

FTI CONSULTING INC  
Form 8-K  
June 07, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

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

**Date of Report (Date of earliest event reported): June 6, 2006**

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**FTI CONSULTING, INC.**

(Exact name of registrant as specified in charter)

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**Maryland**  
(State or other jurisdiction

**001-14875**  
(Commission File Number)

**52-1261113**  
(IRS Employer

of incorporation)

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

Identification No.)

(Address of principal executive offices) (Zip Code)

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

**Not Applicable**

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

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01. Entry into a Material Definitive Agreement**

**Amendment to Non-Employee Director Compensation Arrangements**

On June 6, 2006, the Board of Directors (the "Board"), upon the recommendation of the Compensation Committee of the Board, of FTI Consulting, Inc. ("FTI") approved and authorized amendment (the "Director Plan Amendment") to FTI's Non-Employee Director Compensation Plan established effective April 27, 2005 (the "Director Plan") pursuant to Section 12 of the Director Plan, to (A) eliminate the Director Plan's designation as a sub-plan of the FTI Consulting, Inc. 2004 Long-Term Incentive Plan, as Amended and Restated Effective as of April 27, 2006, as further amended (the "2004 Plan") (B) permit equity compensation to non-employee directors under the Director Plan to be awarded pursuant to any equity plan approved by stockholders of FTI from time to time, including the FTI Consulting, Inc. 2006 Global Long-Term Incentive Plan (the "2006 Plan") and the FTI Consulting, Inc. Deferred Compensation Plan for Key Employees and Non-Employee Directors approved by stockholders of FTI at the Annual Meeting held on June 6, 2006, and (C) conform the definition of "Change in Control" in the Director Plan to the definition of "Change in Control" in the 2006 Plan. The Director Plan Amendment is filed as Exhibit 10.1 to this Current Report on Form 8-K and is hereby incorporated by reference herein.

**Amendment to 2004 Long-Term Incentive Plan, Amended and Restated Effective as of April 27, 2005, as Further Amended**

On June 6, 2006, the Board of FTI authorized amendment (the "2004 Plan Amendment") to the 2004 Plan pursuant to Section 7(e) of the 2004 Plan to no longer designate the Director Plan as a sub-plan of the 2004 Plan. The 2004 Plan Amendment is filed as Exhibit 10.2 to this Current Report on Form 8-K and is hereby incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits.**

Exhibits

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 10.1               | Amendment dated as of June 6, 2006 to the FTI Consulting, Inc. Non-Employee Director Compensation Plan   |
| 10.2               | Amendment dated as of June 6, 2006 to the FTI Consulting, Inc. 2004 Long-Term Incentive Plan, as Amended and Restated Effective as of April 27, 2005, as further amended |

**SIGNATURES**

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

FTI CONSULTING, INC.

Dated: June 7, 2006

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

EXHIBIT INDEX

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