

**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): March 25, 2025

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 Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(d) Effective March 25, 2025, the Board of Directors (the “Board”) of FTI Consulting, Inc. (“FTI Consulting” or the “Company”) elected Eric Steigerwalt and Janet Zelenka as independent directors of FTI Consulting. Mr. Steigerwalt and Ms. Zelenka fill the vacancies created by Board action increasing the overall size of the Board from nine directors to eleven directors effective March 25, 2025. Mr. Steigerwalt and Ms. Zelenka have not yet been appointed to any Committees of the Board, and the Board expects to reconsider Committee composition following the Company’s Annual Meeting of Shareholders to be held on June 4, 2025.

As of the date of this Current Report on Form 8-K, neither Mr. Steigerwalt nor Ms. Zelenka is 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 Mr. Steigerwalt or Ms. Zelenka and any director or officer of FTI Consulting, and there are no arrangements or understandings between Mr. Steigerwalt or Ms. Zelenka and any other persons pursuant to which either 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”), each of Mr. Steigerwalt and Ms. Zelenka is eligible to receive, as of the date of his or 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 2024 annual meeting of stockholders filed with the SEC on April 19, 2024.

ITEM 7.01. Regulation FD Disclosure

On March 31, 2025, FTI Consulting issued a press release announcing the increase of the size of the Board and the elections of Mr. Steigerwalt and Ms. Zelenka as directors of FTI Consulting to fill the vacancies created 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 March 31, 2025 of FTI Consulting, Inc.](#)

104 The Cover Page from FTI Consulting’s Current Report on Form 8-K dated March 25, 2025, 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 hereunto duly authorized.

Dated: March 31, 2025

FTI CONSULTING, INC.

By: /s/ CURTIS P. LU

Name: Curtis P. Lu

Title: General Counsel

**FTI Consulting, Inc.**

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FTI Consulting Announces Election of Eric Steigerwalt and Janet Zelenka as Independent Directors

Washington, D.C., March 31, 2025 — FTI Consulting, Inc. (NYSE: FCN) today announced that its Board of Directors elected Eric T. Steigerwalt and Janet H. Zelenka as independent directors of the Company, effective March 28, 2025, following the action of the Board to increase its overall size to 11 from nine.

Mr. Steigerwalt, age 63, is President and Chief Executive Officer of Brighthouse Financial, Inc., one of the largest providers of annuities and life insurance in the United States. Ms. Zelenka, age 66, is the former Executive Vice President, Chief Financial Officer (“CFO”) and Chief Information Officer (“CIO”) of Stericycle, Inc., a business-to-business services company that specializes in regulated medical waste disposal and compliance solutions that was acquired by WM (formerly known as Waste Management) in November 2024.

“I am delighted to welcome Eric and Janet to the FTI Consulting Board of Directors,” said Gerard E. Holthaus, non-executive Chairman of the Board at FTI Consulting. “As a CEO, Eric adds a deep understanding of operations, finance and culture to drive strategic outcomes, while Janet brings significant Audit Committee expertise in finance, IT, cybersecurity, governance and corporate ethics. They are both welcome additions to our Board.”

Mr. Steigerwalt has served as President and Chief Executive Officer of Brighthouse Financial since its spinoff from MetLife in August 2017. He held several prior roles at MetLife, including Interim CFO, Executive Vice President of the U.S. Retail business, CFO of the U.S. business, Treasurer, CFO of the Individual business, and Senior Vice President of Investor Relations.

“I am honored to join the Board of Directors at FTI Consulting,” Mr. Steigerwalt said. “I believe an organization’s culture is rooted in collaboration, accountability and continuous learning, all of which are traits that FTI Consulting’s experts display on a daily basis. I look forward to working with my fellow directors to continue to support the Company’s growth.”

Prior to joining Stericycle in June 2019, Ms. Zelenka spent 15 years with Essendant, Inc., a distributor of workplace essentials and logistical capabilities, including serving in roles such as CFO, CIO, Senior Vice President of Business Integration, Vice President of Finance and Pricing, and Vice President of Internal Audit.

Ms. Zelenka currently serves on the boards of two private companies: IDEAL Industries, a global designer and manufacturer of power management devices, interconnect solutions, and electrician tools and supplies, and U.S. Venture Holdings, Inc., a distributor of energy, tires, lubricants and transportation products. She serves as the Audit Committee Chair and is a member of the Compensation Committee on both boards.

“I am proud to join the FTI Consulting Board of Directors,” Ms. Zelenka said. “I have great respect for FTI Consulting and its reputation, and I believe my background in finance and technology, coupled with my expertise in governance, enterprise risk management and internal control design and oversight, will complement the existing strengths of the Company’s Board and management team.”

About FTI Consulting

FTI Consulting, Inc. is a leading global expert firm for organizations facing crisis and transformation, with more than 8,300 employees in 34 countries and territories as of December 31, 2024. The Company generated \$3.69 billion in revenues during fiscal year 2024. In certain jurisdictions, FTI Consulting’s services are provided through distinct legal entities that are separately capitalized and independently managed. More information can be found at www.fticonsulting.com.

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