

FTI CONSULTING INC
Form 8-K
February 29, 2008

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 28, 2008

FTI CONSULTING, INC.

(Exact Name of Registrant as Specified in Charter)

Maryland
(State or other jurisdiction
of incorporation)

001-14875
(Commission File Number)

52-1261113
(IRS Employer

Identification No.)

500 East Pratt Street, Suite 1400, Baltimore, Maryland 21202

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(410) 951-4800**

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(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 2.02. Results of Operations and Financial Condition

On February 28, 2008, FTI Consulting, Inc. (FTI) issued its press release (the Press Release) reporting its financial results for the fourth quarter and full year ended December 31, 2007 and providing its outlook for the fiscal year ending December 31, 2008. The full text of the Press Release (including financial tables and 2008 guidance) issued on February 28, 2008 is set forth in Exhibit 99.1 and is incorporated by reference herein.

ITEM 7.01. Regulation FD Disclosure

The Press Release (and accompanying financial tables) includes information regarding earnings before interest, taxes, depreciation and amortization (EBITDA) for FTI and each of its five business segments for the three months and years ended December 31, 2006 and December 31, 2007, respectively. In addition, the Press Release (and accompanying financial tables) includes information regarding EBITDA adjusted for special charges (Adjusted EBITDA), Adjusted EBITDA by business segment (Adjusted Segment EBITDA), net income before special charges (Adjusted Net Income) and earnings per common share-diluted before special charges (Adjusted EPS) for the year ended December 31, 2006. FTI has provided Adjusted EBITDA, Adjusted Net Income and Adjusted EPS information for 2006 to illustrate the effect of special charges that were incurred that year and reduced 2006 EBITDA and earnings per diluted share. Adjusted Segment EBITDA is provided for 2006 for the three business segments that incurred those special charges. No special charges were incurred in 2007, so no Adjusted EBITDA, Adjusted Segment EBITDA, Adjusted Net Income and Adjusted EPS information is provided for the three months and year ended December 31, 2007.

Although EBITDA and Segment EBITDA are not measures of financial condition or performance determined in accordance with GAAP, FTI believes that they can be useful operating performance measures for evaluating FTI s results of operations as compared from period to period and as compared to its competitors. EBITDA is a common alternative measure of operating performance used by investors, financial analysts and rating agencies to value and compare the financial performance of companies in FTI s industry. FTI uses EBITDA to evaluate and compare the operating performance of its segments and it is one of the primary measures used to determine employee bonuses. FTI also uses EBITDA to value businesses it acquires or anticipates acquiring. The Adjusted EBITDA and Adjusted Segment EBITDA information is provided to assist investors in assessing period-to-period comparability. A reconciliation of EBITDA, Segment EBITDA, Adjusted EBITDA and Adjusted Segment EBITDA to net income, and a reconciliation of Adjusted EPS to earnings per common share-diluted are included in the accompanying tables to the Press Release. EBITDA and Adjusted EBITDA are not defined in the same manner by all companies and may not be comparable to other similarly titled measures of other companies unless the definition is the same. In addition, EBITDA is one of the financial measures included in the maintenance covenants contained in FTI s bank credit facility and, thus, as a supplemental financial measure is also indicative of the Company s capacity to service debt and thereby provides additional

useful information to investors regarding FTI's financial condition and results of operations. EBITDA for purposes of those covenants is not calculated in the same manner as it is calculated in the accompanying table. With respect to FTI's guidance for 2008, a reconciliation of EBITDA to net income as projected for the year ending December 31, 2008 is not provided because FTI cannot reasonably determine the components of net income to provide a reconciliation to EBITDA for its 2008 fiscal year with certainty at this time.

The information included herein, including Exhibit 99.1 furnished herewith, shall not be deemed to be filed for purposes of Section 18 of the Securities Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that section, nor shall it be incorporated by reference into any filing pursuant to the Securities Act of 1933, as amended, or the Exchange Act, regardless of any incorporation by reference language in any such filing, except as expressly set forth by specific reference in such filing.

ITEM 8.01. Other Events
Share Purchase Program

On February 25, 2008, the Board of Directors (the Board) of FTI authorized FTI to purchase up to \$50.0 million of its shares of common stock. The stock purchase program authorizes FTI to purchase shares of its common stock through open market or privately negotiated transactions. The Board has authorized FTI to make stock purchases through February 25, 2009. The program will be funded with a combination of cash on hand or borrowings. The Press Release filed as Exhibit 99.1 includes the announcement of FTI's Board's authorization of the stock purchase program and is hereby incorporated by reference herein.

ITEM 9.01. Financial Statements and Exhibits

(c) *Exhibits*

99.1 Press Release dated February 28, 2008 (including Financial Tables and 2008 Guidance) of FTI Consulting, Inc.

SIGNATURES

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

FTI CONSULTING, INC.

Dated: February 29, 2008

By: /S/ ERIC B. MILLER
Eric B. Miller
Senior Vice President and General Counsel

EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|---|
| 99.1 | Press Release dated February 28, 2008 (including Financial Tables and 2008 Guidance), of FTI Consulting, Inc. |