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**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): March 16, 2017**

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**FTI CONSULTING, INC.**

(Exact Name of Registrant as Specified in Charter)

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**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)

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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:

- 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 (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](http://www.fticonsulting.com).

The Presentation includes information regarding Segment Operating Income, Total Segment Operating Income, Adjusted EBITDA, Adjusted Segment EBITDA, Total Adjusted Segment EBITDA, Adjusted EBITDA Margin, Adjusted Segment EBITDA Margin, Adjusted Net Income and adjusted earnings per diluted share (“Adjusted EPS”).

FTI Consulting has included the definitions of “Segment Operating Income (Loss)” and “Adjusted Segment EBITDA,” which are financial measures presented in accordance with U.S. generally accepted accounting principles (“GAAP”), in order to more fully define the components of certain financial measures not presented in accordance with GAAP (“Non-GAAP”). FTI Consulting evaluates the performance of its operating segments based on Adjusted Segment EBITDA, and Segment Operating Income (Loss) is a component of the definition of Adjusted Segment EBITDA.

FTI Consulting defines “Segment Operating Income (Loss)” as a segment’s share of consolidated operating income (loss). FTI Consulting defines “Total Segment Operating Income (Loss),” which is a Non-GAAP financial measure, 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 uses Adjusted Segment EBITDA as a basis to internally evaluate the financial performance of its segments because FTI Consulting believes it reflects current core operating performance and provides an indicator of the segment’s ability to generate cash. FTI Consulting defines “Adjusted Segment EBITDA Margin” as Adjusted Segment EBITDA as a percentage of a segment’s revenues.

FTI Consulting defines “Total Adjusted Segment EBITDA,” which is a Non-GAAP financial measure, as the total of Adjusted Segment EBITDA for all segments, which excludes unallocated corporate expenses. FTI Consulting defines “Adjusted EBITDA,” which is a Non-GAAP financial measure, as consolidated net income 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 the Non-GAAP financial measures, which exclude the effects of remeasurement of acquisition-related contingent consideration, special charges and goodwill impairment charges, when considered together with its GAAP financial results and GAAP financial measures, provide management and investors with a more complete understanding of FTI Consulting’s operating results, including underlying trends. In addition, EBITDA is a common alternative measure of operating performance used by many of FTI Consulting’s competitors. It is 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 measures, considered along with corresponding GAAP measures, provide management and investors with additional information for comparison of its operating results with the operating results of other companies.

FTI Consulting defines “Adjusted Net Income” and “Adjusted Earnings per Diluted Share” (“Adjusted EPS”), which are Non-GAAP financial measures, as net income 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. Management of FTI Consulting uses Adjusted EPS to assess total company operating performance on a consistent basis. FTI Consulting believes that this Non-GAAP financial measure, which excludes the effects of the remeasurement of acquisition-related contingent consideration, special charges, goodwill impairment charges and losses on early extinguishment of debt, when considered together with its GAAP financial results, provides management and investors with an additional understanding of its business operating results, including underlying trends.

Non-GAAP financial measures are not defined in the same manner by all companies and may not be comparable with 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 Condensed Consolidated Statements of Comprehensive Income. Reconciliations of GAAP to Non-GAAP financial measures to the most directly comparable GAAP financial measures are included in the accompanying tables to the Presentation.

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 March 2017 Investor 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: March 17, 2017

By: /S/ CURTIS LU  
Curtis Lu  
General Counsel

EXHIBIT INDEX

Exhibit  
No.

Description

99.1 March 2017 Investor Presentation of FTI Consulting, Inc.



# FTI Consulting, Inc.

*Current Investor Presentation*

*March 2017*



## Cautionary Note About Forward-Looking Statements

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*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, share repurchases 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, fluctuations in the price per share of our common stock, 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.*



## Investment Thesis

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FTI Consulting is a leading global business advisory firm with **strong people and strong positions**; corporations, law firms and governments come to FTI Consulting when there is a critical need

**Organic growth strategy** with an emphasis on profitable revenue growth – record revenues of \$1.81 billion in 2016; 3.6% organic revenue growth, excluding foreign currency translation

Committed to building a profitable business with **sustainable underlying growth**, regardless of economic conditions

**Willingness to invest EBITDA** in key growth areas where we have a right to win

**Healthy balance sheet** with **strong cash flows** and access to capital; net cash provided by operating activities increased 67% from 2015

Believe we are on a path towards **double-digit year-over-year Adjusted EPS growth** over time; GAAP EPS up 30% from 2015 and Adjusted EPS up 22% from 2015





# FTI Consulting: Experts with Impact

**FCN**

Publicly Traded

**\$1.9BLN**

Equity Market Capitalization<sup>1</sup>

**1982**

Year Founded

**4,700+**

Total Employees Worldwide

**410+**

Senior Managing Directors

**81**

Offices in 81 Cities Around the Globe

**9**

9 Specialized Industry Practice Groups

**2 Nobel Laureates**

**10/10**

Advisor to World's Top 10 Bank Holding Companies

**97/100**

Advisor to 97 of the World's Top 100 Law Firms

**56/100**

56 of Global 100 Corporations are Clients



<sup>1</sup>Total Shares outstanding times the closing share price as of December 31, 2016.

# Our Global Reach

With offices in every major financial center and every corner of the globe, we successfully serve our clients wherever challenges and opportunities arise.

## North America

- Canada**
- Calgary
- Toronto
- Vancouver
- United States**
- Annapolis
- Atlanta
- Austin
- Baltimore
- Boston
- Brentwood
- Charlotte
- Chicago
- Coral Gables
- Dallas
- Denver
- Great Neck
- Houston
- Indianapolis
- Lake Oswego
- Los Angeles
- McLean
- Miami
- Mountain View
- New York
- Oakland
- Pasadena
- Philadelphia
- Phoenix
- Pittsburgh
- Princeton
- Rockville
- Roseland
- Saddle Brook
- San Francisco
- Santa Barbara
- Seattle
- Tucson
- Walnut Creek
- Washington, D.C.
- Wayne
- West Palm Beach
- Winston-Salem

## Latin America

- Argentina**
- Buenos Aires
- Brazil**
- Rio de Janeiro
- São Paulo
- Caribbean**
- British Virgin Islands
- Cayman Islands
- Colombia**
- Bogotá
- Mexico**
- Mexico City
- Panama**
- Panama City

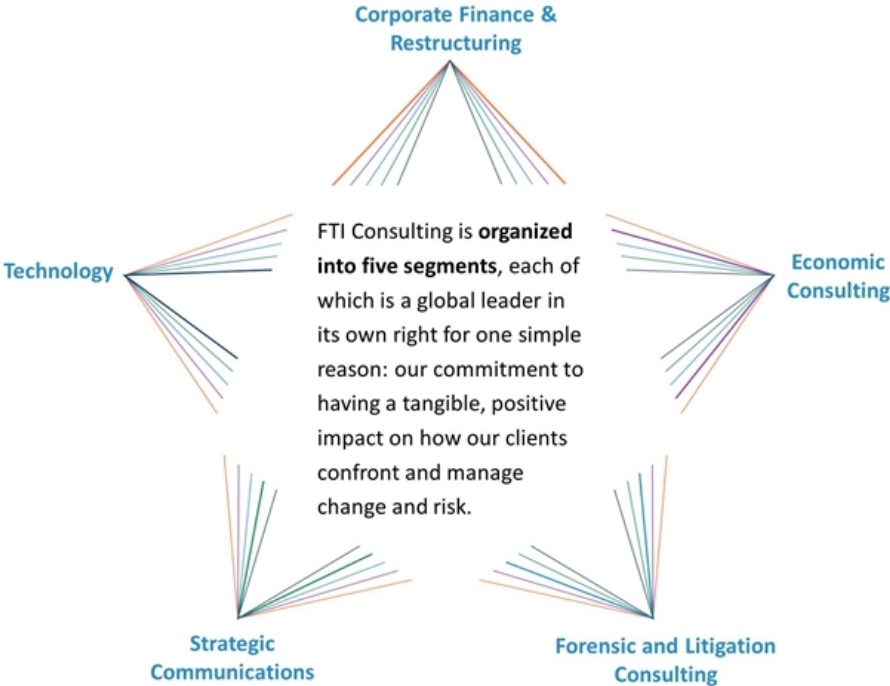
## Europe, Middle East, Africa

- Belgium**
- Brussels
- Denmark**
- Copenhagen
- France**
- Paris
- Germany**
- Berlin
- Frankfurt
- Ireland**
- Dublin
- Netherlands**
- Den Haag
- Qatar**
- Doha
- Russia**
- Moscow
- South Africa**
- Cape Town
- Johannesburg
- Spain**
- Madrid
- United Arab Emirates**
- Abu Dhabi
- Dubai
- United Kingdom**
- London
- Stirling

## Asia Pacific

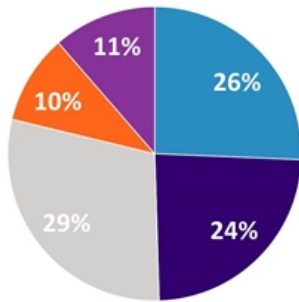
- Australia**
- Brisbane
- Melbourne
- Perth
- Sydney
- China**
- Beijing
- Guangzhou
- Hong Kong
- Shanghai
- India**
- Mumbai
- New Delhi
- Indonesia**
- Jakarta
- Japan**
- Tokyo
- Korea**
- Seoul
- Malaysia**
- Kuala Lumpur
- Philippines<sup>1</sup>**
- Manila
- Singapore**

# Business Snapshot: Five Segments, One Purpose

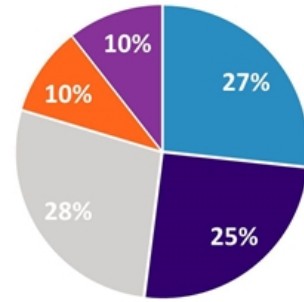


# Segment Snapshot: Revenues and Adjusted Segment EBITDA

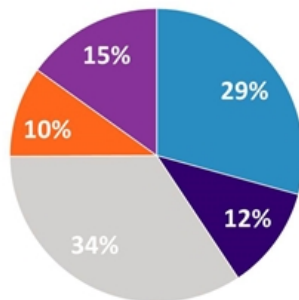
Q4 2016 Segment Revenues



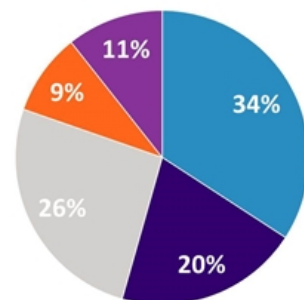
2016 Segment Revenues



Q4 2016 Total Adjusted Segment EBITDA<sup>1</sup>



2016 Total Adjusted Segment EBITDA<sup>1</sup>



# Corporate Finance & Restructuring

## Services

Bankruptcy Support Services

Interim Management Services

Investment Banking

Litigation Support

Business Transformation Services

Performance Improvement

Private Equity Advisory

Restructuring/Turnaround Services

Transaction Services

Valuation & Financial Advisory Services

## Clients

Corporations/C-Suite

Boards of Directors

Equity Sponsors

Secured Lenders

Unsecured Creditors



	2012	2013	2014	Q1 2015	Q2 2015	Q3 2015	Q4 2015	2015	Q1 2016	Q2 2016	Q3 2016	Q4 2016	2016
<b>Segment Revenue</b>	\$394,719	\$382,526	\$391,115	\$106,212	\$109,113	\$113,487	\$111,586	\$440,398	\$127,156	\$132,142	\$110,617	\$113,354	\$483,269
<b>Segment Gross Profit Margin</b>	39.5%	35.9%	32.6%	39.8%	37.6%	39.5%	36.5%	38.3%	40.7%	38.8%	33.6%	32.0%	36.5%
<b>Segment SG&amp;A</b>	\$61,027	\$71,966	\$75,382	\$20,528	\$19,695	\$18,852	\$22,475	\$81,550	\$20,823	\$19,983	\$20,109	\$20,669	\$81,584
<b>Adjusted Segment EBITDA</b>	\$95,916	\$67,183	\$55,492	\$22,480	\$22,032	\$26,662	\$18,927	\$90,101	\$31,603	\$32,041	\$17,762	\$16,282	\$97,688
<b>Adjusted Segment EBITDA Margin</b>	24.3%	17.6%	14.2%	21.2%	20.2%	23.5%	17.0%	20.5%	24.9%	24.2%	16.1%	14.4%	20.2%
<b>Segment Billable Headcount</b>	697	737	706	735	775	830	838	838	857	853	904	895	895



(in thousands, except percentages and headcount data) (unaudited)

## Corporate Finance & Restructuring (continued)

### Segment Offering

The Corporate Finance & Restructuring segment focuses on strategic, operational, financial and capital needs of businesses by addressing the full spectrum of financial and transactional challenges faced by companies, boards, private equity sponsors, creditor constituencies and other stakeholders.

### Medium-Term Initiatives

**Reinforce core positions** e.g., TMT, company-side, interim management, creditor rights

**Drive organic growth** in new/adjacent businesses where we have the right to win, e.g., EMEA restructuring, performance improvement, carve-out

**Drive overseas bets to fruition** e.g., EMEA transaction advisory services, EMEA Tax

Focus on **profitability enhancements** cost control, engagement profitability improvements

### 2016 Key Financial Commentary

- **Revenues** increased \$42.9 million, or 9.7%, from 2015 to 2016, which included a 1.8% estimated negative impact from FX. Excluding the estimated impact of FX, revenues increased \$50.9 million, or 11.6%. This increase was primarily due to higher demand for restructuring service offerings in North America and EMEA and higher demand for tax services in EMEA.
- **Gross profit** increased \$7.5 million, or 4.4%, from 2015 to 2016.
- **Gross profit margin** decreased 1.8 percentage points from 2015 to 2016. The decrease was primarily due to lower utilization, higher employee-related costs, and increased headcount in North America and EMEA, partially offset by improved staff leverage in EMEA and \$11.9 million in success fees in 2016.
- **Adjusted Segment EBITDA** for 2016 was \$97.7 million, or 20.2 percent of segment revenues, compared to \$90.1 million, or 20.5 percent of segment revenues, in 2015.

# Forensic and Litigation Consulting

## Services

Business Insurance Claims

Compliance, Monitoring & Receivership

Construction & Environmental Solutions

Dispute Advisory Services

Data & Analytics

Financial Services

Forensic Accounting & Advisory Services ("FAAS")

Global Risk & Investigations Practice ("GRIP")

Government Contracts

Health Solutions

Insurance

Intellectual Property

Trial Services

## Clients

Corporations

Boards of Directors

Governments

Law Firms

Poker  
Stars.com

mvmc

MKG



STANFORD

	2012	2013	2014	Q1 2015	Q2 2015	Q3 2015	Q4 2015	2015	Q1 2016	Q2 2016	Q3 2016	Q4 2016	2016
Segment Revenue	\$407,586	\$433,632	\$483,380	\$123,265	\$126,131	\$116,158	\$116,715	\$482,269	\$119,004	\$118,193	\$115,045	\$105,492	\$457,734
Segment Gross Profit													
Margin	33.8%	35.9%	36.6%	36.3%	35.2%	30.0%	26.7%	32.2%	32.7%	31.1%	32.9%	27.8%	31.2%
Segment SG&A	\$80,842	\$84,616	\$90,707	\$23,634	\$25,347	\$22,349	\$23,387	\$94,717	\$20,192	\$22,523	\$22,554	\$24,257	\$89,526
Adjusted Segment													
EBITDA	\$60,566	\$74,481	\$90,468	\$22,071	\$19,979	\$13,406	\$8,811	\$64,267	\$19,808	\$15,190	\$16,554	\$6,330	\$57,882
Adjusted Segment													
EBITDA Margin	14.9%	17.2%	18.7%	17.9%	15.8%	11.5%	7.5%	13.3%	16.6%	12.9%	14.4%	6.0%	12.6%
Segment Billable													
Headcount	952	1,061	1,154	1,145	1,169	1,209	1,131	1,131	1,132	1,117	1,145	1,110	1,110

(in thousands, except percentages and headcount data) (unaudited)



## Forensic and Litigation Consulting (continued)

### Segment Offering

The Forensic and Litigation Consulting segment provides a complete range of multidisciplinary, independent dispute advisory, investigative, data acquisition/analysis and forensic accounting services. Our professionals combine end-to-end capabilities when clients face high stakes litigation, arbitration and compliance investigations and regulatory scrutiny.

### Medium-Term Initiatives

**Reinvest behind core areas of strength** e.g., FAAS, D&A, GRIP

**Grow key regions where we have a right to win** e.g., with a focus in construction & environmental solutions

**Invest behind people to expand key businesses** e.g., insurance, geopolitical intelligence

### 2016 Key Financial Commentary

- **Revenues** decreased \$24.5 million, or 5.1%, from 2015 to 2016, which included a 1.1% estimated negative impact from FX. Excluding the estimated impact of FX, revenues decreased \$19.2 million, or 4.0%, due to lower demand in our health solutions and global dispute advisory services practices. These decreases were partially offset by higher demand in our global risk and investigations and global data & analytics practices.
- **Gross profit** decreased \$12.2 million, or 7.9%, from 2015 to 2016.
- **Gross profit margin** decreased 1.0 percentage points from 2015 to 2016. This decrease was primarily due to lower utilization in our health solutions and global dispute advisory services practices, combined with higher compensation expense in our global risk and investigations practice, partially offset by higher utilization in our global data & analytics practices.
- **Adjusted Segment EBITDA** for 2016 was \$57.9 million, or 12.6 percent of segment revenues, compared to \$64.3 million, or 13.3 percent of segment revenues, in 2015.



# Economic Consulting

## Services

Antitrust & Competition Economics

Business Valuation

Center for Healthcare Economics and Policy

Intellectual Property

International Arbitration

Labor & Employment

Public Policy

Regulated Industries

Securities Litigation & Risk Management

## Clients

Corporations

Government Entities

Law Firms



	2012	2013	2014	Q1 2015	Q2 2015	Q3 2015	Q4 2015	2015	Q1 2016	Q2 2016	Q3 2016	Q4 2016	2016
Segment Revenue	\$391,622	\$447,366	\$451,040	\$106,081	\$108,698	\$114,541	\$118,589	\$447,909	\$130,731	\$118,006	\$122,480	\$129,270	\$500,487
Segment Gross Profit Margin	32.3%	32.9%	27.0%	24.6%	26.9%	27.4%	28.1%	26.8%	28.2%	27.2%	27.6%	26.4%	27.3%
Segment SG&A	\$51,912	\$58,282	\$66,159	\$15,501	\$14,858	\$15,538	\$15,316	\$61,213	\$16,426	\$17,604	\$16,745	\$16,555	\$67,330
Adjusted Segment EBITDA	\$77,461	\$92,204	\$59,282	\$11,556	\$15,292	\$16,654	\$18,828	\$62,330	\$21,319	\$15,381	\$18,354	\$19,048	\$74,102
Adjusted Segment EBITDA Margin	19.8%	20.6%	13.1%	10.9%	14.1%	14.5%	15.9%	13.9%	16.3%	13.0%	15.0%	14.7%	14.8%
Segment Billable Headcount	474	530	574	566	554	594	599	599	607	604	647	656	656

## Economic Consulting (continued)

### Segment Offering

The Economic Consulting segment, including subsidiary Compass Lexecon, provides analysis of complex economic issues. We help our clients with legal, regulatory and international arbitration proceedings; strategic decision making; and public policy debates around the world. We deliver sophisticated economic analysis and modeling of issues arising in M&A transactions, complex antitrust litigation, commercial disputes, international arbitration, regulatory proceedings and a wide range of securities litigation. Our statistical and economic experts help clients analyze complex economic issues, such as the economic impact of deregulation on a particular industry or the amount of damages suffered by a business as a result of particular events.

### Medium-Term Initiatives

Continue driving **Compass Lexecon**

Expand **international arbitration, energy and Center for Healthcare Economics and Policy offerings**

Continue to expand **cross-segment collaboration**

### 2016 Key Financial Commentary

- **Revenues** increased \$52.6 million, or 11.7%, from 2015 to 2016, which included a 2.1% estimated negative impact from FX. Excluding the estimated impact of FX, revenues increased \$62.1 million, or 13.9%, primarily due to higher demand for our M&A and non-M&A-related antitrust services and financial economics services in North America.
- **Gross profit** increased \$16.8 million, or 14.0%, from 2015 to 2016.
- **Gross profit margin** increased 0.5 percentage points from 2015 to 2016. This increase was primarily due to higher utilization and higher average realization in our M&A and non-M&A-related antitrust services and financial economics services in North America, largely offset by higher variable compensation.
- **Adjusted Segment EBITDA** for 2016 was \$74.1 million, or 14.8 percent of segment revenues, compared to \$62.3 million, or 13.9 percent of segment revenues, in 2015.

# Technology

## Software & Services

Computer Forensics & Investigations

Discovery Consulting

E-discovery Software & Services

## Clients

Corporations

Government Agencies

Law Firms



	2012	2013	2014	Q1 2015	Q2 2015	Q3 2015	Q4 2015	2015	Q1 2016	Q2 2016	Q3 2016	Q4 2016	2016
Segment Revenue	\$195,194	\$202,663	\$241,310	\$54,654	\$61,826	\$55,568	\$46,551	\$218,599	\$48,281	\$41,882	\$44,072	\$43,485	\$177,720
Segment Gross Profit Margin	54.9%	52.2%	48.0%	44.7%	43.6%	43.9%	40.7%	43.3%	41.5%	41.2%	41.8%	33.2%	39.5%
Segment SG&A	\$62,436	\$59,890	\$68,162	\$18,026	\$18,297	\$17,386	\$17,411	\$71,120	\$16,014	\$16,211	\$15,129	\$16,781	\$64,135
Adjusted Segment EBITDA	\$57,203	\$60,655	\$63,545	\$10,073	\$12,166	\$10,813	\$5,958	\$39,010	\$7,823	\$5,035	\$7,398	\$5,558	\$25,814
Adjusted Segment EBITDA Margin	29.3%	29.9%	26.3%	18.4%	19.7%	19.5%	12.8%	17.8%	16.2%	12.0%	16.8%	12.8%	14.5%
Segment Billable Headcount	277	306	344	360	364	354	349	349	313	301	298	288	288



(in thousands, except percentages and headcount data) (unaudited)

## Technology (continued)

### Segment Offering

The Technology segment is a leading provider of software and consulting services for e-discovery and information management. We assist clients with internal, regulatory and global investigations, early case assessment, litigation and joint defense, antitrust and competition investigations, including pre-merger notification "Second Request", and the secure management, analysis and use of critical corporate information. We also help clients locate, review and produce electronically stored information ("ESI"). Our proprietary Ringtail® software and Acuity® managed review are used for e-discovery and document review in litigation and secure information management.

### Medium-Term Initiatives

Expand the ecosystem for Ringtail®

Ongoing investment in **new products and services** e.g., information governance services, to stay leading edge with respect to the most complicated, major corporate events

### 2016 Key Financial Commentary

- **Revenues** decreased \$40.9 million, or 18.7%, from 2015 to 2016, which included a 1.2% estimated negative impact from FX. Excluding the estimated impact of FX, revenues decreased \$38.2 million, or 17.5%, due to reduced demand for M&A-related second request activity and fewer large cross-border investigations. Consulting and managed review services declined largely due to a decrease in demand and lower realized pricing.
- **Gross profit** decreased \$24.6 million, or 26.0%, from 2015 to 2016.
- **Gross profit margin** decreased 3.8 percentage points to 39.5% from 2015 to 2016. The decrease in gross profit margin was due to lower demand and realized pricing for consulting and managed review services and \$3.8 million in accelerated amortization of certain capitalized software assets in 2016.
- **Adjusted Segment EBITDA** for 2016 was \$25.8 million, or 14.5 percent of segment revenues, compared to \$39.0 million, or 17.8 percent of segment revenues, in 2015.

# Strategic Communications

## Services

Corporate Communications

Creative Engagement & Digital Communications

Crisis Communications

Employee Engagement & Change Communications

Financial Communications

Litigation Communications

M&A Communications

Public Affairs

Restructuring & Financial Issues

Shareholder Activism & Proxy Advisory

Strategy Consulting & Research

## Clients

CEOs

CFOs

Chief Communications Officers

Investor Relations Officers

Boards of Directors



	2012	2013	2014	Q1 2015	Q2 2015	Q3 2015	Q4 2015	2015	Q1 2016	Q2 2016	Q3 2016	Q4 2016	2016
Segment Revenue	\$187,750	\$186,245	\$189,367	\$42,126	\$43,369	\$55,716	\$48,763	\$189,974	\$45,113	\$49,924	\$45,828	\$50,319	\$191,184
Segment Gross Profit Margin	36.9%	34.7%	36.7%	37.4%	36.9%	33.0%	38.4%	36.3%	38.0%	39.4%	37.2%	38.7%	38.4%
Segment SG&A	\$46,852	\$47,874	\$48,890	\$10,444	\$10,747	\$10,058	\$11,471	\$42,720	\$11,408	\$11,518	\$9,945	\$11,538	\$44,409
Adjusted Segment EBITDA	\$25,019	\$18,737	\$22,588	\$5,752	\$5,631	\$8,717	\$7,627	\$27,727	\$6,108	\$8,440	\$7,509	\$8,401	\$30,458
Adjusted Segment EBITDA Margin	13.3%	10.1%	11.9%	13.7%	13.0%	15.6%	15.6%	14.6%	13.5%	16.9%	16.4%	16.7%	15.9%
Segment Billable Headcount	593	590	566	556	551	594	599	599	601	606	624	647	647



(in thousands, except percentages and headcount data) (unaudited)

## Strategic Communications (continued)

### Segment Offering

The Strategic Communications segment provides comprehensive view of strategic communications with an integrated suite of services, including financial communications, corporate reputation, transaction communications and public affairs in all the major markets around the world.

### Medium-Term Initiatives

Reinforce **financial and corporate communications positions**

Continued expansion of **public affairs practice**

Focus on **EBIT improvement**

### 2016 Key Financial Commentary

- **Revenues** increased \$1.2 million, or 0.6%, from 2015 to 2016, which included a 3.9% estimated negative impact from FX. Excluding the estimated negative impact of FX, revenues increased \$8.5 million, or 4.5%, primarily due to higher project-based revenues in North America and EMEA, predominantly in financial communications and public affairs-related engagements. These increases were partially offset by a \$6.7 million reduction in pass-through revenues.
- **Gross profit** increased \$4.4 million, or 6.4%, from 2015 to 2016.
- **Gross profit margin** increased 2.1 percentage points from 2015 to 2016. Excluding the impact of net pass-through revenues, gross profit margin improved 0.7% due to a larger proportion of revenues coming from large-scale and higher margin engagements.
- **Adjusted Segment EBITDA** for 2016 was \$30.5 million, or 15.9 percent of segment revenues, compared to \$27.7 million, or 14.6 percent of segment revenues, in 2015.



## Full Year 2016 Awards & Accolades

- **Forbes** magazine named FTI Consulting to their inaugural list of **America's Best Management Consulting Firms** in 17 categories (2016)
- **Corporate Counsel** Names FTI Consulting a **Top Service Provider in the Legal Industry** and as the #1 Provider for Crisis Management, Litigation Valuation, Case Management Software and Corporate Investigations Support (2016)
- FTI Consulting and Compass Lexecon Recognized as **Most Highly Regarded Firms** in **Who's Who Legal: Consulting Experts Guide** – the first edition ever; FTI Consulting and Compass Lexecon had the most experts named with 98 from 12 countries in 24 cities across the globe (2016)
- **Who's Who Legal** named Compass Lexecon the **Competition Economist Firm of the Year** for two consecutive years (2015-2016)
- **Most professionals by firm named in Global Arbitration Review's list of "The International Who's Who of Commercial Arbitration"** for six consecutive years – the 2016 list included 19 experts from FTI Consulting and 15 experts from Compass Lexecon (2011-2016)
- Ranked **#1 Crisis Management Firm** by **The Deal** Pipeline consecutively for the last nine years (2007-2016)
- Named **2016 Global Turnaround Consulting Firm of the Year** and awarded **eight Turnaround Atlas Awards** by the **Global M&A Network** for two consecutive years (2015-2016)

**Forbes**

CORPORATE COUNSEL

WHO'S WHO LEGAL  
**WXL**

**The Deal**

TURNAROUND  
ATLAS AWARDS

## Full Year 2016 Awards & Accolades (continued)

- FTI Consulting recognized as the **top Intellectual Property Litigation Consulting Firm in the 2016 Best of *The National Law Journal*** reader rankings and voted #1 Intellectual Property Litigation Consulting Services provider in The National Law Journal's "Best of 2016" list, also named a leading Litigation Valuation Provider, Jury Consultant, Demonstrative Evidence Provider and Trial Technology "Hot Seat" Provider by *The National Law Journal* readers (2016)
- **Health Solutions practice honored with an Association of Management Consulting Firm's 2016 Spotlight Award in the Operating Model Design category** for our work with Children's National Health System (2016)
- Named to **100 Companies That Matter in Knowledge Management** list for sixth consecutive years by *KMWorld* magazine (2000-2016)
- Recognized as **top data visualization solution provider** by *CIOReview* (2016)
- Named **PR Firm of the Year** by the *M&A Atlas Awards* (2014-2016)
- Winner of two top awards at the **2016 PRCA City and Financial PR Awards** event for the "**Best Crisis Communications Campaign**" and "**Best Social Media Campaign**" (2016)

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**AMCF**

Association of Management  
Consulting Firms

**KM**  
World



**CITY AND  
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PR AWARDS  
2016**

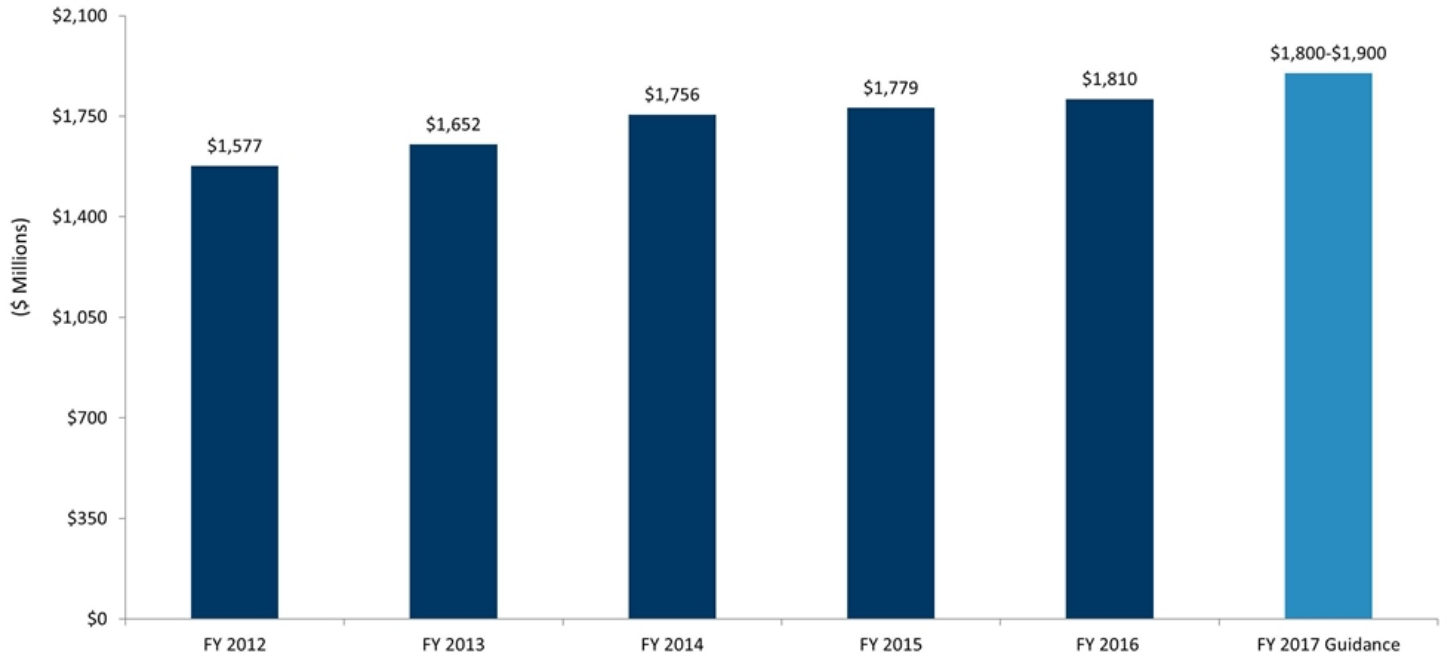




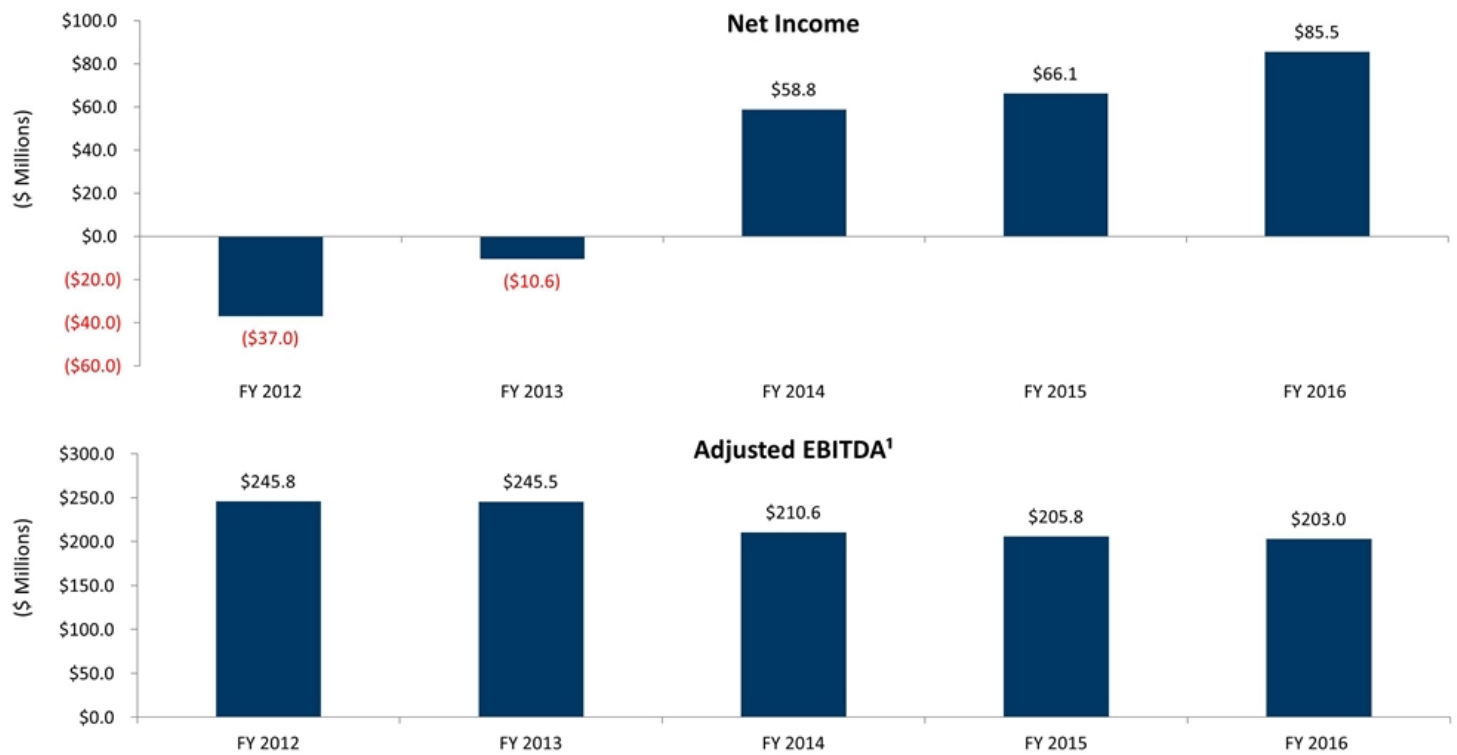
# Financial Overview

## FY 2012 – FY 2017 Guidance: Revenues

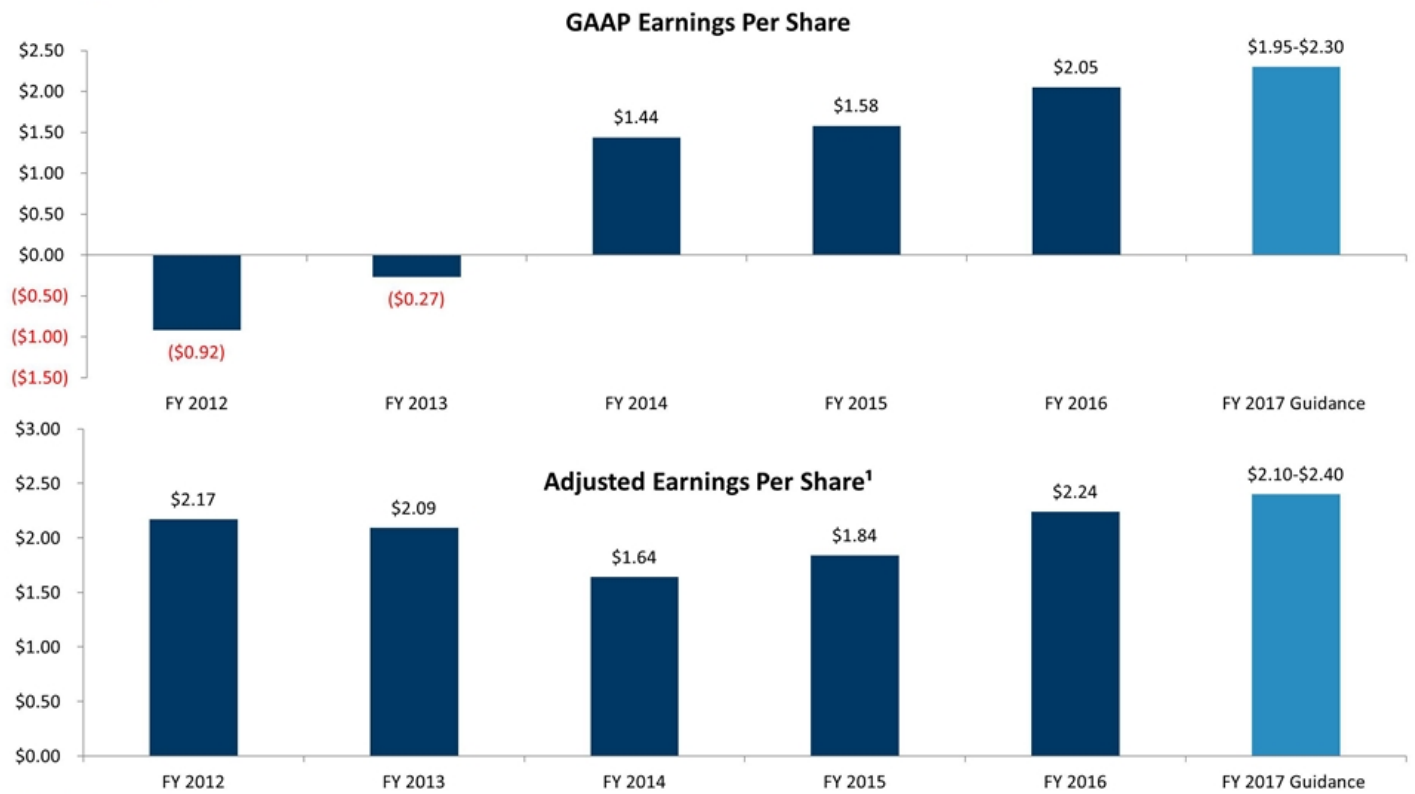
### Revenues



## FY 2012 – FY 2016: Net Income and Adjusted EBITDA



## FY 2012 – FY 2017 Guidance: GAAP and Adjusted EPS



## Financial Profile

(in thousands, except for DSOs)

	FY 2016	FY 2015	FY 2014
<b>Cash and cash equivalents</b>	\$ 216,158	\$ 149,760	\$ 283,680
<b>Accounts receivable, net</b>	\$ 474,897	\$ 499,784	\$ 485,101
<b>Days sales outstanding ("DSO")</b>	91	97	97
<b>Net cash provided by operating activities</b>	\$ 233,488	\$ 139,920	\$ 135,401
<b>Purchases of property and equipment</b>	(\$ 28,935)	(\$ 31,399)	(\$ 39,256)
<b>Payments for acquisition of businesses, net of cash received</b>	(\$ 1,251)	(\$ 575)	(\$ 23,467)
<b>Purchase and retirement of common stock</b>	(\$ 21,489)	(\$ 26,532)	(\$ 4,367)
<b>Total debt<sup>1</sup></b>	\$ 370,000	\$ 500,000	\$ 711,000

# Financial Tables Reconciliations of Non-GAAP Financial Measures

## Reconciliations of Net Income (Loss) to Adjusted Net Income and Earnings (Loss) Per Share to Adjusted Earnings Per Share

(in thousands, except for per share data)

	2016	2015	2014	2013	2012
<b>Net income (loss)</b>	<b>\$85,520</b>	<b>\$66,053</b>	<b>\$58,807</b>	<b>(\$10,594)</b>	<b>(\$36,986)</b>
Add back:					
Special charges	10,445	-	16,339	38,414	29,557
Tax impact of special charges	(3,595)	-	(6,702)	(15,147)	(10,442)
Goodwill impairment charges <sup>1</sup>	-	-	-	83,752	110,387
Loss on early extinguishment of debt	-	19,589	-	-	4,850
Tax impact of loss on early extinguishment of debt	-	(7,708)	-	-	(1,940)
Remeasurement of acquisition-related contingent consideration	1,403	(1,867)	(2,722)	(13,555)	(5,228)
Tax impact of remeasurement of acquisition-related contingent consideration, net of tax	(546)	747	1,004	1,501	-
<b>Adjusted Net Income<sup>2</sup></b>	<b>\$93,227</b>	<b>\$76,814</b>	<b>\$66,726</b>	<b>\$84,371</b>	<b>\$90,198</b>
<b>Earnings (loss) per common share – diluted</b>	<b>\$2.05</b>	<b>\$1.58</b>	<b>\$1.44</b>	<b>(\$0.27)</b>	<b>(\$0.92)</b>
Add back:					
Special charges	0.25	-	0.40	0.98	0.71
Tax impact of special charges	(0.08)	-	(0.16)	(0.39)	(0.24)
Goodwill impairment charge <sup>1</sup>	-	-	-	2.14	2.74
Loss on early extinguishment of debt	-	0.47	-	-	0.12
Tax impact of loss on early extinguishment of debt	-	(0.19)	-	-	(0.05)
Remeasurement of acquisition-related contingent consideration, net of tax	0.03	(0.04)	(0.06)	(0.35)	(0.13)
Tax impact of remeasurement of acquisition-related contingent consideration, net of tax	(0.01)	0.02	0.02	0.05	-
Impact of denominator for diluted adjusted earnings per common share	-	-	-	(0.07)	(0.06)
<b>Adjusted earnings per common share – diluted<sup>2</sup></b>	<b>\$2.24</b>	<b>\$1.84</b>	<b>\$1.64</b>	<b>\$2.09</b>	<b>\$2.17</b>
Weighted average number of common shares outstanding – diluted	41,709	41,729	40,729	40,421	41,578

<sup>1</sup>The goodwill impairment charge is non-deductible for income tax purposes and resulted in no tax benefit for 2013 and 2012.

<sup>2</sup>See "End Notes: FTI Consulting Non-GAAP Data Reconciliations" for the definition of Adjusted Net Income and Adjusted Earnings Per Share.

## Reconciliation of Net Income (Loss) to Adjusted EBITDA

(in thousands)	2016	2015	2014	2013	2012
Net Income (Loss)	\$ 85,520	\$ 66,053	\$ 58,807	\$ (10,594)	\$ (36,986)
Interest income and other	(10,466)	(3,232)	(4,670)	(1,748)	(5,659)
Interest expense	24,819	42,768	50,685	51,376	56,731
Income tax provision	42,283	39,333	42,604	42,405	40,100
Loss on early extinguishment of debt	-	19,589	-	-	4,850
Depreciation and amortization	38,700	31,392	33,989	32,541	29,604
Amortization of other intangible assets	10,306	11,726	15,521	22,954	22,407
Special charges	10,445	-	16,339	38,414	29,557
Remeasurement of acquisition related contingent consideration	1,403	(1,867)	(2,723)	(13,555)	(5,227)
Goodwill impairment charge	-	-	-	83,752	110,387
<b>Adjusted EBITDA<sup>1</sup></b>	<b>\$ 203,010</b>	<b>\$ 205,762</b>	<b>\$ 210,552</b>	<b>\$ 245,545</b>	<b>\$ 245,764</b>



## End Notes: FTI Consulting Non-GAAP Data Reconciliations

We have included the definitions of Segment Operating Income (Loss) and Adjusted Segment EBITDA below in order to more fully define the components of certain non-GAAP financial 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), which is a non-GAAP financial measure, 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 use Adjusted Segment EBITDA as a basis to internally evaluate the financial performance of our segments because we believe it reflects current core operating performance and provides an indicator of the segment's ability to generate cash. We define Adjusted Segment EBITDA Margin as Adjusted Segment EBITDA as a percentage of a segment's revenues.

We define Total Adjusted Segment EBITDA, which is a non-GAAP financial measure, as the total of Adjusted Segment EBITDA for all segments, which excludes unallocated corporate expenses. We define Adjusted EBITDA, which is a non-GAAP financial measure, as consolidated net income 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 the non-GAAP financial measures, which exclude the effects of remeasurement of acquisition-related contingent consideration, special charges and goodwill impairment charges, 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. In addition, EBITDA is a common alternative measure of operating performance used by many of our competitors. It is 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 with the operating results of other companies.

We define Adjusted Net Income and Adjusted Earnings per Diluted Share ("Adjusted EPS"), which are non-GAAP financial measures, as net income 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 non-GAAP financial measure, which excludes the effects of the remeasurement of acquisition-related contingent consideration, special charges, goodwill impairment charges and losses on early extinguishment of debt, when considered together with our GAAP financial results, provides management and investors with an additional understanding of our business operating results, including underlying trends.

Non-GAAP financial measures are not defined in the same manner by all companies and may not be comparable with 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 Condensed Consolidated Statements of Comprehensive Income.

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