

**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): April 7, 2023

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 Symbols(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

(d) Effective April 7, 2023, the Board of Directors (the “Board”) of FTI Consulting, Inc. (“FTI Consulting”) elected Elsy Boglioli, age 41, as an independent director of FTI Consulting. Ms. Boglioli fills the vacancy created by Board action on April 6, 2023 increasing the overall size of the Board to ten directors from nine directors effective on April 7, 2023.

As of the date of this Current Report on Form 8-K, Ms. Boglioli is not a party to any transaction that is required to be reported pursuant to Item 404(a) of Regulation S-K promulgated under the Securities Act of 1933, as amended, there are no family relationships among Ms. Boglioli and any director or officer of FTI Consulting, and there are no arrangements or understandings between Ms. Boglioli and any other persons pursuant to which Ms. Boglioli was selected as a director.

Under the FTI Consulting, Inc. Non-Employee Director Compensation Plan, as amended and restated effective January 1, 2016 (the “Restated Director Plan”), Ms. Boglioli is eligible to receive, as of the date of her election as a non-employee director of FTI Consulting, a prorated portion of annual compensation payable to non-employee directors, as follows: (i) annual cash retainer of \$50,000 and (ii) annual restricted stock unit award of \$250,000. The Restated Director Plan was filed with the Securities and Exchange Commission (the “SEC”) on February 25, 2016 as an exhibit to FTI Consulting’s Annual Report on Form 10-K for the year ended December 31, 2015. A description of the amounts and forms of compensation payable pursuant to the Restated Director Plan was included in FTI Consulting’s proxy statement for the 2022 annual meeting of stockholders filed with the SEC on April 15, 2022.

ITEM. 7.01. Regulation FD Disclosure

On April 10, 2023, FTI Consulting issued a press release announcing the increase of the size of the Board and the election of Ms. Boglioli as a director of FTI Consulting to fill the vacancy on the Board. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is hereby incorporated herein by reference.

ITEM 9.01. Financial Statements and Exhibits

(d) *Exhibits.*

[99.1 Press Release dated April 10, 2023, of FTI Consulting, Inc.](#)

104 The Cover Page from FTI Consulting’s Current Report on Form 8-K dated April 7, 2023, 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: April 11, 2023

FTI CONSULTING, INC.

By: /s/ CURTIS P. LU

Name: Curtis P. Lu

Title: General Counsel



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FTI Consulting Announces the Election of Elsy Boglioli as an Independent Director

Washington, D.C., April 10, 2023 — FTI Consulting, Inc. (NYSE: FCN) today announced that its Board of Directors (the “Board”) elected Elsy Boglioli as a director of the Company effective on April 7, 2023. Ms. Boglioli joins the Board as an independent director, following the action of the Board on April 6, 2023 to increase its overall size to ten directors from nine directors effective April 7, 2023.

Ms. Boglioli, age 41, founded and has been the Chief Executive Officer of Bio-Up, a consulting firm providing advisory services to companies in the healthcare technology field, since September 2019. From December 2017 to August 2019, Ms. Boglioli served as Executive Vice President and Chief Operating Officer of Collectis, a clinical-stage biopharmaceutical company focusing on cell therapies. From January 2006 to November 2017, Ms. Boglioli was employed by the Boston Consulting Group, where she most recently served as a Partner and Managing Director, as well as leader of its biotech-focused business in Europe and as a member of its global Strategy and Biopharma practice leadership teams. Ms. Boglioli has served as a member of the Board of Directors of GenSight Biologics S.A., a French publicly held biopharma company focusing on gene therapies, since October 2020, and serves as the Chair of the Nomination Committee. Ms. Boglioli has also served as a member of the Board of Directors of OSE Immunotherapeutics S.A., a French publicly held clinical-stage biotechnology company focused on immunotherapies, since July 2021, and is a member of its Nomination and Remuneration Committee. She is also the Chair of the Board of Directors of TreeFrog Therapeutics, a privately held biotechnology company focused on expanding access to cell therapies, and is a member of the Boards of Directors of other privately held companies in the healthcare technologies field: Inova.io, Laverock Therapeutics, Metafora Biosystems and Womed Tech.

“I am delighted to welcome Elsy to the FTI Consulting Board,” said Gerard E. Holthaus, non-executive Chairman of the Board of FTI Consulting. “With more than 15 years of professional services experience in building businesses in international markets, Elsy will be a great asset to our Board.”

Commenting on her election, Ms. Boglioli said, “FTI Consulting has experienced tremendous growth in the last several years, and I am thrilled to be joining the Company’s Board. I look forward to working with my fellow directors to guide the next chapter of growth and expansion of FTI Consulting.”

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 7,600 employees located in 31 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 \$3.03 billion in revenues during fiscal year 2022. In certain jurisdictions, FTI Consulting's services are provided through distinct legal entities that are separately capitalized and independently managed. For more information, visit www.fticonsulting.com.

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