

FTI CONSULTING INC
Form 8-K
August 05, 2011

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): August 4, 2011

FTI CONSULTING, INC.

(Exact Name of Registrant as Specified in Charter)

Maryland
(State or other jurisdiction

001-14875
(Commission

52-1261113
(IRS Employer

of incorporation)

File Number)

Identification No.)

777 South Flagler Drive, Suite 1500, West Palm Beach, Florida 33401

(Address of principal executive offices) (Zip Code)

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Registrant's telephone number, including area code: (561) 515-1900

(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 August 4, 2011, FTI Consulting, Inc. (*FTI*) issued its press release (including financial tables) (the *Press Release*) reporting financial results for the three and six months ended June 30, 2011. The Press Release (including financial tables) is furnished as Exhibit 99.1 hereto and is incorporated by reference herein.

ITEM 7.01. Regulation FD Disclosure

FTI defines *Adjusted EBITDA* as consolidated operating income before depreciation, amortization of intangible assets, accretion of contingent consideration and special charges. FTI defines *Adjusted Segment EBITDA* as a segment's share of consolidated operating income before depreciation, amortization of intangible assets, accretion of contingent consideration and special charges. FTI defines *Adjusted Net Income* as the net income excluding the per share impact of the special charges and debt extinguishment costs that were incurred in that period. FTI defines *Adjusted Earnings per Diluted Share* (*Adjusted EPS*) as earnings per diluted share excluding the per share impact of the special charges and debt extinguishment costs that were incurred in that period. Although *Adjusted EBITDA*, *Adjusted Segment EBITDA*, *Adjusted Net Income* and *Adjusted EPS* are not measures of financial condition or performance determined in accordance with generally accepted accounting principles (*GAAP*), FTI believes that each of these measures can be a useful operating performance measure for evaluating FTI's results of operations as compared from period-to-period and as compared to our competitors. *EBITDA*, *Adjusted EBITDA*, *Adjusted Net Income* and *Adjusted EPS* are common alternative measures of operating performance used by investors, financial analysts and rating agencies to value and compare the financial performance of companies in our industry. FTI uses *Adjusted EBITDA* and *Adjusted Segment EBITDA* to evaluate and compare the operating performance of our segments.

Adjusted EBITDA, *Adjusted Segment EBITDA*, *Adjusted Net Income* and *Adjusted EPS* 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. These non-GAAP measures should be considered in addition to, but not as a substitute for or superior to, the information contained in our statements of income. Reconciliations of operating income to *Adjusted EBITDA*, segment operating income to *Adjusted Segment EBITDA*, net income to *Adjusted Net Income* and earnings per diluted share to *Adjusted EPS* are included in the accompanying financial tables to the Press Release furnished as Exhibit 99.1.

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 Exchange 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 9.01. Financial Statements and Exhibits

(d) *Exhibits*

99.1 Press Release dated August 4, 2011, 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: August 5, 2011

By: /S/ ERIC B. MILLER
Eric B. Miller

Executive Vice President, General Counsel and Chief Ethics Officer

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release dated August 4, 2011, of FTI Consulting, Inc.