-transferable, and (iii) settled in shares of common stock upon the non-employee director's death, permanent disability or other departure from the Board or upon a change in control.

Three-year deferred cyclical equity awards have been designated as 37,500 restricted stock units. Restricted stock units will be (i) subject to vesting at the rate of one-twelfth on each three month anniversary, beginning with the first three month period after the award date, (ii) nontransferable, and (iii) settled in shares of common stock. All restricted stock units that have not vested as of the non-employee director's death, permanent disability or upon a change in control will vest on or immediately prior to such event. Restricted stock units that have not vested upon a director otherwise leaving the Board will be forfeited. Non-employee directors with restricted stock units will have no voting or other rights as a stockholder until shares of our common stock are issued to the holder upon settlement.

If stock units or restricted stock units are chosen, dividend equivalents will be credited in the form of additional stock units or restricted stock units, should the Board declare and pay dividends on our common stock. Stock units or restricted stock units are awarded pursuant to the FTI Consulting, Inc. Deferred Compensation Plan for Key Employees and Non-Employee Directors (the Deferred Compensation Plan).

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Director Summary Compensation Table

The table below summarizes the compensation paid by the Company to non-employee directors for the year ended December 31, 2007:

Name of Non-Employee Director (a)	Fees Earned or Paid in Cash (\$) ⁽¹⁾ (b)	Stock Awards (\$) ⁽²⁾ (c)	Option Awards (\$) ⁽³⁾ (d)	All Other Compensation (\$) ⁽⁴⁾ (e)	Total (\$) (f)
Current Directors:					
Brenda J. Bacon	<input type="checkbox"/>	339,668	49,981	<input type="checkbox"/>	389,649
Mark H. Berey	50,000	259,976	143,493	<input type="checkbox"/>	453,469
Denis J. Callaghan	<input type="checkbox"/>	<input type="checkbox"/>	331,575	<input type="checkbox"/>	331,575
James W. Crownover	50,000	333,250	<input type="checkbox"/>	<input type="checkbox"/>	383,250
Gerard E. Holthaus	60,000	259,976	143,493	<input type="checkbox"/>	463,469
Matthew F. McHugh	55,000	330,250	<input type="checkbox"/>	<input type="checkbox"/>	385,250
George P. Stamas	<input type="checkbox"/>	<input type="checkbox"/>	259,242	<input type="checkbox"/>	259,242
Gary C. Wendt	55,000	324,377	<input type="checkbox"/>	<input type="checkbox"/>	379,377

(1) Includes additional retainer fees in excess of \$50,000 per annum that were paid to the Chairs of the Audit Committee, Nominating and Corporate Governance Committee and Compensation Committee in the amounts of \$10,000, \$5,000 and \$5,000, respectively. On July 24, 2007, per his election, Mr. Callaghan was awarded a stock option exercisable for 3,345 shares of common stock at an exercise price of \$38.88 per share with a grant date value of \$50,000 in lieu of the

\$50,000 cash retainer. On June 5, 2007, per his election, Mr. Stamas was awarded a stock option exercisable for 3,398 shares of common stock at an exercise price of \$37.39 per share with a grant date value of \$50,000 in lieu of the \$50,000 cash retainer. On December 11, 2007, per her election, Brenda Bacon was awarded a stock option exercisable for 2,499 shares of common stock at an exercise price of \$56.39 per share with a grant date value of \$50,000 in lieu of the \$50,000 cash retainer.

(2)

Reflects the aggregate compensation costs recognized for financial statement reporting purposes for the year ended December 31, 2007 in accordance with FAS Statement 123(R) and may include amounts from awards granted in and prior to 2007. Assumptions used in the calculations o