

**UNITED STATES
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): October 14, 2022

FTI CONSULTING, INC.

(Exact Name of Registrant as Specified in Its Charter)

Maryland
(State or Other Jurisdiction
of Incorporation)

001-14875
(Commission
File Number)

52-1261113
(I.R.S. Employer
Identification No.)

555 12th Street NW, Washington, D.C. 20004
(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))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading symbol(s) | Name of each exchange on which registered |
|--|----------------------|--|
| Common Stock, par value \$0.01 per share | FCN | New York Stock Exchange |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

ITEM 5.02. Departure of Directors or Certain Officer; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(b) Director Resignation

On October 14, 2022, Nicole S. Jones tendered her resignation as a director and member of the Compensation Committee of the Board of Directors (the “Board”) of FTI Consulting, Inc. (“FTI Consulting”) effective immediately, due to obligations arising from her position as Executive Vice President and General Counsel of Cigna Corporation that have resulted in scheduling conflicts and limited the time she was able to devote to her position as a director of FTI Consulting. Ms. Jones’ resignation was not the result of any disagreement between Ms. Jones and FTI Consulting, including any disagreement relating to FTI Consulting’s management, its Board or any Committee thereof, or any matter relating to FTI Consulting’s operations, policies or practices. Ms. Jones served as a director of FTI Consulting since March 2022.

As a result of Ms. Jones’ resignation, effective October 14, 2022, immediately following Ms. Jones’ resignation, the Board reduced the size of the Board from 10 directors to nine directors.

ITEM 9.01. Financial Statements and Exhibits

(d) Exhibits.

99.1 [Press Release dated October 17, 2022, of FTI Consulting, Inc.](#)

104 The Cover Page from FTI Consulting’s Current Report on Form 8-K dated October 14, 2022, formatted in Inline XBR (which is included as Exhibit 101).

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.

Dated: October 17, 2022

FTI CONSULTING, INC.

By: /s/ CURTIS P. LU

Name: Curtis P. Lu

Title: General Counsel



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FTI Consulting Announces the Resignation of Nicole S. Jones from Its Board of Directors

Washington, D.C., Oct. 17, 2022 — FTI Consulting, Inc. (NYSE: FCN) today announced that on October 14, 2022, Nicole S. Jones tendered her resignation as a director and member of the Compensation Committee of the Board of Directors (the “Board”) of FTI Consulting, effective immediately. Ms. Jones resigned due to obligations arising from her position as Executive Vice President and General Counsel of Cigna Corporation, which resulted in scheduling conflicts and limited the time she was able to devote to her position as a director of FTI Consulting. Ms. Jones’ resignation was not the result of any disagreement with FTI Consulting, including any disagreement relating to FTI Consulting’s management, its Board or any Committee thereof, or any matter relating to FTI Consulting’s operations, policies or practices. Ms. Jones served as a director of FTI Consulting since March 2022.

“On behalf of FTI Consulting and the Board, I would like to thank Nicole for her service,” said Gerard E. Holthaus, non-executive Chairman of the Board of FTI Consulting. “Although short, Nicole, as a senior legal advisor to multinational corporations, has been a great resource during her tenure as a director of FTI Consulting.”

Commenting on her departure, Ms. Jones said, “I’m very disappointed that I could not resolve the demands on my time and scheduling conflicts to continue as a director of FTI Consulting. I am very proud of my time as a director and the invaluable experience I have received.”

As a result of Ms. Jones’ resignation, effective October 14, 2022, immediately following Ms. Jones’ resignation, the Board reduced the size of the Board of Directors from 10 directors to nine directors.

About FTI Consulting

FTI Consulting, Inc. is a global business advisory firm dedicated to helping organizations manage change, mitigate risk and resolve disputes: financial, legal, operational, political & regulatory, reputational and transactional. With more than 7,000 employees located in 30 countries, FTI Consulting professionals work closely with clients to anticipate, illuminate and overcome complex business challenges and make the most of opportunities. The Company generated \$2.78 billion in revenues during fiscal year 2021. More information can be found at www.fticonsulting.com.

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