
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

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

Date of Report (Date of earliest event reported): July 28, 2016

FTI CONSULTING, INC.

(Exact Name of Registrant as Specified in Charter)

Maryland
(State or other jurisdiction
of incorporation)

001-14875
(Commission
File Number)

52-1261113
(IRS Employer
Identification No.)

1101 K Street NW, Washington, D.C. 20005
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (202) 312-9100

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

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01. Regulation FD Disclosure.

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

The Presentation includes information regarding “Segment Operating Income (Loss),” “Adjusted Segment EBITDA” and “Adjusted Segment EBITDA Margin,” measures of financial condition or performance determined in accordance with U.S. generally accepted accounting principles (“GAAP”), below in order to more fully define the components of the certain measures of financial condition or performance not determined in accordance with GAAP (“Non-GAAP”). FTI Consulting defines “Segment Operating Income (Loss)” as a segment’s share of Consolidated Operating Income (Loss) and “Total Segment Operating Income (Loss)” as the total of Segment Operating Income (Loss) for all segments, which excludes unallocated corporate expenses. FTI Consulting uses “Segment Operating Income (Loss)” for the purpose of calculating “Adjusted Segment EBITDA.” FTI Consulting defines Adjusted Segment EBITDA as a segment’s share of Consolidated Operating Income (Loss) before depreciation, amortization of intangible assets, remeasurement of acquisition-related contingent consideration, special charges and goodwill impairment charges. FTI Consulting defines “Adjusted Segment EBITDA Margin” as Adjusted Segment EBITDA as a percentage of a segment’s revenues. FTI Consulting uses “Adjusted Segment EBITDA” to internally evaluate the financial performance of its segments because FTI Consulting believes it is a useful supplemental measure which reflects current core operating performance and provides an indicator of the segment’s ability to generate cash.

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

FTI Consulting defines “Adjusted Net Income” and “Adjusted Earnings per Diluted Share” (“Adjusted EPS”) as net income (loss) and earnings per diluted share, respectively, excluding the impact of remeasurement of acquisition-related contingent consideration, special charges, goodwill impairment charges and losses on early extinguishment of debt. FTI Consulting uses Adjusted Net Income for the purpose of calculating Adjusted EPS. FTI Consulting uses Adjusted EPS to assess total company operating performance on a consistent basis. FTI Consulting believes that this Non-GAAP measure, when considered together with its GAAP financial results, provides management and investors with a more complete understanding of its business operating results, including underlying trends, by excluding the effects of remeasurement of acquisition-related contingent consideration, special charges, goodwill impairment charges and losses on early extinguishment of debt.

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

The Presentation may contain forward-looking statements within the meaning of the federal securities laws. These forward-looking statements are necessarily based on certain assumptions as of the date such forward-looking statements were made and are subject to significant risks and uncertainties. FTI Consulting does not undertake any responsibility for the adequacy, accuracy or completeness or to update any of these statements in the future. Actual future performance and results could differ from that contained in or suggested by the forward-looking statements.

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

ITEM 9.01. Financial Statements and Exhibits

(d) *Exhibits.*

99.1 Second Quarter 2016 Presentation of FTI Consulting, Inc.

SIGNATURES

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

FTI CONSULTING, INC.

Dated: July 29, 2016

By: /S/ CURTIS LU
Curtis Lu
General Counsel

EXHIBIT INDEX

Exhibit
No.

Description

99.1 Second Quarter 2016 Presentation of FTI Consulting, Inc.



FTI Consulting, Inc.

Second Quarter 2016 Earnings Conference Call



Cautionary Note About Forward-Looking Statements

This presentation includes "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, which involve uncertainties and risks. Forward-looking statements include statements concerning our plans, objectives, goals, strategies, future events, future revenues, future results and performance, expectations, plans or intentions relating to acquisitions and other matters, business trends and other information that is not historical, including statements regarding estimates of our future financial results. When used in this presentation, words such as "anticipates," "estimates," "expects," "goals," "intends," "believes," "forecasts," "targets," "objectives" and variations of such words or similar expressions are intended to identify forward-looking statements. All forward-looking statements, including, without limitation, estimates of our future financial results, are based upon our expectations at the time we make them and various assumptions. Our expectations, beliefs, projections and growth targets are expressed in good faith, and we believe there is a reasonable basis for them. However, there can be no assurance that management's expectations, beliefs, estimates or growth targets will be achieved, and the Company's actual results may differ materially from our expectations, beliefs, estimates and growth targets. The Company has experienced fluctuating revenues, operating income and cash flow in prior periods and expects that this will occur from time to time in the future. Other factors that could cause such differences include declines in demand for, or changes in, the mix of services and products that we offer, the mix of the geographic locations where our clients are located or where services are performed, adverse financial, real estate or other market and general economic conditions, which could impact each of our segments differently, the pace and timing of the consummation and integration of past and future acquisitions, the Company's ability to realize cost savings and efficiencies, competitive and general economic conditions, retention of staff and clients and other risks described under the heading "Item 1A Risk Factors" in the Company's most recent Form 10-K filed with the SEC and in the Company's other filings with the SEC, including the risks set forth under "Risks Related to Our Reportable Segments" and "Risks Related to Our Operations." We are under no duty to update any of the forward-looking statements to conform such statements to actual results or events and do not intend to do so.



Today's Speakers

Steven Gunby
President and Chief
Executive Officer



Catherine Freeman
SVP, Controller and Chief Accounting
Officer and Interim Chief Financial Officer



Second Quarter 2016 Select Financial Review

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

	Q2 2016	Q1 2016	% Variance	Q2 2015	% Variance
Revenues	\$ 460,147	\$ 470,285	(2.2%)	\$ 449,137	2.5%
Net Income	\$ 26,547	\$ 30,181	(12.0%)	\$ 21,709	22.3%
Fully Diluted Earnings Per Share	\$ 0.64	\$ 0.73	(12.3%)	\$ 0.52	23.1%
Adjusted Earnings Per Diluted Share⁽¹⁾	\$ 0.66	\$ 0.83	(20.5%)	\$ 0.50	32.0%
Adjusted EBITDA⁽¹⁾	\$ 56,580	\$ 68,857	(17.8%)	\$ 55,789	1.4%
Adjusted EBITDA Margin⁽¹⁾	12.3%	14.6%	-	12.4%	-



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

Second Quarter 2016 Select Segment Financial Review

All numbers in \$000s, except for percentages

	Q2 2016	Q1 2016	% Variance	Q2 2015	% Variance
Corporate Finance & Restructuring					
Revenue	\$ 132,142	\$ 127,156	3.9%	\$ 109,113	21.1%
Adjusted Segment EBITDA	\$ 32,041	\$ 31,603	1.4%	\$ 22,032	45.4%
Adjusted Segment EBITDA Margin	24.2%	24.9%	-	20.2%	-
Forensic and Litigation Consulting					
Revenue	\$ 118,193	\$ 119,004	(0.7%)	\$ 126,131	(6.3%)
Adjusted Segment EBITDA	\$ 15,190	\$ 19,808	(23.3%)	\$ 19,979	(24.0%)
Adjusted Segment EBITDA Margin	12.9%	16.6%	-	15.8%	-
Economic Consulting					
Revenue	\$ 118,006	\$ 130,731	(9.7%)	\$ 108,698	8.6%
Adjusted Segment EBITDA	\$ 15,381	\$ 21,319	(27.9%)	\$ 15,292	0.6%
Adjusted Segment EBITDA Margin	13.0%	16.3%	-	14.1%	-
Technology					
Revenue	\$ 41,882	\$ 48,281	(13.3%)	\$ 61,826	(32.3%)
Adjusted Segment EBITDA	\$ 5,035	\$ 7,823	(35.6%)	\$ 12,166	(58.6%)
Adjusted Segment EBITDA Margin	12.0%	16.2%	-	19.7%	-
Strategic Communications					
Revenue	\$ 49,924	\$ 45,113	10.7%	\$ 43,369	15.1%
Adjusted Segment EBITDA	\$ 8,440	\$ 6,108	38.2%	\$ 5,631	49.9%
Adjusted Segment EBITDA Margin	16.9%	13.5%	-	13.0%	-

Second Quarter 2016 Select Geographic Review

Region	Percentage of Revenues			Revenue Growth	
	Q2 2016	Q1 2016	Q2 2015	Q2 2016 vs. Q1 2016	Q2 2016 vs. Q2 2015
North America	70.8%	74.4%	73.2%	(6.9%)	(0.8%)
EMEA	20.2%	18.1%	17.5%	9.3%	17.9%
Asia Pacific	7.2%	5.8%	6.3%	21.2%	17.4%
Latin America	1.8%	1.7%	3.0%	5.6%	(39.0%)

Second Quarter 2016

Select Cash Position/Capital Allocation

All numbers in \$000s except for DSO

	Year to Date Q2 2016	Year to Date Q1 2016	Year to Date Q2 2015
Cash and cash equivalents	\$ 182,665	\$ 114,451	\$ 239,988
Accounts receivable, net	\$ 547,298	\$ 553,230	\$ 549,300
Days sales outstanding ("DSO")	100	98	104
Net cash provided by (used in) operating activities	\$ 40,633	\$ (33,099)	\$ (30,731)
Purchases of property and equipment	\$ (11,983)	\$ (6,362)	\$ (17,533)
Payments for acquisition of businesses, net of cash received	\$ (56)	\$ -	\$ (576)
Purchase and retirement of common stock	\$ (2,903)	\$ (2,903)	\$ -
Total Debt ⁽¹⁾	\$ 500,000	\$ 507,000	\$ 711,000



(1) Total debt excludes the reduction for deferred debt issue costs of \$4.8 million as of June 30, 2016, \$5.0 million as of March 31, 2016 and \$10.7 million as of June 30, 2015.

Q&A

Financial Tables

Condensed Consolidated Statements of Comprehensive Income: Three Months Ended June 30, 2016 and 2015 and March 31, 2016

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

	Three Months Ended June 30,		Three Months Ended March 31,
	2016 (unaudited)	2015 (unaudited)	2016 (unaudited)
Revenues	\$460,147	\$449,137	\$470,285
Operating expenses			
Direct cost of revenues	303,194	291,469	305,636
Selling, general & administrative expenses	108,245	109,045	103,609
Special charges	1,750	-	5,061
Acquisition-related contingent consideration	206	(1,538)	1,134
Amortization of other intangible assets	2,590	3,007	2,606
	415,985	401,983	418,046
Operating income	\$44,162	\$47,154	\$52,239
Other income (expense)			
Interest income & other	4,125	950	2,557
Interest expense	(6,303)	(12,473)	(6,229)
	(2,178)	(11,523)	(3,672)
Income before income tax provision	\$41,984	\$35,631	\$48,567
Income tax provision	15,437	13,922	18,386
Net income	\$26,547	\$21,709	\$30,181
Earnings per common share – basic	\$0.65	\$0.53	\$0.75
Earnings per common share – diluted	\$0.64	\$0.52	\$0.73
Weighted average common shares outstanding – basic	40,820	40,792	40,506
Weighted average common shares outstanding – diluted	41,599	41,696	41,148
Other comprehensive (loss) income, net of tax			
Foreign currency translation adjustments, net of tax \$0	(\$18,809)	\$13,298	(\$358)
Total other comprehensive (loss) income, net of tax	(\$18,809)	\$13,298	(\$358)
Comprehensive income	\$7,738	\$35,007	\$29,823

Condensed Consolidated Statements of Comprehensive Income: Six Months Ended June 30, 2016 and 2015

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

	Six Months Ended June 30,	
	2016 (unaudited)	2015 (unaudited)
Revenues	\$930,432	\$881,475
Operating expenses		
Direct cost of revenues	608,830	570,499
Selling, general & administrative expenses	211,854	211,259
Special charges	6,811	-
Acquisition-related contingent consideration	1,340	(1,304)
Amortization of other intangible assets	5,196	6,019
	834,031	786,473
Operating income	\$96,401	\$95,002
Other income (expense)		
Interest income & other	6,682	813
Interest expense	(12,532)	(24,841)
	(5,850)	(24,028)
Income before income tax provision	\$90,551	\$70,974
Income tax provision	33,823	25,579
Net income	\$56,728	\$45,395
Earnings per common share – basic	\$1.40	\$1.12
Earnings per common share – diluted	\$1.37	\$1.09
Weighted average common shares outstanding – basic	40,663	40,607
Weighted average common shares outstanding– diluted	41,373	41,529
Other comprehensive loss, net of tax		
Foreign currency translation adjustments, net of tax \$0	(\$19,167)	(\$7,184)
Total other comprehensive loss, net of tax	(\$19,167)	(\$7,184)
Comprehensive income	\$37,561	\$38,211

Select Operating Results by Business Segment: Three Months Ended June 30, 2016 and 2015

All numbers in \$000s, except for bill rate per hour and headcount data

Three Months Ended June 30, 2016							
	Revenues	Adjusted EBITDA	Adjusted EBITDA Margin	Utilization	Average Billable Rate	Revenue-Generating Headcount (at period end)	
Corporate Finance & Restructuring	\$132,142	\$32,041	24.2%	68%	\$422	853	
Forensic and Litigation Consulting	118,193	15,190	12.9%	61%	\$333	1,117	
Economic Consulting	118,006	15,381	13.0%	71%	\$526	604	
Technology ⁽¹⁾	41,882	5,035	12.0%	N/M	N/M	301	
Strategic Communications ⁽¹⁾	49,924	8,440	16.9%	N/M	N/M	606	
Total	\$460,147	\$76,087	16.5%			3,481	
Unallocated Corporate		(19,507)					
Adjusted EBITDA⁽²⁾		\$56,580	12.3%				

Three Months Ended June 30, 2015							
	Revenues	Adjusted EBITDA	Adjusted EBITDA Margin	Utilization	Average Billable Rate	Revenue-Generating Headcount (at period end)	
Corporate Finance & Restructuring	\$109,113	\$22,032	20.2%	70%	\$394	775	
Forensic and Litigation Consulting	126,131	19,979	15.8%	66%	\$318	1,169	
Economic Consulting	108,698	15,292	14.1%	71%	\$530	554	
Technology ⁽¹⁾	61,826	12,166	19.7%	N/M	N/M	364	
Strategic Communications ⁽¹⁾	43,369	5,631	13.0%	N/M	N/M	551	
Total	\$449,137	\$75,100	16.7%			3,413	
Unallocated Corporate		(19,311)					
Adjusted EBITDA⁽²⁾		\$55,789	12.4%				

(1) The majority of the Technology and Strategic Communications segments' revenues are not generated based on billable hours. Accordingly, utilization and average billable rate metrics are not presented as they are not meaningful as a segment-wide metric.

(2) See "End Notes: FTI Consulting Non GAAP Data Reconciliations" for the definition of Adjusted EBITDA, which is a non-GAAP financial measure, and the reconciliation of Adjusted EBITDA to the most directly comparable GAAP measure.

Select Operating Results by Business Segment: Three Months Ended March 31, 2016

All numbers in \$000s, except for bill rate per hour and headcount data

Three Months Ended March 31, 2016

	Revenues	Adjusted EBITDA	Adjusted EBITDA Margin	Utilization	Average Billable Rate	Revenue-Generating Headcount (at period end)
Corporate Finance & Restructuring	\$127,156	\$31,603	24.9%	74%	\$384	857
Forensic and Litigation Consulting	119,004	19,808	16.6%	64%	\$333	1,132
Economic Consulting	130,731	21,319	16.3%	79%	\$531	607
Technology ⁽¹⁾	48,281	7,823	16.2%	N/M	N/M	313
Strategic Communications ⁽¹⁾	45,113	6,108	13.5%	N/M	N/M	601
Total	\$470,285	\$86,661	18.4%			3,510
Unallocated Corporate		(17,804)				
Adjusted EBITDA⁽²⁾		\$68,857	14.6%			

(1) The majority of the Technology and Strategic Communications segments' revenues are not generated based on billable hours. Accordingly, utilization and average billable rate metrics are not presented as they are not meaningful as a segment-wide metric.

(2) See "End Notes: FTI Consulting Non GAAP Data Reconciliations" for the definition of Adjusted EBITDA, which is a non-GAAP financial measure, and the reconciliation of Adjusted EBITDA to the most directly comparable GAAP measure.

Select Operating Results by Business Segment: Six Months Ended June 30, 2016 and 2015

All numbers in \$000s, except for bill rate per hour and headcount data

Six Months Ended June 30, 2016						
	Revenues	Adjusted EBITDA	Adjusted EBITDA Margin	Utilization	Average Billable Rate	Revenue-Generating Headcount (at period end)
Corporate Finance & Restructuring	\$259,298	\$63,644	24.5%	71%	\$402	853
Forensic and Litigation Consulting	237,197	34,998	14.8%	62%	\$333	1,117
Economic Consulting	248,737	36,700	14.8%	75%	\$529	604
Technology ⁽¹⁾	90,163	12,858	14.3%	N/M	N/M	301
Strategic Communications ⁽¹⁾	95,037	14,548	15.3%	N/M	N/M	606
Total	\$930,432	\$162,748	17.5%			3,481
Unallocated Corporate		(37,311)				
Adjusted EBITDA⁽²⁾		\$125,437	13.5%			

Six Months Ended June 30, 2015						
	Revenues	Adjusted EBITDA	Adjusted EBITDA Margin	Utilization	Average Billable Rate	Revenue-Generating Headcount (at period end)
Corporate Finance & Restructuring	\$215,325	\$44,512	20.7%	72%	\$384	775
Forensic and Litigation Consulting	249,396	42,050	16.9%	67%	\$318	1,169
Economic Consulting	214,779	26,848	12.5%	72%	\$515	554
Technology ⁽¹⁾	116,480	22,239	19.1%	N/M	N/M	364
Strategic Communications ⁽¹⁾	85,495	11,383	13.3%	N/M	N/M	551
Total	\$881,475	\$147,032	16.7%			3,413
Unallocated Corporate		(32,575)				
Adjusted EBITDA⁽²⁾		\$114,457	13.0%			

(1) The majority of the Technology and Strategic Communications segments' revenues are not generated based on billable hours. Accordingly, utilization and average billable rate metrics are not presented as they are not meaningful as a segment-wide metric.

(2) See "End Notes: FTI Consulting Non GAAP Data Reconciliations" for the definition of Adjusted EBITDA, which is a non-GAAP financial measure, and the reconciliation of Adjusted EBITDA to the most directly comparable GAAP measure.

Reconciliation of Non-GAAP Financial Measures: Three Months Ended June 30, 2016 and 2015 and March 31, 2016

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

	Three Months Ended June 30, 2016	2015	Three Months Ended March 31, 2016
Net income	\$26,547	\$21,709	\$30,181
Special charges, net of tax ⁽¹⁾	1,059	-	3,269
Remeasurement of acquisition-related contingent consideration, net of tax ⁽²⁾	-	(1,005)	600
Adjusted Net Income⁽³⁾	\$27,606	\$20,704	\$34,050
Earnings per common share - diluted	\$0.64	\$0.52	\$0.73
Special charges, net of tax ⁽¹⁾	0.02	-	0.08
Remeasurement of acquisition-related contingent consideration, net of tax ⁽²⁾	-	(0.02)	0.02
Adjusted EPS - diluted⁽³⁾	\$0.66	\$0.50	\$0.83
Weighted average number of common shares outstanding - diluted	41,599	41,696	41,148

(1) The tax expense related to the adjustments for special charges for the three months ended June 30, 2016 and March 31, 2016 were \$0.7 million, or \$0.02 impact on Adjusted EPS and \$1.8 million or \$0.04 impact on Adjusted EPS, respectively. There were no special charges for the comparable period in 2015.

(2) The tax expense related to the adjustments for remeasurement of acquisition-related contingent consideration for the three months ended June 30, 2015 and March 31, 2016 was \$0.7 million, or \$0.02 impact on Adjusted EPS and \$0.4 million or \$0.01 impact on Adjusted EPS, respectively. There were no adjustments related to the remeasurement of acquisition-related contingent consideration for the three months ended June 30, 2016.

(3) See "End Notes: FTI Consulting Non-GAAP Data Reconciliations" for the definition of Adjusted Net Income and Adjusted Earnings per Diluted Share, which are non-GAAP financial measures.

Reconciliation of Non-GAAP Financial Measures: Six Months Ended June 30, 2016 and 2015

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

	Six Months Ended June 30,	
	2016	2015
Net income	\$56,728	\$45,395
Special charges, net of tax ⁽¹⁾	4,328	-
Remeasurement of acquisition-related contingent consideration, net of tax ⁽²⁾	600	(\$1,005)
Adjusted Net Income⁽³⁾	\$61,656	\$44,390
Earnings per common share – diluted	\$1.37	\$1.09
Special charges, net of tax ⁽¹⁾	0.10	-
Remeasurement of acquisition-related contingent consideration, net of tax ⁽²⁾	0.02	(0.02)
Adjusted EPS – diluted⁽³⁾	\$1.49	\$1.07
Weighted average number of common shares outstanding – diluted	41,373	41,529

(1) The tax expense related to the adjustments for special charges for the six months ended June 30, 2016 was \$2.5 million, or \$0.06 impact on Adjusted EPS. There were no special charges for the comparable period in 2015.

(2) The tax expense related to the adjustments for remeasurement of acquisition-related contingent consideration for the six months ended June 30, 2016 was \$0.4 million, or \$0.01 impact on Adjusted EPS. The tax expense related to the adjustments for remeasurement of acquisition-related contingent consideration for the six months ended June 30, 2015 was \$0.7 million, or \$0.02 impact on Adjusted EPS.

(3) See "End Notes: FTI Consulting Non-GAAP Data Reconciliations" for the definition of Adjusted Net Income and Adjusted Earnings per Diluted Share, which are non-GAAP financial measures.

Reconciliation of Net Income and Operating Income to Adjusted EBITDA: Three Months Ended June 30, 2016 and 2015

All numbers in \$000s

Three Months Ended June 30, 2016							
	Corporate Finance & Restructuring	Forensic and Litigation Consulting	Economic Consulting	Technology	Strategic Communications	Unallocated Corporate	Total
Net income							\$26,547
Interest income and other							(4,125)
Interest expense							6,303
Income tax provision							15,437
Operating income	\$30,482	\$11,925	\$14,291	\$880	\$6,990	(\$20,406)	\$44,162
Depreciation and amortization	755	996	935	3,996	497	899	8,078
Amortization of other intangible assets	804	519	155	159	953	-	2,590
Special charges	-	1,750	-	-	-	-	1,750
Adjusted EBITDA⁽¹⁾	\$32,041	\$15,190	\$15,381	\$5,035	\$8,440	(\$19,507)	\$56,580

Three Months Ended June 30, 2015							
	Corporate Finance & Restructuring	Forensic and Litigation Consulting	Economic Consulting	Technology	Strategic Communications	Unallocated Corporate	Total
Net income							\$21,709
Interest income and other							(950)
Interest expense							12,473
Income tax provision							13,922
Operating income	\$21,906	\$18,476	\$14,282	\$8,465	\$4,126	(\$20,101)	\$47,154
Depreciation and amortization	682	922	886	3,508	515	790	7,303
Amortization of other intangible assets	935	581	308	193	990	-	3,007
Remeasurement of acquisition-related contingent consideration	(1,491)	-	(184)	-	-	-	(1,675)
Adjusted EBITDA⁽¹⁾	\$22,032	\$19,979	\$15,292	\$12,166	\$5,631	(\$19,311)	\$55,789

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

Reconciliation of Net Income and Operating Income to Adjusted EBITDA: Three Months Ended March 31, 2016

All numbers in \$000s

Three Months Ended March 31, 2016							
	Corporate Finance & Restructuring	Forensic and Litigation Consulting	Economic Consulting	Technology	Strategic Communications	Unallocated Corporate	Total
Net income							\$30,181
Interest income and other							(2,557)
Interest expense							6,229
Income tax provision							18,386
Operating income (loss)	\$30,076	\$18,213	\$20,211	(\$1,180)	\$3,665	(\$18,746)	\$52,239
Depreciation and amortization	722	1,079	925	3,784	519	942	7,971
Amortization of other intangible assets	805	516	183	158	944	-	2,606
Special charges	-	-	-	5,061	-	-	5,061
Remeasurement of acquisition-related contingent consideration	-	-	-	-	980	-	980
Adjusted EBITDA⁽¹⁾	\$31,603	\$19,808	\$21,319	\$7,823	\$6,108	(\$17,804)	\$68,857

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

Reconciliation of Net Income and Operating Income to Adjusted EBITDA: Six Months Ended June 30, 2016 and 2015

All numbers in \$000s

Six Months Ended June 30, 2016

	Corporate Finance & Restructuring	Forensic and Litigation Consulting	Economic Consulting	Technology	Strategic Communications	Unallocated Corporate	Total
Net income							\$56,728
Interest income and other							(6,682)
Interest expense							12,532
Income tax provision							33,823
Operating income (loss)	\$60,558	\$30,138	\$34,502	(\$300)	\$10,655	(\$39,152)	\$96,401
Depreciation and amortization	1,477	2,075	1,860	7,780	1,016	1,841	16,049
Amortization of other intangible assets	1,609	1,035	338	317	1,897	-	5,196
Special charges	-	1,750	-	5,061	-	-	6,811
Remeasurement of acquisition-related contingent consideration	-	-	-	-	980	-	980
Adjusted EBITDA⁽¹⁾	\$63,644	\$34,998	\$36,700	\$12,858	\$14,548	(\$37,311)	\$125,437

Six Months Ended June 30, 2015

	Corporate Finance & Restructuring	Forensic and Litigation Consulting	Economic Consulting	Technology	Strategic Communications	Unallocated Corporate	Total
Net income							\$45,395
Interest income and other							(813)
Interest expense							24,841
Income tax provision							25,579
Operating income	\$42,670	\$38,950	\$24,578	\$14,663	\$8,323	(\$34,182)	\$95,002
Depreciation and amortization	1,464	1,937	1,838	7,185	1,080	1,607	15,111
Amortization of other intangible assets	1,869	1,163	616	391	1,980	-	6,019
Remeasurement of acquisition-related contingent consideration	(1,491)	-	(184)	-	-	-	(1,675)
Adjusted EBITDA⁽¹⁾	\$44,512	\$42,050	\$26,848	\$22,239	\$11,383	(\$32,575)	\$114,457

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

End Notes

FTI Consulting Non-GAAP Data Reconciliations

We have included the definitions of Segment Operating Income (Loss), Adjusted Segment EBITDA and Adjusted Segment EBITDA Margin, GAAP measures, below in order to more fully define the components of the certain non-GAAP measures presented in this earnings release. We define Segment Operating Income (Loss) as a segment's share of Consolidated Operating Income (Loss). We define Total Segment Operating Income (Loss) as the total of Segment Operating Income (Loss) for all segments, which excludes unallocated corporate expenses. We use Segment Operating Income (Loss) for the purpose of calculating Adjusted Segment EBITDA. We define Adjusted Segment EBITDA as a segment's share of Consolidated Operating Income (Loss) before depreciation, amortization of intangible assets, remeasurement of acquisition-related contingent consideration, special charges and goodwill impairment charges. We define Adjusted Segment EBITDA Margin as Adjusted Segment EBITDA as a percentage of a segment's revenues. We use Adjusted Segment EBITDA to internally evaluate the financial performance of our segments because we believe it is a useful supplemental measure which reflects current core operating performance and provides an indicator of the segment's ability to generate cash.

We define non-GAAP measures, Total Adjusted Segment EBITDA as the total of Adjusted Segment EBITDA for all segments, which excludes unallocated corporate expenses and Adjusted EBITDA as Consolidated Net Income (Loss) before income tax provision, other non-operating income (expense), depreciation, amortization of intangible assets, remeasurement of acquisition-related contingent consideration, special charges, goodwill impairment charges and losses on early extinguishment of debt. We believe that our non-GAAP financial measures, when considered together with our GAAP financial results and GAAP measures, provide management and investors with a more complete understanding of our operating results, including underlying trends, by excluding the effects of remeasurement of acquisition-related contingent consideration, special charges and goodwill impairment charges. In addition, EBITDA and Adjusted EBITDA are common alternative measures of operating performance used by many of our competitors. They are used by investors, financial analysts, rating agencies and others to value and compare the financial performance of companies in our industry. Therefore, we also believe that these measures, considered along with corresponding GAAP measures, provide management and investors with additional information for comparison of our operating results to the operating results of other companies.

We define Adjusted Net Income and Adjusted Earnings per Diluted Share ("Adjusted EPS") as net income (loss) and earnings per diluted share, respectively, excluding the impact of remeasurement of acquisition-related contingent consideration, special charges, goodwill impairment charges and losses on early extinguishment of debt. We use Adjusted Net Income for the purpose of calculating Adjusted EPS. Management uses Adjusted EPS to assess total company operating performance on a consistent basis. We believe that this measure, when considered together with our GAAP financial results, provides management and investors with a more complete understanding of our business operating results, including underlying trends, by excluding the effects of remeasurement of acquisition-related contingent consideration, special charges, goodwill impairment charges and losses on early extinguishment of debt.

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

Appendix

Second Quarter 2016 Awards & Accolades

Who's Who Legal named FTI Consulting the **2016 Arbitration Expert Firm of the Year** and Compass Lexecon the **2016 Competition Economist Firm of the Year** (2016 and 2015)

Forbes magazine named FTI Consulting to inaugural list of **America's Best Management Consulting Firms** in 17 categories

FTI Consulting won four 2016 **Association of Management Consulting Firms** Spotlight Awards and **RadioShack** engagement won "**Project of the Year**"

FTI Consulting's Transaction Services practice received top ranking in **ALM Intelligence's Transaction Advisory Services 2016** report with **The ALM Vanguard™** status

FTI Consulting named **Global Turnaround Consulting Firm of the Year** for the second consecutive year and was awarded **four Turnaround Atlas Awards** by the **Global M&A Network**

Nine professionals from Forensic & Litigation Consulting named to the **Who's Who Legal 2016 Construction Expert Witness list** and **Patrick McGeehin**, Leader of FTI Consulting's North American Construction Solutions practice, was ranked as one of the **five most highly regarded experts worldwide**

Compass Lexecon worked on several matters that won 2016 **Global Competition Review** awards and Compass Lexecon's **Neil Dryden** named **2016 Economist of the Year**

FTI Consulting had the most professionals of any firm named to the **Who's Who Legal 2016 Insurance and Reinsurance Expert list**

Intellectual Asset Management magazine's **Patent 1000 – The World's Leading Patent Professionals** guide recognized five Forensic & Litigation Consulting professionals as **leading patent litigation expert witnesses**

FTI Consulting recognized as the **top intellectual property litigation consulting firm** in the 2016 Best of *The National Law Journal* reader rankings

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