

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): June 1, 2022

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
(I.R.S. Employer
Identification No.)

555 12th Street NW, Washington, D.C. 20004
(Address of principal executive offices) (Zip Code)

(202) 312-9100
Registrant's Telephone Number, Including Area Code

(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 communication 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 5.07. Submission of Matters to a Vote of Security Holders

(a) A total of 32,180,636 shares, or 93.46%, of the common stock issued and outstanding as of the close of business on the record date of March 3, 2022 (the “Record Date”), was represented by proxy at the annual meeting of the stockholders of FTI Consulting, Inc. (the “Company”) held on June 1, 2022 (the “Annual Meeting”). The proposals below were described in detail in the proxy statement for the Annual Meeting (the “Proxy Statement”).

(b) The final voting results for the three proposals submitted to a vote of stockholders at the Annual Meeting are as follows:

Proposal No. 1 – Elect as directors the ten nominees named in the Proxy Statement. Stockholders of record as of the close of business on the Record Date elected the ten nominees as directors of the Company by a majority of the total votes cast FOR and WITHHELD with respect to his or her election as a director at the Annual Meeting, to each serve until the next annual meeting of stockholders or until his or her successor is duly elected and qualifies, or until his or her death, resignation, retirement or removal (whichever occurs first), as follows:

<u>Name</u>	<u>For</u>	<u>Withheld</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
Brenda J. Bacon	30,665,494	457,967	154,980	902,195
Mark S. Bartlett	30,122,455	1,147,726	8,260	902,195
Claudio Costamagna	30,975,429	293,953	9,059	902,195
Vernon Ellis	30,920,544	349,683	8,214	902,195
Nicholas C. Fanandakis	31,168,843	101,339	8,259	902,195
Steven H. Gunby	31,007,419	262,863	8,159	902,195
Gerard E. Holthaus	30,736,088	399,142	143,211	902,195
Nicole S. Jones	31,206,975	19,282	52,184	902,195
Stephen C. Robinson	31,259,618	10,561	8,262	902,195
Laureen E. Seeger	31,063,305	207,439	7,697	902,195

Proposal No. 2 – Ratify the appointment of KPMG LLP as FTI Consulting, Inc.’s independent registered public accounting firm for the year ending December 31, 2022. A majority of votes cast by stockholders of record as of the close of business on the Record Date at the Annual Meeting voted FOR Proposal No. 2, and the appointment of KPMG LLP as the independent registered public accounting firm of the Company for the year ending December 31, 2022 was ratified, as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
31,839,152	329,299	12,185

Proposal No. 3 – Vote on an advisory (non-binding) resolution to approve the compensation of the named executive officers for the year ended December 31, 2021 as described in the Proxy Statement. The stockholders of record as of the close of business on the Record Date at the Annual Meeting voted 85.98% FOR and 14.01% AGAINST Proposal 3, as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
26,883,353	4,381,822	13,266	902,195

The Company’s Board of Directors and Compensation Committee value the views of the Company’s stockholders and will consider the results of this advisory vote when making future decisions on named executive officer compensation.

ITEM 9.01. Financial Statements and Exhibits

(d) Exhibits

104 The Cover Page from FTI Consulting's Current Report on Form 8-K dated June 1, 2022, formatted in Inline XBRL

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: June 3, 2022

By: /s/ CURTIS P. LU

Curtis P. Lu
General Counsel