# UNITED STATES
# SECURITIES AND EXCHANGE COMMISSION
**WASHINGTON, D.C. 20549**

# FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the quarterly period ended June 30, 2019**

**OR**

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from to**

**Commission file number 001-14875**

# FTI CONSULTING, INC.
**(Exact Name of Registrant as Specified in its Charter)**

| | |
|---|---|
| **Maryland** | **52-1261113** |
| **(State or Other Jurisdiction of Incorporation or Organization)** | **(I.R.S. Employer Identification No.)** |
| **555 12th Street NW**<br>**Washington**<br>**DC** | **20004** |
| **(Address of Principal Executive Offices)** | **(Zip Code)** |

**(202) 312-9100**
**(Registrant's telephone number, including area code)**

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

| Title of each class | Trading Symbol | Name of each exchange on which registered |
|---|---|---|
| **Common Stock, $0.01 par value** | **FCN** | **New York Stock Exchange** |

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

| | | | |
|---|---|---|---|
| Large accelerated filer | ☒ | Accelerated filer | ☐ |
| Non-accelerated filer | ☐ | Smaller reporting company | ☐ |
| | | 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. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

| Class | Outstanding at July 18, 2019 |
|---|---|
| Common stock, par value $0.01 per share | 37,540,197 |

**FTI CONSULTING, INC. AND SUBSIDIARIES**

**INDEX**

## PART I—FINANCIAL INFORMATION

**FTI Consulting, Inc. and Subsidiaries**

**Condensed Consolidated Balance Sheets**
(in thousands, except per share data)

**Item 1. Financial Statements**

| | June 30, 2019 | December 31, 2018 |
|---|---|---|
| **Assets** | (Unaudited) | |
| **Current assets** | | |
| Cash and cash equivalents | $ 189,106 | $ 312,069 |
| Accounts receivable: | | |
| Billed receivables | 557,412 | 437,797 |
| Unbilled receivables | 429,285 | 319,205 |
| Allowance for doubtful accounts and unbilled services | (243,295) | (202,394) |
| Accounts receivable, net | 743,402 | 554,608 |
| Current portion of notes receivable | 29,606 | 29,228 |
| Prepaid expenses and other current assets | 57,141 | 69,448 |
| Total current assets | 1,019,255 | 965,353 |
| Property and equipment, net | 87,376 | 84,577 |
| Operating lease assets | 155,100 | — |
| Goodwill | 1,172,557 | 1,172,316 |
| Other intangible assets, net | 30,920 | 34,633 |
| Notes receivable, net | 76,150 | 84,471 |
| Other assets | 30,005 | 37,771 |
| **Total assets** | $ 2,571,363 | $ 2,379,121 |
| **Liabilities and Stockholders' Equity** | | |
| **Current liabilities** | | |
| Accounts payable, accrued expenses and other | $ 138,344 | $ 104,600 |
| Accrued compensation | 280,512 | 333,536 |
| Billings in excess of services provided | 45,022 | 44,434 |
| Total current liabilities | 463,878 | 482,570 |
| Long-term debt, net | 290,531 | 265,571 |
| Noncurrent operating lease liabilities | 177,110 | — |
| Deferred income taxes | 155,799 | 155,088 |
| Other liabilities | 65,033 | 127,067 |
| **Total liabilities** | 1,152,351 | 1,030,296 |
| Commitments and contingent liabilities (Note 10) | | |
| **Stockholders' equity** | | |
| Preferred stock, $0.01 par value; shares authorized — 5,000; none outstanding | — | — |
| Common stock, $0.01 par value; shares authorized — 75,000; shares issued and outstanding — 37,612 (2019) and 38,147 (2018) | 376 | 381 |
| Additional paid-in capital | 242,075 | 299,534 |
| Retained earnings | 1,323,970 | 1,196,727 |
| Accumulated other comprehensive loss | (147,409) | (147,817) |
| **Total stockholders' equity** | 1,419,012 | 1,348,825 |
| **Total liabilities and stockholders' equity** | $ 2,571,363 | $ 2,379,121 |

See accompanying notes to condensed consolidated financial statements

## FTI Consulting, Inc. and Subsidiaries

## Condensed Consolidated Statements of Comprehensive Income

(in thousands, except per share data)
(Unaudited)

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2019 | 2018 | 2019 | 2018 |
| **Revenues** | $ 606,119 | $ 512,098 | $ 1,157,393 | $ 1,009,872 |
| **Operating expenses** | | | | |
| Direct cost of revenues | 386,266 | 330,318 | 735,332 | 651,435 |
| Selling, general and administrative expenses | 129,906 | 117,897 | 243,091 | 230,025 |
| Amortization of other intangible assets | 1,852 | 2,052 | 3,713 | 4,322 |
| | 518,024 | 450,267 | 982,136 | 885,782 |
| **Operating income** | 88,095 | 61,831 | 175,257 | 124,090 |
| **Other income (expense)** | | | | |
| Interest income and other | 2,609 | 2,474 | 2,768 | 674 |
| Interest expense | (4,793) | (6,583) | (9,539) | (12,827) |
| | (2,184) | (4,109) | (6,771) | (12,153) |
| **Income before income tax provision** | 85,911 | 57,722 | 168,486 | 111,937 |
| **Income tax provision** | 21,313 | 14,113 | 41,243 | 29,383 |
| **Net income** | $ 64,598 | $ 43,609 | $ 127,243 | $ 82,554 |
| **Earnings per common share — basic** | $ 1.75 | $ 1.18 | $ 3.44 | $ 2.24 |
| **Earnings per common share — diluted** | $ 1.69 | $ 1.14 | $ 3.33 | $ 2.18 |
| **Other comprehensive income (loss), net of tax** | | | | |
| Foreign currency translation adjustments, net of tax expense of $0 | $ (4,815) | $ (23,683) | $ 408 | $ (13,237) |
| **Total other comprehensive income (loss), net of tax** | (4,815) | (23,683) | 408 | (13,237) |
| **Comprehensive income** | $ 59,783 | $ 19,926 | $ 127,651 | $ 69,317 |

See accompanying notes to condensed consolidated financial statements

**FTI Consulting, Inc. and Subsidiaries**

**Condensed Consolidated Statements of Stockholders' Equity**
(in thousands)
(Unaudited)

| | Common Stock | | Additional Paid-in Capital | Retained Earnings | Accumulated Other Comprehensive Loss | Total |
|---|---|---|---|---|---|---|
| | Shares | Amount | | | | |
| **Balance at December 31, 2018** | 38,147 | $ 381 | $ 299,534 | $ 1,196,727 | $ (147,817) | $ 1,348,825 |
| Net income | — | $ — | $ — | $ 62,645 | $ — | $ 62,645 |
| Other comprehensive income: | | | | | | |
| Cumulative translation adjustment | — | — | — | — | 5,223 | 5,223 |
| Issuance of common stock in connection with: | | | | | | |
| Exercise of options | 55 | 1 | 2,211 | — | — | 2,212 |
| Restricted share grants, less net settled shares of 38 | 153 | 1 | (2,740) | — | — | (2,739) |
| Stock units issued under incentive compensation plan | — | — | 1,346 | — | — | 1,346 |
| Purchase and retirement of common stock | (328) | (3) | (21,880) | — | — | (21,883) |
| Share-based compensation | — | — | 6,393 | — | — | 6,393 |
| **Balance at March 31, 2019** | 38,027 | $ 380 | $ 284,864 | $ 1,259,372 | $ (142,594) | $ 1,402,022 |
| Net income | — | $ — | $ — | $ 64,598 | $ — | $ 64,598 |
| Other comprehensive income (loss): | | | | | | |
| Cumulative translation adjustment | — | — | — | — | (4,815) | (4,815) |
| Issuance of common stock in connection with: | | | | | | |
| Exercise of options | 87 | 1 | 3,075 | — | — | 3,076 |
| Restricted share grants, less net settled shares of 17 | 78 | 1 | (1,352) | — | — | (1,351) |
| Purchase and retirement of common stock | (580) | (6) | (48,326) | — | — | (48,332) |
| Share-based compensation | — | — | 3,814 | — | — | 3,814 |
| **Balance at June 30, 2019** | 37,612 | $ 376 | $ 242,075 | $ 1,323,970 | $ (147,409) | $ 1,419,012 |

| | Common Stock | | Additional Paid-in Capital | Retained Earnings | Accumulated Other Comprehensive Loss | Total |
|---|---|---|---|---|---|---|
| | Shares | Amount | | | | |
| **Balance at December 31, 2017** | 37,729 | $ 377 | $ 266,035 | $ 1,045,774 | $ (120,215) | $ 1,191,971 |
| Net income | — | $ — | $ — | $ 38,945 | $ — | $ 38,945 |
| Other comprehensive income: | | | | | | |
| Cumulative translation adjustment | — | — | — | — | 10,446 | 10,446 |
| Issuance of common stock in connection with: | | | | | | |
| Exercise of options | 153 | 1 | 5,793 | — | — | 5,794 |
| Restricted share grants, less net settled shares of 35 | 175 | 2 | (1,581) | — | — | (1,579) |
| Stock units issued under incentive compensation plan | — | — | 1,059 | — | — | 1,059 |
| Purchase and retirement of common stock | (337) | (3) | (14,217) | — | — | (14,220) |
| Cumulative effect due to adoption of new accounting standard | — | — | — | 342 | — | 342 |
| Share-based compensation | — | — | 4,676 | — | — | 4,676 |
| **Balance at March 31, 2018** | 37,720 | $ 377 | $ 261,765 | $ 1,085,061 | $ (109,769) | $ 1,237,434 |
| Net income | — | $ — | $ — | $ 43,609 | $ — | $ 43,609 |
| Other comprehensive income (loss): | | | | | | |
| Cumulative translation adjustment | — | — | — | — | (23,683) | (23,683) |
| Issuance of common stock in connection with: | | | | | | |
| Exercise of options | 360 | 4 | 14,802 | — | — | 14,806 |
| Restricted share grants, less net settled shares of 4 | 99 | 1 | (253) | — | — | (252) |
| Share-based compensation | — | — | 3,887 | — | — | 3,887 |
| **Balance at June 30, 2018** | 38,179 | $ 382 | $ 280,201 | $ 1,128,670 | $ (133,452) | $ 1,275,801 |

See accompanying notes to condensed consolidated financial statements

**FTI Consulting, Inc. and Subsidiaries**

**Condensed Consolidated Statements of Cash Flows**
(in thousands)
(Unaudited)

| | Six Months Ended June 30, | |
|---|---|---|
| **Operating activities** | **2019** | **2018** |
| Net income | $ 127,243 | $ 82,554 |
| Adjustments to reconcile net income to net cash used in operating activities: | | |
| Depreciation and amortization | 14,304 | 16,253 |
| Amortization and impairment of other intangible assets | 3,713 | 4,322 |
| Acquisition-related contingent consideration | 186 | 232 |
| Provision for doubtful accounts | 6,260 | 8,710 |
| Non-cash share-based compensation | 10,207 | 8,563 |
| Amortization of debt discount and issuance costs | 5,748 | 993 |
| Other | 225 | 798 |
| Changes in operating assets and liabilities, net of effects from acquisitions: | | |
| Accounts receivable, billed and unbilled | (186,854) | (99,299) |
| Notes receivable | 8,343 | 4,214 |
| Prepaid expenses and other assets | (1,953) | (4,151) |
| Accounts payable, accrued expenses and other | (11,606) | 352 |
| Income taxes | 24,424 | 13,143 |
| Accrued compensation | (55,183) | (58,547) |
| Billings in excess of services provided | 505 | (12,722) |
| **Net cash used in operating activities** | (54,438) | (34,585) |
| **Investing activities** | | |
| Purchases of property and equipment | (20,661) | (16,220) |
| Other | 69 | 689 |
| **Net cash used in investing activities** | (20,592) | (15,531) |
| **Financing activities** | | |
| Borrowings (repayments) under revolving line of credit, net | 20,000 | (25,000) |
| Deposits | 1,014 | 2,602 |
| Purchase and retirement of common stock | (66,893) | (14,220) |
| Net issuance of common stock under equity compensation plans | 1,009 | 18,740 |
| Payments for business acquisition liabilities | (2,282) | (3,029) |
| **Net cash used in financing activities** | (47,152) | (20,907) |
| Effect of exchange rate changes on cash and cash equivalents | (781) | (2,382) |
| Net decrease in cash and cash equivalents | (122,963) | (73,405) |
| Cash and cash equivalents, beginning of period | 312,069 | 189,961 |
| Cash and cash equivalents, end of period | $ 189,106 | $ 116,556 |
| **Supplemental cash flow disclosures** | | |
| Cash paid for interest | $ 3,467 | $ 13,020 |
| Cash paid for income taxes, net of refunds | $ 16,820 | $ 16,137 |
| Non-cash investing and financing activities: | | |
| Issuance of stock units under incentive compensation plans | $ 1,346 | $ 1,059 |
| Purchase and retirement of common stock not yet paid | $ 3,322 | $ — |

See accompanying notes to condensed consolidated financial statements

## 1. Basis of Presentation and Significant Accounting Policies

### *Basis of Presentation*

The unaudited condensed consolidated financial statements of FTI Consulting, Inc., including its consolidated subsidiaries (collectively, the "Company," "we," "our" or "FTI Consulting"), presented herein, have been prepared in accordance with generally accepted accounting principles in the United States ("GAAP") and under the rules and regulations of the Securities and Exchange Commission ("SEC") for interim financial information. Some of the information and footnote disclosures normally included in annual financial statements have been condensed or omitted pursuant to those rules and regulations. Certain prior period amounts have been reclassified to conform to the current period presentation. In management's opinion, the interim financial statements reflect all adjustments that are necessary for a fair presentation of the results for the interim periods presented. All adjustments made were normal recurring accruals. Results of operations for the interim periods presented herein are not necessarily indicative of results of operations for a full year. These financial statements should be read in conjunction with the consolidated financial statements and the notes thereto contained in our Annual Report on Form 10-K for the year ended December 31, 2018 filed with the SEC.

### *Leases*

As of January 1, 2019, the Company adopted Accounting Standards Update ("ASU") 2016-02, *Leases,* which was amended in some respects by subsequent ASUs (collectively "ASC 842") and supersedes existing lease guidance. The standard requires us to record right-of-use ("ROU") assets and corresponding lease liabilities on the balance sheet and disclose key quantitative and qualitative information about our lease contracts.

Under ASC 842, we determine if a contract is a leasing arrangement at inception. ROU assets represent our right to control the use of an identified asset for the lease term and lease liabilities represent our obligation to make lease payments arising from the lease. Operating lease ROU assets and liabilities are recognized at the commencement date based on the present value of lease payments over the lease term. We use the incremental borrowing rate on the commencement date in determining the present value of our lease payments. We recognize operating lease expense for our operating leases on a straight-line basis over the lease term, which may include renewal or termination options that are reasonably certain of exercise.

Lease and non-lease components are accounted for together as a single lease component for operating leases associated with our office space and our equipment leases. We apply a portfolio approach for certain equipment leases to effectively account for the operating lease ROU assets and liabilities.

## 2. New Accounting Standards

### *Recently Adopted Accounting Standards*

In February 2016, the Financial Accounting Standards Board ("FASB") issued ASU 2016-02, *Leases*, which was amended in some respects by subsequent ASUs. We adopted ASC 842 using the modified retrospective basis for reporting. In addition, we elected the package of practical expedients permitted under the transition guidance within the new standard, which allowed us to carry forward the historical lease classification for existing leases on the adoption date, and allowed us not to reassess whether an existing contract contains a lease or initial direct costs. As permitted by the guidance, prior comparative periods will not be adjusted under this method.

See Note 1, "Basis of Presentation and Significant Accounting Policies" for a description of the significant accounting policies for our operating leases. See Note 9, "Leases" for the disclosures required under ASC 842. The adoption of this standard resulted in recognition of ROU assets in the amount of $148.5 million and lease liabilities in the amount of $206.7 million for operating leases on our Condensed Consolidated Balance Sheets as of January 1, 2019. Our existing deferred rent and cease-use liabilities were $62.3 million as of December 31, 2018 and were included as a reduction to the initial measurement of our operating lease assets. Our existing prepaid rent balance was $4.1 million as of December 31, 2018 and was included as a reduction to the initial measurement of our operating lease liabilities. There was no material impact on the Condensed Consolidated Statements of Comprehensive Income, Condensed Consolidated Statements of Stockholders' Equity or Condensed Consolidated Statements of Cash Flows.

***Accounting Standards Not Yet Adopted***

In August 2018, the FASB issued ASU 2018-13, *Fair Value Measurement (Topic 820): Disclosure Framework—Changes to the Disclosure Requirements for Fair Value Measurement*, which modifies the disclosure requirements for fair value measurements. The guidance promotes a framework to help improve the effectiveness of disclosures in the notes to the financial statements and is effective for annual and interim periods beginning after December 15, 2019, although early adoption is permitted. The Company is in the process of evaluating the impact of this new guidance on its consolidated financial statements.

In August 2018, the FASB issued ASU 2018-15, *Internal Use Software (Subtopic 350-40): Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That is a Service Contract*, which requires the Company to capitalize implementation costs of a hosting arrangement that is a service contract and expense those costs over the term of the hosting arrangement. The guidance is effective for annual and interim periods beginning after December 15, 2019 although early adoption is permitted. The Company is in the process of evaluating the impact of this new guidance on its consolidated financial statements.

**3. Earnings Per Common Share**

Basic earnings per common share is calculated by dividing net income by the weighted average number of common shares outstanding during the period. Diluted earnings per common share adjusts basic earnings per common share for the effects of potentially dilutive common shares. Potentially dilutive common shares include the dilutive effects of shares issuable under our equity compensation plans, including stock options and restricted shares, each using the treasury stock method.

Because we expect to settle the principal amount of the outstanding 2.0% convertible senior notes due 2023 ("2023 Convertible Notes") in cash, we use the treasury stock method for calculating the potential dilutive effect of the conversion feature on earnings per common share, if applicable. The conversion feature will have a dilutive impact on earnings per common share when the average market price of our common stock for a given period exceeds the conversion price of $101.38 per share. As we did not meet this threshold during the three and six months ended June 30, 2019, any shares of common stock potentially issuable upon conversion of the 2023 Convertible Notes are excluded from the calculation of diluted earnings per share.

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2019 | 2018 | 2019 | 2018 |
| **Numerator — basic and diluted** | | | | |
| Net income | $ 64,598 | $ 43,609 | $ 127,243 | $ 82,554 |
| **Denominator** | | | | |
| Weighted average number of common shares outstanding — basic | 36,960 | 37,001 | 36,970 | 36,851 |
| Effect of dilutive stock options | 459 | 558 | 445 | 430 |
| Effect of dilutive restricted shares | 749 | 712 | 778 | 661 |
| Weighted average number of common shares outstanding — diluted | 38,168 | 38,271 | 38,193 | 37,942 |
| **Earnings per common share — basic** | $ 1.75 | $ 1.18 | $ 3.44 | $ 2.24 |
| **Earnings per common share — diluted** | $ 1.69 | $ 1.14 | $ 3.33 | $ 2.18 |
| **Antidilutive stock options and restricted shares** | 25 | 44 | 38 | 330 |

**4. Revenues**

We generate the majority of our revenues by providing consulting services to our clients. Most of our consulting service contracts are based on one of the following types of arrangements:

- *Time and expense arrangements* require the client to pay us based on the number of hours worked at contractually agreed-upon rates. We recognize revenues for these arrangements based on hours incurred and contracted rates utilizing a right-to-invoice practical expedient because we have a right to consideration for services completed to date.
- *Fixed fee arrangements* require the client to pay a pre-established fee in exchange for a predetermined set of professional services. We recognize revenues for these arrangements based on the proportional performance related to

individual performance obligations within each arrangement; however, these arrangements generally have one performance obligation.

- *Performance-based or contingent arrangements* represent forms of variable consideration. In these arrangements, our fees are based on the attainment of contractually defined objectives with our client, such as completing a business transaction or assisting the client in achieving a specific business objective. We recognize revenues earned to date by applying the proportional performance method.

Revenues are recognized when we satisfy a performance obligation by transferring services promised in a contract to a customer and in an amount that reflects the consideration that we expect to receive in exchange for those services. Performance obligations in our contracts represent distinct or separate services that we provide to our customers.

Revenues recognized during the current period may include revenues from performance obligations satisfied or partially satisfied in previous periods. This primarily occurs when the estimated transaction price has changed based on our current probability assessment over whether the agreed-upon outcome for our performance-based and contingent arrangements will be achieved. The aggregate amount of revenues recognized related to a change in the transaction price was $21.2 million and $23.7 million for the three and six months ended June 30, 2019, respectively, and $4.5 million and $6.5 million for the three and six months ended June 30, 2018, respectively.

Unfulfilled performance obligations represent the remaining contract transaction prices allocated to the performance obligations that are unsatisfied. Unfulfilled performance obligations primarily consist of fees not yet recognized on a proportional performance basis for fixed fee arrangements and performance-based and contingent arrangements. As of June 30, 2019 and December 31, 2018, the aggregate amount of the remaining contract transaction price allocated to unfulfilled performance obligations was $9.5 million and $8.8 million, respectively. We expect to recognize the majority of the related revenues over the next 24 months.

Contract assets are defined as assets for which we have recorded revenue but are not yet entitled to receive our fees because certain events, such as completion of the measurement period or client approval, must occur. The contract asset balance was $6.8 million as of June 30, 2019 and $2.4 million as of December 31, 2018.

Contract liabilities are defined as liabilities incurred when we have received consideration but have not yet performed the agreed upon services. This may occur when clients pay us upfront fees before we begin work for them. The contract liability balance was immaterial as of June 30, 2019 and December 31, 2018.

**5. Accounts Receivable and Allowance for Doubtful Accounts**

Timing of revenue recognition often differs from the timing of billing to our customers. Generally, we transfer goods or services to a customer before the customer pays consideration or payment is due. If we have an unconditional right to invoice and receive payment for goods or services already provided, we record billed and unbilled receivables on our Condensed Consolidated Balance Sheets. Payment terms and conditions vary depending on the jurisdiction, market and type of service and whether regulatory or other third-party approvals are required. In addition, contracts may be negotiated per the client’s request, or at times we are asked to execute contracts in a form provided by customers that might include different terms. Our standard contract terms generally include a requirement of payment within 30 days where no contingencies exist.

We record adjustments to the allowance for doubtful accounts and unbilled services as a reduction in revenues when there are changes in estimates of fee reductions, such as those fee reductions imposed by bankruptcy courts and other regulatory institutions for both billed and unbilled receivables. The allowance for doubtful accounts and unbilled services is also adjusted after the related work has been billed to the client and we discover that collectability is not reasonably assured. These adjustments are recorded to “Selling, general and administrative expenses” ("SG&A") on the Condensed Consolidated Statements of Comprehensive Income. Our bad debt expense totaled $2.5 million and $6.3 million for the three and six months ended June 30, 2019, respectively, and $3.0 million and $8.7 million for the three and six months ended June 30, 2018, respectively.

## 6. Goodwill and Other Intangible Assets

### *Goodwill*

The table below summarizes the changes in the carrying amount of goodwill by reportable segment:

| | Corporate Finance & Restructuring | Forensic and Litigation Consulting | Economic Consulting | Technology | Strategic Communications | Total |
|---|---|---|---|---|---|---|
| **Balance at December 31, 2018** | | | | | | |
| Goodwill | $ 450,997 | $ 231,537 | $ 268,547 | $ 96,723 | $ 318,651 | $ 1,366,455 |
| Accumulated goodwill impairment | — | — | — | — | (194,139) | (194,139) |
| **Goodwill, net at December 31, 2018** | 450,997 | 231,537 | 268,547 | 96,723 | 124,512 | 1,172,316 |
| Foreign currency translation adjustment and other | 292 | (29) | (14) | — | (8) | 241 |
| **Balance at June 30, 2019** | | | | | | |
| Goodwill | 451,289 | 231,508 | 268,533 | 96,723 | 318,643 | 1,366,696 |
| Accumulated goodwill impairment | — | — | — | — | (194,139) | (194,139) |
| **Goodwill, net at June 30, 2019** | $ 451,289 | $ 231,508 | $ 268,533 | $ 96,723 | $ 124,504 | $ 1,172,557 |

### *Other Intangible Assets*

Other intangible assets with finite lives, comprised primarily of customer relationships, are amortized over their estimated useful lives. We recorded amortization expense of $1.9 million and $3.7 million for the three and six months ended June 30, 2019, respectively, and $2.1 million and $4.3 million for the three and six months ended June 30, 2018, respectively.

We estimate our future amortization expense for our intangible assets with finite lives to be as follows:

| Year | As of June 30, 2019[1] |
|---|---|
| 2019 (remaining) | $ 3,591 |
| 2020 | 7,172 |
| 2021 | 6,653 |
| 2022 | 4,909 |
| 2023 | 1,691 |
| Thereafter | 1,804 |
| | $ 25,820 |

(1) Actual amortization expense to be reported in future periods could differ from these estimates because of new intangible asset acquisitions, changes in useful lives or other relevant factors or changes.

## 7. Financial Instruments

The following table presents the carrying amounts and estimated fair values of our financial instruments by hierarchy level as of June 30, 2019 and December 31, 2018:

| | June 30, 2019 | | | |
|---|---|---|---|---|
| | | Hierarchy Level | | |
| | Carrying Amount | Level 1 | Level 2 | Level 3 |
| **Liabilities** | | | | |
| Acquisition-related contingent consideration, including current portion (1) | $ 2,142 | $ — | $ — | $ 2,142 |
| Long-term debt (2) | 290,531 | — | 353,792 | — |
| **Total** | $ 292,673 | $ — | $ 353,792 | $ 2,142 |

| | December 31, 2018 | | | |
|---|---|---|---|---|
| | | Hierarchy Level | | |
| | Carrying Amount | Level 1 | Level 2 | Level 3 |
| **Liabilities** | | | | |
| Acquisition-related contingent consideration, including current portion (1) | $ 2,960 | $ — | $ — | $ 2,960 |
| Long-term debt (2) | 265,571 | — | 291,837 | — |
| **Total** | $ 268,531 | $ — | $ 291,837 | $ 2,960 |

(1) The short-term portion is included in “Accounts payable, accrued expenses and other,” and the long-term portion is included in “Other liabilities” on the Condensed Consolidated Balance Sheets.

(2) The carrying values include unamortized deferred debt issue costs and debt discount.

The fair values of financial instruments not included in this table are estimated to be equal to their carrying values as of June 30, 2019 and December 31, 2018.

We estimate the fair value of our 2023 Convertible Notes based on their last actively traded prices. The fair value of our borrowings on our senior secured bank revolving credit facility approximates the carrying amount. The fair value of our debt is classified within Level 2 of the fair value hierarchy because it is traded in less active markets.

We estimate the fair value of acquisition-related contingent consideration using a probability-weighted discounted cash flow model. This fair value estimate represents a Level 3 measurement as it is based on significant inputs not observed in the market and reflect our own assumptions. The significant unobservable inputs used in the fair value measurements of our acquisition-related contingent consideration are our measures of the future profitability and related cash flows and discount rates. The fair value of the contingent consideration is reassessed at each reporting period by the Company based on additional information as it becomes available.

Any change in the fair value of an acquisition’s contingent consideration liability results in a remeasurement gain or loss that is recorded in “Selling, general and administrative expenses” on the Consolidated Statements of Comprehensive Income. During the three and six months ended June 30, 2019 and 2018, there was no change in the estimated fair value of future expected contingent consideration payments.

**8. Debt**

The table below summarizes the components of the Company's debt:

| | June 30, 2019 | December 31, 2018 |
|---|---|---|
| 2023 Convertible Notes | $ 316,250 | $ 316,250 |
| Credit Facility | 20,000 | — |
| **Total debt** | 336,250 | 316,250 |
| Less: deferred debt discount | (39,753) | (43,998) |
| Less: deferred debt issue costs | (5,966) | (6,681) |
| **Long-term debt, net** [(1)] | $ 290,531 | $ 265,571 |
| Additional paid-in capital | $ 35,306 | $ 35,306 |
| Discount attribution to equity | (1,175) | (1,175) |
| **Equity component, net** | $ 34,131 | $ 34,131 |

(1) There were no current portions of long-term debt as of June 30, 2019 and December 31, 2018.

***2023 Convertible Notes***

On August 20, 2018, we issued the 2023 Convertible Notes with an aggregate principal amount of $316.3 million. The 2023 Convertible Notes bear interest at a fixed rate of 2.0% per year, payable semiannually in arrears on February 15th and August 15th of each year and will mature on August 15, 2023, unless earlier converted or repurchased. The 2023 Convertible Notes are senior unsecured obligations of the Company.

The 2023 Convertible Notes are convertible at an initial conversion rate of 9.8643 shares of our common stock per $1,000 principal amount of the 2023 Convertible Notes (equivalent to an initial conversion price of approximately $101.38 per share of common stock). The circumstances required to allow the holders to convert their 2023 Convertible Notes were not met as of June 30, 2019.

The excess of the principal amount of the liability over its carrying amount ("debt discount") is amortized to interest expense over the term of the 2023 Convertible Notes using the effective interest rate method.

We incurred debt issue costs and allocated the total amount to the liability and equity components of the 2023 Convertible Notes based on their relative values. The debt issue costs attributable to the liability component are amortized to interest expense over the term of the 2023 Convertible Notes using the effective interest rate method. Issuance costs attributable to the equity component were netted with the equity component in stockholders' equity.

The table below summarizes the amount of interest cost recognized by us for both the contractual interest expense and amortization of the debt discount for the 2023 Convertible Notes:

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2019 | 2018 | 2019 | 2018 |
| Contractual interest expense | $ 1,581 | $ — | $ 3,162 | $ — |
| Amortization of debt discount [(1)] | 2,137 | — | 4,245 | — |
| **Total** | $ 3,718 | $ — | $ 7,407 | $ — |

(1) The effective interest rate of the liability component was 5.45% as of June 30, 2019.

***Credit Facility***

On June 26, 2015, we entered into a credit agreement, which provides for a $550.0 million senior secured bank revolving credit facility ("Original Credit Facility") maturing on June 26, 2020. In November 2018, we amended and restated the credit agreement to, among other things, extend the maturity of the Original Credit Facility to November 30, 2023 and incurred an additional $1.7 million of debt issuance costs (the Original Credit Facility as amended and restated, the “Credit Facility”).

The Company has classified the borrowings under the Company’s Credit Facility as long-term debt in the accompanying Condensed Consolidated Balance Sheets, as amounts due under the credit agreement are not contractually required or expected to be liquidated for more than one year from the applicable balance sheet date. Additionally, $1.0 million of the borrowing limit under the Credit Facility was utilized for letters of credit as of June 30, 2019.

There were $2.8 million and $3.6 million of unamortized debt issue costs related to the Credit Facility as of June 30, 2019 and December 31, 2018, respectively. These amounts were included in “Other assets” on our Condensed Consolidated Balance Sheets.

**9. Leases**

We lease office space and equipment under non-cancelable operating leases. We recognize operating lease expense on a straight-line basis over the lease term. Leases with an initial term of 12 months or less are not recorded on the balance sheet. Most leases include one or more options to renew, with renewal terms that can extend the lease term from one to nine years. The exercise of lease renewal options is at our sole discretion. Certain of our lease agreements include rental payments that are adjusted periodically for inflation. Our lease agreements do not contain any material residual value guarantees or material restrictive covenants.

The table below summarizes the carrying amount of our operating lease assets and liabilities:

| Leases | Classification | As of June 30, 2019 |
|---|---|---|
| **Assets** | | |
| Operating lease assets | Operating lease assets | $ 155,100 |
| **Total lease assets** | | $ 155,100 |
| **Liabilities** | | |
| Current | | |
| Operating lease liabilities | Accounts payable, accrued expenses and other | $ 29,653 |
| Noncurrent | | |
| Operating lease liabilities | Noncurrent operating lease liabilities | 177,110 |
| **Total lease liabilities** | | $ 206,763 |

The table below summarizes total lease costs for the three and six months ended June 30, 2019, respectively:

| Lease Cost | Three Months Ended June 30, 2019 | Six Months Ended June 30, 2019 |
|---|---|---|
| Operating lease costs | $ 11,044 | $ 21,909 |
| Short-term lease costs | 566 | 1,429 |
| Variable lease costs | 2,685 | 5,698 |
| Sublease income | (1,246) | (2,443) |
| **Total lease cost** | $ 13,049 | $ 26,593 |

We sublease certain of our leased office spaces to third parties. Our sublease portfolio consists of leases of office space that we have abandoned before the lease term expiration. Operating lease expense on abandoned office space is reduced by sublease rental income, which is recorded to SG&A expenses on the Condensed Consolidated Statements of Comprehensive Income. Our sublease arrangements do not contain renewal options or restrictive covenants. We estimate future sublease rental income to be $2.7 million in 2019, $4.9 million in 2020, $4.5 million in 2021, $0.7 million in 2022, $0.6 million in 2023 and $0.9 million in years beyond 2023.

The maturity analysis below summarizes the remaining future undiscounted cash flows for our operating leases, a reconciliation to operating lease liabilities reported on the Condensed Consolidated Balance Sheet, our weighted-average remaining lease term and weighted average discount rate:

| | As of June 30, 2019 |
|---|---|
| 2019 (remaining) | $ 15,170 |
| 2020 | 49,841 |
| 2021 | 46,881 |
| 2022 | 28,514 |
| 2023 | 23,973 |
| Thereafter | 88,704 |
| Total future lease payments | 253,083 |
| Less: imputed interest | (46,320) |
| **Total** | $ 206,763 |
| | |
| **Weighted Average Remaining Lease Term (years)** | |
| Operating leases | 6.7 |
| | |
| **Weighted Average Discount Rate** | |
| Operating leases | 5.6% |

The table below summarizes cash paid for our operating lease liabilities and other non-cash information:

| | Six Months Ended June 30, 2019 |
|---|---|
| Cash paid for amounts included in the measurement of operating lease liabilities | $ 23,199 |
| | |
| Operating lease assets obtained in exchange for lease liabilities | $ 19,162 |

**Operating Lease Commitments**

Under Topic 840, our future minimum payments for all operating lease obligations that have initial non-cancelable lease terms exceeding one year, net of rental income from subleases as of December 31, 2018 were as follows:

| | Operating Leases | Sublease Rental Income |
|---|---|---|
| 2019 | $ 49,757 | $ 4,760 |
| 2020 | 47,084 | 3,944 |
| 2021 | 44,480 | 3,864 |
| 2022 | 24,471 | 707 |
| 2023 | 20,309 | 614 |
| Thereafter | 75,190 | 939 |
| **Total** | $ 261,291 | $ 14,828 |

**10. Commitments and Contingencies**

We are subject to legal actions arising in the ordinary course of business. In management’s opinion, we believe we have adequate legal defenses and/or insurance coverage with respect to the eventuality of such actions. We do not believe any settlement or judgment relating to any pending legal action would materially affect our financial position or results of operations.

**11. Share-Based Compensation**

During the six months ended June 30, 2019, we granted 198,113 restricted stock awards, 24,108 restricted stock units and 113,124 performance-based restricted stock units. These awards are recorded as equity on the Condensed Consolidated Balance Sheets. During the six months ended June 30, 2019, stock options exercisable for up to 661 shares and 32,310 shares of restricted stock were forfeited prior to the completion of the applicable vesting requirements.

Total share-based compensation expense, net of forfeitures, for the three and six months ended June 30, 2019 and 2018 is detailed in the following table:

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| Income Statement Classification | 2019 | 2018 | 2019 | 2018 |
| Direct cost of revenues | $ 2,559 | $ 2,427 | $ 7,802 | $ 6,206 |
| Selling, general and administrative expenses | 2,698 | 3,158 | 5,130 | 5,347 |
| **Total share-based compensation expense** | $ 5,257 | $ 5,585 | $ 12,932 | $ 11,553 |

**12. Stockholders' Equity**

On June 2, 2016, our Board of Directors authorized a stock repurchase program of up to $100.0 million (the "Repurchase Program"). On each of May 18, 2017, December 1, 2017 and February 21, 2019, our Board of Directors authorized an additional $100.0 million, respectively, increasing the Repurchase Program to an aggregate authorization of $400.0 million. No time limit has been established for the completion of the Repurchase Program, and the Repurchase Program may be suspended, discontinued or replaced by the Board of Directors at any time without prior notice. As of June 30, 2019, we have $102.4 million available under the Repurchase Program to repurchase additional shares.

The following table details our stock repurchases under the Repurchase Program:

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2019 | 2018 | 2019 | 2018 |
| Shares of common stock repurchased and retired | 580 | — | 908 | 337 |
| Average price paid per share | $ 83.34 | $ — | $ 77.33 | $ 42.17 |
| Total cost | $ 48,320 | $ — | $ 70,197 | $ 14,213 |

**13. Segment Reporting**

We manage our business in five reportable segments: Corporate Finance & Restructuring ("Corporate Finance"), Forensic and Litigation Consulting ("FLC"), Economic Consulting, Technology and Strategic Communications.

Our Corporate Finance segment focuses on the strategic, operational, financial and capital needs of our clients around the world and delivers a wide range of service offerings related to restructuring, business transformation and transaction support. Our restructuring practice includes corporate restructuring, including bankruptcy and interim management services. Our business transformation and transactions practices include financial, operational and performance improvement services, as well as due diligence, financing advisory, mergers and acquisitions ("M&A") advisory, M&A integration, carveout support and valuations.

Our FLC segment provides law firms, companies, government clients and other interested parties with multidisciplinary, independent dispute advisory, investigations, data analytics, forensic accounting, business intelligence and risk mitigation services, as well as interim management and performance improvement services for our health solutions practice clients.

Our Economic Consulting segment provides law firms, companies, government entities and other interested parties with analysis of complex economic issues for use in legal, regulatory and international arbitration proceedings, strategic decision making and public policy debates in the U.S. and around the world.

Our Technology segment provides corporations and law firms with a comprehensive and global portfolio of consulting and services for information governance, privacy and security, electronic discovery ("e-discovery") and insight analytics. Our consulting expertise enables clients to more confidently govern, secure, find, analyze and rapidly understand their data in the context of compliance and risk.

Our Strategic Communications segment designs and executes communications strategies for management teams and boards of directors to help them seize opportunities, manage financial, regulatory and reputational challenges, navigate market disruptions, articulate their brand, stake a competitive position, and preserve and grow their operations.

We evaluate the performance of our operating segments based on Adjusted Segment EBITDA, a GAAP financial measure. We define Adjusted Segment EBITDA as a segment's share of consolidated operating income before depreciation, amortization of intangible assets, remeasurement of acquisition-related contingent consideration, special charges and goodwill impairment charges. We define Total Adjusted Segment EBITDA, a non-GAAP financial measure, as the total of Adjusted Segment EBITDA for all segments, which excludes unallocated corporate expenses. We use Adjusted Segment EBITDA 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.

The table below presents revenues and Adjusted Segment EBITDA for our reportable segments:

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2019 | 2018 | 2019 | 2018 |
| **Revenues** | | | | |
| Corporate Finance | $ 190,003 | $ 141,355 | $ 350,969 | $ 284,277 |
| FLC | 145,870 | 133,527 | 284,867 | 261,566 |
| Economic Consulting | 155,502 | 133,308 | 297,773 | 266,417 |
| Technology | 55,632 | 46,429 | 106,968 | 87,343 |
| Strategic Communications | 59,112 | 57,479 | 116,816 | 110,269 |
| **Total revenues** | $ 606,119 | $ 512,098 | $ 1,157,393 | $ 1,009,872 |
| **Adjusted Segment EBITDA** | | | | |
| Corporate Finance | $ 50,492 | $ 35,777 | $ 87,853 | $ 70,581 |
| FLC | 28,241 | 27,615 | 60,058 | 53,372 |
| Economic Consulting | 23,313 | 15,472 | 47,353 | 34,608 |
| Technology | 12,875 | 7,508 | 25,598 | 13,240 |
| Strategic Communications | 10,474 | 10,967 | 22,023 | 20,819 |
| **Total Adjusted Segment EBITDA** | $ 125,395 | $ 97,339 | $ 242,885 | $ 192,620 |

The table below reconciles net income to Total Adjusted Segment EBITDA:

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2019 | 2018 | 2019 | 2018 |
| **Net income** | $ 64,598 | $ 43,609 | $ 127,243 | $ 82,554 |
| Add back: | | | | |
| Income tax provision | 21,313 | 14,113 | 41,243 | 29,383 |
| Interest income and other | (2,609) | (2,474) | (2,768) | (674) |
| Interest expense | 4,793 | 6,583 | 9,539 | 12,827 |
| Unallocated corporate expenses | 28,892 | 25,882 | 50,995 | 49,770 |
| Segment depreciation expense | 6,556 | 7,574 | 12,920 | 14,438 |
| Amortization of intangible assets | 1,852 | 2,052 | 3,713 | 4,322 |
| **Total Adjusted Segment EBITDA** | $ 125,395 | $ 97,339 | $ 242,885 | $ 192,620 |

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following is a discussion and analysis of our consolidated financial condition, results of operations, liquidity and capital resources for the three and six months ended June 30, 2019 and 2018 and significant factors that could affect our prospective financial condition and results of operations. This discussion should be read in conjunction with the accompanying unaudited condensed consolidated financial statements and related notes and with our Annual Report on Form 10-K for the year ended December 31, 2018 filed with the Securities and Exchange Commission (“SEC”). In addition to historical information, the following discussion includes forward-looking statements based on current expectations that involve risks, uncertainties and assumptions, such as our plans, objectives, expectations and intentions. Although we believe that the expectations reflected in the forward-looking statements contained herein are reasonable, these expectations or any of the forward-looking statements could prove to be incorrect, and actual results could differ materially from those projected or assumed in the forward-looking statements.

### BUSINESS OVERVIEW

FTI Consulting, Inc. ("FTI Consulting," "we," "us" or the "Company") is a global business advisory firm dedicated to helping organizations manage change, mitigate risk and resolve disputes: financial, legal, operational, political and regulatory, reputational and transactional. Individually, each of our practices is staffed with experts recognized for the depth of their knowledge and a track record of making an impact. Collectively, FTI Consulting offers a comprehensive suite of services designed to assist clients across the business cycle, from proactive risk management and rapid response to unexpected events and dynamic environments.

We report financial results for the following five reportable segments:

Our **Corporate Finance & Restructuring (“Corporate Finance”)** segment focuses on the strategic, operational, financial and capital needs of our clients around the world and delivers a wide range of service offerings related to restructuring, business transformation and transaction support. Our restructuring practice includes corporate restructuring, including bankruptcy and interim management services. Our business transformation and transactions practices include financial, operational and performance improvement services, as well as due diligence, financing advisory, mergers and acquisitions ("M&A") advisory, M&A integration, carveout support and valuations.

Our **Forensic and Litigation Consulting (“FLC”)** segment provides law firms, companies, government clients and other interested parties with multidisciplinary, independent dispute advisory, investigations, data analytics, forensic accounting, business intelligence and risk mitigation services, as well as interim management and performance improvement services for our health solutions practice clients.

Our **Economic Consulting** segment provides law firms, companies, government entities and other interested parties with analysis of complex economic issues for use in legal, regulatory and international arbitration proceedings, strategic decision making and public policy debates in the United States ("U.S.") and around the world.

Our **Technology** segment provides corporations and law firms with a comprehensive and global portfolio of consulting and services for information governance, privacy and security, electronic discovery ("e-discovery") and insight analytics. Our consulting expertise enables clients to more confidently govern, secure, find, analyze and rapidly understand their data in the context of compliance and risk.

Our **Strategic Communications** segment designs and executes communications strategies for management teams and boards of directors to help them seize opportunities, manage financial, regulatory and reputational challenges, navigate market disruptions, articulate their brand, stake a competitive position, and preserve and grow their operations.

We derive substantially all of our revenues from providing professional services to both U.S. and global clients. Most of our services are rendered under time and expense arrangements that obligate the client to pay us a fee for the hours that we incur at agreed-upon rates. Under this arrangement, we typically bill our clients for reimbursable expenses, which may include the cost of producing our work product and other direct expenses that we incur on behalf of the client, such as travel costs. We also render services for which certain clients may be required to pay us a fixed-fee or recurring retainer. These arrangements are generally cancelable at any time. Some of our engagements contain performance-based arrangements in which we earn a contingent or success fee when and if certain predefined outcomes occur. This type of success fee may supplement a time and expense or fixed-fee arrangement. Success fee revenues may cause variations in our revenues and operating results due to the timing of when achieving the performance-based criteria becomes probable. Seasonal factors, such as the timing of our employees’ and clients’ vacations and holidays, may impact the timing of our revenues across our segments.

In our Technology segment, certain clients are billed based on the amount of data stored on our electronic systems, the volume of information processed or the number of users licensing our Ringtail® software prior to its sale in September 2018, and our other software products. We licensed, and in some cases continue to license, certain products directly to end users, as well as indirectly through our channel partner relationships. Unit-based revenues are defined as revenues billed on a per item, per page or some other unit-based method and include revenues from data processing and hosting, software usage and software licensing. Unit-based revenues include revenues associated with our proprietary software that are made available to customers, either via a web browser ("on-demand") or installed at our customer or partner locations ("on-premise"). On-demand revenues are charged on a unit or monthly basis and include, but are not limited to, processing and review related functions. On-premise revenues are composed of upfront license fees, with recurring support and maintenance.

Our financial results are primarily driven by:

- the number, size and type of engagements we secure;
- the rate per hour or fixed charges we charge our clients for services;
- the utilization rates of the revenue-generating professionals we employ;
- the timing of revenue recognition related to revenues subject to certain performance-based contingencies;
- the number of revenue-generating professionals;
- licensing of our software products and other technology services;
- the types of assignments we are working on at different times;
- the length of the billing and collection cycles; and
- the geographic locations of our clients or locations in which services are rendered.

We define acquisition growth as revenues of acquired companies in the first 12 months following the effective date of an acquisition. Our definition of organic growth is the change in revenues, excluding the impact of all such acquisitions.

When significant, we identify the estimated impact of foreign currency translation ("FX") driven by our businesses with functional currencies other than the U.S. Dollar ("USD"), on the period-to-period performance results. The estimated impact of FX is calculated as the difference between the prior period results multiplied by the average foreign currency exchange rates to USD in the current period and the prior period results, multiplied by the average foreign currency exchange rates to USD in the prior period.

**Non-GAAP Financial Measures**

In the accompanying analysis of financial information, we sometimes use information derived from consolidated and segment financial information that may not be presented in our financial statements or prepared in accordance with generally accepted accounting principles in the United States ("GAAP"). Certain of these financial measures are considered not in conformity with GAAP ("non-GAAP financial measures") under the SEC rules. Specifically, we have referred to the following non-GAAP financial measures:

- Total Segment Operating Income
- Adjusted EBITDA
- Total Adjusted Segment EBITDA
- Adjusted EBITDA Margin
- Adjusted Net Income
- Adjusted Earnings per Diluted Share
- Free Cash Flow

We have included the definitions of Segment Operating Income and Adjusted Segment EBITDA below in order to more fully define the components of certain non-GAAP financial measures in the accompanying analysis of financial information. As described in Note 13, "Segment Reporting" in Part I, Item 1, of this Quarterly Report on the Form 10-Q, we evaluate the performance of our operating segments based on Adjusted Segment EBITDA, and Segment Operating Income is a component of the definition of Adjusted Segment EBITDA.

We define Segment Operating Income, a GAAP financial measure, as a segment's share of consolidated operating income. We define Total Segment Operating Income, which is a non-GAAP financial measure, as the total of Segment Operating Income for all segments, which excludes unallocated corporate expenses. We use Segment Operating Income for the purpose of calculating Adjusted Segment EBITDA. We define Adjusted Segment EBITDA, a GAAP financial measure as a segment's share of consolidated operating income 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 EBITDA Margin as Adjusted EBITDA as a percentage of total 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, gain or loss on sale of a business and losses on early extinguishment of debt. We believe that these non-GAAP financial measures, when considered together with our GAAP financial results and GAAP financial 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 financial 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 ("EPS"), respectively, excluding the impact of remeasurement of acquisition-related contingent consideration, special charges, goodwill impairment charges, losses on early extinguishment of debt, non-cash interest expense on convertible notes, gain or loss on sale of a business and the impact of adopting the 2017 U.S. Tax Cuts and Jobs Act (the "2017 Tax Act"). 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 these non-GAAP financial measures, when considered together with our GAAP financial results, provide management and investors with an additional understanding of our business operating results, including underlying trends.

We define Free Cash Flow, which is a non-GAAP financial measure, as net cash provided by operating activities less cash payments for purchases of property and equipment. We believe this non-GAAP financial measure, when considered together with our GAAP financial results, provides management and investors with an additional understanding of the Company's ability to generate cash for ongoing business operations and other capital deployment.

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 Consolidated Statements of Comprehensive Income. Reconciliations of these non-GAAP financial measures to the most directly comparable GAAP financial measures are included elsewhere in this report.

## EXECUTIVE HIGHLIGHTS

| | Three months ended June 30, | | Six months ended June 30, | |
|---|---|---|---|---|
| | 2019 | 2018 | 2019 | 2018 |
| | (dollar amounts in thousands, except per share data) | | (dollar amounts in thousands, except per share data) | |
| Revenues | $ 606,119 | $ 512,098 | $ 1,157,393 | $ 1,009,872 |
| Net income | $ 64,598 | $ 43,609 | $ 127,243 | $ 82,554 |
| Adjusted EBITDA | $ 97,184 | $ 72,371 | $ 193,273 | $ 144,665 |
| Earnings per common share — diluted | $ 1.69 | $ 1.14 | $ 3.33 | $ 2.18 |
| Adjusted earnings per common share — diluted | $ 1.73 | $ 1.14 | $ 3.36 | $ 2.18 |
| Net cash provided by (used in) operating activities | $ 47,648 | $ 34,615 | $ (54,438) | $ (34,585) |
| Total number of employees | 4,999 | 4,608 | 4,999 | 4,608 |

### Second Quarter 2019 Executive Highlights

***Revenues***

Revenues for the three months ended June 30, 2019 increased $94.0 million, or 18.4%, to $606.1 million, as compared to the three months ended June 30, 2018. Excluding the estimated negative impact from FX, revenues increased $102.4 million, or 20.0%. The increase in revenues was driven by higher demand across all business segments and regions, with particular strength in our Corporate Finance and Economic Consulting segments, coupled with an increase in success fees in our Corporate Finance segment.

***Net income***

Net income for the three months ended June 30, 2019 increased $21.0 million to $64.6 million, as compared to the three months ended June 30, 2018. The increase was largely due to higher operating profits in the Corporate Finance, Economic Consulting and Technology segments.

***Adjusted EBITDA***

Adjusted EBITDA for the three months ended June 30, 2019 increased $24.8 million, or 34.3%, to $97.2 million, as compared to the three months ended June 30, 2018. Adjusted EBITDA Margin of 16.0% for the three months ended June 30, 2019 compared with 14.1% for the three months ended June 30, 2018. The increase in Adjusted EBITDA was due to higher revenues and improved utilization, which were partially offset by higher compensation, related to an increase in variable compensation, higher salaries reflecting annual salary adjustments and a 10.6% increase in billable headcount, as well as higher selling, general and administrative ("SG&A") expenses compared to the prior year period.

***EPS and Adjusted EPS***

EPS for the three months ended June 30, 2019 increased $0.55 to $1.69 compared to $1.14 for the three months ended June 30, 2018. The increase in EPS was primarily due to the operating results described above.

Adjusted EPS increased $0.59 to $1.73 for the three months ended June 30, 2019 compared to $1.14 for the three months ended June 30, 2018. Adjusted EPS excludes $2.1 million of non-cash interest expense in 2019 related to the 2.0% convertible senior notes due 2023 ("2023 Convertible Notes"), which increased Adjusted EPS by $0.04.

***Liquidity and capital allocation***

Net cash provided by operating activities for the three months ended June 30, 2019 increased $13.0 million to $47.6 million compared with $34.6 million for the three months ended June 30, 2018. The increase in net cash provided by operating activities was primarily due to higher cash collections resulting from higher revenues compared to the prior year period, partially offset by an increase in compensation costs. Days sales outstanding (“DSO”) of 103 days at June 30, 2019 compared to 101 days at June 30, 2018.

Free Cash Flow was an inflow of $37.1 million and $26.1 million for the three months ended June 30, 2019 and 2018, respectively. The increase was primarily due to higher net cash provided by operating activities, as described above.

***Other strategic activities***

During the three months ended June 30, 2019, we entered into a definitive agreement to acquire Andersch AG, a leading German restructuring advisory firm with offices in Frankfurt, Hamburg and Dusseldorf. The acquisition is expected to close during the third quarter of 2019, subject to German regulatory approval and other closing conditions.

***Headcount***

Our total headcount increased 4.8% from 4,768 at December 31, 2018 to 4,999 at June 30, 2019. The following table includes the net billable headcount additions (reductions) for the six months ended June 30, 2019:

| Billable Headcount | Corporate Finance | FLC | Economic Consulting | Technology | Strategic Communications | Total |
|---|---|---|---|---|---|---|
| December 31, 2018 | 948 | 1,153 | 708 | 306 | 641 | 3,756 |
| Additions, net | 34 | 41 | 7 | 9 | 17 | 108 |
| March 31, 2019 | 982 | 1,194 | 715 | 315 | 658 | 3,864 |
| Additions (reductions), net | 29 | 18 | (3) | 8 | 14 | 66 |
| June 30, 2019 | 1,011 | 1,212 | 712 | 323 | 672 | 3,930 |
| Percentage change in headcount from December 31, 2018 | 6.6% | 5.1% | 0.6% | 5.6% | 4.8% | 4.6% |

**CONSOLIDATED RESULTS OF OPERATIONS**

**Segment and Consolidated Operating Results:**

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2019 | 2018 | 2019 | 2018 |
| | (in thousands, except per share data) | | (in thousands, except per share data) | |
| **Revenues** | | | | |
| Corporate Finance | $ 190,003 | $ 141,355 | $ 350,969 | $ 284,277 |
| FLC | 145,870 | 133,527 | 284,867 | 261,566 |
| Economic Consulting | 155,502 | 133,308 | 297,773 | 266,417 |
| Technology | 55,632 | 46,429 | 106,968 | 87,343 |
| Strategic Communications | 59,112 | 57,479 | 116,816 | 110,269 |
| **Total revenues** | $ 606,119 | $ 512,098 | $ 1,157,393 | $ 1,009,872 |
| **Segment operating income** | | | | |
| Corporate Finance | $ 48,779 | $ 34,041 | $ 84,463 | $ 67,252 |
| FLC | 26,779 | 26,173 | 57,219 | 50,503 |
| Economic Consulting | 21,747 | 14,024 | 44,236 | 31,672 |
| Technology | 10,550 | 3,967 | 20,986 | 6,560 |
| Strategic Communications | 9,132 | 9,508 | 19,348 | 17,873 |
| **Total segment operating income** | 116,987 | 87,713 | 226,252 | 173,860 |
| Unallocated corporate expenses | (28,892) | (25,882) | (50,995) | (49,770) |
| **Operating income** | 88,095 | 61,831 | 175,257 | 124,090 |
| **Other income (expense)** | | | | |
| Interest income and other | 2,609 | 2,474 | 2,768 | 674 |
| Interest expense | (4,793) | (6,583) | (9,539) | (12,827) |
| | (2,184) | (4,109) | (6,771) | (12,153) |
| **Income before income tax provision** | 85,911 | 57,722 | 168,486 | 111,937 |
| **Income tax provision** | 21,313 | 14,113 | 41,243 | 29,383 |
| **Net income** | $ 64,598 | $ 43,609 | $ 127,243 | $ 82,554 |
| **Earnings per common share — basic** | $ 1.75 | $ 1.18 | $ 3.44 | $ 2.24 |
| **Earnings per common share — diluted** | $ 1.69 | $ 1.14 | $ 3.33 | $ 2.18 |

**Reconciliation of Net Income to Adjusted EBITDA:**

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2019 | 2018 | 2019 | 2018 |
| | (in thousands) | | (in thousands) | |
| **Net income** | $ 64,598 | $ 43,609 | $ 127,243 | $ 82,554 |
| Add back: | | | | |
| Income tax provision | 21,313 | 14,113 | 41,243 | 29,383 |
| Interest income and other | (2,609) | (2,474) | (2,768) | (674) |
| Interest expense | 4,793 | 6,583 | 9,539 | 12,827 |
| Depreciation and amortization | 7,237 | 8,488 | 14,303 | 16,253 |
| Amortization of other intangible assets | 1,852 | 2,052 | 3,713 | 4,322 |
| **Adjusted EBITDA** | $ 97,184 | $ 72,371 | $ 193,273 | $ 144,665 |

**Reconciliation of Net Income and EPS to Adjusted Net Income and Adjusted EPS:**

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2019 | 2018 | 2019 | 2018 |
| | (in thousands, except per share data) | | (in thousands, except per share data) | |
| **Net income** | $ 64,598 | $ 43,609 | $ 127,243 | $ 82,554 |
| Add back: | | | | |
| Non-cash interest expense on convertible notes | 2,137 | — | 4,245 | — |
| Tax impact of non-cash interest expense on convertible notes | (556) | — | (1,103) | — |
| Tax impact of gain on sale of business [(1)] | — | — | (2,097) | — |
| **Adjusted net income** | $ 66,179 | $ 43,609 | $ 128,288 | $ 82,554 |
| **Earnings per common share — diluted** | $ 1.69 | $ 1.14 | $ 3.33 | $ 2.18 |
| Add back: | | | | |
| Non-cash interest expense on convertible notes | 0.05 | — | 0.11 | — |
| Tax impact of non-cash interest expense on convertible notes | (0.01) | — | (0.03) | — |
| Tax impact of gain on sale of business [(1)] | — | — | (0.05) | — |
| **Adjusted earnings per common share — diluted** | $ 1.73 | $ 1.14 | $ 3.36 | $ 2.18 |
| **Weighted average number of common shares outstanding — diluted** | 38,168 | 38,271 | 38,193 | 37,942 |

(1) Represents a discrete tax adjustment resulting from a change in estimate related to the accounting for the sale of our Ringtail software and related business ("Ringtail").

**Reconciliation of Net Cash Provided by (Used in) Operating Activities to Free Cash Flow:**

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2019 | 2018 | 2019 | 2018 |
| | (in thousands) | | (in thousands) | |
| **Net cash provided by (used in) operating activities** | $ 47,648 | $ 34,615 | $ (54,438) | $ (34,585) |
| Purchases of property and equipment | (10,508) | (8,540) | (20,661) | (16,220) |
| **Free Cash Flow** | $ 37,140 | $ 26,075 | $ (75,099) | $ (50,805) |

**Three Months Ended June 30, 2019 Compared with Three Months Ended June 30, 2018**

***Revenues and operating income***

See “Segment Results” for an expanded discussion of revenues, gross profit and SG&A expenses.

***Unallocated corporate expenses***

Unallocated corporate expenses for the three months ended June 30, 2019 increased $3.0 million, or 11.6%, to $28.9 million compared to $25.9 million for the three months ended June 30, 2018. The increase was primarily due to higher variable compensation.

***Interest income and other***

Interest income and other, which includes FX gains and losses, increased $0.1 million to $2.6 million for the three months ended June 30, 2019 compared with $2.5 million for the three months ended June 30, 2018.

FX transaction gains and losses, both realized and unrealized, relate to the remeasurement or settlement of monetary assets and liabilities that are denominated in a currency other than an entity’s functional currency. These monetary assets and liabilities include cash, as well as third-party and intercompany receivables and payables.

***Interest expense***

Interest expense for the three months ended June 30, 2019 decreased $1.8 million to $4.8 million compared to $6.6 million for the three months ended June 30, 2018. Interest expense for the three months ended June 30, 2019 was favorably impacted by lower average outstanding balances under our senior secured bank revolving credit facility ("Credit Facility") as compared to the three months ended June 30, 2018. In addition, the decrease in interest expense reflects lower average interest rates on the 2023 Convertible Notes outstanding in 2019 as compared to the 6.0% senior notes due 2022 outstanding in 2018.

***Income tax provision***

The effective income tax rate for the three months ended June 30, 2019 was 24.8% compared with 24.4% for the three months ended June 30, 2018. The 2018 tax rate was favorably impacted by a discrete tax adjustment reflecting changes in certain state tax laws. The 2019 tax rate was favorably impacted by a discrete tax adjustment related to share-based compensation.

**Six Months Ended June 30, 2019 Compared with Six Months Ended June 30, 2018**

***Revenues and operating income***

See “Segment Results” for an expanded discussion of revenues, gross profit and SG&A expenses.

***Unallocated corporate expenses***

Unallocated corporate expenses for the six months ended June 30, 2019 increased $1.2 million, or 2.5%, to $51.0 million compared to $49.8 million for the six months ended June 30, 2018. The increase was primarily due to higher variable compensation and employee costs.

***Interest income and other***

Interest income and other, which includes FX gains and losses, increased $2.1 million to $2.8 million for the six months ended June 30, 2019 compared with $0.7 million for the six months ended June 30, 2018. The increase was primarily due to a $0.7 million increase in interest income from investments of excess cash and net FX gains, which were $0.1 million for the six months ended June 30, 2019 compared with a $0.3 million loss for the six months ended June 30, 2018. Additionally, we recognized a loss on the sale of an investment of $0.6 million in the second quarter of 2018.

FX transaction gains and losses, both realized and unrealized, relate to the remeasurement or settlement of monetary assets and liabilities that are denominated in a currency other than an entity’s functional currency. These monetary assets and liabilities include cash, as well as third-party and intercompany receivables and payables.

***Interest expense***

Interest expense for the six months ended June 30, 2019 decreased $3.3 million to $9.5 million compared to $12.8 million for the six months ended June 30, 2018. Interest expense for the six months ended June 30, 2019 was favorably impacted by lower average outstanding balances under our Credit Facility as compared to the six months ended June 30, 2018. In addition, the decrease in interest expense reflects lower average interest rates on the 2023 Convertible Notes outstanding in 2019 as compared to the 6.0% senior notes due 2022 outstanding in 2018.

***Income tax provision***

The effective income tax rate for the six months ended June 30, 2019 was 24.5% compared with 26.3% for the six months ended June 30, 2018. The 2019 tax rate was favorably impacted by discrete tax adjustments including a change in estimate related to the accounting for the sale of Ringtail and share-based compensation. The 2018 tax rate was favorably impacted by a discrete tax adjustment reflecting changes in certain state tax laws.

**SEGMENT RESULTS**

***Total Adjusted Segment EBITDA***

We evaluate the performance of our operating segments based on Adjusted Segment EBITDA, a GAAP financial measure. We define Total Adjusted Segment EBITDA, a non-GAAP financial measure, as the total of Adjusted Segment EBITDA for all segments, which excludes unallocated corporate expenses. The following table reconciles Net Income to Total Adjusted Segment EBITDA for the three and six months ended June 30, 2019 and 2018:

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2019 | 2018 | 2019 | 2018 |
| | (in thousands) | | (in thousands) | |
| **Net income** | $ 64,598 | $ 43,609 | $ 127,243 | $ 82,554 |
| Add back: | | | | |
| Income tax provision | 21,313 | 14,113 | 41,243 | 29,383 |
| Interest income and other | (2,609) | (2,474) | (2,768) | (674) |
| Interest expense | 4,793 | 6,583 | 9,539 | 12,827 |
| Unallocated corporate expenses | 28,892 | 25,882 | 50,995 | 49,770 |
| **Total segment operating income** | 116,987 | 87,713 | 226,252 | 173,860 |
| Add back: | | | | |
| Segment depreciation expense | 6,556 | 7,574 | 12,920 | 14,438 |
| Amortization of other intangible assets | 1,852 | 2,052 | 3,713 | 4,322 |
| **Total Adjusted Segment EBITDA** | $ 125,395 | $ 97,339 | $ 242,885 | $ 192,620 |

*Other Segment Operating Data*

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2019 | 2018 | 2019 | 2018 |
| **Number of revenue-generating professionals: (at period end)** | | | | |
| Corporate Finance | 1,011 | 871 | 1,011 | 871 |
| FLC | 1,212 | 1,065 | 1,212 | 1,065 |
| Economic Consulting | 712 | 695 | 712 | 695 |
| Technology [1] | 323 | 293 | 323 | 293 |
| Strategic Communications | 672 | 628 | 672 | 628 |
| **Total revenue-generating professionals** | 3,930 | 3,552 | 3,930 | 3,552 |
| **Utilization rates of billable professionals:** [2] | | | | |
| Corporate Finance | 68% | 67% | 69% | 69% |
| FLC | 65% | 67% | 66% | 67% |
| Economic Consulting | 79% | 69% | 78% | 70% |
| **Average billable rate per hour:** [3] | | | | |
| Corporate Finance | $ 475 | $ 458 | $ 453 | $ 450 |
| FLC | $ 340 | $ 344 | $ 337 | $ 338 |
| Economic Consulting | $ 524 | $ 534 | $ 501 | $ 538 |

(1) The number of revenue-generating professionals for the Technology segment excludes as-needed professionals who we employ based on demand for the segment's services. We employed an average of 312 as-needed employees during the three months ended June 30, 2019 compared with 255 as-needed employees during the three months ended June 30, 2018.

(2) We calculate the utilization rate for our billable professionals by dividing the number of hours that all of our billable professionals worked on client assignments during a period by the total available working hours for all of our billable professionals during the same period. Available hours are determined by the standard hours worked by each employee, adjusted for part-time hours, U.S. standard work weeks and local country holidays. Available working hours include vacation and professional training days, but exclude holidays. Utilization rates are presented for our segments that primarily bill clients on an hourly basis. We have not presented utilization rates for our Technology and Strategic Communications segments as most of the revenues of these segments are not generated on an hourly basis.

(3) For engagements where revenues are based on number of hours worked by our billable professionals, average billable rate per hour is calculated by dividing revenues (excluding revenues from success fees, pass-through revenues and outside consultants) for a period by the number of hours worked on client assignments during the same period. We have not presented average billable rates per hour for our Technology and Strategic Communications segments as most of the revenues of these segments are not based on billable hours.

## CORPORATE FINANCE & RESTRUCTURING

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2019 | 2018 | 2019 | 2018 |
| | (dollars in thousands, except rate per hour) | | (dollars in thousands, except rate per hour) | |
| **Revenues** | $ 190,003 | $ 141,355 | $ 350,969 | $ 284,277 |
| Percentage change in revenues from prior year | 34.4% | 20.3 % | 23.5% | 27.3% |
| **Operating expenses** | | | | |
| Direct cost of revenues | 112,489 | 84,429 | 212,114 | 171,032 |
| Selling, general and administrative expenses | 27,969 | 22,102 | 52,859 | 44,419 |
| Amortization of other intangible assets | 766 | 783 | 1,533 | 1,574 |
| | 141,224 | 107,314 | 266,506 | 217,025 |
| **Segment operating income** | 48,779 | 34,041 | 84,463 | 67,252 |
| Percentage change in segment operating income from prior year | 43.3% | 120.4 % | 25.6% | 177.9% |
| Add back: | | | | |
| Depreciation and amortization of intangible assets | 1,713 | 1,736 | 3,390 | 3,329 |
| **Adjusted Segment EBITDA** | $ 50,492 | $ 35,777 | $ 87,853 | $ 70,581 |
| Gross profit (1) | $ 77,514 | $ 56,926 | $ 138,855 | $ 113,245 |
| Percentage change in gross profit from prior year | 36.2% | 40.9 % | 22.6% | 58.1% |
| Gross profit margin (2) | 40.8% | 40.3 % | 39.6% | 39.8% |
| Adjusted Segment EBITDA as a percent of revenues | 26.6% | 25.3 % | 25.0% | 24.8% |
| Number of revenue-generating professionals (at period end) | 1,011 | 871 | 1,011 | 871 |
| Percentage change in number of revenue-generating professionals from prior year | 16.1% | -1.1 % | 16.1% | -1.1% |
| Utilization rates of billable professionals | 68% | 67 % | 69% | 69 % |
| Average billable rate per hour | $ 475 | $ 458 | $ 453 | $ 450 |

(1) Revenues less direct cost of revenues
(2) Gross profit as a percentage of revenues

**Three Months Ended June 30, 2019 Compared with Three Months Ended June 30, 2018**

Revenues increased $48.6 million, or 34.4%, to $190.0 million for the three months ended June 30, 2019, which included a 1.6% estimated negative impact from FX. Excluding the estimated negative impact from FX, revenues increased $50.9 million, or 36.0%, primarily due to increased demand and higher realized rates driven by the mix of client engagements and staffing for business transformation and transactions and restructuring services, coupled with a $15.4 million increase in success fees compared to the prior year.

Gross profit increased $20.6 million, or 36.2%, to $77.5 million for the three months ended June 30, 2019. Gross profit margin increased 0.5 percentage points for the three months ended June 30, 2019. The increase was due to higher margins from improved realization and an increase in success fees, partially offset by higher compensation, primarily related to an increase in variable compensation and billable headcount.

SG&A expenses increased $5.9 million, or 26.5%, to $28.0 million for the three months ended June 30, 2019. SG&A expenses of 14.7% of revenues for the three months ended June 30, 2019 compared with 15.6% of revenues for the three months ended June 30, 2018. The increase in SG&A expenses was primarily due to an increase in acquisition-related legal costs, higher travel and entertainment expenses, and an increase in infrastructure support costs.

**Six Months Ended June 30, 2019 Compared with Six Months Ended June 30, 2018**

Revenues increased $66.7 million, or 23.5%, to $351.0 million for the six months ended June 30, 2019, which included a 1.7% estimated negative impact from FX. Excluding the estimated negative impact from FX, revenues increased $71.6 million, or 25.2%, primarily due to higher demand for business transformation and transactions and restructuring services along with a $19.1 million increase in success fees compared to the prior year.

Gross profit increased $25.6 million, or 22.6%, to $138.9 million for the six months ended June 30, 2019. Gross profit margin decreased 0.2 percentage points for the six months ended June 30, 2019. The decrease in gross profit margin was due to higher compensation, primarily related to an increase in variable compensation and billable headcount, which offset higher margins from improved realization and increased success fees.

SG&A expenses increased $8.4 million, or 19.0%, to $52.9 million for the six months ended June 30, 2019. SG&A expenses of 15.1% of revenues for the six months ended June 30, 2019 compared with 15.6% of revenues for the six months ended June 30, 2018. The increase in SG&A expenses was primarily due to an increase in infrastructure support costs, travel and entertainment expenses, acquisition-related legal costs and higher business development expenses.

**FORENSIC AND LITIGATION CONSULTING**

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2019 | 2018 | 2019 | 2018 |
| | (dollars in thousands, except rate per hour) | | (dollars in thousands, except rate per hour) | |
| **Revenues** | $ 145,870 | $ 133,527 | $ 284,867 | $ 261,566 |
| Percentage change in revenues from prior year | 9.2% | 19.9% | 8.9% | 17.4% |
| **Operating expenses** | | | | |
| Direct cost of revenues | 89,891 | 83,660 | 173,994 | 164,437 |
| Selling, general and administrative expenses | 28,912 | 23,383 | 53,075 | 45,916 |
| Amortization of other intangible assets | 288 | 311 | 579 | 710 |
| | 119,091 | 107,354 | 227,648 | 211,063 |
| **Segment operating income** | 26,779 | 26,173 | 57,219 | 50,503 |
| Percentage change in segment operating income from prior year | 2.3% | NM [3] | 13.3% | 285.3% |
| Add back: | | | | |
| Depreciation and amortization of intangible assets | 1,462 | 1,442 | 2,839 | 2,869 |
| **Adjusted Segment EBITDA** | $ 28,241 | $ 27,615 | $ 60,058 | $ 53,372 |
| Gross profit [1] | $ 55,979 | $ 49,867 | $ 110,873 | $ 97,129 |
| Percentage change in gross profit from prior year | 12.3% | 46.5% | 14.2% | 41.6% |
| Gross profit margin [2] | 38.4% | 37.3% | 38.9% | 37.1% |
| Adjusted Segment EBITDA as a percent of revenues | 19.4% | 20.7% | 21.1% | 20.4% |
| Number of revenue-generating professionals (at period end) | 1,212 | 1,065 | 1,212 | 1,065 |
| Percentage change in number of revenue-generating professionals from prior year | 13.8% | -0.5% | 13.8% | -0.5% |
| Utilization rates of billable professionals | 65% | 67% | 66% | 67% |
| Average billable rate per hour | $ 340 | $ 344 | $ 337 | $ 338 |

(1) Revenues less direct cost of revenues
(2) Gross profit as a percentage of revenues
(3) Fluctuation in terms of percentage change is not meaningful.

**Three Months Ended June 30, 2019 Compared with Three Months Ended June 30, 2018**

Revenues increased $12.3 million, or 9.2%, to $145.9 million for the three months ended June 30, 2019, which included a 1.2% estimated negative impact from FX. Excluding the estimated negative impact from FX, revenues increased $14.0 million, or 10.5%, primarily due to higher demand for our health solutions, construction solutions and disputes services.

Gross profit increased $6.1 million, or 12.3%, to $56.0 million for the three months ended June 30, 2019. Gross profit margin increased 1.1 percentage points for the three months ended June 30, 2019. The increase in gross profit margin is related to higher revenues with improved utilization in our health solutions practice, partially offset by lower utilization in our investigations practice.

SG&A expenses increased $5.5 million, or 23.6%, to $28.9 million for the three months ended June 30, 2019. SG&A expenses of 19.8% of revenues for the three months ended June 30, 2019 compared with 17.5% of revenues for the three months ended June 30, 2018. The increase in SG&A expenses was primarily driven by an increase in hiring costs, higher infrastructure support costs, bad debt and marketing expenses.

**Six Months Ended June 30, 2019 Compared with Six Months Ended June 30, 2018**

Revenues increased $23.3 million, or 8.9%, to $284.9 million for the six months ended June 30, 2019, which included a 1.3% estimated negative impact from FX. Excluding the estimated negative impact from FX, revenues increased $26.7 million, or 10.2%, primarily due to increased demand for our disputes, investigations and construction solutions services.

Gross profit increased $13.7 million, or 14.2%, to $110.9 million for the six months ended June 30, 2019. Gross profit margin increased 1.8 percentage points for the six months ended June 30, 2019. The increase in gross profit margin is related to improved utilization in our data and analytics practice, combined with higher success fees and lower compensation expense as a percentage of revenues in our investigations practice.

SG&A expenses increased $7.2 million, or 15.6%, to $53.1 million for the six months ended June 30, 2019. SG&A expenses of 18.6% of revenues for the six months ended June 30, 2019 compared with 17.6% of revenues for the six months ended June 30, 2018. The increase in SG&A expenses was driven by higher infrastructure support costs, hiring costs, personnel costs, and an increase in travel expenses, which were partially offset by lower bad debt expense.

## ECONOMIC CONSULTING

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2019 | 2018 | 2019 | 2018 |
| | (dollars in thousands, except rate per hour) | | (dollars in thousands, except rate per hour) | |
| **Revenues** | $ 155,502 | $ 133,308 | $ 297,773 | $ 266,417 |
| Percentage change in revenues from prior year | 16.6% | 7.5% | 11.8% | 1.2% |
| **Operating expenses** | | | | |
| Direct cost of revenues | 115,858 | 100,160 | 217,621 | 197,783 |
| Selling, general and administrative expenses | 17,852 | 19,053 | 35,827 | 36,767 |
| Amortization of other intangible assets | 45 | 71 | 89 | 195 |
| | 133,755 | 119,284 | 253,537 | 234,745 |
| **Segment operating income** | 21,747 | 14,024 | 44,236 | 31,672 |
| Percentage change in segment operating income from prior year | 55.1% | 75.1% | 39.7% | 19.5% |
| Add back: | | | | |
| Depreciation and amortization of intangible assets | 1,566 | 1,448 | 3,117 | 2,936 |
| **Adjusted Segment EBITDA** | $ 23,313 | $ 15,472 | $ 47,353 | $ 34,608 |
| Gross profit [(1)] | $ 39,644 | $ 33,148 | $ 80,152 | $ 68,634 |
| Percentage change in gross profit from prior year | 19.6% | 2.5% | 16.8% | 0.5% |
| Gross profit margin [(2)] | 25.5% | 24.9% | 26.9% | 25.8% |
| Adjusted Segment EBITDA as a percent of revenues | 15.0% | 11.6% | 15.9% | 13.0% |
| Number of revenue-generating professionals (at period end) | 712 | 695 | 712 | 695 |
| Percentage change in number of revenue-generating professionals from prior year | 2.4% | 6.6% | 2.4% | 6.6% |
| Utilization rates of billable professionals | 79% | 69% | 78% | 70% |
| Average billable rate per hour | $ 524 | $ 534 | $ 501 | $ 538 |

(1) Revenues less direct cost of revenues
(2) Gross profit as a percentage of revenues

**Three Months Ended June 30, 2019 Compared with Three Months Ended June 30, 2018**

Revenues increased $22.2 million, or 16.6%, to $155.5 million for the three months ended June 30, 2019, which included a 1.5% estimated negative impact from FX. Excluding the estimated negative impact of FX, revenues increased $24.2 million, or 18.2%, primarily due to higher demand for our antitrust services in North America and Europe, the Middle East and Africa (“EMEA”).

Gross profit increased $6.5 million, or 19.6%, to $39.6 million for the three months ended June 30, 2019. Gross profit margin increased 0.6 percentage points for the three months ended June 30, 2019. The increase in gross profit margin was primarily due to higher utilization in North America and EMEA, partially offset by an increase in variable compensation.

SG&A expenses decreased $1.2 million, or 6.3%, to $17.9 million for the three months ended June 30, 2019. SG&A expenses of 11.5% of revenues for the three months ended June 30, 2019 compared with 14.3% of revenues for the three months ended June 30, 2018. The decrease in SG&A expenses was primarily driven by lower bad debt expense.

**Six Months Ended June 30, 2019 Compared with Six Months Ended June 30, 2018**

Revenues increased $31.4 million, or 11.8%, to $297.8 million for the six months ended June 30, 2019, which included a 1.6% estimated negative impact from FX. Excluding the estimated negative impact of FX, revenues increased $35.7 million, or 13.4%, due to higher demand for our antitrust services in North America and EMEA.

Gross profit increased $11.5 million, or 16.8%, to $80.2 million for the six months ended June 30, 2019. Gross profit margin increased 1.1 percentage points for the six months ended June 30, 2019. The increase in gross profit margin was primarily due to higher utilization in North America and EMEA, partially offset by an increase in variable compensation.

SG&A expenses decreased $0.9 million, or 2.6%, to $35.8 million for the six months ended June 30, 2019. SG&A expenses of 12.0% of revenues for the six months ended June 30, 2019 compared with 13.8% of revenues for the six months ended June 30, 2018. The decrease in SG&A expenses was primarily driven by lower bad debt expense.

**TECHNOLOGY**

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2019 | 2018 | 2019 | 2018 |
| | (dollars in thousands) | | (dollars in thousands) | |
| **Revenues** | $ 55,632 | $ 46,429 | $ 106,968 | $ 87,343 |
| Percentage change in revenues from prior year | 19.8% | 1.9 % | 22.5% | -4.7 % |
| **Operating expenses** | | | | |
| Direct cost of revenues | 31,482 | 26,893 | 60,026 | 51,531 |
| Selling, general and administrative expenses | 13,600 | 15,555 | 25,956 | 29,176 |
| Amortization of other intangible assets | — | 14 | — | 76 |
| | 45,082 | 42,462 | 85,982 | 80,783 |
| **Segment operating income** | 10,550 | 3,967 | 20,986 | 6,560 |
| Percentage change in segment operating income from prior year | 165.9% | NM [4] | 219.9% | 128.4 % |
| Add back: | | | | |
| Depreciation and amortization of intangible assets | 2,325 | 3,541 | 4,612 | 6,680 |
| **Adjusted Segment EBITDA** | $ 12,875 | $ 7,508 | $ 25,598 | $ 13,240 |
| Gross profit [1] | $ 24,150 | $ 19,536 | $ 46,942 | $ 35,812 |
| Percentage change in gross profit from prior year | 23.6% | 7.9 % | 31.1% | -7.2 % |
| Gross profit margin [2] | 43.4% | 42.1 % | 43.9% | 41.0 % |
| Adjusted Segment EBITDA as a percent of revenues | 23.1% | 16.2 % | 23.9% | 15.2 % |
| Number of revenue-generating professionals (at period end) [3] | 323 | 293 | 323 | 293 |
| Percentage change in number of revenue-generating professionals from prior year | 10.2% | -2.7 % | 10.2% | -2.7 % |

(1) Revenues less direct cost of revenues
(2) Gross profit as a percentage of revenues
(3) Includes personnel involved in direct client assistance and revenue-generating consultants and excludes professionals employed on an as-needed basis.
(4) Fluctuation in terms of percentage change is not meaningful.

**Three Months Ended June 30, 2019 Compared with Three Months Ended June 30, 2018**

Revenues increased $9.2 million, or 19.8%, to $55.6 million for the three months ended June 30, 2019, which included a 1.3% estimated negative impact from FX. Excluding the estimated negative impact from FX, revenues increased $9.8 million, or 21.2%, due to an overall increase in demand across our managed review and consulting services, largely driven by work associated with global cross-border investigations.

Gross profit increased $4.6 million, or 23.6%, to $24.2 million for the three months ended June 30, 2019. Gross profit margin increased by 1.3 percentage points for the three months ended June 30, 2019. The increase in gross profit margin was primarily due to an increased mix of higher-margin managed review services.

SG&A expenses decreased $2.0 million, or 12.6%, to $13.6 million for the three months ended June 30, 2019. SG&A expenses of 24.4% of revenues for the three months ended June 30, 2019 compared with 33.5% of revenues for the three months ended June 30, 2018. The decrease in SG&A expenses was primarily due to $2.8 million of lower research and development expenses associated with the Ringtail divestiture in 2018.

**Six Months Ended June 30, 2019 Compared with Six Months Ended June 30, 2018**

Revenues increased $19.6 million, or 22.5%, to $107.0 million for the six months ended June 30, 2019, which included a 1.5% estimated negative impact from FX. Excluding the estimated negative impact from FX, revenues increased $20.9 million, or 23.9%, due to an overall increase in demand for our managed review, consulting, hosting and processing services, largely driven by work associated with global cross-border investigations.

Gross profit increased $11.1 million, or 31.1%, to $46.9 million for the six months ended June 30, 2019. Gross profit margin increased by 2.9 percentage points for the six months ended June 30, 2019. The increase in gross profit margin was primarily driven by an increased mix of higher-margin managed review and processing services.

SG&A expenses decreased $3.2 million, or 11.0%, to $26.0 million for the six months ended June 30, 2019. SG&A expenses of 24.3% of revenues for the six months ended June 30, 2019 compared with 33.4% of revenues for the six months ended June 30, 2018. The decrease in SG&A expenses was primarily due to $5.6 million of lower research and development expenses associated with the Ringtail divestiture in 2018, partially offset by higher variable compensation, infrastructure support and travel expenses.

**STRATEGIC COMMUNICATIONS**

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2019 | 2018 | 2019 | 2018 |
| | (dollars in thousands) | | (dollars in thousands) | |
| **Revenues** | $ 59,112 | $ 57,479 | $ 116,816 | $ 110,269 |
| Percentage change in revenues from prior year | 2.8% | 24.3% | 5.9% | 22.6% |
| **Operating expenses** | | | | |
| Direct cost of revenues | 36,539 | 35,176 | 71,577 | 66,652 |
| Selling, general and administrative expenses | 12,688 | 11,922 | 24,379 | 23,977 |
| Amortization of other intangible assets | 753 | 873 | 1,512 | 1,767 |
| | 49,980 | 47,971 | 97,468 | 92,396 |
| **Segment operating income** | 9,132 | 9,508 | 19,348 | 17,873 |
| Percentage change in segment operating income from prior year | -4.0% | NM [3] | 8.3% | 908.6% |
| Add back: | | | | |
| Depreciation and amortization of intangible assets | 1,342 | 1,459 | 2,675 | 2,946 |
| **Adjusted Segment EBITDA** | $ 10,474 | $ 10,967 | $ 22,023 | $ 20,819 |
| Gross profit [1] | $ 22,573 | $ 22,303 | $ 45,239 | $ 43,617 |
| Percentage change in gross profit from prior year | 1.2% | 41.5 % | 3.7% | 41.4% |
| Gross profit margin [2] | 38.2 % | 38.8 % | 38.7% | 39.6 % |
| Adjusted Segment EBITDA as a percent of revenues | 17.7 % | 19.1 % | 18.9% | 18.9 % |
| Number of revenue-generating professionals (at period end) | 672 | 628 | 672 | 628 |
| Percentage change in number of revenue-generating professionals from prior year | 7.0% | -4.7 % | 7.0% | -4.7 % |

(1) Revenues less direct cost of revenues
(2) Gross profit as a percentage of revenues
(3) Fluctuation in terms of percentage change is not meaningful.

**Three Months Ended June 30, 2019 Compared with Three Months Ended June 30, 2018**

Revenues increased $1.6 million, or 2.8%, to $59.1 million for the three months ended June 30, 2019, which included a 3.3% estimated negative impact from FX. Excluding the estimated negative impact of FX, revenues increased $3.5 million, or 6.1%, primarily due to higher demand for our project-based corporate reputation services in North America.

Gross profit increased $0.3 million, or 1.2%, to $22.6 million for the three months ended June 30, 2019. Gross profit margin decreased 0.6 percentage points for the three months ended June 30, 2019.

SG&A expenses increased $0.8 million, or 6.4%, to $12.7 million for the three months ended June 30, 2019. SG&A expenses of 21.5% of revenues for the three months ended June 30, 2019 compared with 20.7% of revenues for the three months ended June 30, 2018. The increase in SG&A expenses was primarily due to higher infrastructure support costs related to an increase in billable headcount, travel and other general administrative expenses.

**Six Months Ended June 30, 2019 Compared with Six Months Ended June 30, 2018**

Revenues increased $6.5 million, or 5.9%, to $116.8 million for the six months ended June 30, 2019, which included a 3.6% estimated negative impact from FX. Excluding the estimated negative impact of FX, revenues increased $10.5 million, or 9.5%, due to higher project-based revenues in North America and EMEA, primarily related to corporate reputation engagements, as well as an increase in pass-through revenues.

Gross profit increased $1.6 million, or 3.7%, to $45.2 million for the six months ended June 30, 2019. Gross profit margin decreased 0.9 percentage points for the six months ended June 30, 2019. The decrease was due to higher compensation expense and an increase in lower margin pass-through income.

SG&A expenses increased $0.4 million, or 1.7%, to $24.4 million for the six months ended June 30, 2019. SG&A expenses of 20.9% of revenues for the six months ended June 30, 2019 compared with 21.7% of revenues for the six months ended June 30, 2018. The increase in SG&A expenses was primarily due to higher infrastructure support costs related to an increase in billable headcount.

## CRITICAL ACCOUNTING POLICIES

Our discussion and analysis of our financial condition and results of operations are based on our condensed consolidated financial statements, which we have prepared in accordance with GAAP. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses and related disclosure of contingent assets and liabilities. Note 1 to the Consolidated Financial Statements included in Part II, Item 7, of our Annual Report on Form 10-K for the year ended December 31, 2018 describes the significant accounting policies and methods used in preparation of the Consolidated Financial Statements. We evaluate our estimates, including those related to allowance for doubtful accounts and unbilled services, goodwill, income taxes and contingencies, on an ongoing basis. We base our estimates on current facts and circumstances, historical experience and various other assumptions that we believe are reasonable. These results form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. The accounting policies that reflect our more significant estimates, judgments and assumptions and which we believe are the most critical to aid in fully understanding and evaluating our reported financial results include the following:

- Revenue recognition
- Allowance for doubtful accounts and unbilled services
- Goodwill and other intangible assets

The Company's accounting policies were revised in connection with the implementation of ASC 842. See Note 1, "Basis of Presentation and Significant Accounting Policies" in Part I, Item 1, of this Quarterly Report on Form 10-Q for a further discussion of the implementation of ASC 842. There were no other material changes to our critical accounting policies and estimates from the information provided in “Critical Accounting Policies” in Part II, Item 7, of our Annual Report on Form 10-K for the year ended December 31, 2018.

## SIGNIFICANT NEW ACCOUNTING PRONOUNCEMENTS

See Note 2, “New Accounting Standards” in Part I, Item 1, of this Quarterly Report on Form 10-Q.

## LIQUIDITY AND CAPITAL RESOURCES

### *Cash Flows*

| Cash Flows | Six Months Ended June 30, 2019 | 2018 |
|---|---|---|
| | (dollars in thousands) | |
| Net cash used in operating activities | $ (54,438) | $ (34,585) |
| Net cash used in investing activities | $ (20,592) | $ (15,531) |
| Net cash used in financing activities | $ (47,152) | $ (20,907) |
| DSO | 103 | 101 |

We have generally financed our day-to-day operations, capital expenditures and acquisitions through cash flows from operations. During the first quarter of our fiscal year, our cash needs generally exceed our cash flows from operations due to the payment of annual incentive compensation. Our quarterly operating cash flows are generally positive after the first quarter of each year.

Our operating assets and liabilities consist primarily of billed and unbilled accounts receivable, notes receivable from employees, accounts payable, accrued expenses and accrued compensation expenses. The timing of billings and collections of receivables, as well as compensation and vendor payments, affect the changes in these balances.

DSO is a performance measure used to assess how quickly revenues are collected by the Company. We calculate DSO at the end of each reporting period by dividing net accounts receivable reduced by billings in excess of services provided, by revenues for the quarter, adjusted for changes in foreign exchange rates. We multiply the result by the number of days in the quarter.

### *Six Months Ended June 30, 2019 Compared with Six Months Ended June 30, 2018*

Net cash used in operating activities for the six months ended June 30, 2019 was $54.4 million compared with $34.6 million for the six months ended June 30, 2018. The increase in net cash used in operating activities was primarily due to higher annual bonus payments and an increase in salaries as a result of headcount growth, partially offset by higher cash collections resulting from higher revenues compared to the prior year period.

Net cash used in investing activities for the six months ended June 30, 2019 of $20.6 million compared with $15.5 million for the six months ended June 30, 2018 and primarily related to capital expenditures.

Net cash used in financing activities for the six months ended June 30, 2019 was $47.2 million compared with $20.9 million for the six months ended June 30, 2018. Net cash used in financing activities for the six months ended June 30, 2019 consisted mainly of payments of $66.9 million for common stock repurchases under the Repurchase Program, partially offset by net borrowings of $20.0 million under our Credit Facility. Net cash used in financing activities for the six months ended June 30, 2018 included $25.0 million of net repayments under our Credit Facility and payments of $14.2 million for common stock repurchases under the Repurchase Program, partially offset by $18.7 million net issuance of common stock under our equity compensation plans.

### *Capital Resources*

As of June 30, 2019, our capital resources included $189.1 million of cash and cash equivalents and available borrowing capacity of $529.0 million under the $550.0 million revolving line of credit under our Credit Facility. As of June 30, 2019, we had $20.0 million of borrowings outstanding under our Credit Facility and $1.0 million of outstanding letters of credit. We use letters of credit primarily in lieu of security deposits for our leased office facilities. The $550.0 million revolving line of credit under the Credit Facility includes a $75.0 million sublimit for borrowings in currencies other than USD, including the euro, British pound, Australian dollar and Canadian dollar.

The availability of borrowings, as well as issuances and extensions of letters of credit, under our Credit Facility is subject to specified conditions. We may choose to repay outstanding borrowings under the Credit Facility at any time before maturity without premium or penalty. Borrowings under the Credit Facility in USD, euro and British pound bear interest at an annual rate equal to the London Interbank Offered Rate ("LIBOR") plus an applicable margin or an alternative base rate plus an applicable margin. The alternative base rate means a fluctuating rate per annum equal to the highest of (1) the rate of interest in effect for such day as the prime rate announced by Bank of America, (2) the federal funds rate plus the sum of 50 basis points, and (3) the one-month LIBOR plus 100 basis points. Borrowings under the Credit Facility in Canadian dollars bear interest at an annual rate equal to the Canadian Dealer Offered Rate plus an applicable margin. Borrowings under the Credit Facility in Australian dollars bear interest at an annual rate equal to the Bank Bill Swap Reference Bid Rate plus an applicable margin. The Credit Facility is guaranteed by substantially all of our domestic subsidiaries and is secured by a first priority security interest in substantially all of the assets of FTI Consulting and such domestic subsidiaries. Subject to certain conditions, at any time prior to maturity, we will be able to invite existing and new lenders to increase the size of the facility up to a maximum of $700.0 million.

Our Credit Facility and other indebtedness outstanding from time to time contains or may contain covenants that, among other things, may limit our ability to: incur additional indebtedness; create liens; pay dividends on our capital stock, make distributions or repurchases of our capital stock or make specified other restricted payments; consolidate, merge or sell all or substantially all of our assets; guarantee obligations of other entities or our foreign subsidiaries; enter into hedging agreements; enter into transactions with affiliates or related persons; or engage in any business other than consulting-related businesses. In addition, the Credit Facility includes a financial covenant that requires us not to exceed a maximum consolidated total net leverage ratio (the ratio of funded debt (less unrestricted cash up to $150.0 million) to Adjusted EBITDA, as defined in the Credit Facility). As of June 30, 2019, we were in compliance with the covenants contained in the Credit Facility and the indenture, dated as of August 20, 2018, between us and U.S. Bank National Association, as trustee (the "Indenture") governing the 2023 Convertible Notes.

***Future Capital Needs***

We anticipate that our future capital needs will principally consist of funds required for:

- operating and general corporate expenses relating to the operation of our businesses;
- capital expenditures, primarily for information technology equipment, office furniture and leasehold improvements;
- debt service requirements, including interest payments on our long-term debt;
- compensation to designated executive management and senior managing directors under our various long-term incentive compensation programs;
- discretionary funding of the Repurchase Program;
- contingent obligations related to our acquisitions;
- potential acquisitions of businesses; and
- other known future contractual obligations.

During the six months ended June 30, 2019, we spent $20.7 million in capital expenditures to support our organization, including direct support for specific client engagements. We expect to make additional capital expenditures in an aggregate amount between $18 million and $22 million for the remainder of 2019. Our capital expenditure requirements may change if our staffing levels or technology needs change significantly from what we currently anticipate, if we are required to purchase additional equipment specifically to support new client engagements or for their purposes or if we pursue and complete additional acquisitions.

***2023 Convertible Notes***

Our 2023 Convertible Notes were issued pursuant to the Indenture. The 2023 Convertible Notes bear interest at a fixed rate of 2.0% per year, payable semiannually in arrears on February 15 and August 15 of each year, beginning on February 15, 2019. The 2023 Convertible Notes will mature on August 15, 2023, unless earlier converted or repurchased. Upon conversion, the 2023 Convertible Notes may be settled, at our election in cash, shares of our common stock or a combination of cash and shares of our common stock.

Each $1,000 principal amount of the 2023 Convertible Notes will initially be convertible into 9.8643 shares of our common stock, which is equivalent to an initial conversion price of approximately $101.38 per share of common stock, subject to adjustment upon the occurrence of specified events. Prior to the close of business on the business day immediately preceding May 15, 2023, the 2023 Convertible Notes may be converted only under the following circumstances: (1) during any calendar quarter commencing after the calendar quarter ending on September 30, 2018 (and only during such calendar quarter), if the last reported sale price of our common stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on, and including, the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the conversion price on each applicable trading day; (2) during the five business day period after any five consecutive trading day period (the “Measurement Period”) in which the trading price (as defined in the Indenture) per $1,000 principal amount of the 2023 Convertible Notes for each trading day of the Measurement Period was less than 98% of the product of the last reported sale price of our common stock and the conversion rate in effect on each such trading day; or (3) upon the occurrence of specified corporate events. On or after May 15, 2023, until the close of business on the business day immediately preceding the maturity date of August 15, 2023, holders may convert their 2023 Convertible Notes at any time, regardless of the foregoing circumstances.

We may not redeem the 2023 Convertible Notes prior to the maturity date.

If we undergo a fundamental change (as defined in the Indenture), subject to certain conditions, holders may require us to repurchase for cash all or part of their 2023 Convertible Notes in principal amounts of $1,000 or a multiple thereof. The fundamental change repurchase price will be equal to 100% of the principal amount of the 2023 Convertible Notes to be repurchased, plus accrued and unpaid interest, if any, to, but excluding, the fundamental change repurchase date. In addition, in certain circumstances, we may be required to increase the conversion rate for any 2023 Convertible Notes converted in connection with a make-whole fundamental change (as defined in the Indenture). See Note 8, "Debt" in Part I, Item I of this Quarterly Report on Form 10-Q for a further discussion of the 2023 Convertible Notes.

***Cash Flows***

Our cash flows from operations have historically exceeded our cash needs for capital expenditures and debt service requirements. We believe that our cash flows from operations, supplemented by borrowings under our Credit Facility, as necessary, will provide adequate cash to fund our long-term cash needs from normal operations for the next 12 months or longer.

Our conclusion that we will be able to fund our cash requirements by using existing capital resources and cash generated from operations does not take into account the impact of any future acquisitions, unexpected significant changes in number of employees or other unanticipated uses of cash. The anticipated cash needs of our business could change significantly if we pursue and complete additional business acquisitions, if our business plans change, if economic conditions change from those currently prevailing or from those now anticipated, or if other unexpected circumstances arise that may have a material effect on the cash flow or profitability of our business, including material negative changes in the operating performance or financial results of our business. Any of these events or circumstances, including any new business opportunities, could involve significant additional funding needs in excess of the identified currently available sources and could require us to raise additional debt or equity funding to meet those needs. Our ability to raise additional capital, if necessary, is subject to a variety of factors that we cannot predict with certainty, including:

- our future profitability;
- the quality of our accounts receivable;
- our relative levels of debt and equity;
- the volatility and overall condition of the capital markets; and
- the market prices of our securities.

Any new debt funding, if available, may be on terms less favorable to us than our Credit Facility or the 2023 Convertible Notes. See “Forward-Looking Statements” in Part I, Item 2 of this Quarterly Report on Form 10-Q, and the information contained under the heading “Risk Factors” in Part I, Item 1A, of our Annual Report on Form 10-K for the year ended December 31, 2018.

***Off-Balance Sheet Arrangements***

We have no off-balance sheet arrangements and we have not entered into any transactions involving unconsolidated subsidiaries or special purpose entities.

***Future Contractual Obligations***

There have been no significant changes in our future contractual obligations as disclosed in our Annual Report on Form 10-K for the year ended December 31, 2018.

**Forward-Looking Statements**

This Quarterly Report on Form 10-Q includes “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), that involve uncertainties and risks. Forward-looking statements include statements concerning our plans, objectives, goals, strategies, future events, future revenues, future results and performance, future capital allocations and expenditures, expectations, plans or intentions relating to acquisitions, share repurchases and other matters, business trends, new, or changes to, laws and regulations, including the 2017 Tax Act, and other information that is not historical. Forward-looking statements often contain words such as *“estimates,” “expects,” “anticipates,” “projects,” “plans,” “intends,” “believes,” “forecasts”* and variations of such words or similar expressions. All forward-looking statements, including, without limitation, management’s financial guidance and examination of operating trends, are based upon our historical performance and our current plans, estimates and expectations at the time we make them and various assumptions. There can be no assurance that management’s expectations, beliefs, forecasts and projections will result or be achieved. Our actual financial results, performance or achievements could differ materially from those expressed in, or implied by, any forward-looking statements. The inclusion of any forward-looking information should not be regarded as a representation by us or any other person that the future plans, estimates, forecasts or expectations contemplated by us will be achieved. Given these risks, uncertainties and other factors, you should not place undue reliance on any forward-looking statements.

There are a number of risks and uncertainties that could cause our actual results to differ materially from the forward-looking statements contained in, or implied by, this Quarterly Report on Form 10-Q. Important factors that could cause our actual results to differ materially from the forward-looking statements we make in this Quarterly Report on Form 10-Q include those set forth under the heading “Risk Factors” in Part I, Item 1A, of our Annual Report on Form 10-K for the year ended December 31, 2018, as well as in other information that we file with the SEC from time to time. Important factors that could cause our actual results to differ materially from the forward-looking statements we make in this Quarterly Report on Form 10-Q include, but are not limited to, the following:

- changes in demand for our services;
- our ability to attract and retain qualified professionals and senior management;
- conflicts resulting in our inability to represent certain clients;
- our former employees joining or forming competing businesses;
- our ability to manage our professionals’ utilization and billing rates and maintain or increase the pricing of our services and products;
- our ability to identify suitable acquisition candidates, negotiate favorable terms, take advantage of opportunistic acquisition situations and integrate the operations of acquisitions, as well as the costs of integration;
- our ability to adapt to and manage the risks associated with operating in non-U.S. markets;
- our ability to replace key personnel, including former executives, officers, senior managers and practice and regional leaders who have highly specialized skills and experience;
- our ability to protect the confidentiality of internal and client data and proprietary and confidential information, including from cyberattacks, systems failures or other similar events;
- legislation or judicial rulings, including legislation or rulings regarding data privacy and the discovery process;
- periodic fluctuations in revenues, operating income and cash flows;
- damage to our reputation as a result of claims involving the quality of our services;
- fee discounting or renegotiation, lower pricing, less advantageous contract terms and unexpected termination of client engagements;
- competition for clients and key personnel;
- general economic factors, industry trends, restructuring and bankruptcy rates, legal or regulatory requirements, capital market conditions, merger and acquisition activity, major litigation activity and other events outside of our control;
- our ability to manage growth;
- risk of non-payment of receivables;

- the amount and terms of our outstanding indebtedness;
- headcount and cost reductions during periods of reduced demand;
- risks relating to the obsolescence of or the protection of our proprietary software products, intellectual property rights and trade secrets;
- foreign currency disruptions and currency fluctuations between the U.S. dollar and foreign currencies; and
- fluctuations in the mix of our services and the geographic locations in which our clients are located or our services are rendered.

There may be other factors that may cause our actual results to differ materially from our forward-looking statements. All forward-looking statements attributable to us or persons acting on our behalf apply only as of the date of this Quarterly Report on Form 10-Q and are expressly qualified in their entirety by the cautionary statements included herein. We undertake no obligation to publicly update or revise any forward-looking statements to reflect subsequent events or circumstances and do not intend to do so.

## Item 3. Quantitative and Qualitative Disclosures about Market Risk

For information regarding our exposure to certain market risks, see “Quantitative and Qualitative Disclosures about Market Risk” in Part II, Item 7A, of our Annual Report on Form 10-K for the year ended December 31, 2018. There have been no significant changes in our market risk exposure during the period covered by this Quarterly Report on Form 10-Q.

## Item 4. Controls and Procedures

***Evaluation of Disclosure Controls and Procedures.*** An evaluation of the effectiveness of the design and operation of our “disclosure controls and procedures” (as defined in Rule 13a-15(e) under the Exchange Act), as of the end of the period covered by this Quarterly Report on Form 10-Q, was made under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer. Based upon this evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures (a) were effective to ensure that information required to be disclosed by us in reports filed or submitted under the Exchange Act is timely recorded, processed, summarized and reported and (b) included, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in reports filed or submitted under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

***Changes in Internal Control over Financial Reporting.*** There have not been any changes in our internal control over financial reporting that occurred during the three months ended June 30, 2019 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## PART II—OTHER INFORMATION

### Item 1. Legal Proceedings

From time to time in the ordinary course of business, we are subject to claims, asserted or unasserted, or named as a party to lawsuits or investigations. Litigation, in general, and intellectual property and securities litigation in particular, can be expensive and disruptive to normal business operations. Moreover, the results of legal proceedings cannot be predicted with any certainty and in the case of more complex legal proceedings such as intellectual property and securities litigation, the results are difficult to predict at all. We are not aware of any asserted or unasserted legal proceedings or claims that we believe would have a material adverse effect on our financial condition or results of our operations.

### Item 1A. Risk Factors

There has been no material change in any risk factors previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2018, filed with the Securities and Exchange Commission (the "SEC") on February 27, 2019. We may disclose changes to risk factors or disclose additional factors from time to time in our future filings with the SEC. Additional risks and uncertainties not presently known to us or that we currently deem immaterial also may impair our business operations.

### Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

*Unregistered sales of equity securities.*

None.

*Repurchases of our common stock.*

The following table provides information with respect to purchases we made of our common stock during the three months ended June 30, 2019:

| | Total Number of Shares Purchased | | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly Announced Program (1) | | Approximate Dollar Value That May Yet Be Purchased Under the Program |
|---|---|---|---|---|---|---|
| | (in thousands, except per share data) | | | | | |
| April 1 through April 30, 2019 | 32 | (2) | $ 82.45 | 20 | (5) | $ 148,996 |
| May 1 through May 31, 2019 | 314 | (3) | $ 82.54 | 314 | (6) | $ 123,091 |
| June 1 through June 30, 2019 | 251 | (4) | $ 84.23 | 246 | (7) | $ 102,367 |
| | 597 | | | 580 | | |

(1) On June 2, 2016, our Board of Directors authorized a stock repurchase program of up to $100.0 million (the "Repurchase Program"). On each of May 18, 2017, December 1, 2017 and February 21, 2019, our Board of Directors authorized an additional $100.0 million, respectively, increasing the Repurchase Program to an aggregate authorization of $400.0 million. During the quarter ended June 30, 2019, we repurchased an aggregate of 579,771 shares of our outstanding common stock under the Repurchase Program at an average price of $83.34 per share for a total cost of approximately $48.3 million.

(2) Includes 11,541 shares of common stock withheld to cover payroll tax withholdings related to the lapse of restrictions on restricted stock.

(3) Includes 94 shares of common stock withheld to cover payroll tax withholdings related to the lapse of restrictions on restricted stock.

(4) Includes 5,248 shares of common stock withheld to cover payroll tax withholdings related to the lapse of restrictions on restricted stock.

(5) During the month ended April 30, 2019, we repurchased and retired 20,000 shares of common stock, at an average price per share of $85.09, for an aggregate cost of $1.7 million.

(6) During the month ended May 31, 2019, we repurchased and retired 313,788 shares of common stock, at an average price per share of $82.54, for an aggregate cost of $25.9 million.

(7) During the month ended June 30, 2019, we repurchased and retired 245,983 shares of common stock, at an average price per share of $84.23, for an aggregate cost of $20.7 million.

**Item 3. Defaults Upon Senior Securities**

None.

**Item 4. Mine Safety Disclosures**

Not applicable.

**Item 5. Other Information**

None.

**Item 6. Exhibits**

| Exhibit Number | Description |
|---|---|
| 3.1 | Articles of Incorporation of FTI Consulting, Inc., as amended and restated. (Filed with the Securities and Exchange Commission on May 23, 2003 as an exhibit to FTI Consulting, Inc.'s Current Report on Form 8-K dated May 21, 2003 and incorporated herein by reference.) |
| 3.2 | Articles of Amendment of FTI Consulting, Inc. (Filed with the Securities and Exchange Commission on June 2, 2011 as an exhibit to FTI Consulting, Inc.'s Current Report on Form 8-K dated June 1, 2011 and incorporated herein by reference.) |
| 3.3 | Bylaws of FTI Consulting, Inc., as amended and restated on June 1, 2011. (Filed with the Securities and Exchange Commission on June 2, 2011 as an exhibit to FTI Consulting, Inc.'s Current Report on Form 8-K dated June 1, 2011 and incorporated herein by reference.) |
| 3.4 | Amendment No. 1 to Bylaws of FTI Consulting, Inc. (Filed with the Securities and Exchange Commission on December 16, 2013 as an exhibit to FTI Consulting, Inc.'s Current Report on Form 8-K dated December 13, 2013 and incorporated herein by reference.) |
| 3.5 | Amendment No. 2 to Amended and Restated Bylaws of FTI Consulting, Inc. (Filed with the Securities and Exchange Commission on September 22, 2014 as an exhibit to FTI Consulting, Inc.'s Current Report on Form 8-K dated September 17, 2014 and incorporated herein by reference.) |
| 31.1† | Certification of Principal Executive Officer pursuant to Rule 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as amended (Section 302 of the Sarbanes-Oxley Act of 2002.) |
| 31.2† | Certification of Principal Financial Officer pursuant to Rule 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as amended (Section 302 of the Sarbanes-Oxley Act of 2002.) |
| 32.1†** | Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350 (Section 906 of the Sarbanes-Oxley Act of 2002.) |
| 32.2†** | Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350 (Section 906 of the Sarbanes-Oxley Act of 2002.) |
| 101 | The following financial information from the Quarterly Report on Form 10-Q of FTI Consulting, Inc., included herewith, and formatted in Inline XBRL (eXtensible Business Reporting Language): (i) Condensed Consolidated Balance Sheets as of June 30, 2019 and December 31, 2018; (ii) Condensed Consolidated Statements of Comprehensive Income for the three and six months ended June 30, 2019 and 2018; (iii) Condensed Consolidated Statement of Stockholders' Equity for the three and six months ended June 30, 2019; (iv) Condensed Consolidated Statements of Cash Flows for the six months ended June 30, 2019 and 2018; and (v) Notes to the Condensed Consolidated Financial Statements, tagged as blocks of text. |
| 104 | The cover page from the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2019, formatted in Inline XBRL. |

† Filed herewith.

** This certification is deemed not filed for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act.

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: July 25, 2019

FTI CONSULTING, INC.

By: /s/ Brendan Keating

**Brendan Keating**

**Chief Accounting Officer and Controller**

**(principal accounting officer)**

**Exhibit 31.1**

**Certification of Principal Executive Officer
Pursuant to Rule 13a-14(a) and 15d-14(a)
(Section 302 of the Sarbanes-Oxley Act of 2002)**

I, Steven H. Gunby, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of FTI Consulting, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 25, 2019

By: /S/ STEVEN H. GUNBY

**Steven H. Gunby**
**President and Chief Executive Officer**
**(principal executive officer)**

**Exhibit 31.2**

**Certification of Principal Financial Officer**
**Pursuant to Rule 13a-14(a) and 15d-14(a)**
**(Section 302 of the Sarbanes-Oxley Act of 2002)**

I, Ajay Sabherwal, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of FTI Consulting, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 25, 2019

By: /S/ AJAY SABHERWAL

**Ajay Sabherwal**
**Chief Financial Officer**
**(principal financial officer)**

**Exhibit 32.1**

**Certification of Principal Executive Officer**
**Pursuant to 18 U.S.C. Section 1350**
**(Section 906 of the Sarbanes-Oxley Act of 2002)**

In connection with the Quarterly Report of FTI Consulting, Inc. (the "Company") on Form 10-Q for the quarter ended June 30, 2019, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Steven H. Gunby, President and Chief Executive Officer (principal executive officer) of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

1. the Report fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended; and

2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: July 25, 2019

By: /S/ STEVEN H. GUNBY

**Steven H. Gunby**
**President and Chief Executive Officer**
**(principal executive officer)**

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

**Exhibit 32.2**

**Certification of Principal Financial Officer**
**Pursuant to 18 U.S.C. Section 1350**
**(Section 906 of the Sarbanes-Oxley Act of 2002)**

In connection with the Quarterly Report of FTI Consulting, Inc. (the “Company”) on Form 10-Q for the quarter ended June 30, 2019, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Ajay Sabherwal, Chief Financial Officer (principal financial officer) of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

1. the Report fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended; and

2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: July 25, 2019

By: /S/ AJAY SABHERWAL

**Ajay Sabherwal**
**Chief Financial Officer**
**(principal financial officer)**

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.