FTI CONSULTING INC
Form DEF 14A
April 20, 2012
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant x Filed by a Party other than the Registrant ¨

Check the appropriate box:

¨ Preliminary Proxy Statement

¨ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

x Definitive Proxy Statement

¨ Definitive Additional Materials

¨ Soliciting Material Pursuant to Rule 14a-12

FTI CONSULTING, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

x No fee required.

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3. Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

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SEC 1913

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777 South Flagler Drive

Phillips Point

Suite 1500 West Tower

West Palm Beach, Florida 33401

(561) 515-1900

April 20, 2012

Dear Stockholder:

I would like to extend an invitation for you to join us at our 2012 Annual Meeting of Stockholders on Wednesday, June 6, 2012, at 9:30 a.m., Eastern Daylight Time, at our executive office located at 777 South Flagler Drive, Phillips Point, Suite 1500 West Tower, West Palm Beach, Florida 33401.

This year, we are again furnishing the proxy materials to stockholders primarily over the Internet. Therefore, most stockholders will not receive paper copies of our proxy materials. We will instead send these stockholders a notice with instructions for accessing the proxy materials and voting via the Internet. The notice also provides information on how stockholders may obtain paper copies of our proxy materials. This method expedites the receipt of your proxy materials, lowers the costs of our annual meeting and helps to conserve natural resources.

At this year s meeting, you will be asked to elect the seven nominees named in our proxy statement as directors, ratify the retention of KPMG LLP as our independent registered public accounting firm for the year ending December 31, 2012, cast an advisory (non-binding) vote to approve the compensation of our named executive officers, and act upon such other business as may properly come before the meeting or any postponement or adjournment of such meeting.

Attached you will find a notice of meeting and proxy statement, which contains further information regarding these proposals and the meeting. If you plan to attend the meeting in person, please respond affirmatively to the request for that information on the Internet, or mark that box on the proxy card if you received paper copies of the proxy materials. You will be asked to present valid picture identification, such as a driver s license or passport. Cameras, recording devices and other electronic devices will not be permitted at the meeting.

Whether or not you plan to attend the meeting in person, your vote is important to us. You can ensure that your shares are represented by promptly voting by telephone or the Internet, or by completing, signing, dating and returning your proxy card in the return envelope.

Sincerely,

JACK B. DUNN, IV

President and Chief Executive Officer

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FTI CONSULTING, INC.

NOTICE OF 2012 ANNUAL MEETING OF STOCKHOLDERS

Date: June 6, 2012

Time: 9:30 a.m., EDT

Place: FTI Consulting, Inc., Executive Office, 777 South Flagler Drive, Phillips Point, Suite 1500 West Tower, West Palm Beach, Florida 33401

Dear Stockholder:

Notice is hereby given that the 2012 Annual Meeting of Stockholders of FTI Consulting, Inc., a Maryland corporation, will be held at the location, on the date and at the time specified above. At the meeting, we will ask you to:

- elect the seven nominees named in the proxy statement as directors of the Company;
- ratify the retention of KPMG LLP as the Company s independent registered public accounting firm for the year ending December 31, 2012;
- approve, in an advisory (non-binding) vote, the compensation of the named executive officers as disclosed in the proxy statement; and
- transact any other business as may properly come before the meeting or any postponement or adjournment thereof to the extent permitted by applicable law.

The Board of Directors recommends a vote **FOR** the election of each of the seven nominees for director named in the proxy statement, **FOR** the ratification of the retention of KPMG LLP as the Company s independent registered public accounting firm for the year ending December 31, 2012, and **FOR** approval, in an advisory (non-binding) vote, of the compensation of the named executive officers as described in the proxy statement for the 2012 Annual Meeting of Stockholders.

Stockholders of record at the close of business on March 26, 2012 will be entitled to notice of and to vote at the 2012 Annual Meeting of Stockholders and any postponement or adjournment of the meeting.

By Order of the Board of Directors,

JOANNE F. CATANESE

Associate General Counsel and Secretary

April 20, 2012

Every stockholder s vote is important. Please vote as promptly as possible by using the Internet, the telephone or by completing, signing, dating and returning a proxy card, even if you plan to attend the meeting in person. See our questions and answers about the meeting for information about voting by Internet, telephone or mail, how to revoke a proxy and how to vote shares in person.

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777 South Flagler Drive

Phillips Point

Suite 1500 West Tower

West Palm Beach, Florida 33401

(561) 515-1900

April 20, 2012

PROXY STATEMENT FOR 2012 ANNUAL MEETING OF STOCKHOLDERS

The 2012 Annual Meeting of Stockholders (the Annual Meeting) of FTI Consulting, Inc., a Maryland corporation (the Company or FTI Consulting), will be held on June 6, 2012, at 9:30 a.m., Eastern Daylight Time, at FTI Consulting, Inc. s executive office, located at 777 South Flagler Drive, Phillips Point, Suite 1500 West Tower, West Palm Beach, Florida 33401.

Our Board of Directors (Board) is furnishing you a proxy statement to solicit proxies on its behalf to be voted at our Annual Meeting because you were a stockholder at the close of business on March 26, 2012, the record date for the Annual Meeting, and are entitled to vote at the Annual Meeting or any postponement or adjournment of the meeting. This proxy statement provides information that you should read before you vote on the proposals that will be presented to you at the Annual Meeting and is intended to assist you in deciding how to vote your shares.

On or about April 20, 2012, we began mailing or e-mailing a Notice of Internet Availability of Proxy Materials containing instructions on how to access this proxy statement and our 2011 Annual Report to Stockholders for the year ended December 31, 2011 (the Annual Report) online and we began sending a full set of the proxy materials and Annual Report to stockholders who previously requested delivery in paper copy.

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INFORMATION ABOUT THE ANNUAL MEETING AND VOTING

Why am I receiving these proxy materials?

As a stockholder, you are invited to attend the Annual Meeting and are entitled to vote on the items of business described in this proxy statement. The proxy materials include the proxy statement for that meeting and our Annual Report. If you received a paper copy of these materials by mail or e-mail, the proxy materials also include a proxy card or voting instruction card for the Annual Meeting.

The information in this proxy statement relates to the proposals to be voted on at the Annual Meeting, the voting process, the seven nominees for director named in this proxy statement, information about our Board and its Committees, the compensation of non-employee directors, the compensation of our named executive officers for the year ended December 31, 2011, and certain other information we are required to provide to you.

When and where will FTI Consulting hold the Annual Meeting?

The Annual Meeting will be held on Wednesday, June 6, 2012, at 9:30 a.m., Eastern Daylight Time, at FTI Consulting, Inc. s executive office, located at 777 South Flagler Drive, Phillips Point, Suite 1500 West Tower, West Palm Beach, Florida 33401, telephone no. (561) 515-1900.

What items of business will be voted on at the Annual Meeting?

At the Annual Meeting, we will ask you to:

- elect the seven nominees named in the proxy statement as directors of the Company;
- ratify the retention of KPMG LLP as the Company s independent registered public accounting firm for the year ending December 31, 2012;
- approve, in an advisory (non-binding) vote, the compensation of the named executive officers as disclosed in the proxy statement; and
- transact any other business as may properly come before the meeting or any postponement or adjournment thereof to the extent permitted by applicable law.

What are the Board s voting recommendations and how will my shares of FTI Consulting common stock be voted if I do not specify my voting instructions on the proxy card?

The Board recommends that you vote your shares:

- **FOR** the election of the seven nominees named in the proxy statement as directors of the Company;
- **FOR t**he ratification of the retention of KPMG LLP as FTI Consulting, Inc. s independent registered public accounting firm for the year ending December 31, 2012;
- **FOR** the approval, in an advisory (non-binding) vote, of the compensation of the named executive officers as disclosed in the proxy statement; and

in accordance with the discretion of the named proxies on any other business that may properly come before the Annual Meeting or any postponement or adjournment of the meeting to the extent permitted by applicable law.

If you sign, date and return a proxy card but do not complete voting instructions for a proposal, then your shares will be voted with respect to such proposal by the named proxies in accordance with the Board s above recommendations.

Why did I receive a Notice of Internet Availability of Proxy Materials?

We are pleased to continue to use the U.S. Securities and Exchange Commission (SEC) rule that allows companies to furnish proxy materials over the Internet. As permitted under the SEC rule, we are sending a Notice of Internet Availability of Proxy Materials (the Notice) by mail or e-mail to many stockholders instead of paper copies of the proxy materials. All stockholders receiving the Notice will have the ability to access this proxy statement and our Annual Report on the website referred to in the Notice or to request a printed set of these materials at no charge. Instructions on how to access these materials over the Internet or to request printed copies may be found in the Notice or the e-mail accompanying the Notice. Choosing to receive future proxy materials by e-mail will save the Company the cost of printing and mailing documents to stockholders and will reduce the impact of annual meetings on the environment. A stockholder s election to receive proxy materials by e-mail will remain in effect until the stockholder terminates it.

Your Notice will contain instructions on how to:

- view our proxy materials for the Annual Meeting on the Internet;
- view our Annual Report on the Internet; and
- instruct us to send future proxy materials to you electronically by e-mail.

Why did I receive a Notice by e-mail?

We are providing the Notice by e-mail to those stockholders who have previously elected delivery of the proxy materials electronically. Those stockholders should have received an e-mail containing a link to the website where the proxy materials are available and a link to the proxy voting website.

Can I vote my shares by filling out and returning the Notice?

No. The Notice identifies the items to be voted on at the Annual Meeting but you cannot vote by marking and returning the Notice. The Notice provides instructions on how to vote by Internet, by telephone, by requesting a paper proxy card, or by attending the Annual Meeting and submitting a ballot in person.

Why did I receive paper copies of the proxy materials and Annual Report?

We are providing some of our stockholders, including stockholders who have previously requested paper copies of the proxy materials and Annual Report, and some of our stockholders who live outside of the United States (U.S.), with paper copies of this proxy statement and the Annual Report, instead of the Notice. In addition, any stockholder may request to receive proxy materials in printed form by mail or electronically by e-mail on an ongoing basis.

How can I request paper copies of the proxy materials and Annual Report?

Stockholders will find instructions about how to obtain paper copies of the proxy materials and Annual Report on the Notice. Stockholders receiving an e-mail will find instructions about how to obtain paper copies as part of the e-mail.

Who pays the costs of the proxy solicitation?

FTI Consulting will pay the cost of soliciting proxies. In addition to the mailing and e-mailing of the Notice and these proxy materials, the solicitation of proxies or votes may be made in person, by telephone or by electronic communication by our officers and employees, who will not receive any additional compensation for such solicitation activities.

How many votes must be present to hold the Annual Meeting?

As of the close of business on March 26, 2012, the record date for the Annual Meeting, 41,585,622 shares of our common stock were issued and outstanding. A quorum must be present at the Annual Meeting in order to transact business. A quorum will be present if a majority of the shares of common stock entitled to vote are represented at the Annual Meeting, either in person or by proxy. If a quorum is not present, a vote cannot occur, in which case the Annual Meeting may be adjourned until such time as a quorum is present.

Abstentions from voting on a proposal and broker non-votes are counted for determining whether a quorum is present. If a broker does not return a properly executed proxy, then the holder is not deemed present for quorum purposes. Stockholders who return a properly executed proxy (whether or not the stockholder votes, abstains from vote or withholds voting authority with respect to the election of a director) are present for purposes of determining whether a quorum is present.

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How do I vote my shares?

You have one vote for each share of our common stock that you owned of record at the close of business on March 26, 2012. Even if you plan to attend the Annual Meeting in person, we recommend that you also vote by proxy as described below so that your vote will be counted if you later decide not to attend the meeting. By voting by proxy, you will be directing the designated person or persons as your proxies to vote your shares of common stock at the Annual Meeting in accordance with your instructions.

How can I vote in person? Shares held in your name as the stockholder of record may be voted in person at the Annual Meeting. To vote in person, you must attend the Annual Meeting and submit a ballot. Ballots for voting in person will be available at the Annual Meeting. Shares for which you are the beneficial owner but not the stockholder of record may be voted in person at the Annual Meeting only if you obtain a legal proxy giving you the right to vote such shares from the broker, bank or other nominee or fiduciary that is the record holder of your shares.

How can I vote by Internet? Stockholders who received a Notice by mail or e-mail may submit proxies over the Internet by following the instructions on the Notice or the e-mail. Stockholders who have received paper copies of the proxy materials, including a proxy card or voting instruction card, may submit proxies over the Internet by following the instructions on the proxy card or voting instruction card. Internet voting is available 24 hours a day until 11:59 p.m., Eastern Daylight Time, on June 5, 2012. You will be given the opportunity to confirm that your instructions have been properly recorded.

How can I vote by telephone? If you are a registered record stockholder, meaning that you hold your shares in certificate form or through an account with our transfer agent, American Stock Transfer & Trust Company, you may also vote by telephone by calling 1-800-690-6903, toll-free, and following the instructions. Telephone voting is available 24 hours a day until 11:59 p.m., Eastern Daylight Time, on June 5, 2012. Stockholders who are beneficial owners and who receive paper voting instruction cards may vote by telephone by calling the number specified on the voting instruction card provided by their broker, bank or other nominee or fiduciary. Those stockholders should check the voting instruction cards for telephone voting availability.

How can I vote by mail? Stockholders who have received a paper copy of a proxy card or voting instruction card may submit proxies by completing, signing and dating their proxy card or voting instruction card and returning it in the accompanying pre-addressed envelope. **IF YOU DECIDE TO VOTE BY MAIL, YOUR PROXY CARD WILL BE VALID ONLY IF YOU COMPLETE, SIGN, DATE AND RETURN IT BEFORE THE ANNUAL MEETING DATE.**

If you vote via the Internet or by telephone, please do not return a paper proxy card to vote your shares.

What does it mean if I received more than one proxy card or instruction form?

If you receive more than one proxy card or instruction form, it means that you have multiple accounts with our transfer agent and/or a broker, bank or other nominee or fiduciary or you may hold shares in different ways or in multiple names (such as through joint tenancy, trusts and custodial accounts). Please vote all of your shares.

Will my shares be voted if I do not complete, sign, date and return my proxy card or voting instruction card?

If you are a registered record stockholder and you do not vote your shares by Internet, by telephone or by completing, signing, dating and returning a paper proxy card, your shares will not be voted unless you attend the Annual Meeting and vote in person.

If your shares are held in a brokerage account or by another nominee or fiduciary, you are considered the beneficial owner of shares held in street name, and the Notice or proxy materials were forwarded to you by that organization. In order to vote your shares, you must follow the voting instructions forwarded to you by or on behalf of that organization. Brokerage firms, banks and other fiduciaries or nominees are required to request voting instructions for shares they hold on behalf of customers and others. As the beneficial owner, you have the right to direct your broker, bank or other nominee or fiduciary how to vote and you are also invited to attend the Annual Meeting. We encourage you to provide instructions to your broker, bank or other nominee or fiduciary to vote your shares. Since a beneficial owner is not the record stockholder, you may not vote the shares in person at the Annual Meeting unless you obtain a legal proxy from the broker, bank or other nominee or fiduciary that holds your shares giving you the right to vote the shares at the meeting.

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Even if you do not provide voting instructions on your instruction form, if you hold shares through an account with a broker, bank or other nominee or fiduciary, your shares may be voted. Brokerage firms have the authority under New York Stock Exchange (NYSE) rules to vote shares for which their customers do not provide voting instructions on certain routine matters. Proposal No. 2, to ratify the retention of KPMG LLP as our independent registered public accounting firm for the year ending December 31, 2012 is considered a routine matter for which brokers, banks or other nominees or fiduciaries may vote in the absence of specific instructions.

When a proposal is not considered routine and the broker, bank or other nominee or fiduciary has not received voting instructions from the beneficial owner of the shares with respect to such proposal, such firm cannot vote the shares on that proposal. Proposal No. 1, to elect the seven nominees as directors, and Proposal No. 3 to cast an advisory (non-binding) vote to approve the compensation of our named executive officers, are non-routine proposals and brokerage firms, banks and other nominees or fiduciaries may not vote on such proposals in the absence of specific instructions. This means that brokerage firms, banks and other nominees and fiduciaries that have not received voting instructions from their clients on these matters may not vote on these proposals. These votes that, in accordance with stock exchange rules, cannot be cast by a broker, bank or other nominee or fiduciary on non-routine matters are known as broker non-votes.

How can I revoke my proxy and change my vote prior to the meeting?

You may change your vote at any time prior to the vote taken at the Annual Meeting. You may revoke or change your vote in any one of four ways:

- You may notify our Corporate Secretary, at FTI Consulting, Inc. 500 East Pratt Street, Suite 1400, Baltimore, MD 21202, in writing that you wish to revoke your proxy.

- You may submit a proxy dated later than your original proxy.

- You may attend the Annual Meeting and vote by ballot if you are a stockholder of record. Merely attending the Annual Meeting will not by itself revoke a proxy. You must submit a ballot and vote your shares of common stock at the Annual Meeting.

- For shares you hold beneficially or in street name, you may change your vote by submitting a later dated voting instruction form to your broker, bank or other nominee or fiduciary, or if you obtained a legal proxy from your broker, bank or other nominee or fiduciary giving you the right to vote your shares, by attending the meeting and voting in person.

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How many votes will be needed to approve each of this year s proposals?

Proposal No. 1: Elect the seven nominees named in the proxy statement as directors of the Company	The seven nominees for election as directors will be elected by a plurality of the votes cast at the meeting. This means that the seven nominees who receive the highest number of **FOR** votes will be elected as the directors to serve until the next annual meeting of stockholders and until their successors are duly elected and qualified. Withhold votes and broker non-votes will not be counted as votes cast either for or against the election of a director and will have no effect on the results of the election of directors, although they will be considered present for the purpose of determining the presence of a quorum.
Proposal No. 2: Ratify the retention of KPMG LLP as our independent registered public accounting firm for the year ending December 31, 2012	Ratification of the retention of KPMG LLP as our independent registered public accounting firm for the year ending December 31, 2012 requires a majority of the votes cast at the Annual Meeting to be voted **FOR** this proposal. Abstentions will not count as votes cast either for or against Proposal 2 and will have no effect on the results of the vote on this proposal, although they will be considered present for the purpose of determining the presence of a quorum.
Proposal No. 3: Approve, in an advisory (non-binding) vote, the compensation of the named executive officers as disclosed in the proxy statement	The approval of a resolution approving the compensation of our named executive officers as disclosed in this proxy statement is an advisory (non-binding) vote, however, the Board and the Compensation Committee will consider the affirmative vote of a majority of the votes cast **FOR** the proposal as approval of the compensation paid to the Company s named executive officers as disclosed in this proxy statement. Abstentions and broker non-votes will not be counted as votes cast either for or against Proposal 3 and will have no effect on the results of the vote on this proposal, although they will be considered present for the purpose of determining the presence of a quorum.

How will the proxies vote my shares if I return a properly executed proxy but do not vote on a proposal?

If you return a properly executed proxy without voting, the shares will be voted as recommended by our Board, as follows:

FOR the election of the seven nominees named in the proxy statement as directors of the Company;

FOR the ratification of the retention of KPMG LLP as FTI Consulting, Inc. s independent registered public accounting firm for the year ending December 31, 2012; and

FOR the approval, in an advisory (non-binding) vote, of the compensation of the named executive officers as disclosed in the proxy statement.

ADDITIONAL INFORMATION

On or about April 20, 2012, we began sending a Notice of Internet Availability of Proxy Materials, including Internet availability of the Annual Report, or proxy statement and the Annual Report in paper copy, to the Company s stockholders of record as of the close of business on March 26, 2012. The Annual Report does not constitute a part of the proxy solicitation material. The Annual Report provides you with additional information about the Company. Copies of our Notice of Annual Meeting, proxy statement and Annual Report are available on the

Company s website at *http://www.fticonsulting.com*, under Our Firm Governance Proxy Statements, Our Firm Governance Annual Reports, and under Investor Relations Frequently Requested Information.

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INFORMATION ABOUT THE BOARD OF DIRECTORS AND COMMITTEES

THE DIRECTOR NOMINATION PROCESS

Identification and Nomination of Candidates as Directors for Election at the Annual Meeting

The Board currently consists of nine directors, of which six are independent. Each year the Nominating and Corporate Governance Committee (Governance Committee) reviews our Categorical Standards of Director Independence and applicable NYSE and SEC governance rules, and works with the Board to develop the education, credentials and characteristics required of Board and Committee nominees in light of current Board and Committee composition, the Company s business and operations, the Company s long-term and short-term plans, applicable legal and listing requirements, and other factors it considers relevant. The Governance Committee evaluates existing directors for re-election each year as if they were new candidates. The Governance Committee may identify other candidates, if necessary, through recommendations from our directors, management, employees, the stockholder nomination process or outside consultants. For a description of how the stockholder nomination process works, see Corporate Governance Stockholder Nominees for Director. The Governance Committee will review candidates in the same manner regardless of the source of the recommendation, and is authorized, in its sole discretion, to engage outside search firms and consultants to assist with the process of identifying and qualifying candidates, and has sole authority to negotiate the fees and terms of such retention.

The Governance Committee and Board focus on identifying directors and candidates for director who have a diversity of age, backgrounds, skills and experience, although the Board does not have a written position on this issue. Key attributes that are considered by the Governance Committee and the Board include:

- leadership and management experience in complex organizations or experience dealing with complex problems, including practical understanding of strategy, processes, risk management and other factors that drive growth and change;
- finance experience that demonstrates an understanding of finance and financial information and processes;
- industry experience as executives, directors or leaders of companies in industries to which we provide services; and
- global experience managing or growing companies outside of the U.S.

In addition, the Committee considers other factors, as it determines to be appropriate, including:

- demonstrated strength of character, integrity and credibility;
- mature and practical judgment;
- public company board or equivalent experience, as well as the number of boards of other public companies on which such candidate sits, which may not exceed five;
- the extent to which the candidate would fill a present need on the Board; and

sufficient time to devote to the affairs of the Company, as well as other factors related to the ability and willingness of a candidate to serve, or an existing member of the Board to continue his or her service.

All of FTI Consulting s current directors have leadership experience at companies, many with operations outside the U.S., or with governments, as well as experience on boards of companies or organizations, which provide the directors with an understanding of different processes, challenges and strategies. Many of our directors have experience in industries that provide services similar to those provided by industries serviced by the Company s professionals, which enables them to contribute unique perspectives to the Board. Further, current directors have other experiences that make them valuable members, such as prior public policy or regulatory experience that provide insight into issues faced by our clients and our Company. The Governance Committee and the Board believe that our directors possess the range of business acumen and perspectives necessary to effectively address the evolving needs and operations of the Company.

In 2011, the Governance Committee engaged Korn/Ferry International (Korn/Ferry), an independent recruitment firm, to assist the Governance Committee in identifying and recruiting candidates with widely recognized international business or government credentials for membership on our Board. The Governance Committee, through Korn/Ferry, identified Claudio Costamagna, Sir Vernon Ellis, Marc Holtzman and Henrique de Campos Meirelles, as

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individuals possessing the qualifications sought by the Company in its directors. The Governance Committee qualified Mr. Costamagna, Sir Vernon Ellis, Mr. Holtzman and Mr. Meirelles as candidates based on many factors, including their significant business experience in countries outside of the U.S., including Europe, Latin America and the United Kingdom (UK), which are regions that are expected to be significant drivers of future growth for the Company, their world-wide reputations and their senior leadership experience with major domestic and international companies, The Governance Committee considered each candidate s significant and diverse business experience, including experience within industries served by the Company, such as finance and investment banking. The Governance Committee considered Mr. Meirelles experience in shaping the governmental banking and financial policies of Brazil; and Sir Vernon Ellis and Mr. Holtzman s experience heading government affiliated organizations in the UK and U.S. The Governance Committee also considered their financial acumen, experience in building global businesses and willingness to devote the time to and serve on the Board and its Committees.

On March 28, 2012, the Board authorized increasing the size of the Board from nine to 11 directors immediately effective upon the election of directors at the Annual Meeting and amended our Corporate Governance Guidelines to provide that the Board should have no less than seven and no more than 13 directors. The Board believes that in light of the growth of the Company, its expanded geographic footprint and the increased complexity in doing business globally, this size permits a full range of experience and global diversity and fosters effective interaction and productivity. Our Charter and By-Laws permit directors to increase the size of the Board up to 15.

At the Board s meeting on March 28, 2012, Mark H. Berey informed the Board of his final decision not to stand for re-election as a director of the Company at the Annual Meeting. The Board also determined that Mr. McHugh had reached the retirement age of 72, and would not be standing for re-election as a director at the Annual Meeting in accordance with the retirement age guidelines established under the Company s Corporate Governance Guidelines.

On March 28, 2012, the Governance Committee recommended and the Board nominated Messrs. Callaghan, Dunn and Holthaus for re-election and Mr. Costamagna, Sir Vernon Ellis, Mr. Holtzman and Mr. Meirelles, for election as directors at the Annual Meeting. The relevant experiences, qualifications and skills of the nominees, which the Board considered, are described in each director s individual biographies as described under Information about the Board of Directors and Committees Information about the Nominees for Director and the Other Directors.

PROPOSAL NO. 1 ELECT AS DIRECTORS THE SEVEN NOMINEES NAMED IN THE PROXY STATEMENT

Prior to the 2011 annual meeting of stockholders on June 1, 2011, the Company s Board was divided into three classes. At the 2011 annual meeting, the stockholders voted to amend our Charter to eliminate the classified Board and decrease the term of office of each director from three years to one year; except that the terms of incumbent directors were not shortened. As a result, Brenda J. Bacon, James W. Crownover, Dennis J. Shaughnessy and George P. Stamas, who at the time of the 2011 annual meeting of stockholders were the incumbent directors serving their three-year terms as Class II directors, which will expire at the 2013 annual meeting of stockholders, will continue as directors of the Company following this Annual Meeting in accordance with their original three-year terms. From and after the Annual Meeting, all directors will be elected for one-year terms.

Upon the recommendation of the Governance Committee, the Board nominated the following seven persons for election as directors at the Annual Meeting. The directors elected at the Annual Meeting will hold office for one-year expiring at the next annual meeting of stockholders or until their successors are elected and qualified:

Denis J. Callaghan

Claudio Costamagna

Jack B. Dunn, IV

Sir Vernon Ellis

Gerard E. Holthaus

Marc Holtzman

Henrique de Campos Meirelles

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Messrs. Dunn and Holthaus were elected as directors by the stockholders at the 2011 annual meeting for a one year term expiring at the Annual Meeting. Mr. Callaghan was formerly a Class I director whose three-year term expires at the Annual Meeting.

Mr. Costamagna, Sir Vernon Ellis, Mr. Holtzman and Mr. Meirelles are not currently directors of the Company. They have been nominated by the Board to stand for election at the Annual Meeting to fill the vacancies resulting from (i) the decision of Mark H. Berey not to stand for re-election at the Annual Meeting, (ii) the retirement of Matthew F. McHugh pursuant to the Board s retirement policy set forth in the Corporate Governance Guidelines of the Company, and (iii) action by the Board to increase the size of the Board from nine to 11 directors immediately effective upon the election of directors at the Annual Meeting.

The Board has affirmatively concluded that Mr. Callaghan, Mr. Costamagna, Sir Vernon Ellis, Mr. Holthaus, Mr. Holtzman and Mr. Meirelles qualify as independent directors under our Categorical Standards of Director Independence and the independence standards established under Section 303A of the NYSE corporate governance rules. Mr. Dunn is the President and Chief Executive Officer of the Company and as a member of management does not qualify as independent. More detailed information about the Board s determination of director independence is provided in the section of this proxy statement titled Information About the Board of Directors and Committees Independence of Directors.

We do not know any reason why any nominee would be unable to serve as a director. If any nominee cannot serve for any reason (which is not anticipated), the Governance Committee may identify and recommend a candidate or candidates to the Board as a potential substitute nominee or nominees. If that happens, we will vote all valid proxies for the election of the substitute nominee or nominees designated by the Board. Alternatively, the Board may determine to keep a vacancy open or reduce the size of the Board. Proxies cannot be voted for a greater number of persons than the number of nominees named.

More detailed information about each of the nominees is provided in the section of this proxy statement titled Information About the Board of Directors and Committees Information About the Nominees for Director and the Other Directors.

Stockholder Approval Required. The seven nominees for election as directors will be elected by a plurality of the votes cast at this meeting. This means that the seven nominees who receive the highest number of FOR votes will be elected as directors of the Company.

The Board of Directors Unanimously Recommends That You Vote FOR the Election of

All Seven of the Nominees as Directors.

INDEPENDENCE OF DIRECTORS

For a director to be considered independent, the Board must affirmatively determine that the director does not have any direct or indirect material relationship with the Company or its subsidiaries, and is not otherwise automatically disqualified by the Company s Categorical Standards of Director Independence and the independence standards as set forth in Section 303A of the NYSE corporate governance rules. The Board has established Categorical Standards of Director Independence, which are the same as the NYSE Section 303A standards governing director independence, as currently in effect, and recognizes that a director is independent if he or she does not have a material relationship with the Company (directly or as a partner, stockholder or officer of an organization that has a relationship with us), considering all facts and circumstances that the Board determines are relevant.

The Board, upon the recommendation of the Governance Committee, determined that except for Messrs. Dunn, Shaughnessy and Stamas, all of the directors who served during the year ended December 31, 2011 are independent. During 2011, the Board determined that George P. Stamas, a Partner with Kirkland & Ellis, LLP (K&E), has a material indirect relationship with the Company based on the corporate legal services that K&E provides to the Company. Fees paid by the Company to K&E amounted to less than the greater of $1.0 million or 2% of that firm s consolidated gross revenues for each of 2011, 2010 and 2009 and, accordingly, Mr. Stamas is not automatically disqualified from being independent under the NYSE rules. Jack B. Dunn, IV and Dennis J. Shaughnessy do not qualify as independent directors because they are executive officers of the Company. In 2011 and during the preceding three years, we have not made charitable contributions to any organization in which a director serves as an employee, officer, director or trustee, which in any single year exceeded the greater of $1.0 million or 2% of such organization s gross revenues.

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In March 2012, the Board affirmatively determined that all of the nominees for director at the Annual Meeting, except Mr. Dunn, who is the President and CEO of the Company, would qualify as independent directors. In determining the independence of nominees for director at the Annual Meeting, the Board considered any direct or indirect relationships with the Company. In the case of Mr. Holtzman, the Board considered Mr. Holtzman s employment relationship with a division of Barclays Group and the Company s client engagements in the ordinary course of business with affiliates of Barclays Group, which engagement fees mounted to less than the greater of $1.0 million or 2% of Barclays Group s consolidated gross revenues for 2011. After considering the facts and circumstances, the Board concluded that Mr. Holtzman does not have a material relationship with the Company as a result of such client engagements and is independent.

INFORMATION ABOUT THE NOMINEES FOR DIRECTOR AND THE OTHER DIRECTORS

Messrs. Dunn and Holthaus were elected as directors by the stockholders at the 2011 annual meeting of stockholders for a one-year term expiring at this year s Annual Meeting. Mr. Callaghan was formerly a Class I director whose three-year term expires at this Annual Meeting. Mr. Costamagna, Sir Vernon Ellis, Mr. Holtzman and Mr. Meirelles are not currently directors of the Company. They have been nominated by the Board to stand for election at the Annual Meeting to fill the vacancies resulting from (i) the decision of Mark H. Berey not to stand for re-election as a director, (ii) the retirement of Matthew F. McHugh pursuant to the Board s retirement policy set forth in the Corporate Governance Guidelines of the Company, and (iii) the Board s decision to increase the size of the Board from nine to 11 directors immediately effective upon the election of directors at the Annual Meeting. See Information About the Board of Directors and Committees Proposal 1 Elect as Directors the Seven Nominees Named in the Proxy Statement and Information About the Board of Directors and Committees The Director Nomination Process in this proxy statement for additional information.

Brenda J. Bacon, James W. Crownover, Dennis J. Shaughnessy and George P. Stamas, the incumbent directors serving their three-year terms as Class II directors, which expire at the 2013 annual meeting of stockholders, will continue as directors of the Company following the Annual Meeting.

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Information about the seven nominees as directors and the other directors is set forth below:

Name	Age	Director Since	Principal Occupation, Business Experience and Director Qualifications
2012 Nominees for Director			
Denis J. Callaghan	70	2000	Mr. Callaghan has extensive experience analyzing the insurance and banking industry sectors. He retired from Deutsche Bank Securities Inc. in February 2000, where he was the Director of North American Equity Research. Prior to becoming Director of North American Equity Research in 1992, Mr. Callaghan was responsible for the Insurance and Financial Services Research Groups of Alex. Brown & Sons Incorporated, an investment banking firm that was acquired by Deutsche Bank in 2000. Prior to joining Alex. Brown & Sons Incorporated in 1988, he was a senior insurance analyst and First Vice President with Paine Webber.
			Director Qualifications:
			Business, Management and Finance Leadership Former director of North American Equity Research of Deutsche Bank Securities, Inc., former director of Equity Research of Alex. Brown & Sons Incorporated and former First Vice President of Paine Webber
			Industry Sector Experience Capital markets, mergers and acquisitions, banking and insurance industry experience, important business and industry focuses of FTI Consulting, as former executive with Deutsche Bank Securities, Inc., Alex. Brown & Sons Incorporated and Paine Webber
			Other Leadership Experience Chairman of the investment committee of a private equity firm

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Name	Age	Director Since	Principal Occupation, Business Experience and Director Qualifications
2012 Nominees for Director			
Jack B. Dunn, IV	61	1992	Mr. Dunn has served as our Chief Executive Officer since October 1995 and as a director since 1992. In May 2004, he assumed the position of President, a position he also held from October 1995 to December 1998. He also served as our Chairman of the Board from December 1998 to October 2004. From May 1994 to October 1995, he served as our Chief Operating Officer. He joined FTI Consulting as its Chief Financial Officer in 1992. Prior to joining us, he was a member of the Board of Directors and a Managing Director of Legg Mason Wood Walker, Incorporated, a regional investment banking firm where he directed its Baltimore corporate finance and investment banking activities. Mr. Dunn is a limited partner of the Baltimore Orioles L.P. Prior to his investment banking career, Mr. Dunn practiced corporate and securities law. Mr. Dunn is a director and a member of the Compensation/Human Resources (Chair) and Corporate Governance/Nominating Committees of Pepco Holdings, Inc., a public company and one of the largest energy delivery companies in the Mid-Atlantic region. *Director Qualifications:* *Global Business, Management and Finance Leadership* Current President and Chief Executive Officer and former Chief Financial Officer and Chief Operating Officer of FTI Consulting and former Managing Director and director of Legg Mason Wood Walker, Incorporated *Industry Sector Experience* Capital markets, investment banking and mergers and acquisitions experience, important FTI Consulting business focuses, as President and Chief Executive Officer of FTI Consulting, Inc. and former Managing Director and director of Legg Mason Wood Walker, Incorporated *Outside Public Board and Committee Experience* Director of other public company and former director of public companies *Other leadership experience* Director or trustee of non-public and charitable institutions

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Name	Age	Director Since	Principal Occupation, Business Experience and Director Qualifications
2012 Nominees for Director			
Gerard E. Holthaus	62	2004	Mr. Holthaus has extensive management experience at the executive officer level with both public and private companies and finance experience. In April 2010, Mr. Holthaus stepped down as Chief Executive Officer of Algeco Scotsman, a private company, and assumed the position of non-executive Chairman of the Board. From November 2007 to April 2010, Mr. Holthaus held the positions of executive Chairman of the Board and Chief Executive Officer of Algeco Scotsman, responsible for all operations of the combined company in North America and Europe. Algeco Scotsman is the leading global provider of modular space solutions. From April 1997 to October 2007, Mr. Holthaus was Chairman, President and Chief Executive Officer of Williams Scotsman International, Inc., which is now a subsidiary of Algeco Scotsman. Williams Scotsman International, Inc. was a public company prior to its acquisition by Algeco Scotsman. Before joining Williams Scotsman International, Inc., Mr. Holthaus served as a Senior Vice President of MNC Financial, Inc. from April 1988 to June 1994. From 1971 to 1988, Mr. Holthaus was associated with Ernst & Young LLP, where he served as a Baltimore-based partner from 1982 to 1988.
			Mr. Holthaus is a director and non-executive Chairman and a member of the Compensation and Governance Committees of The Baltimore Life Companies, a mutual life insurance company. He is also a director and Chair of the Audit Committee of BakerCorp International, Inc., a non-public equipment rental services business. In addition, he is a trustee of Loyola University. He is a certified public accountant. *Director Qualifications:* *Global Business, Management and Finance Leadership* Non-Executive Chairman and former Executive Chairman and Chief Executive Officer of Algeco Scotsman, former Chairman, Chief Executive Officer and Chief Financial Officer of Williams Scotsman International, Inc., which is now a subsidiary of Algeco Scotsman, and former partner of Ernst & Young LLP
			Industry and Business Sector Experience Accounting, real estate, construction, banking and professional services sector experience, important industry focuses of FTI Consulting, as a former executive of Algeco Scotsman, Williams Scotsman International, Inc. and MNC Financial, Inc., and as a former partner of Ernst & Young LLP and as a certified public accountant
			Outside Private Board and Committee Experience Non-Executive Chairman of the Boards of Directors of Algeco Scotsman and the Baltimore Life Companies and a director of BakerCorp International, Inc.

Other Leadership Experience Director or trustee of educational and charitable institutions

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Name	Age	Director Since	Principal Occupation, Business Experience and Director Qualifications
2012 Nominees for Director			
Claudio Costamagna	56		Mr. Costamagna is currently Chairman of CC e Soci, a financial advisory boutique he founded in June 2007. For 18 years until April 2006, Mr. Costamagna served in various positions with The Goldman Sachs Group, Inc., culminating as Chairman of the investment banking division in Europe, the Middle East and Africa from December 2004 to March 2006. Prior to joining The Goldman Sachs Group, Inc., Mr. Costamagna held various positions with Montedison S.p.A. from 1985 to 1988 and Citibank N.A. from 1981 to 1985.
			Mr. Costamagna is a director of and the Chair of the Human Resources Committee of Luxottica Group S.p.A., a director and member of the Remuneration Committee of DeA Capital S.p.A., and a director and member of the Remuneration Committee of IL Sole 24 Ore S.p.A., companies that are listed on the Borsa Italiana Stock Exchange. *Director Qualifications:*
			Global Business and Management Leadership 18 year career at The Goldman Sachs Group, culminating as Chairman of the investment banking division in Europe, the Middle East and Africa from 2001 to 2007
			Industry Sector Experience Capital markets, mergers and acquisitions, investment banking, important business and industry focuses of FTI Consulting, as executive of The Goldman Sachs Group, Inc.
			Geographic Diversity Experience leading The Goldman Sachs Group s investment banking division in Europe, the Middle East and Africa
			Outside Public Board Experience Board experience as Chairman or a director of non-U.S. public and private companies, including current directorships with Luxottica Group S.p.A., DeA Capital S.p.A., and IL Sole 24 Ore S.p.A. and former directorships with Bulgari SpA and Autogrill S.p.A.
			Outside Private Board Experience Board experience as Chairman or a director of non-U.S. private companies, including AAA S.A., Virgin Group Holding Limited and Virtual Advise SIM CC & Soci

Other Leadership Experience Director or trustee of non-public educational and charitable institutions, including the Universita L. Bocconi

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Name	Age	Director Since	Principal Occupation, Business Experience and Director Qualifications
2012 Nominees for Director			
Sir Vernon Ellis	64		Sir Vernon Ellis has extensive experience in international management consulting having retired from Accenture Ltd in March 2010, after holding the position of International Chairman, from January 2001 to December 2007, and Senior Advisor from January 2008 to March 2010, and holding major operational roles prior to 2001. Sir Vernon Ellis has been Chair of the British Council, the UK s international cultural relations body, since March 2010. The British Council employs over 7,000 people in 110 countries and only one-fifth of its $1.2 billion revenues represent government grants.
			Sir Vernon Ellis holds directorships with several civic organizations and private companies, including the English National Opera (ENO), where he has been Chairman since June 2006 (his term ends in May 2012 when he will assume the position of President). At both ENO and British Council, he has led the Boards of Directors and management through extensive structural changes and strategy appraisals. At both institutions he sits on the Finance and Audit Nomination and Remuneration Committees.
			Director Qualifications:
			Global Business and Management Leadership 40 year career at Accenture Ltd in the UK, culminating as International Chairman from 2001 to 2007
			Industry Sector Experience Management and financial consulting, finance and accounting, important business focuses of FTI Consulting, as International Chairman and former executive of Accenture Ltd
			Geographic Diversity Experience leading Accenture Ltd s operations in Europe, Middle East, Africa and India throughout the 1990 s and establishing its global corporate citizenship and global foundation activities, as well as developing Accenture Ltd s relationship with the World Economic Forum
			Quasi-Governmental and Policy Making Experience Chairman of the British Council building relationships with senior government ministers and leaders of quasi-governmental organizations in the UK and around the world.
			Outside Private Board Experience Chairman of private companies, including Martin Randall Travel Ltd., a leading cultural tours company located in the UK, and One Medicare LLP, a private provider of primary healthcare services.

Other Leadership Experience Chairman of the ENO and director or trustee of non-public arts, educational and charitable institutions, including Young Singers Welfare Foundation, Leopold Trust, Royal College of Music and the Florestan Trust

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Name	Age	Director Since	Principal Occupation, Business Experience and Director Qualifications
2012 Nominees for Director			
Marc Holtzman	52		Since August 2008, Mr. Holtzman has been Executive Vice Chairman of Barclays Capital, the investment banking division of Barclays Bank PLC. In June 2006, Mr. Holtzman rejoined ABN Amro Bank serving as Executive Vice Chairman of its investment banking division until May 2008, after having previously held various Executive and Non-Executive Vice Chairman positions with the investment banking division of ABN Amro Bank between 1997 and 1998. In 2006, Mr. Holtzman was a candidate for the Republican nomination for Colorado Governor. From May 2003 through June 2005, Mr. Holtzman was president of the University of Denver, until he left to run for Governor of Colorado. Previously from 1999 through May 2003, Mr. Holtzman served in the cabinet of former Colorado Governor Bill Owens, during which time he served as Colorado s first Secretary of Technology, Chairman of Colorado s Information Management Commission and Co-Chairman of the Governor s Commission on Science and Technology. Prior to his tenure in Colorado politics, Mr. Holtzman co-founded MeesPierson EurAmerica, an investment banking boutique specializing in the markets of Central and Eastern Europe (a firm which was acquired by ABN Amro).
			Mr. Holtzman serves as a director and member of the Audit Committee of Prospect Global Natural Resources, a company engaged in the exploration and mining of natural resources; a director and member of the Audit Committee of Indus Gas, an Indian oil and gas company listed on the London AIM, and a director of Bank of Kigali, the largest bank in Rwanda listed on the Rwanda Stock Exchange. *Director Qualifications:* *Global Business and Management Leadership* Executive Vice Chairman of investment banking division of Barclays Capital, former Executive and Non-Executive Vice Chairman of ABN Amro Banks investment banking division, and co-founder of MeesPierson EurAmerica, an investment banking boutique specializing in the markets of Central and Eastern Europe
			Industry Sector Experience Capital markets, mergers and acquisitions, investment banking and technology services, important business and industry focuses of FTI Consulting, as an executive of various investment banking groups and as former Secretary of Technology and former Co-Chairman of the Governor s Commission on Science and Technology for Colorado
			Geographic Diversity Extensive experience leading investment banking and capital markets operations in the UK, Europe and Russia

U.S. Governmental and Policy Making Experience in Technology Sector

Former Secretary of Technology for Colorado and former Co-Chairman of the Colorado Governor s Commission on Science and Technology

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Name	Age	Director Since	Principal Occupation, Business Experience and Director Qualifications
2012 Nominees for Director			
			Outside Public Board Experience Board experience as a director of U.S. and non-U.S. public companies, including Prospect Global Natural Resources, Indus Gas and Bank of Kigali
			Outside Private Board Experience Board experience as a director of Kazyna (Kazakhstan) Sovereign Wealth Fund
			Other Leadership Experience Director or trustee of non-public educational and charitable institutions, including as a former trustee of the United States Space Foundation
Henrique de Campos Meirelles	66		Mr. Meirelles is currently Chairman of J&F, the holding company that controls JBS S.A. and six other companies. Between December 2010 and assuming his current position in March 2012, Mr. Meirelles was restricted from assuming private employment after leaving his service as Governor of the Central Bank of Brazil, a position he held from January 2003 to December 2010. Prior to January 2003, Mr. Meirelles enjoyed a distinguished 28-year career in the banking and financial sector, first with BankBoston Corporation, and then with its successor entity, FleetBoston Financial Corporation, following BankBoston s merger with Fleet Financial Group, ultimately serving as the President of Corporate and Global Banking of the merged entity starting in 1999. *Director Qualifications:* *Global Business, Management and Finance Leadership* Former President of BankBoston s Brazilian operations, former President and Chief Operating Officer of BankBoston Corporation, and former President of Global Banking for FleetBoston Financial
			Foreign Governmental, Regulatory and Policy Making Leadership Former Governor of the Central Bank of Brazil from January 2003 to December 2010
			Industry and Business Sector Experience Banking, finance and accounting, important business and industry focuses of FTI Consulting, as former Governor of the Central Bank of Brazil and former executive of BankBoston Corporation and FleetBoston Financial Corporation

Geographic Diversity Extensive experience leading BankBoston s operations in Brazil and the banking sector of Brazil

Other Leadership Experience Director or trustee of quasi-governmental institutions

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Name	Age	Director Since	Principal Occupation, Business Experience and Director Qualifications
Class II Directors With Terms Expiring at the 2013 Annual Meeting of Stockholders			
Brenda J. Bacon	61	2006	Ms. Bacon has extensive experience in the healthcare industry and management experience at the executive officer level. She is currently the President and Chief Executive Officer of Brandywine Senior Living, a company she co-founded in 1996 and which now owns and operates 24 senior living communities in five states. Ms. Bacon became President and Chief Executive Officer of Brandywine Senior Living in July 2004. From May 2003 to July 2004, Ms. Bacon was its President and Chief Operating Officer. From 1989 to 1993, Ms. Bacon served as Chief of Management and Planning, a cabinet-level position under New Jersey Governor James J. Florio. In this capacity, she oversaw all health care and human services reform efforts and departments, and served as a senior advisor to the Governor. Ms. Bacon is Vice Chairman of the Assisted Living Federation of America and is a director on the Executive Board of the American Senior Housing Association. *Director Qualifications:* *Business and Management Leadership* Chief Executive Officer of the owner and operator of 24 senior living communities *Industry Sector Experience* Healthcare sector experience, an important industry focus of FTI Consulting *U.S. Governmental and Policy Making Experience in Healthcare Sector* Former cabinet level position under former New Jersey Governor, James J. Florio *Other Leadership Experience* Director or trustee of healthcare policy making associations and charitable institutions

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Name	Age	Director Since	Principal Occupation, Business Experience and Director Qualifications
Class II Directors With Terms Expiring at the 2013 Annual Meeting of Stockholders			
James W. Crownover	68	2006	Mr. Crownover has extensive global consulting company experience and management experience at the executive level. Mr. Crownover had a 30-year career with McKinsey & Company, Inc., a global management consulting firm, from which he retired in 1998. During his career, he advised leading businesses, governments and institutions, primarily in the energy industry sector. He headed McKinsey s Southwest practice for many years, and also served as co-head of the firm s worldwide energy practice, working in Asia, Europe and Latin America, as well as in the U.S. In addition, he served as a member of McKinsey s Board of Directors. Mr. Crownover also is a Trustee and Chairman of the Board of Trustees of Rice University and a director of the Houston Grand Opera.
			Mr. Crownover is a director and a member of the Nominating and Governance, Compensation, and Safety, Health and Environment (Chair) Committees of Chemtura Corporation, a diversified chemical company offering a wide portfolio of products to a number of markets, including agriculture, building and construction, consumer, electrical and electronics, industrial and transportation. He is a director and member of the Governance (Chair) and Compensation Committees of Weingarten Realty, a real estate leasing company offering shopping center and industrial locations across the U.S. Mr. Crownover is also Chairman of the Board of Directors of Republic Services, Inc., a solid waste and environmental services company. *Director Qualifications:* *Global Business and Management Leadership* Former leader of McKinsey & Company s Southwest practice and worldwide energy practice, working in Asia, Europe and Latin America as well as in the U.S.
			Industry Sector Experience 30-year career providing consulting services with McKinsey & Company and energy sector experience, important business and industry focuses of FTI Consulting
			Outside Public Board and Committee Experience Chairman of the Board of one other public company and director of two other public companies
			Other Leadership Experience Former member of Board of Directors of McKinsey & Company and director or trustee of educational and charitable institutions

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Name	Age	Director Since	Principal Occupation, Business Experience and Director Qualifications
Class II Directors With Terms Expiring at the 2013 Annual Meeting of Stockholders			
Dennis J. Shaughnessy	64	1992	Since October 2004, Mr. Shaughnessy has been our Executive Chairman of the Board. From 1989 to October 2004, Mr. Shaughnessy was a General Partner of Grotech Capital Group, Inc., a private equity firm, which managed approximately $1.0 billion in private equity funds. He headed up Grotech s traditional investment group, which invested in expansion, mid-market buyouts and restructuring opportunities. The group focused on consumer and financial products and services, healthcare, and industrial outsourcing and distribution. Mr. Shaughnessy continues to be a non-voting special general partner of certain partnerships affiliated with Grotech. Prior to becoming a General Partner of Grotech, Mr. Shaughnessy was the Chief Executive Officer of CRI International, Inc., an international petroleum refining service business. He successfully sold its manufacturing subsidiary, the Katalistiks Group, to Union Carbide Corporation in 1984 and sold the entire CRI group to Shell Oil in 1989. Mr. Shaughnessy is a director and a member of the Compensation, Nominating and Governance, and Risk and Strategy (Chair) Committees of TESSCO Technologies, Inc., an innovative wireless technologies supplier. *Director Qualifications:* *Global Business and Management Leadership* Executive Chairman of the Board of FTI Consulting and former chief executive officer of CRI International, Inc. *Industry Sector Experience* Capital markets, mergers and acquisitions and financial transactions experience, important business focuses of FTI Consulting, as Executive Chairman of the Board of FTI Consulting, former Chief Executive Officer of CRI International, Inc. and a former general partner of Grotech Capital Group, Inc. *Outside Public Board and Committee Experience* Director of TESSCO Technologies, Inc., a U.S. public company *Outside Private Board Experience* Director experience at private companies *Other Leadership Experience* Director or trustee of charitable institutions

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Name	Age	Director Since	Principal Occupation, Business Experience and Director Qualifications
Class II Directors With Terms Expiring at the 2013 Annual Meeting of Stockholders			
George P. Stamas	61	1992	Since 2002, Mr. Stamas has been a Partner of the law firm of Kirkland & Ellis LLP, advising leading U.S. and international public and private corporations in planning and structuring complex business transactions, including mergers and acquisitions in numerous industries, including energy, finance, construction, health care, shipping and professional sports, as well as counseling corporations and boards of directors on corporate governance matters and crisis situations. From 1999 to January 2002, Mr. Stamas was Vice Chairman of the Board of Deutsche Banc Securities, Inc. He is a venture consultant of New Enterprise Associates, an international venture capital firm with approximately $10.0 billion under management and on the advisory boards of MidOcean Partners, a private equity firm, and Navios Shipping, a ship management company. Mr. Stamas is active in numerous local and national civic organizations. He is a limited partner of the Baltimore Orioles L.P., the Washington Capitals and the Washington Wizards. *Director Qualifications:* *Global Business and Management Leadership* Partner of Kirkland & Ellis LLP *Industry Sector Experience* Capital markets, mergers and acquisitions and complex business transactions experience, important business focuses of FTI Consulting, as a partner of Kirkland & Ellis LLP, former Vice Chairman of Deutsche Bank Securities, Inc. and venture consultant of private equity firm *Outside Board Experience* Director of private and former director of other public companies and former Vice Chairman of investment bank *Other Leadership Experience* Director or trustee of charitable organizations

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DIRECTOR ATTENDANCE AT MEETINGS

Director Attendance at Board and Committee Meetings

Our policy is that each director should attend all meetings of the Board and each Committee on which he or she serves, unless excused for reasons of serious illness or extreme hardship. During 2011, the Board held six regular and two special meetings for a total of eight meetings. During 2011, each director attended at least 75% of the regular and special meetings of the Board.

During 2011, our Board had three standing committees Audit, Nominating and Corporate Governance and Compensation. The Audit Committee held seven regular and two special meetings for a total of nine meetings, the Nominating and Corporate Governance Committee held six regular meetings and two special meetings for a total of eight meetings, and the Compensation Committee held six regular and eight special meetings for a total of 14 meetings. For purposes of presenting this information, each joint meeting of the Board and any Committee has been counted as a separate meeting of the Board and the applicable Committee, and meetings that were adjourned one day and reconvened on another day have been counted as one meeting. During 2011, each director attended at least 75% of the regular and special meetings of each Committee held during the time period he or she served as a Committee member.

Director Attendance at Other Meetings

Our non-management and independent directors met in closed (executive) sessions without the presence of management periodically throughout the year. The Presiding Director chairs the meetings of the non-management and independent directors. During 2011, our non-management directors (which consist of our independent non-employee directors and Mr. Stamas) met in closed (executive) session five times without management and our independent directors met in closed (executive) session five times without management and Mr. Stamas. Each of the non-management directors attended at least 75% of the meetings of the non-management directors and each of the independent directors attended at least 75% of the meetings of the independent directors.

The Company s policy is that all directors should attend the annual meeting of stockholders each year absent a good reason. All continuing directors attended our 2011 annual meeting of stockholders.

COMMITTEES OF THE BOARD OF DIRECTORS

Committee Membership

The members of the Company s Committees are:

Name	Audit	Nominating and Corporate Governance	Compensation
Brenda J. Bacon		X	X
Mark H. Berey [(1)]	X	X	
Denis J. Callaghan	X	X	
James W. Crownover		X	Chair
Gerard E. Holthaus	Chair		X
Matthew F. McHugh [(2)]		Chair	X

(1) Mr. Berey will be a member of the Audit Committee and Governance Committee until the Annual Meeting.

(2) Mr. McHugh will be a member and Chair of the Governance Committee and member of the Compensation Committee until the Annual Meeting.

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Committee Charters

The Audit Committee, Governance Committee and Compensation Committee operate under written charters. The Charter of the Audit Committee was last amended and restated effective February 23, 2011. The Charter of the Governance Committee was last amended and restated effective December 16, 2009. The Charter of the Compensation Committee was last amended and restated effective February 23, 2011. The Charters are reviewed annually, and more frequently as necessary, to address any new, or changes to, rules or best practices relating to the responsibilities of the applicable Committee. The applicable Committee approves its own charter amendment, and submits it to the Governance Committee who recommends action by the Board. All charter amendments are then submitted to the Board for approval.

Copies of the Charter of the Audit Committee, Charter of the Nominating and Corporate Governance Committee and Charter of the Compensation Committee (together, the Charters) are available on our website under Our Firm Governance at *http://www.fticonsulting.com*, as follows:

of Committee	Website Link
Committee	http://fticonsulting.com/global2/media/collateral/united-states/charter-of-the-audit-committee-of-the-board-of-directors.pdf
nating and rate nance nittee	http://fticonsulting.com/global2/media/collateral/united-states/charter-of-the-nominating-and-corporate-governance-committee-of-the-board-of-directo
ensation nittee	http://fticonsulting.com/global2/media/collateral/united-states/charter-of-the-compensation-committee-of-the-board-of-directors.pdf

Audit Committee

The Audit Committee is comprised solely of non-employee directors, none of whom sits on more than three other audit committees. The Board has determined that all Audit Committee members are independent pursuant to our Categorical Standards of Director Independence and the rules of the NYSE and the SEC and otherwise qualify as audit committee members. The Board has determined that all the members of the Audit Committee qualify as audit committee financial experts within the meaning stipulated by the SEC.

Functions of the Audit Committee

selects, oversees and approves our independent registered public accounting firm;

reviews and discusses the scope of the annual audit and written communications to the Audit Committee and management;

oversees our financial reporting activities, including the annual audit and accounting standards and principles we follow;

approves audit and non-audit services by our independent registered public accounting firm and applicable fees;

reviews and discusses our periodic reports filed with the SEC;

reviews and discusses our earnings press releases and communications with financial analysts and investors;

oversees our internal audit activities;

oversees our disclosure controls and procedures;

reviews Section 404 of the Sarbanes-Oxley Act of 2002 internal controls over financial reporting;

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oversees and monitors our Whistleblower Policy and related reports;

reviews and discusses risk assessment and risk management policies and practices;

oversees the administration of the Company s Code of Ethics and Business Conduct and other ethics policies;

reviews, discusses and approves insider and affiliated party transactions;

administers the policy with respect to the hiring of former employees of the Company s independent registered public accounting firm;

performs an annual self-evaluation of the Audit Committee;

reviews its Charter and recommends changes to the Governance Committee for submission to the Board for approval; and

prepares the disclosure required by Item 407(d)(3)(i) of Regulation S-K promulgated under the Securities Act of 1933, as amended (the Securities Act), in the annual proxy statement.

Compensation Committee

The Compensation Committee is comprised solely of non-employee directors, all of whom the Board has determined are independent pursuant to our Categorical Standards of Director Independence and rules of the SEC and NYSE. All of the members of the Compensation Committee qualify as outside directors under Section 162(m) of the Internal Revenue Code of 1986, as amended (Code Section 162(m)). All of the members of the Compensation Committee qualify as non-employee directors under Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the Exchange Act). Jack B. Dunn, IV, our President and Chief Executive Officer (CEO), and Dennis J. Shaughnessy, our Executive Chairman of the Board (Chairman), attend substantially all Compensation Committee meetings but do not attend executive sessions and specially scheduled meetings of the Compensation Committee to which they have not been invited. They do not vote on matters before the Compensation Committee; however, the Compensation Committee and Board solicit recommendations from the CEO and Chairman on compensation matters, including as they relate to their own compensation and the compensation of the other executive officers and key employees of the Company. They also assist the Compensation Committee by providing information such as financial results, short-term and long-term business and financial plans and strategic objectives and their views on current compensation programs and levels, and by recommending individual annual performance measures and/or target award levels under the Company s incentive compensation plans and programs for executive officers and key employees.

In 2011, the Compensation Committee engaged outside compensation consultants for advice regarding select compensation matters considered by the Compensation Committee during the year. See Executive Officers and Compensation Compensation Discussion and Analysis Use of Compensation Consultant.

Functions of the Compensation Committee

approves the compensation of the CEO and Chairman;

approves the compensation of other executive officers;

administers our equity-based compensation plans;

establishes objective performance goals, individual target awards, subjective criteria and oversees all aspects of executive officer incentive compensation;

approves awards of stock options and other forms of equity-based compensation under our equity compensation plans;

reviews and approves, or recommends that the Board approve, employment, consulting and other contracts or arrangements with present and former executive officers;

reviews the Company s compensation disclosures in its annual proxy statement and its Annual Report on Form 10-K filed with the SEC and discusses the Company s disclosure with management;

performs annual performance evaluations of our CEO and Chairman in conjunction with the Presiding Director and Chair of the Governance Committee;

performs an annual self-evaluation of the Compensation Committee;

reviews its Charter and recommends changes to the Governance Committee for submission to the Board for approval;

prepares the disclosures required by Item 407(e)(5) of Regulation S-K promulgated under the Securities Act in the annual proxy statement; and

insures that stockholders of the Company have the opportunity to vote on (i) an advisory (non-binding) resolution to approve the compensation of the Company s named executive officers (Say-on-Pay) and (ii) an advisory (non-binding) resolution to approve the frequency of stockholder voting on Say-on-Pay at least once every six years.

Compensation Committee Interlocks and Insider Participation

During the fiscal year ended December 31, 2011, no director who served as a member of the Compensation Committee has served as one of our officers or employees at any time. None of our executive officers serves as a member of the board or compensation committee of any other company that has an executive officer serving as a member of our Board or Compensation Committee.

Nominating and Corporate Governance Committee

The Governance Committee consists of only non-employee directors, who qualify as independent directors under our Categorical Standards of Director Independence and the NYSE corporate governance rules.

Functions of the Nominating and Corporate Governance Committee

identifies and qualifies the annual slate of directors for nomination by the Board;

reviews non-employee director compensation and recommends changes to the Board for approval;

assesses the independence of directors for the Board;

identifies and qualifies the candidates for membership and chairmanship of the Board Committees for appointment by the Board;

identifies and qualifies candidates to fill vacancies occurring between annual stockholder meetings for appointment by the Board;

monitors compliance with, and reviews proposed changes to, our Corporate Governance Guidelines, the Committee Charters and other policies and practices relating to corporate governance and responsibility, for approval by the Board;

monitors and reviews responses to stockholder communications with non-management directors together with the Presiding Director;

oversees the process for director education;

oversees the process for Board and Committee annual self-evaluations;

oversees the process for performance evaluations of our CEO and Chairman in conjunction with the Presiding Director and Compensation Committee;

oversees the process relating to succession planning for the CEO, Chairman and other executive officer positions;

reviews directors and officers liability insurance terms and limits;

reviews its Charter and recommends changes to the Board for approval; and

performs an annual self-evaluation of the Governance Committee.

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COMPENSATION OF NON-EMPLOYEE DIRECTORS AND NON-EMPLOYEE DIRECTOR STOCK OWNERSHIP GUIDELINES

General

Non-employee directors receive an annual retainer payment and equity compensation as described below pursuant to the Company s Non-Employee Director Compensation Plan, as amended and restated as of February 20, 2009, as further amended (the Director Plan). We reimburse our non-employee directors for their out-of-pocket expenses incurred in the performance of their duties as our directors (including expenses related to spouses when spouses are invited to attend Board events). Non-employee directors may travel on the corporate aircraft to director events. We do not pay fees for attendance at Board and Committee meetings.

Non-Employee Director Compensation Plan

Annual Retainer

The annual retainer payment (the Annual Retainer) to non-employee directors for 2011 was $50,000, plus the following additional annual retainer payments to Chairs of Committees and the Presiding Director: Chair of the Audit Committee $10,000, Chair of the Compensation Committee $7,500, Chair of the Nominating and Corporate Governance Committee $5,000 and Presiding Director $15,000.

Following each annual meeting of stockholders, continuing non-employee directors will be eligible to receive payment of the Annual Retainer as of the date of such annual meeting (the Non-Employee Director Compensation Payment Date). A new non-employee director will be eligible to receive a prorated Annual Retainer upon first being appointed to the Board, unless he or she is first elected at an annual meeting of stockholders, in which case he or she will be eligible to receive payment of his or her first Annual Retainer on the date of such annual meeting.

The Annual Retainer will be paid in the form of cash, unless a non-employee director who is a U.S. citizen (a U.S. non-employee director) elects to defer payment of the Annual Retainer as described below under U.S. Non-Employee Director Deferred Compensation Election. Non-U.S. non-employee directors who are not U.S. citizens will receive the applicable foreign currency equivalent of the U.S. Dollar value of the Annual Retainer based on the conversion rate in effect for the applicable payment date.

Annual Equity Award

All non-employee directors receive an annual equity award denominated at a fixed value of $250,000 U.S. dollars per year (the Annual Director Equity Award). Annual Director Equity Awards to U.S. non-employee directors will be awarded in the form of restricted stock (the Annual Restricted Stock Award), unless a U.S. Non-Employee Director elects to defer payment of the Annual Director Equity Award as described below under U.S. Non-Employee Director Deferred Compensation Election. The date of grant of each Annual Director Equity Award is the applicable Non-Employee Director Compensation Payment Date.

Non-employee directors who are not U.S. citizens (Non-U.S. non-employee directors) will receive the Annual Director Equity Award in the form of restricted stock units (the Annual Restricted Stock Unit Award). The Annual Restricted Stock Unit Award will be settled in shares of common stock on a one-for-one basis, to the extent vested. Non-employee directors holding restricted stock units pursuant to the Annual Restricted Stock Unit Award will have no voting or other rights as a stockholder until shares of our common stock are issued to the holder upon vesting. Dividend equivalents will be credited to non-U.S. non-employee directors in the form of additional restricted stock units, should the Company declare and pay dividends on our common stock, subject to vesting of the applicable Annual Restricted Stock Unit Award. Restricted stock units are awarded pursuant to our 2009 Omnibus Incentive Compensation Plan, as amended and restated (the 2009 Plan).

The number of shares of restricted stock or restricted stock units, as the case may be, subject to the Annual Restricted Stock Award or Annual Restricted Stock Unit Award, as applicable, will be determined by dividing (a) $250,000 U.S. Dollars by (b) the closing price per share of FTI Consulting common stock reported on the NYSE for the Non-Employee Director Compensation Payment Date (the Fair Market Value).

The Annual Restricted Stock Award or Annual Restricted Stock Unit Award, as applicable, will be nontransferable and will vest in full on the first anniversary of the date of grant. Vesting of restricted stock or restricted stock units, as applicable, will accelerate upon the non-employee director s death or Disability (as defined in the Director Plan), immediately prior to a Change of Control (as defined in the Director Plan) of the Company, and in the event of a non-employee director s cessation of service at the expiration of his or her then current term as a director of the Company due to (i) the Company s failure to renominate such non-employee director for service on the Board, (ii) the request of such non-employee director to not stand for re-election or as a result of voluntary resignation, or (iii) the failure of the Company s stockholders to re-elect such director for service on the Board, in each case other than for Cause (as reasonably determined by the Board in its good faith discretion).

A new non-employee director will be eligible to receive a prorated Annual Director Equity Award upon first being appointed to the Board, unless he or she is first elected at an annual meeting of stockholders, in which case he or she will be eligible to receive his or her first Annual Director Equity Award on the date of such annual meeting.

If no authorized shares of common stock of the Company are then available under a stockholder approved equity compensation plan, the non-employee director will receive payment of the Annual Director Equity Award in cash in U.S. Dollars or the applicable foreign currency based on the applicable conversion rate in effect on the payment date, subject to the vesting terms described above.

U.S. Non-Employee Director Deferred Compensation Election

U.S. non-employee directors may elect to defer all or a portion of their Annual Retainer and/or Annual Director Equity Award. Deferred Annual Retainers will be designated as a number of stock units (the Deferred Stock Units) determined by dividing (a) the applicable Annual Retainer value by (b) the Fair Market Value. All stock units will be (i) immediately vested, (ii) nontransferable, and (iii) settled in shares of common stock on a one-for-one basis. Each director who elects to defer his or her Annual Director Equity Award will receive a number of restricted stock units (the Deferred Restricted Stock Units) determined by dividing (i) $250,000 by (ii) the Fair Market Value. Deferred Restricted Stock Units will be (i) subject to vesting on the first anniversary of the date of grant, (ii) nontransferable, and (iii) settled in shares of common stock on a one-for-one basis, to the extent vested.

U.S. non-employee directors may elect a payment date for a year s Deferred Stock Units or Deferred Restricted Stock Units, as applicable, in accordance with Section 409A of the Internal Revenue Code of 1986, as amended (Code Section 409A). The common stock represented by the Deferred Stock Unit or Deferred Restricted Stock Units will be paid out to the applicable non-employee director or his or her estate on the earlier to occur of (i) the elected payment date (if one has been elected) or (ii) a separation from service event as defined in Code Section 409A, such as the non-employee director s death, permanent disability, other date that he or she is no longer a director of the Company, or upon a change of control of the Company. Non-employee directors holding Deferred Stock Units and Deferred Restricted Stock Units will have no voting or other rights as a stockholder until shares of our common stock are issued to the holder upon settlement.

Vesting of Deferred Restricted Stock Units will accelerate upon the non-employee director s death or Disability (as defined in the Director Plan), immediately prior to a Change of Control (as defined in the Director Plan) of the Company, and in the event of a non-employee director s cessation of service at the expiration of his or her then current term as a director of the Company due to (i) the Company s failure to renominate such non-employee director for service on the Board, (ii) the request of such non-employee director to not stand for re-election, or as a result of a voluntary resignation, or (iii) the failure of the Company s stockholders to re-elect such director for service on the Board, in each case other than for Cause (as reasonably determined by the Board in its good faith discretion).

If a U.S. non-employee director elects to defer his or her Annual Retainer in the form of Deferred Stock Units and/or Annual Director Equity Award in the form of restricted stock units, dividend equivalents will be credited in the form of additional Deferred Stock Units or Deferred Restricted Stock Units, as the case may be, should the Company declare and pay dividends on our common stock. Deferred Stock Units and Deferred Restricted Stock Units, as the case may be, are awarded pursuant to the 2009 Plan.

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Director Summary Compensation Table

The table below summarizes the compensation paid by the Company to non-employee directors for the year ended December 31, 2011:

Name of Non-Employee Director	Fees Earned or Paid in Cash ($) (1) (a)	Stock Awards ($) (1)(2) (b)	Option Awards ($) (3) (c)	All Other Compensation ($) (4) (d)	Total ($) (e)
Current Non-Employee Directors:					
Brenda J. Bacon	50,000	249,979			299,979
Mark H. Berey	50,000	249,979			299,979
Denis J. Callaghan		299,945			299,945
James W. Crownover	57,500	249,979			307,479
Gerard E. Holthaus	75,000	249,979			324,979
Matthew F. McHugh	55,000	249,979			304,979
George P. Stamas	50,000	249,979			299,979

(1) Includes additional Annual Retainer payments in excess of $50,000 per annum that were paid to the Chairs of the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee, in the amounts of $10,000, $7,500 and $5,000, respectively, and the Presiding Director in the amount of $15,000. All non-employee directors elected to receive their Annual Retainers in cash, other than Mr. Callaghan who elected to receive the 2011 Annual Retainer in the form of 1,331 Deferred Stock Units.

(2) For awards of stock, the aggregate grant date fair value has been computed in accordance with FASB ASC Topic 718. As of December 31, 2011, each non-employee director has the following aggregate number of unvested restricted stock awards or unreleased Deferred Stock Unit and Deferred Restricted Stock Unit awards: Ms. Bacon 6,659; Mr. Berey 12,458; Mr. Callaghan 16,823; Mr. Crownover 53,028; Mr. Holthaus 44,159; Mr. McHugh 6,659; and Mr. Stamas 12,538, pursuant to the FTI Consulting, Inc. 2004 Long-Term Incentive Plan, as amended (the 2004 Plan), the 2006 Global Long-Term Incentive Plan (the 2006 Plan) or the 2009 Plan, as applicable. Restricted stock awards have been included in the table reporting Security Ownership of Certain Beneficial Owners and Management.

(3) There were no stock options granted to non-employee directors in 2011. As of December 31, 2011, each non-employee director has unexercised stock options outstanding and exercisable for the following number of shares of common stock: Ms. Bacon 7,206; Mr. Berey 43,000; Mr. Callaghan 82,648; Mr. Crownover 0; Mr. Holthaus 107,700; Mr. McHugh 0; and Mr. Stamas 102,945, pursuant to the 1997 Stock Option Plan, as amended (the 1997 Plan), the 2004 Plan or the 2006 Plan, as applicable. These stock option awards have been included in the table reporting Security Ownership of Certain Beneficial Owners and Management, to the extent they have vested or will vest within 60 days of March 26, 2012.

(4) No non-employee director received perquisites or other benefits aggregating more than $10,000 in 2011.

Non-Employee Director Equity Ownership Guidelines

We have adopted equity ownership guidelines applicable to all non-employee directors. Under these guidelines, non-employee directors are encouraged to attain an investment level in our equity securities having a cumulative value as of the Equity Ownership Compliance Date (as defined below) equal to at least $100,000, which is two times the amount of the base annual retainer. Each non-employee director is encouraged to attain this investment level by the third anniversary of the date the first equity compensation award is received by him or her (the Equity Ownership Compliance Date). Shares of common stock owned by the non-employee director and shares of common stock held in trust over which the non-employee director has or shares investment and/or voting power are counted towards attaining the equity ownership level. Option holdings, whether or not vested, do not count. However, restricted stock, deferred stock units, deferred restricted stock units and restricted stock units, to the extent vested, will be counted towards such director s equity ownership. All incumbent non-employee directors currently have FTI Consulting common stock holdings that meet or exceed the non-employee director equity ownership guidelines.

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CORPORATE GOVERNANCE

GOVERNANCE PRINCIPLES

We have long believed that sound principles of corporate governance are required to build stockholder value. Our governance policies, including Categorical Standards of Director Independence, Corporate Governance Guidelines, Code of Ethics and Business Conduct, Anti-Corruption Policy, Whistleblower Policy, Policy on Disclosure Controls, Committee Charters and Policy on Inside Information and Insider Trading, can be found on our website at *http://www.fticonsulting.com*, under Our Firm Governance. The Nominating and Corporate Governance Committee regularly reviews corporate governance developments and recommends modifications or new policies for adoption by the Board and the Committees, as appropriate, to enhance our corporate governance policies and practices and to comply with laws and rules of the SEC, the NYSE and other applicable governmental and regulatory authorities.

In January 2012, the Board and each Committee conducted their 2011 self-assessments. The Presiding Director compiled the data. At a February 2012 meeting, the Board and each of the Committees discussed its own assessment, and the Board reviewed the assessments of the Board and the Committees and determined that no revisions to existing practices or policies or new practices or policies were necessary at this time.

BOARD LEADERSHIP STRUCTURE AND PRESIDING DIRECTOR

Pursuant to the Corporate Governance Guidelines, our Board is free to choose its Chairman of the Board in any way that it deems best for the Company at any time and we believe that this flexibility allows our Board to reevaluate the particular leadership needs of the Company at any point in time based on the particular facts and circumstances then affecting our business. Currently, the Chairman of the Board and CEO positions are separated, with Dennis J. Shaughnessy holding the position of Chairman.

To ensure independence and the breadth of needed expertise and diversity of our Board, on March 28, 2012 the Board authorized increasing the size of the Board from nine to 11 directors immediately effective upon the election of directors at the Annual Meeting. The Board also amended the Corporate Governance Guidelines of the Company to provide that the Board should have no less than seven and no more than 13 directors. The Board believes that in light of the growth of the Company, its expanded geographic footprint and the increased complexity in doing business globally, this size permits a full range of experience and global diversity and fosters effective interaction and productivity. Our Charter and By-Laws permit directors to increase the size of the Board up to 15.

In August 2010, the Board adopted a director retirement policy and amended the Corporate Governance Guidelines to provide that a director generally will not be nominated for re-election at any annual meeting of stockholders to be held on or following his or her 72nd birthday.

The Board has established the role of independent Presiding Director as an integral part of our Board leadership structure to serve as the liaison between the independent and non-management directors and the executive Chairman and CEO. Gerard E. Holthaus is currently the Presiding Director and held that position throughout 2011. Our Presiding Director is elected by and from our non-management Board members. The role of our Presiding Director includes (i) presiding over meetings of non-management and independent directors and providing feedback regarding those meetings to the Chairman and CEO, (ii) assuring that the Board and the Chairman and CEO understand each other s views on critical matters, (iii) monitoring significant issues occurring between Board meetings and assuring Board involvement when appropriate, (iv) serving as a sounding board for our Chairman and CEO, (v) ensuring, in consultation with our Chairman and CEO, the adequate and timely exchange of information and supporting data between the Company s management and the Board, (vi) overseeing the Board and Committee annual self-assessments, (vii) overseeing the CEO and Chairman annual performance assessments, and (viii) receiving stockholder communications to the non-management directors.

OVERSIGHT OF RISK MANAGEMENT

The Audit Committee is responsible for oversight of the Company s risk management policies and procedures. The Company is exposed to a number of risks, including financial risks, operational risks, strategic risks, competitive risks, risks relating to operating in foreign countries, day-to-day management risks and general economic and business risks. Our Executive Vice President, General Counsel and Chief Risk Officer (CRO) manages our internal enterprise risk management function. Our CRO works closely with members of our Enterprise Risk Management Committee and our executive management, business segments and corporate functions to identify and assess risks and mitigate exposures. Our CRO and Director of Internal Audit regularly report to and discuss with our executive management and Audit Committee our policies and procedures to assess risk exposure and identify areas of risk, and plans and actions that have been identified or taken to mitigate risks facing the Company. Directors who are not members of the Audit Committee attend these meetings as well. The Audit Committee periodically requests additional reports on risk areas identified by management, such as the Foreign Corrupt Practices Act and the UK Anti-Bribery Act. The Audit Committee also reports to the Board on a regular basis to apprise them of discussions with our executive management, CRO and Director of Internal Audit regarding the Company s risk profile and risk management efforts.

CODE OF CONDUCT

Our written Code of Ethics and Business Conduct (the Code of Ethics and, together with the Anti-Corruption Policy, the Ethics Policy) reflects our longstanding ethics policies. The Ethics Policy applies to financial professionals, including our Executive Vice President and Chief Financial Officer (CFO), Corporate Controller and Corporate Treasurer, as well as our Chairman and President and CEO and all other officers, directors, employees and independent contractors. We require that they avoid conflicts of interest, comply with applicable laws, including the Foreign Corrupt Practices Act, and other legal requirements, protect company assets, and conduct business in an honest and ethical manner, and otherwise act with integrity, in our best interest, and in accordance with the Ethics Policy. The Ethics Policy prohibits insiders from knowingly taking advantage of corporate opportunities for personal benefit, and taking unfair advantage of our business associates, competitors and employees through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other practice of unfair dealing. Our Code of Ethics and Anti-Corruption Policy are publicly available and can be found on our website at *http://www.fticonsulting.com*, under Our Firm Governance. If we make substantive amendments to the Code of Ethics or grant any waiver, including any implicit waiver, from a provision of the Ethics Policy to our Chairman, President and CEO, CFO, Corporate Controller, Corporate Treasurer or any of our other officers, financial professionals or persons performing similar functions, we will disclose the nature of such amendment or waiver on our website or in a report filed with the SEC on Form 8-K.

STOCKHOLDER NOMINEES FOR DIRECTOR

We did not receive any notices of stockholder nominees for director prior to the deadline for 2011 nominations described in our 2011 proxy statement. Under our By-Laws, nominations for director may be made by a stockholder who is a stockholder of record on the date of the giving of the notice of a meeting and on the record date for the determination of stockholders entitled to vote at such meeting and who delivers notice along with the additional information and materials required by our By-Laws, including, as to each person whom the stockholder proposes to nominate for election as a director, all information relating to such person that is required by the SEC s proxy rules to be disclosed in connection with solicitations of proxies for election of directors, to the Corporate Secretary at the principal executive office of the Company at 777 South Flagler Drive, Phillips Point, Suite 1500 West Tower, West Palm Beach, Florida 33401, not earlier than the 150th day nor later than 5:00 p.m., Eastern Time, on the 120th day prior to the first anniversary of the date of the proxy statement for the preceding year s annual meeting of stockholders. For the annual meeting of stockholders in 2013, you must deliver this notice no earlier than November 21, 2012 and no later than December 21 2012. In the event that the date of the annual meeting is advanced or delayed by more than 30 days from the first anniversary of the date of the preceding year s annual meeting of stockholders, notice by the stockholder to be timely must be so delivered not earlier than the 150th day prior to the date of such annual meeting and not later than 5:00 p.m., Eastern Time, on the later of the 120th day prior to the date of such annual meeting, as originally convened, or the tenth day following the day on which public announcement of the date of such meeting is first made. In the event that the number of directors to be elected to the Board of Directors is increased, and there is no public announcement of such action at least 130 days prior to the first anniversary of the date of the proxy statement for the preceding year s annual meeting, a stockholder s notice will also be considered timely, but only with respect to nominees for any new positions created by such increase, if it is delivered to the Corporate Secretary at the principal executive office of the Company not later than 5:00 p.m., Eastern Time, on the tenth day following the day on which such public announcement is first made by the Company. The public announcement of a postponement or adjournment of an annual meeting shall not commence a new time period for the giving of a stockholder s notice as described above.

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You may obtain a copy of our By-Laws, without charge, or submit a nominee for director, by writing to our Corporate Secretary at the principal executive office of the Company at 777 South Flagler Drive, Phillips Point, Suite 1500 West Tower, West Palm Beach, Florida 33401, telephone no. (561) 515-1900. We filed a copy of our By-Laws, as amended and restated through June 1, 2011, with the SEC on June 2, 2011 as an exhibit to FTI Consulting, Inc. s Current Report on Form 8-K dated June 1, 2011.

COMMUNICATIONS WITH NON-MANAGEMENT DIRECTORS

Our Whistleblower Policy covers communications with the non-management directors. It is available on our website at http://www.fticonsulting.com, under Our Firm Governance. Stockholders, employees and other interested persons may communicate with an individual director, the Chair of the Audit Committee, the Presiding Director or the non-management directors as a group, using the EthicsPoint system, which allows interested persons to place confidential and anonymous reports by either telephone or the Internet, without divulging their names or other personal information. The reporting website may be accessed from any Internet-enabled computer at www.ethicspoint.com. Telephone reports may be placed by calling toll free (866) 294-3576 in the United States. EthicsPoint will send reports to designated recipients within the Company, which includes our CRO and Associate General Counsel and Corporate Secretary. If interested persons do not feel comfortable using the EthicsPoint system, they may communicate with non-management directors by telephone to our CRO at (410) 951-4800, by mail to FTI Consulting, Inc., 500 East Pratt Street, Suite 1400, Baltimore, Maryland 21202, or by e-mail to eric.miller@fticonsulting.com. The designated recipients will forward communications directed to non-management directors, depending upon the subject matter, to the Chair of the Nominating and Corporate Governance Committee or Audit Committee, the Presiding Director, or other appropriate person who is responsible for ensuring that the concerns expressed are investigated and appropriately addressed. The designated recipients of the reports will not filter the communications. Communications to non-management directors relating to our business will be retained for seven years.

OTHER PROPOSALS TO BE PRESENTED AT THE ANNUAL MEETING

In addition to Proposal No. 1 to elect the seven nominees as directors of the Company, we will present the following two additional proposals at the Annual Meeting. We have described in this proxy statement all the proposals that we expect will be made at the Annual Meeting. We do not know of any other matters to come before the Annual Meeting. If, however, any other matters do come before the Annual Meeting, it is the intention of the persons designated as proxies to vote in accordance with their discretion on such matters.

PROPOSAL NO. 2 RATIFY THE RETENTION OF KPMG LLP AS FTI CONSULTING, INC. S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2012

The firm of KPMG LLP (KPMG) has served as the Company s independent registered public accounting firm since 2006. KPMG has confirmed to the Audit Committee and us that it complies with all rules, standards and policies of the Public Company Accounting Oversight Board (PCAOB) and the SEC governing auditor independence.

The Audit Committee has retained KPMG as the independent registered public accounting firm to audit the Company s books and accounts for the year ending December 31, 2012. We are seeking stockholder ratification of that action. Although stockholder ratification of the retention of our independent registered public accounting firm is not required, we are submitting the selection of KPMG for ratification as a matter of good corporate governance practice. Even if the retention is ratified, the Audit Committee in its discretion may appoint an alternative independent registered public accounting firm if it deems such action appropriate. If the Audit Committee s selection is not ratified, the Audit Committee will take that fact into consideration, together with such other factors it deems relevant, in determining its retention of an independent registered public accounting firm.

KPMG s representative will be present at the Annual Meeting and will have the opportunity to make a statement if he desires to do so and to respond to appropriate questions asked by stockholders. See Principal Accountant Fees and Services for a description of the fees paid to KPMG for the fiscal years ended December 31, 2010 and December 31, 2011, and other matters relating to the procurement of services.

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Stockholder Approval Required. The approval of KPMG as the Company s independent registered public account firm for the year ending December 31, 2012 requires a majority of the votes cast at the Annual Meeting to be voted FOR this proposal.

The Board of Directors Unanimously Recommends That You Vote FOR Proposal 2.

PROPOSAL NO. 3 APPROVE, IN AN ADVISORY (NON-BINDING) VOTE, THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE PROXY STATEMENT

We are providing our stockholders with the opportunity to cast an advisory (non-binding) vote on the executive compensation of our named executive officers as disclosed in this proxy statement. The Compensation Discussion and Analysis, beginning on page 37 of this proxy statement, identifies the named executive officers of the Company for the year ended December 31, 2011, and describes the Company s 2011 compensation programs. The Compensation Discussion and Analysis section should be read in conjunction with the descriptions of executive compensation under Executive Officers and Compensation Summary Compensation Table, Executive Officers and Compensation Equity Compensation Plans, and Executive Officers and Compensation Employment Agreements and Potential Termination and Change of Control Payments. This advisory (non-binding) vote is not intended to address any specific item of compensation, but rather the overall compensation of our named executive officers and the compensation policies and practices described in this proxy statement.

At the Company s annual meeting of stockholders held on June 1, 2011, over 93% of votes cast on the say-on-pay proposal were voted in favor of the proposal. The Compensation Committee believes this affirms stockholders support of the Company s approach to executive compensation.

The Company rewards executive performance using quantitative and qualitative performance goals. A substantial percentage of the compensation of our named executive officers is tied to the achievement of financial and other performance goals that drive the success of the Company and promote the creation of stockholder wealth. The terms of our written employment agreements and the mix of long- and short-term, and fixed and variable compensation elements, are central to motivating our named executive officers to achieve superior financial results and position the Company for long-term success. We believe that our compensation programs provide a competitive total pay opportunity to retain, motivate and attract talented executives who will spearhead the Company s worldwide expansion and growth. The Company seeks to accomplish these goals by rewarding performance on a quantitative and qualitative basis and aligning the interests of our executives with those of our stockholders. See Compensation Discussion and Analysis 2011 NEO Compensation Considerations for a discussion of the important events during 2011 that influenced the Compensation Committee s decisions on named executive officer compensation.

This vote is advisory and therefore not binding on the Company, the Compensation Committee or the Board. Although the vote is non-binding, the Compensation Committee will review the voting results in connection with its on-going evaluation of the Company s compensation programs.

We are asking our stockholders to approve, in a non-binding vote, the following resolution in respect of this Proposal No. 3.

RESOLVED, that the stockholders advise, in a non-binding vote, that they approve the compensation of the Company s named executive officers as disclosed pursuant to the rules of the SEC in this Proxy Statement.

Stockholder Approval Required. The Board and the Compensation Committee will consider the affirmative vote of a majority of the votes cast FOR the proposal at the Annual Meeting as advisory approval of the compensation paid to the Company s named executive officers.

The Board of Directors Unanimously Recommends that You Vote FOR Proposal 3.

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SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

There were 41,585,622 shares of our common stock issued and outstanding as of the close of business on March 26, 2012, the record date for this Annual Meeting. The following table shows the beneficial ownership of our common stock as of the close of business on March 26, 2012, by:

- each of the named executive officers in this proxy statement;
- each person known to own beneficially more than 5% of our outstanding common stock;
- each of our directors and director nominees; and
- all of our executive officers and directors as a group.

The amounts and percentages of shares of common stock beneficially owned are reported on the basis of SEC regulations governing the determination of beneficial ownership of securities. Under SEC rules, a person is deemed to be a beneficial owner of a security if that person has or shares voting power or investment power, which includes the power to dispose of or to direct the disposition of such security. A person is also deemed to be a beneficial owner of any securities with respect to which that person has a right to acquire beneficial ownership within 60 days. Securities that can be so acquired are deemed to be outstanding for purposes of computing such person s ownership percentage but not for purposes of computing any other person s percentage. Under these rules, more than one person may be deemed to be a beneficial owner of the same securities, and a person may be deemed to be a beneficial owner of securities as to which such person has no economic interest.

Except as otherwise indicated in these footnotes, each of the beneficial owners listed has, to our knowledge, sole voting and investment power with respect to the indicated shares of common stock.

Name of Beneficial Owner (1)	Number of Shares Beneficially Owned	Percentage of Shares Beneficially Owned (%)
Jack B. Dunn, IV (2)	615,433	1.48
Dennis J. Shaughnessy (3)	394,472	*
David G. Bannister (4)	136,829	*
Roger D. Carlile (5)	148,412	*
Dominic DiNapoli (6)	259,748	*
Eric B. Miller (7)	94,629	*
Catherine M. Freeman (8)	38,548	*
Brenda J. Bacon (9)	40,848	*
Mark H. Berey (10)	84,083	*
Denis J. Callaghan (11)	93,171	*
James W. Crownover (12)	11,259	*
Gerard E. Holthaus (13)	116,349	*
Matthew F. McHugh (14)	21,078	*
George P. Stamas (15)	132,840	*
Claudio Costamagna		
Sir Vernon Ellis		
Marc Holtzman		
Henrique de Campos Meirelles		

FMR LLC (16) 82 Devonshire Street Boston, Massachusetts 02109	4,361,499	10.49
BlackRock, Inc. (17) 40 East 52nd Street New York, New York 10022	3,003,195	7.22
Artisan Partners Holdings LP (18) 875 East Wisconsin Avenue, Suite 800 Milwaukee, Wisconsin 53202	2,468,765	5.94
The Vanguard Group (19) 100 Vanguard Blvd. Malvern, Pennsylvania 19355	2,050,106	4.93
All directors and executive officers as a group (14 persons)	2,187,699	5.26

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* Less than 1%

(1) Unless otherwise specified, the address of these persons is c/o FTI Consulting, Inc. s executive office at 777 South Flagler Drive, Phillips Point, Suite 1500 West Tower, West Palm Beach, Florida 33401.

(2) Includes 97,933 shares of restricted stock and 13,505 performance-based shares, subject to vesting conditions, 329,097 shares of common stock issuable upon the exercise of stock options, 18,000 shares of common stock held by Mr. Dunn s spouse, and 450 shares of common stock over which Mr. Dunn and his son share voting and investment power.

(3) Includes 144,817 shares of restricted stock, subject to vesting conditions, and 169,333 shares of our common stock issuable upon exercise of stock options.

(4) Includes 40,533 shares of restricted stock, subject to vesting conditions, and 8,000 shares of our common stock issuable upon exercise of stock options.

(5) Includes 34,383 shares of restricted stock, subject to vesting conditions, and 50,685 shares of our common stock issuable upon exercise of stock options.

(6) Includes 48,075 shares of restricted stock, subject to vesting conditions, and 150,000 shares of our common stock issuable upon exercise of stock options.

(7) Includes 33,010 shares of restricted stock, subject to vesting conditions, and 48,334 shares of our common stock issuable upon exercise of stock options.

(8) Includes 9,167 shares of restricted stock, subject to vesting conditions, and 23,000 shares of our common stock issuable upon exercise of stock options.

(9) Includes 6,659 shares of restricted stock, subject to vesting conditions, and 7,206 shares of our common stock issuable upon exercise of stock options.

(10) Includes 43,000 shares of our common stock issuable upon exercise of stock options, and excludes 6,659 unvested deferred restricted stock units.

(11) Includes 82,648 shares of our common stock issuable upon exercise of stock options, and excludes 16,823 vested and unvested deferred restricted stock units.

(12) Includes 6,659 shares of restricted stock, subject to vesting conditions, and excludes 46,369 vested and unvested deferred restricted stock units.

(13) Includes 107,700 shares of restricted stock, subject to vesting conditions, and excludes 44,159 vested and unvested deferred restricted stock units.

(14) Includes 6,659 shares of restricted stock, subject to vesting conditions.

(15) Includes 102,945 shares of our common stock issuable upon exercise of stock options and 12,419 shares of our common stock over which Mr. Stamas and his spouse share voting and investment power, and excludes 12,538 vested and unvested deferred restricted stock units.

(16) Based on Schedule 13G filed on February 14, 2012, the reporting person reported sole power to vote or direct the vote of 158,899 shares and sole power to dispose or direct the disposition of 4,361,499 shares of the Company s common stock. These securities are owned by various investment funds affiliated with FMR LLC, which have the right to direct the voting and disposition of shares of our common stock and the right to receive or the power to direct the receipt of dividends or the proceeds from the sale of our common stock. For purposes of the reporting requirements of the Exchange Act, Fidelity Management & Research Company, a wholly-owned subsidiary of FMR LLC and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940, is the beneficial owner of 4,186,900 shares of the common stock outstanding of the Company, as a result of acting as investment adviser to various investment companies registered under Section 8 of the Investment Company Act of 1940.

(17) Based on Schedule 13G/A filed on February 13, 2012, the reporting person reported sole power to vote and dispose of 3,003,195 shares of the Company s common stock. These securities are owned by various investment funds affiliated with Blackrock, Inc., which have the right to receive or the power to direct the receipt of dividends or the proceeds from the sale of our common stock.

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(18) Based on Schedule 13G filed on February 7, 2012, the reporting person reported shared power to vote or to direct the vote of 2,468,765 shares and shared power to dispose or to direct the disposition of 2,581,765 shares of the Company common stock. These securities are owned by various discretionary clients of Artisan Partners. For purposes of the reporting requirements of the Exchange Act, Artisan Partners is an investment adviser registered under section 230 of the Investment Advisers Act of 1940. Persons other than Artisan Partners are entitled to receive all dividends from, and proceeds of the sale of, the shares.

(19) Based on Schedule 13G filed on February 10, 2012, the reporting person reported sole power to vote or direct the vote of 64,032 shares and sole power to dispose or direct the disposition of 1,986,074 shares and shared power to dispose or direct the disposition of 64,032 shares of the Company s common stock.

EXECUTIVE OFFICERS AND COMPENSATION

EXECUTIVE AND KEY OFFICERS

We have set forth below information as of March 26, 2012 about other executive officers and key employees of the Company who are not also directors:

Name	Age	Officer Since	Position	Principal Business Experience For Past Five Years
David G. Bannister	56	2005	Executive Vice President and Chairman of the North American Region	Effective April 1, 2011, Mr. Bannister assumed the new position of Executive Vice President and Chairman of the North American Region. In this capacity, Mr. Bannister has responsibility for the Company s North American operations and all the Company s business segments. Mr. Bannister served as our Executive Vice President and Chief Financial Officer from March 2010 to April 1, 2011. Mr. Bannister served as our Executive Vice President Corporate Development and Chief Administrative Officer from December 2008 to March 2010, our Executive Vice President Corporate Development from June 2006 to December 2008, and our Senior Vice President Business Development from May 2005 to June 2006. From 1998 to 2004, Mr. Bannister was a General Partner of Grotech Capital Group. Mr. Bannister is a director of Landstar System, Inc., the Chairman of its Audit Committee and a member of other committees.
Roger D. Carlile	49	2009	Executive Vice President and Chief Financial Officer	Effective April 1, 2011, Mr. Carlile assumed the position of Executive Vice President and Chief Financial Officer. From March 2010 to April 2011, Mr. Carlile served as Executive Vice President and Chief Administrative Officer of the Company. From January 2009 to March 2010, Mr. Carlile served as Executive Vice President and Chief Human Resources Officer. From November 2003 to January 2009, Mr. Carlile was a Senior Managing Director and the Global Leader of our Forensic and Litigation Consulting segment. Prior to joining the Company, Mr. Carlile was a partner of KPMG LLP serving as its Global Leader of Forensic Services.

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Name	Age	Officer Since	Position	Principal Business Experience For Past Five Years
Eric B. Miller	52	2006	Executive Vice President, General Counsel and Chief Risk Officer	Effective January 1, 2012, Mr. Miller assumed the position of Chief Risk Officer of the Company, which is in addition to his position as Executive Vice President and General Counsel of the Company. In May 2008, Mr. Miller was elected an Executive Vice President of the Company. He assumed the Chief Legal Officer role in February 2008, and was elected Chief Ethics Officer effective March 2010. Mr. Miller joined the Company in May 2006 and was elected Senior Vice President and General Counsel in June 2006. From 1995 to May 2006, Mr. Miller was a Partner with DLA Piper.
Catherine M. Freeman	56	2007	Senior Vice President, Controller and Chief Accounting Officer	Ms. Freeman has been Senior Vice President, Controller and Chief Accounting Officer since November 2007. From April 2004 to July 2007, Ms. Freeman held the position of Vice President, Corporate Controller, and from July 2007 to November 2007 held the position of Vice President and Deputy Chief Financial Officer, of AES Corporation. From August 2001 to March 2004, Ms. Freeman was Vice President and Corporate Controller of World Kitchen, Inc., and from 1983 to March 2001, held various finance and accounting positions with Fort James Corporation. During Ms. Freeman s term as an officer of World Kitchen, Inc., World Kitchen, Inc. filed for Chapter 11 bankruptcy protection.
Dominic DiNapoli	57	2004	Vice Chairman of Business Segments	Effective March 21, 2011, Mr. DiNapoli accepted a new senior non-corporate officer position as Vice Chairman. Mr. DiNapoli focuses on large client projects and opportunities for all of our business segments, with a particular emphasis on our Corporate Finance/Restructuring segment. From February 2004 to March 2011, Mr. DiNapoli was Executive Vice President and Chief Operating Officer of the Company. From August 2002 to February 2004, Mr. DiNapoli was a Senior Managing Director and the Global Leader of our Corporate Finance/Restructuring segment. From 1998 to 2002, Mr. DiNapoli was a Managing Partner of PricewaterhouseCoopers LLP s U.S. Business Recovery Services practice.

Our executive officers are appointed by, and serve at the pleasure of, our Board, subject to the terms of written employment arrangements that we have with some of them.

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COMPENSATION DISCUSSION AND ANALYSIS

The following discussion of named executive officer compensation contains descriptions of various employment related agreements and employee compensation plans. These descriptions are qualified in their entirety by reference to the full text or detailed descriptions of the agreements and plans that we have filed as exhibits to our Annual Report on Form 10-K for the year ended December 31, 2011 filed with the SEC on February 24, 2012.

Strong Stockholder Support for our Compensation Decisions

At our 2011 annual meeting of stockholders last year, our stockholders approved the compensation of our 2010 NEOs, with an over 93% approval rating, a sign of strong overall support for our executive compensation programs.

Executive Summary

This compensation discussion and analysis (CD&A) describes the Company s compensation philosophy and policies and the elements of compen