
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): February 27, 2012

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.)

777 South Flagler Drive, Suite 1500, West Palm Beach, Florida 33401
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (561) 515-1900

(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”) intends to use a presentation from time to time in its discussions with investors (the “Presentation”). The Presentation addresses FTI Consulting’s financial results for the year ended December 31, 2011, operating data and past, present and future business drivers. A copy of the Presentation is attached hereto as Exhibit 99.1 and has been posted to the FTI Consulting website at www.fticonsulting.com.

The Presentation includes information regarding adjusted EBITDA and adjusted earnings per diluted share. We define adjusted EBITDA as consolidated operating income before depreciation, amortization of intangible assets and special charges (“Adjusted EBITDA”). We define adjusted earnings per diluted share as earnings per diluted share excluding the per share impact of special charges and debt extinguishment costs that were incurred in that period (“Adjusted EPS”). Although Adjusted EBITDA and Adjusted EPS are not measures of financial condition or performance determined in accordance with generally accepted accounting principles (“GAAP”), we believe that these measures can be a useful operating performance measure for evaluating our results of operations as compared from period to period and as compared to our competitors. Adjusted EBITDA and Adjusted EPS are common alternative measures of operating performance which may be used by investors, financial analysts and rating agencies to value and compare the financial performance of companies in our industry. We use Adjusted EBITDA to evaluate and compare the operating performance of our segments. Adjusted EBITDA and Adjusted EPS are not defined in the same manner by all companies and may not be comparable to other similarly titled measures of other companies unless the definition is the same. These non-GAAP measures should be considered in addition to, but not as a substitute for or superior to, the information contained in our statements of income. Reconciliations of operating income to Adjusted EBITDA and earnings per diluted share to Adjusted EPS are included in the Appendix to the Presentation.

The Presentation contains forward-looking statements within the meaning of the federal securities laws. These forward-looking statements are necessarily based on certain assumptions and are subject to significant risks and uncertainties. These forward-looking statements are based on management’s expectations as of February 24, 2012. The Registrant 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 Investor Presentation of FTI Consulting, Inc. dated February 2012

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: February 27, 2012

By: /S/ ERIC B. MILLER
Eric B. Miller
Executive Vice President, General
Counsel and Chief Risk Officer

EXHIBIT INDEX

Exhibit
No.

Description

99.1 Investor Presentation of FTI Consulting, Inc. dated February 2012.

Critical Thinking at the Critical Time™

FTI Consulting
(NYSE:FCN)

February 2012



Cautionary Note about Forward-Looking Statements

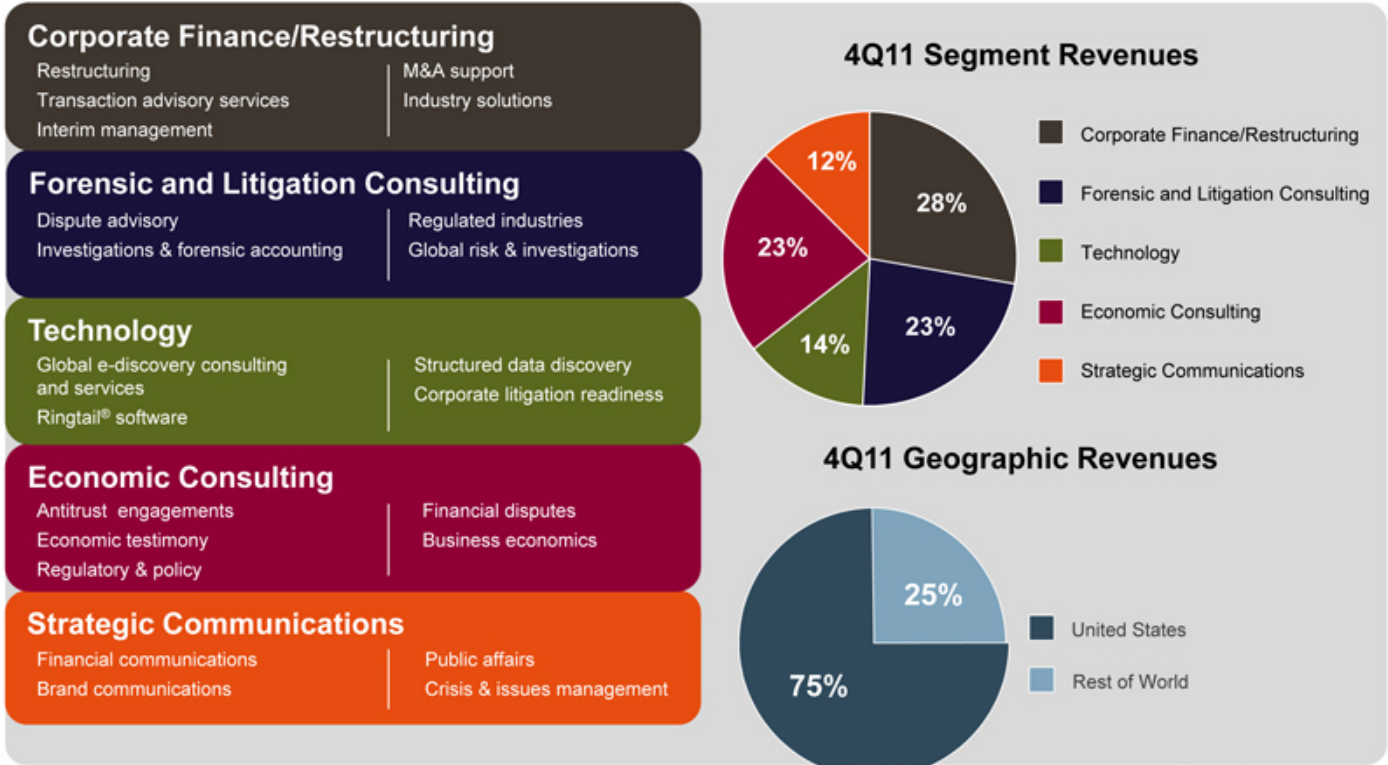
Certain statements in this Presentation are "forward-looking statements," which involve uncertainties and risks. Forward-looking statements include statements concerning our plans, objectives, goals, strategies, future events, future revenues, future results and performance, expectations, plans or intentions 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 "estimates," "expects," "anticipates," "projects," "plans," "intends," "believes," "forecasts" 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 and projections 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 and estimates will be achieved, and the Company's actual results may differ from our expectations, beliefs and estimates. 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 and in the Company's other filings with the Securities and Exchange Commission, including the risks set forth under "Risks Related to Our Business 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.

FTI Consulting Overview

- Global business with pro-cyclical and counter-cyclical event-driven services and solutions
- Strategy to enhance cross-discipline solutions, increase multi-practice nature of engagements and broaden geographic reach
- Proven acquisition and integration track record
- Portfolio investments, coupled with continued cash generation and operational discipline, demonstrated in financial results
- Healthy balance sheet and consistent cash flow
- Capital deployment focused on value-enhancing initiatives

Global Business with Diverse Event-Driven Offering

FTI Consulting has pro-cyclical and counter-cyclical global businesses that offer event-driven services and solutions



Our Strategy for Sustainable Growth

FTI Consulting's growth is being driven by the enhancement of the Company's segments, geographic presence and industry offerings



Segment

Building out a diverse platform of industry leading services and solutions globally

- 2011: Acquisition of LECG practices added offerings in European Competition, Financial Advisory, Tax Advisory and International Arbitration
- 2011: Launch of Ringtail® 8 E-Discovery Software
- 2011: Launch of International Arbitration Practice
- 2010: Launch of FTI Consulting Harvester Offering
- 2010: Launch of Acuity™ Integrated Document Review Offering



Geography

Applying a proven business model across an expanding global platform through organic growth and strategic acquisitions

- 2011: Acquisition of LECG practices added operations in Europe, Latin America and North America
- 2010: Corporate Finance/Restructuring segment opens office in Madrid
- 2010: Strategic Communications segment opens office in Brazil
- 2010: Acquisition of FS Asia Advisory Limited
- 2010: Acquisition of Baker Tilly Hong Kong Business Recovery Ltd.
- 2010: Forensic and Litigation Consulting segment opens office in Colombia
- 2010: Technology segment establishes a new data center in Australia



Industry

Developing integrated industry-focused solutions to address increasingly complex financial, operational, regulatory and communications issues

- 2011: Acquisition of LECG added Airline and Aviation, Energy and Electricity, Environmental and Insurance industry/sector practices
- 2010: Launch of Electricity Consulting Group
- 2011: Launch of Insurance Actuarial Practice

- Acquisition
- Launch of a new segment/industry
- Geographic expansion

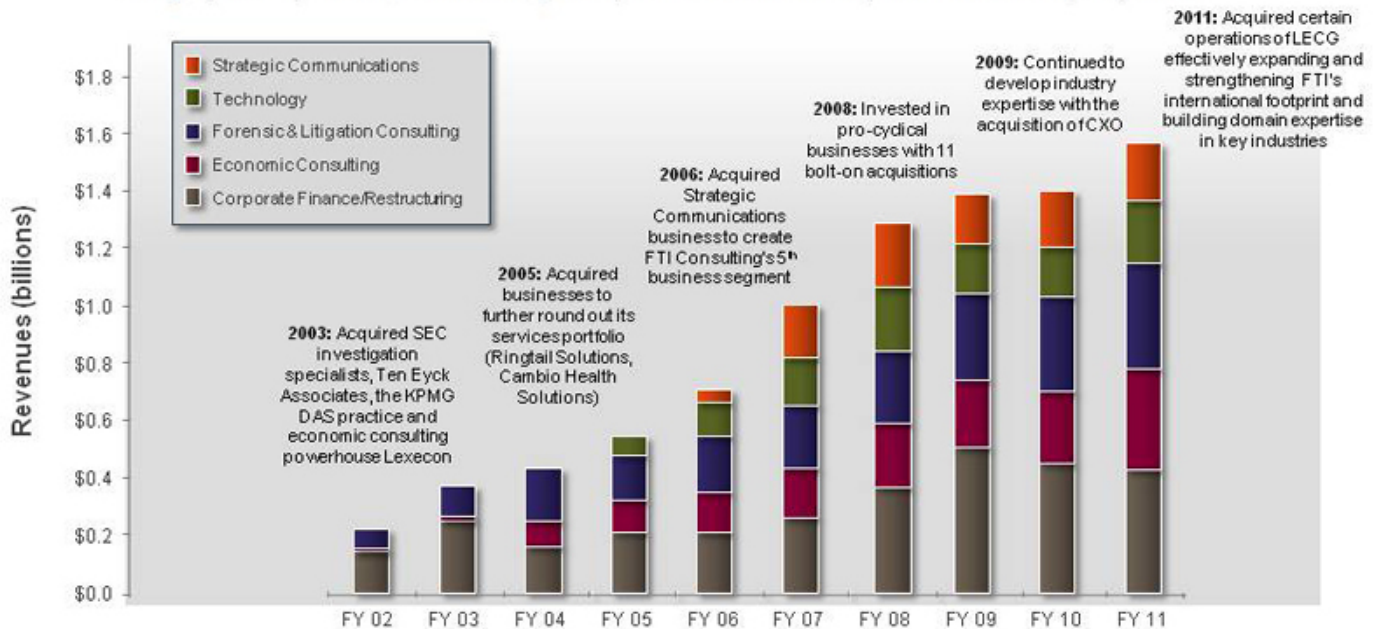


Acquisitions: A Key Value Driver

FTI Consulting has acquired businesses to build a firm designed to address high-stakes issues that require specialized expertise and capabilities

- Diversification towards pro-cyclical businesses enhancing growth trajectory, with strategic acquisitions

Geographic expansion, broadening of capabilities and development of industry expertise



Delivering Portfolio Diversification

FTI Consulting is a strategically well-aligned and balanced company with the addition of multiple pro-cyclical businesses

- Enhancing FTI Consulting's pro-cyclical business offering and expertise through a proven acquisition integration model

Broaden capabilities

Develop greater industry expertise

Enhance geographic scope

- 25 acquisitions completed and fully integrated over the past five years
- Pro-cyclical segments benefiting from growth drivers in their respective businesses

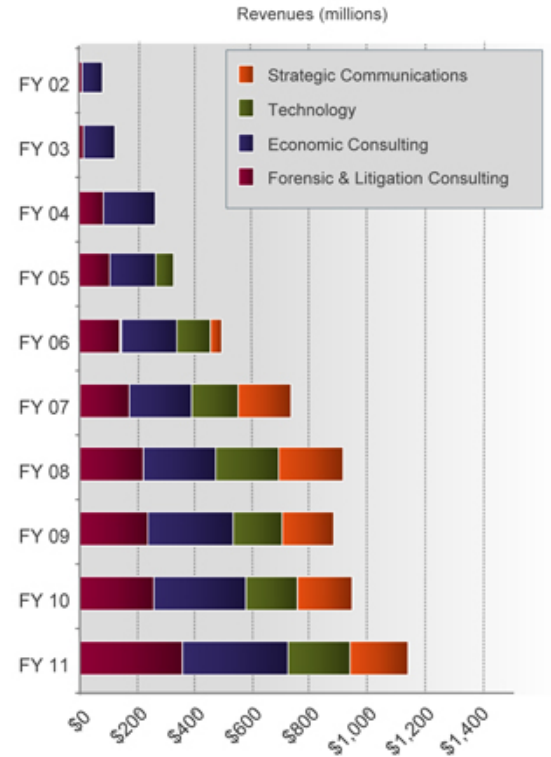
Mergers & acquisitions

Litigation and regulatory

Globalization

e-discovery

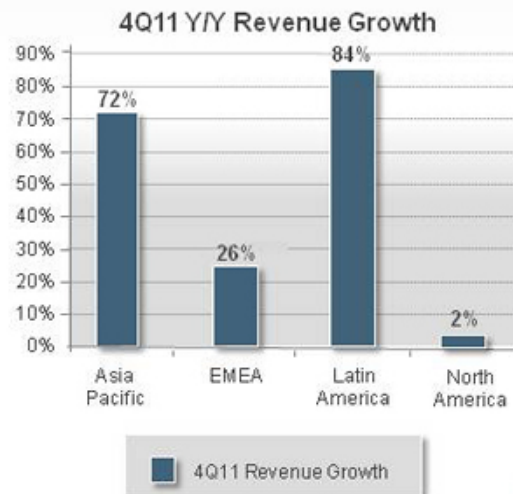
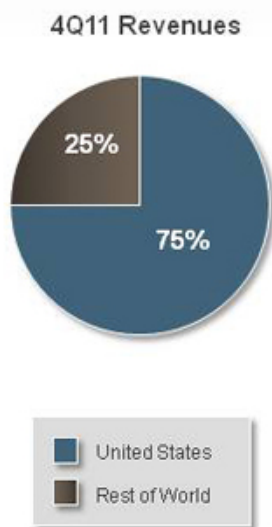
- Growth reflects the strength of FTI Consulting's diversification strategy



The Globalization of FTI Consulting

Geographic expansion is key to FTI Consulting's long-term growth – to drive unmatched breadth of services across a growing global footprint

- Revenue mix and strong organic growth underscore the long-term globalization strategy
4Q11 revenues outside the United States reached \$99.2 million, or 25 percent of total revenues
- International opportunities are increasingly attractive and value enhancing:
Key geographic focus: Asia-Pacific, Europe, Middle East & Africa and Latin America
Key segment focus: Forensic and Litigation Consulting, Economic Consulting, Technology and Strategic Communications



Corporate Finance/Restructuring - A “New Normal”

Focused on capitalizing on opportunities and driving profitability

- Aligning headcount and business to match demand by decreasing expenses, focusing on expanding organic margins and increasing contribution from international business
- Starting to benefit from being a leaner, more streamlined organization
- Focused on the profitability of the segment
 - Shift resources to support complementary pro-cyclical businesses that are experiencing increasing demand
 - Strengthen transaction support business in anticipation of a more vibrant financing market
- Expect global economic volatility to continue in the near-term despite improved availability of credit in the U.S.
- Experiencing continued softness in demand for restructuring and bankruptcy services
- Opportunities remain strong in Asia, Europe and healthcare

FTI Consulting's Financial Position Is Strong

Portfolio investments, coupled with continued cash generation and operational discipline, demonstrated in financial results

- Track record of industry-leading growth in revenue and profitability
- Healthy balance of organic growth, acquisitions and practice development
- Investments have been the right strategic actions
 - Expanding global footprint and capabilities in key business, regulatory and financial centers around the world
 - Building out full set of capabilities on a global basis
 - Broadening portfolio of services to further serve clients with their critical issues
 - Investing in brand and visibility to reinforce and enhance FTI Consulting's leadership in the industry
- Strong balance sheet and cash flow
- Capital deployment for productive and value enhancing initiatives for shareholders

FTI Consulting Summary

- Global business with pro-cyclical and counter-cyclical event-driven services and solutions
- Strategy to enhance cross-discipline solutions, increase multi-practice nature of engagements and broaden geographic reach
- Proven acquisition and integration track record
- Portfolio investments, coupled with continued cash generation and operational discipline, demonstrated in financial results
- Healthy balance sheet and consistent cash flow
- Capital deployment focused on value-enhancing initiatives

Year Ended December 31, 2011 and 2010

(\$ in thousands, except per share data)

	Year Ended December 31,	
	2011	2010 ⁽³⁾
Revenue	\$1,566,768	\$1,401,461
Direct cost of revenues	\$956,908	\$825,599
Selling, general and administrative expense	\$373,295	\$341,239
Special charges	\$15,212	\$51,131
Acquisition-related contingent consideration	(\$6,465)	\$1,190
Amortization of other intangible assets	\$22,371	\$23,910
Total Operating Expenses	\$1,361,321	\$1,243,069
Operating income	\$205,447	\$158,392
	2011	2010⁽³⁾
Interest income and other	\$6,304	\$4,423
Interest expense	(\$58,624)	(\$50,263)
Loss on early extinguishment of debt	-	(\$5,161)
Income before income tax provision	\$153,127	\$107,391
Income tax provision	\$49,224	\$41,407
Net income	\$103,903	\$65,984
Earnings per common share - diluted	\$2.39	\$1.38
Weighted average common shares outstanding - diluted	43,473	47,664
Adjusted EBITDA⁽¹⁾	\$271,612	\$264,767
% margin	17.3%	18.9%
Adjusted EPS ⁽²⁾	\$2.60	\$2.13

⁽¹⁾ We define Adjusted EBITDA as consolidated operating income before depreciation, amortization of intangible assets and special charges. Reconciliation to the GAAP measure is included in the Appendix of this presentation.

⁽²⁾ We define Adjusted earnings per diluted share (Adjusted EPS) as earnings per diluted share excluding the per share impact of special charges and debt extinguishment costs that were incurred in that period. Reconciliation to the GAAP measure is included in the Appendix of this presentation.

⁽³⁾ These amounts are revised based upon our completion of a re-examination of our historical practices regarding our accounting for compensation expense related to our Senior Managing Director Incentive Compensation Program and related agreements. In connection with this evaluation, we concluded that we had reported immaterial errors in prior period financial statements. Further information related to these immaterial errors can be found in the Current Report on Form 8-K as filed by the Company with the Securities and Exchange Commission on November 2, 2011. This press release should be read in conjunction with such previously filed Form 8-K. The impact of the correction of these errors resulted in a decrease in net income of \$5.9 million and a decrease in basic and fully-diluted earnings per share of \$0.13 for the year ended December 31, 2010.



Quarter Ended December 31, 2011 and 2010

(\$ in thousands, except per share data)

	Three Months Ended December 31,	
	2011	2010 ⁽²⁾
	Unaudited	
Revenues	\$390,713	\$356,248
Direct cost of revenues	\$233,005	\$207,959
Selling, general & administrative expense	\$92,932	\$88,222
Special charges	-	\$21,775
Acquisition-related contingent consideration	(\$9,004)	\$1,011
Amortization of other intangible assets	\$5,576	\$5,681
	\$322,509	\$324,648
Operating income	\$68,204	\$31,600
Other income (expense)		
Interest income & other	\$895	(\$317)
Interest expense	(\$14,495)	(\$15,663)
Income before income tax provision	\$54,604	\$15,620
Income tax provision	\$14,723	\$6,765
Net income	\$39,881	\$8,855
Earnings per common share - diluted	\$0.93	\$0.19
Weighted average common shares outstanding - diluted	42,857	46,972
Adjusted EPS ⁽¹⁾⁽²⁾	\$0.93	\$0.52

⁽¹⁾ We define Adjusted earnings per diluted share (Adjusted EPS) as earnings per diluted share excluding the per share impact of special charges and debt extinguishment costs that were incurred in that period. Reconciliation to the GAAP measure is included in the Appendix of this presentation.

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2011 Results: Segment Performance

(\$ in thousands, except headcount data)

				Revenue-Generating
Year Ended December 31, 2011				Headcount
	Revenues	Adjusted EBITDA ⁽¹⁾	Margin	
Corporate Finance/Restructuring	\$427,813	\$97,638	22.8%	692
Forensic & Litigation Consulting	\$365,326	\$69,180	18.9%	852
Economic Consulting	\$353,981	\$67,028	18.9%	433
Technology ⁽²⁾	\$218,738	\$77,011	35.2%	290
Strategic Communications ⁽²⁾	\$200,910	\$26,801	13.3%	582
	\$1,566,768	\$337,658	21.6%	2,849
Corporate		(\$66,046)		
Adjusted EBITDA ⁽¹⁾		\$271,612	17.3%	

				Revenue-Generating
Year Ended December 31, 2010				Headcount
	Revenues	Adjusted EBITDA ⁽¹⁾	Margin	
Corporate Finance/Restructuring	\$451,518	\$108,634	24.1%	725
Forensic & Litigation Consulting	\$324,478	\$75,920	23.4%	806
Economic Consulting	\$255,660	\$49,481	19.4%	297
Technology ⁽²⁾	\$176,607	\$64,358	36.4%	257
Strategic Communications ⁽²⁾	\$193,198	\$28,971	15.0%	583
	\$1,401,461	\$327,364	23.4%	2,668
Corporate		(\$62,597)		
Adjusted EBITDA ⁽¹⁾⁽³⁾		\$264,767	18.9%	

⁽¹⁾ We define Adjusted EBITDA as consolidated operating income before depreciation, amortization of intangible assets and special charges. Reconciliation to the GAAP measure is included in the Appendix of this presentation.

⁽²⁾ 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.

⁽³⁾ These amounts are revised based upon our completion of a re-examination of our historical practices regarding our accounting for compensation expense related to our Senior Managing Director Incentive Compensation Program and related agreements. In connection with this evaluation, we concluded that we had reported immaterial errors in prior period financial statements. Further information related to these immaterial errors can be found in the Current Report on Form 8-K as filed by the Company with the Securities and Exchange Commission on November 2, 2011. This press release should be read in conjunction with such previously filed Form 8-K.





Appendix

Reconciliation of Non-GAAP Financial Measures

(in thousands, except per share data)
(unaudited)

	Three Months Ended December 31,		Year Ended December 31,	
	2011	2010 ⁽²⁾	2011	2010 ⁽²⁾
Net income	\$ 39,881	\$ 8,855	\$ 103,903	\$ 65,984
Add backs:				
Special charges, net of tax	-	15,553	9,285	32,733
Loss on early extinguishment of debt, net of tax	-	-	-	3,019
Adjusted net income ⁽¹⁾	<u>\$ 39,881</u>	<u>\$ 24,408</u>	<u>\$ 113,188</u>	<u>\$ 101,736</u>
Earnings per common share - diluted	<u>\$ 0.93</u>	<u>\$ 0.19</u>	<u>\$ 2.39</u>	<u>\$ 1.38</u>
Adjusted earnings per common share - diluted ⁽¹⁾	<u>\$ 0.93</u>	<u>\$ 0.52</u>	<u>\$ 2.60</u>	<u>\$ 2.13</u>
Weighted average number of common shares outstanding - diluted	<u>42,857</u>	<u>46,972</u>	<u>43,473</u>	<u>47,664</u>

⁽¹⁾ We define adjusted net income and adjusted earnings per diluted share as net income and earnings per diluted share, respectively, excluding the impact of the special charges and loss on early extinguishment of debt that were incurred in that period, and their related income tax effects.

⁽²⁾ These amounts are revised based upon our completion of a re-examination of our historical practices regarding our accounting for compensation expense related to our Senior Managing Director Incentive Compensation Program and related agreements. In connection with this evaluation, we concluded that we had reported immaterial errors in prior period financial statements. Further information related to these immaterial errors can be found in the Current Report on Form 8-K as filed by the Company with the Securities and Exchange Commission on November 2, 2011. This press release should be read in conjunction with such previously filed Form 8-K.

Reconciliation of Operating Income and Net Income to Adjusted EBITDA

(in thousands)
(unaudited)

	Corporate Finance / Restructuring	Forensic and Litigation Consulting	Economic Consulting	Technology	Strategic Communi- cations	CorpHQ	Total
Three Months Ended December 31, 2011							
Net income							\$ 39,881
Interest income and other							(895)
Interest expense							14,495
Income tax provision							14,723
Operating income	\$ 36,153	\$ 14,723	\$ 15,326	\$ 13,891	\$ 5,615	\$ (17,504)	\$ 68,204
Depreciation and amortization	863	844	669	2,761	754	1,184	7,075
Amortization of other intangible assets	1,450	567	399	1,997	1,163	-	5,576
Special charges	-	-	-	-	-	-	-
Adjusted EBITDA ⁽¹⁾	\$ 38,466	\$ 16,134	\$ 16,394	\$ 18,649	\$ 7,532	\$ (16,320)	\$ 80,855
Year Ended December 31, 2011							
Net income							\$ 103,903
Interest income and other							(6,304)
Interest expense							58,624
Income tax provision							49,224
Operating income	\$ 78,923	\$ 62,499	\$ 60,890	\$ 57,917	\$ 19,066	\$ (73,848)	\$ 205,447
Depreciation and amortization	3,480	3,423	2,552	11,168	2,997	4,962	28,582
Amortization of other intangible assets	5,795	2,419	1,493	7,926	4,738	-	22,371
Special charges	9,440	839	2,093	-	-	2,840	15,212
Adjusted EBITDA ⁽¹⁾	\$ 97,638	\$ 69,180	\$ 67,028	\$ 77,011	\$ 26,801	\$ (66,046)	\$ 271,612
Three Months Ended December 31, 2010 ⁽²⁾							
Net income							\$ 8,855
Interest income and other							317
Interest expense							15,663
Income tax provision							6,765
Operating income	\$ 20,364	\$ 17,192	\$ 12,101	\$ 2,025	\$ (2,387)	\$ (17,695)	\$ 31,600
Depreciation and amortization	940	853	549	2,872	774	1,208	7,196
Amortization of other intangible assets	1,593	723	296	1,832	1,237	-	5,681
Special charges	3,877	(534)	(147)	10,986	7,784	(191)	21,775
Adjusted EBITDA ⁽¹⁾	\$ 26,774	\$ 18,234	\$ 12,799	\$ 17,715	\$ 7,408	\$ (16,678)	\$ 66,252

Reconciliation of Operating Income and Net Income to Adjusted EBITDA (cont.)

(in thousands)
(unaudited)

Year Ended December 31, 2010 ⁽²⁾	Corporate Finance / Restructuring	Forensic and Litigation Consulting	Economic Consulting	Technology	Strategic Communi- cations	Corp HQ	Total
Net income							\$ 65,984
Interest income and other							(4,423)
Interest expense							50,263
Loss on early extinguishment of debt							5,161
Income tax provision							41,407
Operating income	\$ 88,499	\$ 64,121	\$ 39,180	\$ 27,569	\$ 11,602	\$ (72,579)	\$ 158,392
Depreciation and amortization	3,736	3,325	2,418	13,397	3,226	5,232	31,334
Amortization of other intangible assets	6,463	3,653	1,216	7,479	5,099	-	23,910
Special charges	9,936	4,821	6,667	15,913	9,044	4,750	51,131
Adjusted EBITDA ⁽¹⁾	\$ 108,634	\$ 75,920	\$ 49,481	\$ 64,358	\$ 28,971	\$ (62,597)	\$ 264,767

(1) We define Adjusted EBITDA as consolidated operating income before depreciation, amortization of intangible assets, and special charges. Amounts presented in the Adjusted EBITDA column for each segment reflect the segments' respective Adjusted Segment EBITDA. We define Adjusted Segment EBITDA as the segments' share of consolidated operating income before depreciation, amortization of intangible assets, and special charges. Although Adjusted EBITDA and Adjusted Segment EBITDA are not measures of financial condition or performance determined in accordance with generally accepted accounting principles ("GAAP"), we believe that these measures can be a useful operating performance measure for evaluating our results of operations as compared from period to period and as compared to our competitors. We use Adjusted EBITDA and Adjusted Segment EBITDA to evaluate and compare the operating performance of our segments.

Adjusted EBITDA and Adjusted Segment EBITDA are not defined in the same manner by all companies and may not be comparable to other similarly titled measures of other companies unless the definition is the same. These non-GAAP measures should be considered in addition to, but not as a substitute for or superior to, the information contained in our Statements of Income. See also our reconciliation of non-GAAP financial measures.

(2) These amounts are revised based upon our completion of a re-examination of our historical practices regarding our accounting for compensation expense related to our Senior Managing Director Incentive Compensation Program and related agreements. In connection with this evaluation, we concluded that we had reported immaterial errors in prior period financial statements. Further information related to these immaterial errors can be found in the Current Report on Form 8-K as filed by the Company with the Securities and Exchange Commission on November 2, 2011. This press release should be read in conjunction with such previously filed Form 8-K.