

FTI CONSULTING INC
Form DEF 14A
April 24, 2018
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Preliminary Proxy Statement

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

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):

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No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:

- (2) Aggregate number of securities to which transaction applies:

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- (4) Proposed maximum aggregate value of transaction:

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- (1) Amount Previously Paid:

- (2) Form, Schedule or Registration Statement No.:

- (3) Filing Party:

(4) Date Filed:

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555 12th Street NW

Washington, DC 20004

+1.202.312.9100

April 24, 2018

DEAR FELLOW **SHAREHOLDERS**:

On behalf of our Board and as the Non-Executive Chairman, we would like to take this opportunity to reflect on the significant progress made in transforming FTI Consulting, Inc. since the Board selected Steven Gunby as our Chief Executive Officer.

Over the past four years, the Company has executed on its strategic goals, driven disciplined financial and operational performance, and enhanced shareholder returns. As I discussed with many of you during our conversations over the past few years, this has been a significant undertaking on which we have made great progress and better positioned the Company for the future.

Our Ongoing Transformation

Steve's leadership and fresh perspective have been instrumental in positioning FTI Consulting for its next stage of growth. Along with the talented executive team he has assembled, Steve has developed and led several financial and operational initiatives that have enabled our professionals to deliver sustained business growth as demonstrated by GAAP EPS and Adjusted EPS increasing 91% and 41%, respectively, over the last three years, and more recently by the Adjusted EBITDA growth in the second half of 2017.

Steve and his team have led this process by transforming FTI Consulting from a largely siloed, acquisition-driven organization to a more integrated organic growth focused firm. Strong financial performance and disciplined use of cash, along with stock price appreciation of 47.4% from the date of our last annual meeting on June 7th, 2017 through April 13th, 2018, reflects continuing progress on our ongoing transformation. While we are pleased with the progress to date, our Board and management fully recognize that there is more to do and we remain focused on our long-term strategic priorities.

We believe the Company is at an inflection point in this transformation where it can begin to accelerate growth while investing in initiatives that support our practice of attracting and retaining the highest quality professional talent.

Shareholder Feedback and Responsiveness

In addition to the Company's transformation over the last few years, the Board has focused on continuing to move forward with best-in-class corporate governance practices. This includes the establishment of an independent Chairman role, and conducting refreshment to ensure our Board consists of directors with the right balance of tenure, expertise and perspective to be effective in our oversight of the development and execution of Company strategy. A core initiative of the refreshment process was to increase the diversity of our Board, a quarter of which is now

comprised of female directors and a quarter of which is based outside of the United States, to better reflect our global clientele and operations.

Our Board is committed to maintaining an open dialogue with shareholders and conducted robust shareholder engagement since last year's meeting. The changes approved for the 2018 executive compensation programs demonstrate our responsiveness to shareholder feedback. These changes are described in the Compensation Discussion and Analysis section of the Proxy Statement starting on page 29.

We remain committed to the principles of transparency, clear communication, alignment of pay with performance and best practices in governance that protect and grow shareholder value.

Our Path Forward

Steve and the management team remain focused on FTI Consulting's strengths: industry-leading talent with diverse and definitive expertise, solid and expanding positions across a global footprint and a strong balance sheet with a disciplined approach to cost management. Our Board is confident that the Company's diverse lines of business stand on firm platforms for growth and that the right leadership team is in place to execute on near and long-term opportunities.

Thank you for your continued support throughout this transformation and for the opportunity to share some of the key changes underway at FTI Consulting. We welcome your feedback as we move forward together.

Gerard E. Holthaus

Chairman of the Board

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FTI CONSULTING, INC. NOTICE OF 2018 ANNUAL MEETING OF SHAREHOLDERS

Date:	Time:	Place:
June 6, 2018	9:30 a.m. EDT	555 12 th Street NW, Washington, DC 20004

ITEMS OF BUSINESS AND VOTE RECOMMENDATIONS:

Proposal	Board Voting
Number Proposal	Recommendation
No. 1 Elect as directors the eight nominees named in the Proxy Statement	FOR each nominee
No. 2 Ratify the appointment of KPMG LLP as FTI Consulting, Inc.'s independent registered public accounting firm for the year ending December 31, 2018	FOR
No. 3 Vote on an advisory (non-binding) resolution to approve the 2017 compensation of the named executive officers as described in the Proxy Statement	FOR
The transaction of any other business that may properly come before the meeting or any postponement or adjournment thereof	N/A

Postponements and Adjournments: Any action on the items of business described above may be considered at the meeting, at the time and on the date specified above or at any time and date to which the meeting may be properly postponed or adjourned.

Record Date: You are entitled to vote only if you were a shareholder of FTI Consulting, Inc., a Maryland corporation, as of the close of business on March 28, 2018.

Meeting Admission: Admission will be by ticket only. Please follow the advance registration instructions set forth in the section of the Proxy Statement titled "Information about the Annual Meeting and

Voting How Do I Attend the Annual Meeting in Person? beginning on page 4 of the Proxy Statement. **If you do not provide an admission ticket and comply with the photo identification requirements outlined on pages 4 and 5 of the Proxy Statement, you will not be admitted to the meeting. Cameras, recording devices and other electronic devices will not be permitted at the meeting.**

Voting:

Your vote is very important. Whether or not you plan to attend the meeting, we hope you will vote as soon as possible. You may authorize a proxy to vote your shares via a toll-free telephone number or over the Internet. If you received a paper copy of a proxy card or voting instruction card by mail, you may submit your proxy card or voting instruction card for the meeting by completing, signing, dating and returning it in the pre-addressed envelope provided to you. For specific instructions on how to vote your shares, please refer to the section titled Information about the Annual Meeting and Voting beginning on page 2 of the Proxy Statement.

By Order of the Board of Directors,

Joanne F. Catanese

Associate General Counsel and Secretary

April 24, 2018

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting to be Held on June 6, 2018: We mailed a Notice of Internet Availability of Proxy Materials containing instructions on how to access our Proxy Statement for the 2018 Annual Meeting and our 2017 Annual Report on or about April 24, 2018. Our Proxy Statement and Annual Report are available online at www.proxyvote.com.

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PROXY SUMMARY

This summary highlights certain information contained elsewhere in this Proxy Statement. This summary does not contain all the information that you should consider. Please read the entire Proxy Statement carefully before voting.

GENERAL INFORMATION

Date: June 6, 2018

Time: 9:30 a.m., Eastern Daylight Time

Location: FTI Consulting, Inc.
555 12th Street NW
Washington, DC 20004

Record Date: Close of business on March 28, 2018

Stock Symbol: FCN

Exchange: New York Stock Exchange

Common Stock Outstanding on Record Date: 37,720,027 shares

Registrar and Transfer Agent:	American Stock Transfer & Trust Company
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State of Incorporation:	Maryland
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Year of Incorporation:	1982
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Public Company Since:	1996
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Corporate Website:	www.fticonsulting.com
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BUSINESS OVERVIEW

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

STRATEGIC IMPERATIVE

Consistent with our ongoing business transformation objectives, as described above in the letter from our Independent Non-Executive Chairman, our long-term strategic priorities are as follows:

Leading a global business advisory firm with **strong people and strong positions**: corporations, law firms and governments come to us when there is a critical need

Growing organically with an emphasis on profitable revenue growth

Committing to build a profitable business with **sustainable underlying growth**, regardless of economic conditions

Investing EBITDA in key growth areas where we have a right to win

Focusing on returning capital to our shareholders through **strong cash flow generation**, which allows for financial flexibility and a healthy balance sheet

Moving down a path where we believe we can produce **sustained double-digit Adjusted EPS growth over time**

2017 PERFORMANCE UPDATE

We Delivered Strong 2017 Financial and Operational Results. We continued to execute against our dual strategy of investing boldly in places where we believe we have a right to win while at the same time rationalizing positions where we are not well positioned as demonstrated by the following:

RECORD revenue, excluding the estimated negative impact of foreign currency translation

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INCREASED earnings per diluted share (GAAP EPS)

INCREASED adjusted earnings per diluted share (Adjusted EPS)

INCREASED net income

RETURNED \$168.0 million to shareholders through share buy backs

DEMONSTRATED commitment to rationalizing positions through targeted headcount and real estate actions

- (1) GAAP EPS includes \$44.9 million, or \$1.14 per share, benefit from 2017 U.S. Tax Cuts and Jobs Act.
- (2) Adjusted EPS, Adjusted EBITDA and Adjusted Net Cash Provided by Operating Activities referred to in the Proxy Statement are financial measures not prepared in accordance with Generally Accepted Accounting Principles in the United States (GAAP) used by the Company for financial reporting purposes or executive officer annual incentive pay (AIP) purposes. Certain of these non-GAAP financial measures used for financial reporting purposes are not defined the same as the similarly named financial measures used to establish AIP. See [Appendix A](#) for the definition of each of the non-GAAP financial measures used for financial reporting purposes and the reconciliation to the most directly comparable GAAP measure. See [Appendix B](#) and [Appendix C](#) for the definitions of similarly named financial measures for determining 2017 AIP and 2018 AIP.

We believe that looking at our average GAAP EPS and Adjusted EPS over any two-year period is a good indicator of whether we are doing the right things for our Company. The below graphs outline progress we have made on our transformational journey since 2014:

TWO YEAR AVERAGE GAAP EPS ⁽¹⁾ AND ADJUSTED EPS ⁽¹⁾

- (1) Two-year average GAAP EPS and Adjusted EPS are calculated by adding the GAAP EPS and Adjusted EPS for each annual period and dividing by two.

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2017 SHAREHOLDER ENGAGEMENT

Following our 2017 annual meeting of shareholders, our Compensation Committee in conjunction with our Board undertook a comprehensive review of our executive compensation program and conducted extensive shareholder outreach to ensure feedback was fully represented in the review.

In total, during 2017, we engaged with shareholders representing approximately 70% of our shares outstanding, with our Chairman and Compensation Committee member, Gerard E. Holthaus, participating in discussions with shareholders representing approximately 50% of our shares outstanding.

Shareholders provided constructive feedback on areas where we could refine our practices, and a few common themes arose from these conversations, which the Board took action on to ensure we were responsive to shareholders' views. The impacts of these actions are summarized below and described in detail in the Compensation Discussion and Analysis section of this Proxy Statement for the 2018 annual meeting of shareholders.

2018 COMPENSATION PROGRAM CHANGES

Feedback	Changes Approved for 2018 Compensation Programs
Increase percentage of AIP contingent on financial performance	For our Chief Executive Officer (CEO), increased weighting of AIP opportunity based on financial performance to 75% from two-thirds and decreased weighting of individual performance to 25% from one-third
Reduce CEO target AIP opportunity	<p>Reduced the target annual cash incentive pay opportunity for our CEO to 150% from 200% of base salary, with no corresponding increase to other elements of 2018 compensation, to more closely align the targeted annual incentive amount with market practices</p> <p>Supported efforts to place greater emphasis on long-term performance-based opportunity, as reflected in a \$500,000 increase to the target 2017 long-term incentive pay (LTIP) award</p>
Increase percentage of LTIP opportunity that is performance-based	<p>Eliminated stock options</p> <p>Increased percentage of performance-based restricted stock units (Performance RSUs) to 66.67% from 50% for our CEO and to 60% from 50% for our other NEOs, with the balance in awards of shares of restricted stock (RSAs)</p>

**Enhance rigor of Performance
RSUs**

For our CEO, shifted performance percentiles for the performance metric based on total shareholder return relative to the S&P 500 (Relative TSR) at threshold, target and maximum to 25th 55 80 percentiles from 25th 50 75 percentiles

**Increase transparency regarding
the individual performance
portion of AIP**

Committed to enhancing the disclosure around the individual performance component of our AIP for NEOs

As a result of our shareholder engagement, we also began working to identify a self-selected peer group for compensation benchmarking purposes and plan to further engage our shareholders on this topic.

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Our compensation programs are comprised of three primary elements: annual base salary, AIP and LTIP. Each element is structured to complement one another and establish a balanced pay-for-performance structure. The below diagram previews the year-over-year changes to our executive compensation program, specific to our CEO:

Award	2017		2018	
	Form	Performance Metric	Form	Performance Metric
Base Salary	Fixed Cash	N/A	Fixed Cash	N/A
	Performance-Based Cash and RSA	Target: 200% of base salary based on:		Target: Reduced to 150% of base salary based on:
		One-third - Adjusted EBITDA		37.5% - Adjusted EBITDA
AIP	<i>Paid 75% in cash, 25% in RSA with one-year vesting term</i>	One-third - Adjusted EPS	Performance-Based Cash	37.5% - Adjusted EPS
		One-third - Individual Performance		25.0% - Individual Performance
				New Weightings Relative TSR compared to the S&P 500:
		Relative TSR compared to the S&P 500:		Threshold: 25 th percentile
	50% - Performance RSUs	Threshold: 25 th percentile	66.67% - Performance RSUs Increased	Target: 75 th percentile
		Target: 50 th percentile		Maximum: 80 th percentile
LTIP		Maximum: 75 th percentile		Increased Target and Maximum Performance-Payout Curve
	25% - RSA	N/A	33.33% - RSA Increased	N/A
	25% - Stock Options	Exercise price per share equals 100% of grant date fair market value	Eliminated Stock Options	

(1) For 2018 AIP, the definition of Adjusted EPS has been revised as described in Appendix C.

BOARD COMPOSITION AND CHARACTERISTICS

Our director nominees are a diverse group of experienced business leaders who provide unique perspectives to the Company's business discussions and strategic plans, which we believe is critical to ensuring that we maintain a high-functioning Board. Collectively, the tenure of our director nominees balances deep experience at the Company with fresh perspectives. Our director nominees also have diverse expertise and skills that enable them to effectively carry out their duties and responsibilities. Since 2014, we have added three new directors, improving the Board's gender diversity and enhancing the Board's collective expertise notably in finance and accounting, global business and other public company board experience.

Detailed information on each of our eight nominees can be found in Information about the Board of Directors and Committees beginning on page 6.

Table of Contents**Gerard E. Holthaus, age 68**

Non-Executive Chairman of WillScot Corp.

Steven H. Gunby, age 60

President and Chief Executive Officer of FTI Consulting, Inc.

Brenda J. Bacon, age 67

President and Chief Executive Officer of Brandywine Senior Living

Mark S. Bartlett, age 67**New in 2015**

Former Partner at Ernst & Young LLP

*Independent Board
Chairman of FTI
Consulting, Inc.**CEO since
January 2014***Claudio Costamagna, age 62**

Chairman of CC e Soci S.r.l.

Sir Vernon Ellis, age 70

Former Chair of the British Council

Nicholas C. Fanandakis, age 62

Executive Vice President of DowDuPont Inc.

Laureen E. Seeger, age 56**New in 2016**

Executive Vice President and General Counsel of the American Express Company

COMMITTEE MEMBERSHIP

Name	Audit	Compensation	Nominating and Corporate Governance
Brenda J. Bacon		🌑	Chair
Mark S. Bartlett	🌑		
Claudio Costamagna		Chair	
Vernon Ellis	🌑		🌑
Nicholas C. Fanandakis	Chair		
Gerard E. Holthaus	🌑	🌑	
Laureen E. Seeger		🌑	🌑

SUMMARY OF VOTING PROPOSALS AND BOARD RECOMMENDATIONS

Proposal	Board Voting
Number	Proposal
No. 1	Elect as directors the eight nominees named in the Proxy Statement
	FOR each nominee

Each of the eight incumbent directors has been nominated by the Board to stand for reelection as directors of the

Company. Each nominee, if elected, will serve as a director for a term expiring at the next annual meeting of shareholders and until his or her successor is duly elected and qualifies.

(See page 9)

No. 2	Ratify the appointment of KPMG LLP as FTI Consulting, Inc.'s independent registered public accounting firm for the year ending December 31, 2018	FOR
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Our Audit Committee has appointed KPMG LLP as the independent registered public accounting firm to audit our books and records for the year ending December 31, 2018. KPMG has acted as our auditor since 2006. We are offering shareholders the opportunity to ratify the appointment of our independent registered public accounting firm as a matter of good corporate governance practice. (See page 24)

No. 3	Vote on an advisory (non-binding) resolution to approve the compensation of the named executive officers as described in the Proxy Statement	FOR
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In accordance with applicable law and the preference of our shareholders to cast an advisory (non-binding) vote on say-on-pay every year, we are affording our shareholders the opportunity to cast an advisory (non-binding) vote to approve the following resolution:

RESOLVED, that the shareholders approve, on an advisory basis, the compensation of the Company's named executive officers for the year ended December 31, 2017 as described pursuant to the rules of the Securities and Exchange Commission in the Proxy Statement. (See page 25)

The transaction of any other business that may properly come before the meeting or any postponement or adjournment thereof	N/A
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555 12th Street NW

Washington, DC 20004

+1.202.312.9100

April 24, 2018

PROXY STATEMENT FOR 2018 ANNUAL MEETING OF SHAREHOLDERS

The 2018 Annual Meeting of Shareholders (the **Annual Meeting**) of FTI Consulting, Inc., a Maryland corporation (the **Company**), will be held on June 6, 2018, at 9:30 a.m., Eastern Daylight Time, at FTI Consulting, Inc.'s principal executive office, which is located at 555 12th Street NW, Washington, DC 20004.

Our Board of Directors (our **Board**) is soliciting your proxy to be voted at our Annual Meeting because you were a shareholder of the Company at the close of business on March 28, 2018, the record date for the Annual Meeting (the **Record Date**), and are entitled to notice of, and to vote at, the Annual Meeting or any postponement or adjournment of the Annual Meeting.

This proxy statement (**Proxy Statement**) provides information that you should read before you vote (or authorize a proxy to 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 of common stock, par value \$0.01 per share (**Common Stock**), of the Company.

On or about April 24, 2018, we began mailing or emailing a Notice of Internet Availability of Proxy Materials (**Notice**) containing instructions on how to access this Proxy Statement and our Annual Report to Shareholders for the year ended December 31, 2017 (the **Annual Report**) online, and we began sending a full set of the proxy materials and Annual Report to shareholders who previously requested paper copies.

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INFORMATION ABOUT THE ANNUAL MEETING AND VOTING

WHY AM I RECEIVING THESE PROXY MATERIALS?

You are invited to attend the Annual Meeting and are entitled to consider and vote on the items of business described in this Proxy Statement. The proxy materials include the Notice of Annual Meeting, this Proxy Statement for the Annual Meeting and our Annual Report. If you received a paper copy of these materials by mail or email, the proxy materials also include a proxy card or voting instruction card for the Annual Meeting.

The information in this Proxy Statement describes (i) the proposals to be considered and voted on at the Annual Meeting, (ii) the voting process, (iii) the eight nominees for director named in this Proxy Statement, (iv) information about our Board and committees of our Board (the Committees), (v) the compensation of our named executive officers and non-employee directors for the year ended December 31, 2017, and (vi) certain other information we are required to or have chosen to provide to you.

WHY DID I RECEIVE A NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS?

We are sending a Notice, by mail or email, to many shareholders instead of paper copies of the proxy materials. All shareholders receiving the Notice will find instructions on how 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. Choosing to receive future proxy materials by email will save us the cost of printing and mailing documents, and will reduce the impact on the environment of holding annual meetings. Your election to receive proxy materials by email will remain in effect until it is terminated. 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;

vote your shares of Common Stock of the Company or authorize a proxy to vote your shares; and

instruct us to send future proxy materials to you by mail or electronically by email.

WHY DID I RECEIVE PAPER COPIES OF THE PROXY MATERIALS AND ANNUAL REPORT?

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

HOW CAN I REQUEST PAPER COPIES OF THE PROXY MATERIALS AND ANNUAL REPORT?

Shareholders will find instructions about how to obtain paper copies of the proxy materials and Annual Report in the Notice or the email you receive.

WHEN AND WHERE WILL THE COMPANY HOLD THE ANNUAL MEETING?

The Annual Meeting will be held on Wednesday, June 6, 2018, at 9:30 a.m., Eastern Daylight Time, at our executive office located at 555 12th Street NW, Washington, DC 20004, telephone no. +1.202.312.9100.

WHO MAY VOTE AT THE ANNUAL MEETING?

You may vote all of the shares of our Common Stock that you own of record at the close of business on the Record Date. You may cast one vote for each share that you own. As of the close of business on the Record Date, 37,720,027 shares of our Common Stock were issued and outstanding, and entitled to vote at the Annual Meeting.

WHAT IS A QUORUM?

A quorum must be present at the Annual Meeting in order to transact business. A quorum will be established if the holders of a majority of our outstanding shares of Common Stock entitled to vote are represented at the Annual Meeting, either in person or by proxy. If a quorum is not established, no business may be conducted at the Annual Meeting, in which case the Annual Meeting may be adjourned, without a vote of shareholders by the chairman of the Annual Meeting, until such time as a quorum is present, with no notice other than announcement at the Annual Meeting.

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Proxies received and marked as abstentions from voting on a proposal, and broker non-votes are counted for determining whether a quorum is present. A broker non-vote results when a trust, broker, bank, or other nominee or fiduciary that holds shares for another person has not received voting instructions from the owner of the shares and, under the applicable rules of the New York Stock Exchange (the NYSE), does not have the discretionary authority to vote on a matter. If a properly executed proxy has not been returned, the holder is not present for quorum purposes unless actually present at the Annual Meeting.

WHAT AM I VOTING ON, HOW MANY VOTES ARE REQUIRED TO ELECT DIRECTORS AND APPROVE THE OTHER PROPOSALS, AND HOW DOES THE BOARD RECOMMEND I VOTE?

Proposal No. 1: Elect as directors the eight nominees named in the Proxy Statement

As there are eight nominees for the eight director seats up for election, each nominee will be elected as a director if he or she receives the affirmative vote of a majority of the total votes cast FOR and WITHHELD with respect to his or her election as a director at the Annual Meeting. Any abstentions or broker non-votes are not counted as votes cast either FOR or WITHHELD with respect to a director's election and will have no effect on the election of directors.

The Board recommends a vote FOR the election of each nominee as a director.

Proposal No. 2: Ratify the appointment of KPMG LLP (KPMG) as FTI Consulting, Inc.'s independent registered public accounting firm for the year ending December 31, 2018

Ratification of the appointment of KPMG as the Company's independent registered public accounting firm for the year ending December 31, 2018 requires a majority of the votes cast on the proposal at the Annual Meeting to be voted FOR this proposal. Abstentions will not count as votes cast either FOR or AGAINST Proposal No. 2, and will have no effect on the results of the vote on this proposal.

The Board recommends a vote FOR the ratification of the appointment of KPMG.

Proposal No. 3: Vote on an advisory (non-binding) resolution to approve the 2017 compensation of the named executive officers as described in the Proxy Statement

The approval of a resolution approving the 2017 compensation of our named executive officers as described 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 described in this Proxy Statement. Abstentions and broker non-votes will not be counted as votes cast either FOR or AGAINST Proposal No. 3, and will have no effect on the results of the vote on this proposal.

The Board recommends a vote FOR the advisory (non-binding) resolution to approve the compensation of our named executive officers as described in this Proxy Statement.

If you sign, date and return a proxy card, but do not complete voting instructions for a proposal, your shares will be voted with respect to such proposal by the named proxies in accordance with the Board's above recommendations and in the discretion of the proxy holder on any other matter that may properly come before the Annual Meeting.

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 authorize a proxy to vote your shares of Common Stock by Internet, by telephone or by requesting a paper proxy card, or how to vote in person by attending and submitting a ballot at the Annual Meeting.

WHO PAYS THE COSTS OF THE PROXY SOLICITATION?

The Company will pay the cost of soliciting proxies. In addition to the mailing or emailing of the Notice, the proxy materials and the Annual Report, the solicitation of proxies or votes may be made in person, by telephone or by electronic communication by our officers, directors and employees, who will not receive any additional compensation for such solicitation activities.

WHAT DOES IT MEAN IF I RECEIVED MORE THAN ONE PROXY CARD OR VOTING INSTRUCTION CARD?

If you receive more than one proxy card or voting instruction card, it means that you have multiple accounts with our transfer agent and/or a broker, trust, 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 your shares.

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WILL MY SHARES BE VOTED IF I DO NOT COMPLETE, SIGN, DATE AND RETURN MY PROXY CARD OR VOTING INSTRUCTION CARD, OR VOTE BY SOME OTHER METHOD?

If you are a registered record shareholder and you do not authorize a proxy to vote your shares of Common Stock by Internet, by telephone, or by completing, signing, dating and returning a paper proxy card or voting instruction card, your shares will not be voted unless you attend the Annual Meeting and vote in person. In addition, if you sign, date and return a proxy card, but do not complete voting instructions for a proposal, your shares will be voted with respect to such proposal by the named proxies in accordance with the Board's recommendations and in the discretion of the proxy holder on any other matter that may properly come before the Annual Meeting.

If your shares are held in a brokerage account or by a trust, bank, or other 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, trusts, banks, or other nominees and fiduciaries 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 the record holder how to vote and you are also invited to attend the Annual Meeting. We encourage you to provide instructions to your broker, trust, bank, or other nominee or fiduciary on how to vote your shares. Since a beneficial owner is not the record shareholder, you may not vote the shares in person at the Annual Meeting unless you obtain a legal proxy from the record holder giving you the right to vote the shares at the meeting.

Even if you do not provide voting instructions on your voting instruction card, if you hold shares through an account with a broker, trust, bank, or other nominee or fiduciary your shares may be voted. Brokerage firms have the authority under NYSE rules to vote shares for which their customers do not provide voting instructions on certain routine matters. Proposal No. 2, to ratify the appointment of KPMG as our independent registered public accounting firm for the year ending December 31, 2018, is considered a routine matter for which brokers, trusts, banks, or other nominees or fiduciaries may vote in the absence of specific instructions.

When a proposal is not considered routine and the broker, trust, 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. All proposals, other than Proposal No. 2, are non-routine proposals. Votes that cannot be cast by a broker, trust, 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 ANNUAL 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 our office at 6300 Blair Hill Lane, Suite 303, Baltimore, MD 21209, 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 shareholder 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 following the specific voting instructions provided to you by the record holder to change or revoke any instructions you have already provided, or, if you obtained a legal proxy from your broker, trust, bank, or other nominee or fiduciary giving you the right to vote your shares, by attending the Annual Meeting and voting in person.

HOW DO I ATTEND THE ANNUAL MEETING IN PERSON?

If you plan to attend the Annual Meeting, you must register in advance, by no later than May 23, 2018, and follow these instructions to gain admission. Attendance at the Annual Meeting is limited to shareholders as of the close of business on the Record Date or their authorized representatives. Cameras, sound or video recording equipment, cellular telephones, smartphones or other similar equipment, and electronic devices will not be allowed in the meeting room. To gain admission to the Annual Meeting, you must present an admission ticket and valid picture identification, such as a driver's license or passport.

If You Vote by Mail. If you are a shareholder of record and receive your proxy materials by mail, you must mark the box on the proxy card you return to the Company indicating that you will attend the Annual Meeting. Your admission ticket is attached to your proxy card.

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If You Vote by Internet. If you are a shareholder of record and receive your materials electronically, and authorize a proxy to vote your shares of Common Stock via the Internet, there will be instructions to follow when voting to register to attend the Annual Meeting and print out your admission ticket.

Beneficial Owners. If you are a beneficial owner, bring the notice or voting instruction card that you received from the record holder to be admitted to the Annual Meeting. You will also be asked to present your brokerage statement reflecting your ownership of shares prior to the close of business on the Record Date. You will not be able to vote your shares at the Annual Meeting without a legal proxy from the record holder.

Authorized Named Representatives. If you are a shareholder as of the Record Date and intend to appoint an authorized named representative to attend the Annual Meeting on your behalf, you must send a written request for an admission ticket by regular mail to our Corporate Secretary at FTI Consulting, Inc., 6300 Blair Hill Lane, Suite 303, Baltimore, MD 21209 or by fax to +1.410.951.4878. **Requests for authorized named representatives to attend the Annual Meeting must be received by no later than Wednesday, May 23, 2018.** Please include the following information when submitting your request: (i) your name and complete mailing address; (ii) proof that you own shares of Common Stock of the Company prior to the close of business on the Record Date (such as a brokerage statement showing your name and address or a letter from the brokerage firm, trust, bank, or other nominee or fiduciary holding your shares); (iii) a signed authorization appointing such individual to be your authorized named representative at the meeting, which includes the individual's name, mailing address, telephone number and email address, and a description of the extent of his or her authority; and (iv) a legal proxy if you intend such representative to vote your shares at the meeting.

We reserve the right to deny entry to the Annual Meeting if the above conditions are not satisfied.

ADDITIONAL INFORMATION

On or about April 24, 2018, we began sending a Notice of Internet Availability of Proxy Materials, including Internet availability of the Annual Report, or the Notice of the Annual Meeting, this Proxy Statement and the Annual Report in paper copies, to the Company's shareholders of record as of the close of business on the Record Date. The Annual Report does not constitute a part of the proxy solicitation materials. 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 our website at <http://www.fticonsulting.com>, under About Governance Annual Reports & Proxy Statements.

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INFORMATION ABOUT THE BOARD OF DIRECTORS AND COMMITTEES

THE DIRECTOR NOMINATION PROCESS

Identification of Candidates as Directors for Election at the Annual Meeting.

Our Board currently consists of eight directors, seven of whom are independent. During the first quarter of each year, the Board and each Committee conducts a self-assessment, which helps to inform the director nomination process. The Nominating and Corporate Governance Committee works with our Board to develop the qualifications, attributes and experience required of Board nominees in light of current Board composition, our business and operations, our long-term and short-term plans, applicable legal and listing requirements, and other factors the Nominating and Corporate Governance Committee considers relevant.

The Nominating and Corporate Governance Committee 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 the sole authority to negotiate the fees and terms of the retention of such advisors.

The Nominating and Corporate Governance Committee evaluates incumbent directors for reelection each year as if they were new candidates. It may identify other candidates for nomination as directors, if necessary, through recommendations from our directors, management, employees, shareholders or outside consultants, as well as through the formal shareholder nomination process described under Corporate Governance Shareholder Nominees for Director. The Nominating and Corporate Governance Committee will evaluate candidates in the same manner, regardless of the source of the recommendation.

The Nominating and Corporate Governance Committee focuses on ensuring that the director candidates have a diverse skill set based on industry and company specific knowledge, and will bring unique perspectives to the Board. This ongoing refreshment process entails:

Key director attributes that are considered by the Nominating and Corporate Governance Committee and the Board include:

Leadership Experience. Experience holding a significant leadership position in a complex organization or experience dealing with complex problems, including a practical understanding of strategy, processes, risk management and other factors that accelerate growth and change

Finance or Accounting Experience. Experience with finance and/or financial reporting that demonstrates an understanding of finance and financial information and processes

Services or Industry Experience. Experience with our key practice offerings or client industries such as capital markets, mergers and acquisitions, restructuring, consulting, energy, financial institutions, healthcare, and telecom, media and technology to deepen the Board's understanding and knowledge of our business

Government Experience. Experience working constructively and proactively with governments and agencies, both foreign and domestic

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Other Public Company Board Experience. Experience serving on the boards and board committees of other public companies provides an understanding of corporate governance practices and trends and insights into board management and the relationships among the board, the chief executive officer and other members of senior management

Global Experience. Experience managing or growing companies outside the U.S. or with global companies to broaden our knowledge, help direct our global expansion and help navigate the hurdles of doing business outside the U.S.

In addition, the Nominating and Corporate Governance Committee and the Board consider other factors, as it determines to be appropriate, including:

Integrity and Credibility. High ethical standards and strength of character in the candidate's personal and professional dealings, and a willingness to be held accountable

Business Judgment. Mature and practical judgment, and a history of making good business decisions in good faith and in a manner that will be in the best interests of the Company and its stakeholders

Collaborative Work Ethic. Ability to work together with other directors and management to carry out his or her duties in the best interests of the Company and its stakeholders

Need for Expertise. The extent to which the candidate has some quality or experience that would fill a present need on the Board

Sufficient Time. The candidate is willing to devote sufficient time and effort to the affairs of the Company, as well as other factors related to the ability and willingness of the candidate to serve on the Board

Qualifications of the Incumbent Directors

Our director nominees are a diverse group of experienced business leaders who provide unique perspectives to the Company's business discussions and strategic plans which we believe is critical to ensuring that we maintain a high-functioning Board. Collectively, the tenure of our director nominees balance deep experience at the Company with fresh perspectives. Our director nominees also have diverse expertise and skills that enable them to effectively carry out their duties and responsibilities:

Director	Other Public Company Board			
	Finance and Services or Leadership	Accounting	Industry	Government
	Experience	Global	Independence	

Brenda J. Bacon

Mark S. Bartlett

Claudio Costamagna

Vernon Ellis

Nicholas C. Fanandakis

Steven H. Gunby

Gerard E. Holthaus

Laureen E. Seeger

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During the first quarter of 2018, the Nominating and Corporate Governance Committee discussed with each incumbent director his or her ability to continue to serve as a director if he or she were to be nominated by the Board and reelected by shareholders at the Annual Meeting.

Characteristics of the Incumbent Directors

Since 2014, we have added three new directors, improving the Board's gender diversity and enhancing the Board's collective expertise notably in finance and accounting, global business and other public company board experience. Director refreshment has resulted in a diverse group of independent directors with low average tenure, gender diversity and significant experience.

2018 Nominations of Candidates as Directors for Election at the Annual Meeting

Following its consideration of the above factors, as well as the qualifications of the incumbent directors, including their ability to continue to serve as directors of the Company following the Annual Meeting, the Nominating and Corporate Governance Committee recommended, and the Board nominated, all eight of the incumbent directors to stand for reelection by shareholders at the Annual Meeting:

2018 DIRECTOR NOMINEES	
Brenda J. Bacon	Nicholas C. Fanandakis
Mark S. Bartlett	Steven H. Gunby
Claudio Costamagna	Gerard E. Holthaus
Vernon Ellis	Laureen E. Seeger

INDEPENDENCE OF DIRECTORS

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, shareholder

or officer of an organization that has a relationship with the Company), considering all facts and circumstances that the Board determines are relevant. Based on those standards, the Board, upon the recommendation of the Nominating and Corporate Governance Committee, affirmatively determined that all seven current non-employee directors standing for reelection at the Annual Meeting are independent. Steven H. Gunby is not considered independent for these purposes since he is our President and Chief Executive Officer (our CEO).

In making its independence determinations, the Board considered that Nicholas C. Fanandakis is Executive Vice President and Chief Financial Officer of DowDuPont Inc., and Laureen E. Seeger is Executive Vice President and General Counsel of the American Express Company. Both of those companies are clients of the Company. The Board found that Mr. Fanandakis and Ms. Seeger are independent, after concluding that the Company's engagements with each of their employers or its respective subsidiaries are in the ordinary course of the Company's business on substantially the same terms as transactions with other clients of the Company for similar services, and neither Mr. Fanandakis nor Ms. Seeger has received any direct or indirect personal and pecuniary benefits from any of these client engagements or transactions. The fees from such engagements amounted to less than the greater of \$1.0 million or 2% of each such client's consolidated gross revenues for each year ended December 31, 2015, December 31, 2016 and December 31, 2017. In addition, during each of the years ended December 31, 2015, December 31, 2016 and December 31, 2017, the Company has 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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PROPOSAL NO. 1 ELECT AS DIRECTORS THE EIGHT NOMINEES NAMED IN THE PROXY STATEMENT

Each of the eight incumbent directors nominated by the Board is standing for reelection at the Annual Meeting. Each nominee, if elected, will serve as a director for a term expiring at the next annual meeting of shareholders and until his or her successor is duly elected and qualifies.

We do not know of any reason why any nominee would be unable to serve as a director, if elected. If any nominee is unable to serve or for good cause will not serve, which is not anticipated, the Nominating and Corporate Governance Committee may identify and recommend a candidate or candidates to the Board as a potential substitute nominee or nominees. If that happens, all valid proxies will be voted **FOR** 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. Shareholders may not vote in person or by proxy for a greater number of persons than the number of nominees named.

More detailed information about each of the eight 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**.

Shareholder Approval Required. Each nominee will be elected as a director if he or she receives the affirmative vote of a majority of the total votes cast **FOR** and **WITHHELD** with respect to his or her election as a director at the Annual Meeting. Any abstentions or broker non-votes are not counted as votes cast either **FOR** or **WITHHELD** with respect to a director's election, and will have no effect on the election of directors. Any incumbent director who does not receive the required vote will be subject to our mandatory resignation policy, which is described in the section of this Proxy Statement titled **Corporate Governance Our Significant Corporate Governance Policies and Practices**.

The Board of Directors Unanimously Recommends That You Vote FOR the Election of All Eight Nominees as Directors.

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INFORMATION ABOUT THE NOMINEES FOR DIRECTOR

All of the nominees were elected as directors of the Company at the 2017 annual meeting of shareholders held on June 7, 2017. Information about each of the eight incumbent directors nominated to stand for election at the Annual Meeting is detailed below:

2018 Nominees for Director	Principal Occupations and Business Experiences
----------------------------	--

Brenda J. Bacon

Independent Director

Director since: 2006

Age: 67

Brenda Bacon has extensive healthcare experience as the President and Chief Executive Officer of Brandywine Senior Living, Inc., a company she co-founded in 1996. Ms. Bacon has held these positions for more than ten years. Ms. Bacon has held various other positions with Brandywine Senior Living, including President and Chief Operating Officer. Brandywine Senior Living owns and operates 29 senior living communities in six states, with two additional communities under construction and one additional community in development. Ms. Bacon served as Chief of Management and Planning, a cabinet-level position, under former New Jersey Governor James J. Florio from 1989 to 1993. From 1992 to 1993, Ms. Bacon was on loan to the Presidential Transition Team, as Co-Chair for the transition of the U.S. Department of Health and Human Services, under the administration of President Clinton.

Public Company Directorships and Committees:

Hilton Grand Vacations Inc. [Member of Audit Committee and Compensation Committee]

Other Select Directorships:

Rowan University [Trustee]

Argentum (formerly the Assisted Living Federation of America)

Mark S. Bartlett

Mark Bartlett has extensive accounting and financial services experience having retired as a Partner of Ernst & Young LLP in June 2012. Mr. Bartlett joined

Independent Director

Director since: 2015

Age: 67

Ernst & Young in 1972 and worked there until his retirement, serving as Managing Partner of the firm's Baltimore office and Senior Client Service Partner for the Mid-Atlantic region. He is a certified public accountant.

Public Company Directorships and Committees:

T. Rowe Price Group, Inc. [Chairman of Audit Committee and Member of Executive Compensation Committee]

Rexnord Corporation [Chairman of Audit Committee]

WillScot Corp. [Chairman of Audit Committee]

Other Select Directorships and Committees:

The Baltimore Life Companies [Member of Finance Committee]

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2018 Nominees for Director

Principal Occupations and Business Experiences

Claudio Costamagna

Independent Director

Director since: 2012

Age: 62

Claudio Costamagna is Chairman of CC e Soci S.r.l., a financial advisory firm he founded in June 2007. Mr. Costamagna has extensive experience in investment banking, having served for 18 years, until April 2006, 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.

Other Select Directorships and Committees:

CC e Soci S.r.l. [Chairman]

Casa Depositi e Prestiti (CDP-Italian Bank) [Chairman]

FSI S.p.A. [Chairman]

Universita L. Boncconi [Member of International Advisory Council]

Past Public Company Directorships:

Advanced Accelerator Applications [Chairman]

Luxottica Group S.p.A.

Salini Impregilo Group

DeA Capital S.p.A.

IL Sole 24 Ore S.p.A.

Sir Vernon Ellis

Independent Director

Director since: 2012

Age: 70

Sir Vernon Ellis was Chair of the Board of Trustees of the British Council from March 2010 to March 2016. He has extensive experience in international management consulting, having retired from Accenture (UK) Limited in March 2010 after holding the positions of Senior Advisor, from January 2008 to March 2010, and International Chairman, from January 2001 to December 2007, and holding other major operational roles prior to 2001.

Other Select Directorships:

Martin Randall Travel Ltd. [Chairman]

One Medical Group Ltd. [Chairman]

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2018 Nominees for Director

Principal Occupations and Business Experiences

Nicholas C. Fanandakis

Independent Director

Director since: 2014

Age: 62

Nicholas Fanandakis is Executive Vice President of DowDuPont Inc., a leading global research and technology based science company formed in September 2017 through the merger of The Dow Chemical Company and E.I. duPont de Nemours and Company (DuPont), with responsibility for the financial reporting and significant business portfolio changes for the DuPont-related businesses. From November 2009 to September 1, 2017, Mr. Fanandakis served as Chief Financial Officer and Executive Vice President of DuPont. Mr. Fanandakis joined DuPont in 1979 as an accounting and business analyst. Since then, Mr. Fanandakis has served in a variety of plant, marketing, product management and business director roles. Mr. Fanandakis served as Group Vice President of DuPont Applied BioSciences from 2008 to 2009. Mr. Fanandakis also served as Vice President and General Manager of DuPont Chemical Solutions Enterprise from 2003 until February 2007 when he was named Vice President of DuPont Corporate Plans.

Public Company Directorships:

ITT Inc. [Member of Audit Committee]

Steven H. Gunby

Director since: 2014

Age: 60

Steven Gunby joined the Company as its President and Chief Executive Officer on January 20, 2014. Mr. Gunby has extensive experience in the consulting services industry, having formerly been employed by The Boston Consulting Group, a leading business strategy consulting services firm, for more than 30 years beginning in August 1983. The positions he held with The Boston Consulting Group include Global Leader, Transformation, from January 2011 to January 2014, and Chairman, North and South America, from December 2003 to December 2009. He also held other major managerial roles in his capacity as a Senior Partner and Managing Director since 1993, including serving as a member of The Boston Consulting Group's Executive Committee.

Public Company Directorships and Committees:

Arrow Electronics, Inc.

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2018 Nominees for Director

Principal Occupations and Business Experiences

Gerard E. Holthaus

Independent Director

Chairman of the Board since: 2013

Director since: 2004

Age: 68

In November 2017, Gerard Holthaus was elected the non-executive Chairman of the Board of WillScot Corp., a leading provider of modular space solutions in North America, and he stepped down as non-executive Chairman of the Board of Algeco Scotsman Global S.a.r.l. and its holding company, Algeco/Scotsman Holdings S.a.r.l., positions that he held since April 2010. From October 2007 to April 2010, Mr. Holthaus held the positions of Executive Chairman of the Board and Chief Executive Officer of Algeco Scotsman Global S.a.r.l.

Public Company Directorships and Committees:

WillScot Corp. [Chairman of the Board]

BakerCorp International, Inc. [Chairman of Audit Committee]

Past Public Company Directorships:

Neff Corporation

Other Select Directorships and Committees:

The Baltimore Life Companies [Chairman of Nominating and Corporate Governance Committee]

Loyola University of Maryland [Trustee]

Laureen E. Seeger

Independent Director

Laureen Seeger has been Executive Vice President and General Counsel of the American Express Company, a diversified financial services company, since July 2014. From March 2006 through June 2014, Ms. Seeger served as Executive Vice President, General Counsel and Chief Compliance Officer at

Director since: 2016

Age: 56

McKesson Corporation, the largest healthcare services company in North America, where she led the Law, Public Affairs, Compliance and Corporate Secretary functions while guiding the Company through complex legal and regulatory environments and contributing to its financial growth. Ms. Seeger joined McKesson in 2000 as General Counsel of its Technology Division. In this role, she provided leadership through complex merger and acquisition transactions, and product evolutions, while building the Law Department and enhancing client service.

Other Select Directorships and Committees:

University of Wisconsin Foundation and Alumni Association [Member of Development and Governance Committee]

Past Public Company Directorships:

Umpqua Holdings Corporation

Other Select Directorships:

Central Park Conservancy

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Each director is expected to attend all meetings of the Board and each Committee of the Board on which he or she serves, unless excused for reasons of serious illness or extreme hardship. During each director's term of office during 2017, such director attended no less than 75% of the meetings held by the Board and each Committee on which he or she served.

During 2017, the Board and each Committee held the following number of meetings:

	Board of Directors	Audit Committee	Compensation Committee	Nominating and Corporate Governance Committee
Total Meetings Held	9	9	5	5

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. Meetings that were adjourned one day and reconvened on another day have been counted as one meeting. A meeting at which the Board or a Committee has convened for a limited joint purpose has been counted as the meeting of the primary meeting holder.

Director Attendance at Other Meetings

Our independent directors meet in closed (executive) sessions, without the presence of management, periodically throughout the year. The Chairman of the Board chairs the meetings of the independent directors, which coincide with regular meetings of the Board. During 2017, our independent directors met in closed (executive) sessions five times without management, and each independent director attended more than 75% of such sessions held during his or her term of office.

Our policy is that all director nominees attend the annual meeting of stockholders, except in cases of illness or extreme hardship. All nominees for director who were elected as directors of the Company on June 7, 2017 attended our 2017 annual meeting of shareholders.

COMMITTEES OF THE BOARD OF DIRECTORS**Committee Membership**

Name	Audit	Compensation	Nominating and Corporate Governance Chair
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Brenda J. Bacon

Mark S. Bartlett

Claudio Costamagna

Chair

Vernon Ellis

Nicholas C. Fanandakis

Chair

Gerard E. Holthaus

Laureen E. Seeger

The Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee operate under written Committee Charters. The Committee Charters are reviewed annually, and more frequently as necessary, to address any new rules or best practices relating to the responsibilities of the applicable Committee, or changes to such rules and best practices. The applicable Committee approves its own Committee Charter amendments and submits it to the Nominating and Corporate Governance Committee, which recommends action by the Board. All Committee Charter amendments are submitted to the Board for approval.

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Copies of the Charter of the Audit Committee, Charter of the Compensation Committee and Charter of the Nominating and Corporate Governance Committee are available on our website under [About Governance](#) at <http://www.fticonsulting.com/about/governance>, as follows:

Site Link

[/www.fticonsulting.com/~media/Files/us-files/our-firm/guidelines/charter-of-the-audit-committee-of-the-board-of-directors.pdf](http://www.fticonsulting.com/~media/Files/us-files/our-firm/guidelines/charter-of-the-audit-committee-of-the-board-of-directors.pdf)

[/www.fticonsulting.com/~media/Files/us-files/our-firm/guidelines/charter-of-the-compensation-committee-of-the-board-of-directors.p](http://www.fticonsulting.com/~media/Files/us-files/our-firm/guidelines/charter-of-the-compensation-committee-of-the-board-of-directors.pdf)

[/www.fticonsulting.com/~media/Files/us-files/our-firm/guidelines/charter-of-the-nominating-and-corporate-governance-committee-of-](http://www.fticonsulting.com/~media/Files/us-files/our-firm/guidelines/charter-of-the-nominating-and-corporate-governance-committee-of-the-board-of-directors.pdf)

Audit Committee

The Board has determined that all Audit Committee members are independent and otherwise qualify as Audit Committee members pursuant to applicable rules of the Securities and Exchange Commission (the SEC) and the NYSE. No Audit Committee member is a member of more than three other public company audit committees. The Board has determined that all of 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 retains our independent registered public accounting firm;

reviews and discusses the scope of the annual audit and written communications by our independent registered public accounting firm to the Audit Committee and management;

oversees our financial reporting activities, including the annual audit and the 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 control over financial reporting);

oversees and monitors our Policy on Reporting Concerns and Non-Retaliation and related reports;

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

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

reviews, discusses and approves insider and affiliated person 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 Committee Charter and recommends changes to the Nominating and Corporate Governance Committee for submission to the Board for approval; and

prepares the audit committee report required to be included in the annual proxy statement.

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Compensation Committee

The Board has determined that all Compensation Committee members are non-employee directors and qualify as independent directors under the Company's Categorical Standards of Director Independence and the NYSE's corporate governance rules, including the additional independence standards adopted by the NYSE on January 11, 2013 specific to compensation committee membership. In making its determinations regarding the independence of each of the Compensation Committee members, the Board has considered all factors specifically relevant to determining whether a director has a relationship with the Company that would materially impair the director's ability to make independent judgments about executive officer compensation, including: (i) the source of such director's compensation; (ii) any consulting, advisory or other compensatory fees paid by the Company to the director; and (iii) any other affiliations the director has with the Company and its affiliates, including engagements by clients that are companies or affiliates of companies for which members of the Compensation Committee serve as officers or directors.

All of the members of the Compensation Committee qualify as "outside directors" under Section 162(m) of the U.S. Internal Revenue Code of 1986, as amended, and "non-employee" directors under Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

Role of the Management

The Compensation Committee and Board solicit recommendations from our CEO and other officers regarding compensation matters, including the compensation of executive officers and key employees other than our CEO. They assist the Compensation Committee by providing information such as financial results, short-term and long-term business and financial plans, and strategic objectives, as well as their views on compensation programs and levels. They also recommend individual incentive pay opportunities, including the: (i) annual incentive pay ("AIP") objective financial performance metric and operative financial performance measure(s); (ii) AIP subjective individual performance goal(s); (iii) long-term incentive pay ("LTIP") financial performance measure(s); and (iv) AIP and LTIP award levels of the participants. Management also advises the Compensation Committee regarding the achievement of performance measures and goals, and payments under our incentive compensation plans and programs. Our CEO attended all Compensation Committee meetings held during 2017, other than meetings and executive sessions to which he was not invited. Only members of the Compensation Committee vote on matters before that Committee.

Role of the Compensation Advisors

Under its Committee Charter, the Compensation Committee is authorized to select, retain and direct the activities, and terminate the services, of compensation advisors, as well as approve fees and expenses of such advisors. During 2017, the Compensation Committee engaged Frederick W. Cook & Co., Inc. ("FWC") to advise the Compensation Committee on certain executive officer compensation matters. In addition, during 2017, the Compensation Committee consulted Freshfields Bruckhaus Deringer US LLP ("Freshfields") on certain legal aspects of executive officer compensation. During 2017, the Compensation Committee requested advice on a variety of issues, including short- and long-term executive incentive compensation programs and executive contract amendments, as well as our say-on-pay proposal and other compensation disclosures included in our proxy statement for our 2017 annual meeting of shareholders and this Proxy Statement for the Annual Meeting. Neither FWC nor the Company provided any services to the other during 2017, apart from the advisory services provided by FWC to the Compensation Committee. Freshfields provided services to the Company as outside executive compensation counsel. In such capacity, Freshfields advised the Company regarding executive officer and other compensation matters. The Company routinely is engaged by Freshfields to provide services to it or its clients in the ordinary course of our business. After consideration of the above factors, as well as information supplied by FWC, including its independence letter, the Compensation Committee concluded that FWC is independent and not subject to any conflicts of interest. After considering the

Company's relationships with Freshfields and its conflicts of interest policy and practices, the Compensation Committee concluded that Freshfields is not independent, but determined that it offers unique, well-rounded perspectives on our executive officer compensation, and the advice it provides is aligned with the interests of the Company. The Compensation Committee currently intends to continue to consult with FWC and Freshfields on executive officer compensation and other matters from time to time.

Functions of the Compensation Committee

approves the compensation of our CEO;

approves the compensation of other executive officers;

administers our equity-based compensation plans and approves awards under such plans;

establishes objective performance goals, individual award levels and operative and subjective performance measures, and oversees all aspects of executive officer incentive compensation;

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

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

performs annual performance evaluations of our executive officers, in conjunction with the independent Chairman of the Board or other presiding director, as applicable, and Chair of the Nominating and Corporate Governance Committee;

performs an annual self-evaluation of the Compensation Committee;

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

prepares the compensation committee report included in the annual proxy statement;

submits all equity-based compensation plans, executive officer compensation plans and material revisions to such plans to a vote of the Board, and to a vote of shareholders if shareholder approval is required; and

ensures that shareholders have the opportunity to vote on (i) an advisory (non-binding) resolution to approve the compensation of the Company's named executive officers in accordance with the frequency selected by shareholders and (ii) the frequency of the shareholder advisory (non-binding) vote to approve the resolution approving the compensation of the named executive officers at least once every six years.

Compensation Committee Interlocks and Insider Participation

During the year ended December 31, 2017, no director who served as a member of the Compensation Committee has served as one of our officers or employees at any time. No executive officer 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 Nominating and Corporate 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 Chairman of the Board and for membership and chairmanship of the Committees for appointment by the Board;

identifies and qualifies candidates to fill vacancies occurring between annual meetings of shareholders for election 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 for submission to the Board for approval;

monitors and reviews responses to shareholder communications with non-management directors together with the independent Chairman of the Board or presiding director, as applicable;

oversees the process for director education;

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

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oversees the process for performance evaluations of our executive officers in conjunction with our independent Chairman of the Board and the Compensation Committee;

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

reviews directors' and officers' liability insurance terms and limits;

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

performs an annual self-evaluation of the Nominating and Corporate Governance Committee.

COMPENSATION OF NON-EMPLOYEE DIRECTORS AND POLICY ON NON-EMPLOYEE DIRECTOR EQUITY OWNERSHIP

General

Non-employee directors receive annual retainer and equity compensation as described below pursuant to the FTI Consulting, Inc. Non-Employee Director Compensation Plan, amended and restated effective as of January 1, 2016 (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). We do not pay fees for attendance at Board and Committee meetings.

Non-Employee Director Compensation

The following table describes the components of non-employee director compensation for 2017:

Compensation Elements	2017 Director Compensation Values (1) (5)	Alternative Forms of Payment
Annual Retainer: (2) (5) (6)	\$50,000	Cash or Deferred Stock Units
Annual Committee Chair Fees: (2) (5)		
	\$10,000 Chair of Audit Committee	Cash or Deferred Stock Units
	\$7,500 Chair of Compensation Committee	
	\$5,000 Chair of Nominating and Corporate Governance Committee	

Additional Annual Non-Executive Chairman of the Board Fee: (2) (5)	\$200,000	Cash or Deferred Stock Units
Annual Equity Award: (2) (3) (4) (5) (6)	\$250,000	Restricted Stock, Restricted Stock Units, Deferred Restricted Stock Units or Cash

- (1) Following each annual meeting of shareholders, continuing non-employee directors receive payment of the annual retainer and annual equity award, and Chairman of the Board or Committee Chair fee, if applicable, as of the date of such annual meeting. A new non-employee director receives a prorated annual retainer and equity award upon first being appointed to the Board other than at an annual meeting. A non-employee director, who is appointed to a chairmanship other than following an annual meeting, receives a prorated non-executive Chairman of the Board or Committee Chair fee, as applicable.
- (2) U.S. non-employee directors are permitted to voluntarily defer annual retainer payments (including any annual fee to the non-executive Chairman of the Board or a Committee Chair) and/or annual equity compensation awards in the form of deferred stock units or deferred restricted stock units, respectively. Deferred stock units on account of deferred annual retainer and Chairman of the Board and/or Committee Chair fees are vested in full on the grant date. Deferred restricted stock units granted on account of deferred annual equity compensation awards vest in full on the first anniversary of the grant date unless vesting is accelerated as described in footnote (4) below. Each deferred stock unit and deferred restricted stock unit represents the right to receive one share of Common Stock upon the earlier of (i) a separation from service event and (ii) an elected payment date, in each case in accordance with Section 409A of the United States Internal Revenue Act of 1986, as amended (Code Section 409A).
- (3) The annual equity award, unless deferred, is in the form of shares of restricted stock, in the case of U.S. non-employee directors, and restricted stock units, in the case of non-U.S. non-employee directors. Each restricted stock unit represents the right to receive one share of Common Stock upon vesting. Annual equity awards are non-transferable and vest in full on the first anniversary of the grant date unless vesting is accelerated as described in footnote (4) below.

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- (4) All unvested shares of restricted stock and restricted stock units will immediately vest in full upon a non-employee director's (i) death, (ii) Disability (as defined in the Director Plan), (iii) cessation of service within one year following a Change in Control, unless other accommodations are made with respect to such awards, (iv) cessation of service at the expiration of his or her term as a director due to the Company's failure to renominate such director for service on the Board (other than for Cause (as determined by the Board, in its good-faith discretion), due to the request of such director or as a result of a voluntary resignation)), and (v) cessation of service due to failure of the Company's shareholders to reelect such director for service on the Board (other than for Cause (as determined by the Board, in its good-faith discretion)).
- (5) The number of (i) deferred stock units awarded to a non-employee director as annual retainer compensation (including any annual fee to the non-executive Chairman of the Board or a Committee Chair) and (ii) shares of restricted stock, restricted stock units and deferred restricted stock units awarded to a non-employee director as annual equity compensation, will be determined by dividing (a) the U.S. dollar value of such award by (b) the closing price per share of Common Stock reported on the NYSE for the grant date. Fractional restricted shares, restricted stock units, deferred stock units and deferred restricted share units are rounded down to the nearest whole share.
- (6) If we do not have sufficient shares of Common Stock authorized under our shareholder-approved equity compensation plans to fund annual retainer and equity awards in stock or stock-based equity awards, such awards will be funded in cash. The payout of such cash amounts will be subject to applicable deferred compensation payment, vesting and accelerated vesting conditions, subject to Code Section 409A, and such cash amounts generally will accrue interest at the rate of 6% per annum.

Director Summary Compensation Table

The table below summarizes the compensation paid by the Company to non-employee directors for the year ended December 31, 2017:

	Fees Earned or Paid in Cash	Stock Awards ⁽¹⁾	Option Awards ⁽¹⁾	All Other Compensation ⁽²⁾	Total
	(\$)	(\$)	(\$)	(\$)	(\$)
Names of Non-Employee Directors	(a)	(b)	(c)	(d)	(e)

2017 Non-Employee Directors:

	55,000	249,990			304,990
Brenda J. Bacon					

Mark S. Bartlett

50,000 249,990 299,990

Claudio Costamagna

57,500 249,990 307,490

Vernon Ellis

50,000 249,990 299,990

Nicholas C. Fanandakis

60,000 249,990 309,990

Gerard E. Holthaus

250,000 249,990 499,990

Laureen E. Seeger

50,000 249,990 299,990

- (1) The balances of each director's equity-based awards (excluding vested shares of Common Stock) are set forth in the table below:

Name	Vested and Unvested		
	Unvested Restricted Shares or Restricted Stock Units	Deferred Stock or Deferred Restricted Stock Units	
		Unexercised Stock Options	

2017 Non-Employee Directors:

Brenda J. Bacon	7,344
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Mark S. Bartlett	7,344
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Claudio Costamagna	7,344
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Vernon Ellis	7,344
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Nicholas C. Fanandakis	7,344
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Gerard E. Holthaus	7,344	51,604
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Laureen E. Seeger	7,344
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(2) No current director received perquisites or other benefits aggregating more than \$10,000 in 2017.

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Policy on Non-Employee Director Equity Ownership

Our Policy on Non-Employee Director Equity Ownership demonstrates our Board's continuing commitment to shareholder interests. The policy sets each non-employee director's total investment level at five times (5x) the value of the annual retainer. A non-employee director will be required to meet the ownership level in effect when he or she first joins the Board within three years following receipt of his or her first director compensation payment.

Non-employee directors have three years to meet any increased ownership level during their tenure. In addition, under the policy, a non-employee director may not sell, transfer or dispose of shares of Common Stock if he or she does not attain or maintain the applicable equity ownership investment level at the initial ownership measurement date, or at June 30 of each year thereafter, except as necessary to pay or repay the cost of exercising a stock option or any tax obligations associated with the exercise of a stock option or vesting of stock-based awards, or as otherwise approved by the Compensation Committee in its sole discretion.

Shares of Common Stock that are, directly or indirectly, (i) beneficially owned by a non-employee director or (ii) held in a trust over which such non-employee director has more than 50% of the beneficial interest and controls the management of the assets will count toward attaining and maintaining the applicable equity ownership level. Also, restricted stock, restricted stock units, deferred stock units and deferred restricted stock units, whether or not vested, will count toward attaining and maintaining the non-employee director's applicable equity ownership level. Stock options, whether or not vested, will not count toward meeting the equity ownership requirement. The securities counted toward attaining and maintaining each non-employee director's ownership level will be valued at the average of the closing prices per share of Common Stock reported on the NYSE for each trading day in the 90-calendar-day period immediately preceding the applicable measurement date. As of December 31, 2017, all non-employee directors were in compliance with our Policy on Non-Employee Director Equity Ownership.

CORPORATE GOVERNANCE

GOVERNANCE PRINCIPLES

Our governance policies, including Categorical Standards of Director Independence, Corporate Governance Guidelines, Code of Ethics and Business Conduct, Anti-Corruption Policy, Policy on Reporting Concerns and Non-Retaliation, Policy on Disclosure Controls and Policy on Inside Information and Insider Trading, as well as the Charters of the Committees, can be found on our website under "About Governance" at <http://www.fticonsulting.com/about/governance>. Those policies and other information on our website do not constitute a part of this Proxy Statement. Paper copies of those documents may be obtained, without charge, upon request by contacting the Corporate Secretary, FTI Consulting, Inc., 6300 Blair Hill Road, Suite 303, Baltimore, MD 21209.

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 the laws and rules of the SEC, the NYSE and other applicable governmental and regulatory authorities.

OUR SIGNIFICANT CORPORATE GOVERNANCE POLICIES AND PRACTICES

The Board is committed to maintaining strong corporate governance practices, which include:

Annual Director Elections. Shareholders elect our directors annually to hold office to the next annual meeting of shareholders and until his or her successor is elected and qualifies.

Non-Employee Independent Chairman of the Board. Gerard E. Holthaus is our non-executive independent Chairman of the Board. More information about our Chairman of the Board may be found in this Proxy Statement under the section captioned Board Leadership Structure on page 21.

Majority Voting in Uncontested Director Elections. A nominee in an uncontested election shall be elected as a director only if such nominee receives the affirmative vote of a majority of the total votes cast FOR and WITHHELD as to such nominee at the Annual Meeting. Any abstentions or broker non-votes are not counted as votes cast either FOR or WITHHELD with respect to a director's election, and will have no effect on the election of directors.

Director Resignation. Our Corporate Governance Guidelines provide that in an uncontested election, if an incumbent director fails to receive the required majority vote, he or she must offer to resign from the Board. The Nominating and Corporate Governance Committee will (a) consider such offer to resign, (b) determine whether to accept such director's resignation, and (c) submit such recommendation for consideration by the Board. The director whose offer to resign is under consideration may not participate in any deliberation or vote of the Nominating and Corporate Governance

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Committee or Board regarding his or her offer of resignation. The Nominating and Corporate Governance Committee and the Board may consider any factors they deem relevant in deciding whether to accept a director's offer to resign. Within 90 days after the date of certification of the election results, the Board will publicly disclose the Board's decision of whether or not to accept an offer of resignation. If such incumbent director's offer to resign is not accepted by the Board, such director will continue to serve until his or her successor is elected and qualifies, or until his or her earlier death, resignation, retirement or removal (whichever occurs first). If a director's offer to resign is accepted by the Board, then the Board, in its sole discretion, may fill any resulting vacancy pursuant to the Company's Bylaws or reduce the size of the Board.

Executive Sessions. Our Board meets regularly in executive sessions without the presence of management, including our CEO.

Shareholder Rights Plan. We do not have a shareholder rights plan and are not currently considering adopting one.

Shareholder Power to Amend Bylaws. Our shareholders, by the affirmative vote of the holders of a majority of the shares of Common Stock, have the power to adopt, alter or repeal any Bylaw of the Company.

BOARD LEADERSHIP STRUCTURE

Our Board is free to choose its Chairman in any way that it deems best for the Company. In December 2013, the Board appointed Gerard E. Holthaus as its non-executive independent Chairman of the Board. In determining who should hold that position, the Board considered Mr. Holthaus' experience since 2006 as the Board's independent Presiding Director. The Board also considered each director's individual experience and his or her experience serving as a director of other companies, particularly the experience of non-U.S. directors serving on the board of companies in locations where non-executive or independent chairmanships are common. The Board believes that Mr. Holthaus' continuing service as Chairman of the Board provides continuity in leadership and governance. The Board periodically reviews its leadership structure and may make changes in the future.

The Board also believes that separation of the CEO and Chairman of the Board positions balances the role of the Board to oversee the Company's business, on the one hand, and management's responsibilities to manage the Company's operations on a day-to-day basis, on the other hand. Our CEO is responsible for setting the strategic vision of the Company, leading the Company's day-to-day business, managing the executive officers and other key employees directed with implementing plans and carrying out operations, and reporting to the Board. The Chairman of the Board structures the agendas for the Board meetings to ensure that topics deemed important by the independent directors are addressed, as well as to allow the Board to express its views on the Company's management, operations, material transactions, strategy and execution. As Chairman, Mr. Holthaus (i) presides over meetings and executive sessions of the Board, and executive sessions of the independent directors, (ii) acts as a liaison between management and the independent directors, (iii) consults with our CEO, (iv) ensures that the Board and our CEO understand each other's views on critical matters, (v) monitors significant issues occurring between Board meetings and ensures Board involvement when appropriate, (vi) ensures the adequate and timely exchange of information and supporting data between the Company's management and the Board, and (vii) receives shareholder communications addressed to the independent directors.

OVERSIGHT OF RISK MANAGEMENT

The Board has delegated the critical responsibility for overall risk oversight to the Audit Committee, which reports to the Board. Management of the Company has primary responsibility for performing risk assessments, identifying and monitoring risks, establishing policies and processes, implementing and carrying out corporate responses, and reporting to the responsible Committee of the Board. The Audit Committee reviews and discusses the enterprise risk management profile that management of the Company prepares and the policies and guidelines that management of the Company uses to manage risks. In addition, the Audit Committee reviews and evaluates the performance and operations of our risk management function, which is managed by our Enterprise Risk Management Committee, consisting of members of management and employees with responsibilities for critical functions, such as accounting, information technology, internal audit, ethics, compliance and risk management.

We are exposed to a number of risks, including financial risks, operational risks, reputational risks, strategic risks, competitive risks, risks relating to operating in foreign countries, day-to-day management risks, information privacy and data and cybersecurity risks, general economic and business risks, and legal, regulatory and compliance risks, including risks associated with the Foreign Corrupt Practices Act (the FCPA) and foreign anti-bribery laws. Our risk and compliance officer manages our internal enterprise risk management function, working 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 head of information technology works closely with our risk and compliance officer to assess our cybersecurity risks and implement technology and other measures to mitigate those risks. Our risk and compliance officer and our head of information technology

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each regularly report to and discuss with our executive management and Audit Committee our policies and procedures to identify and assess critical risk exposures, including cybersecurity risks, and the plans and actions that have been identified or taken by our corporate functions to correct, rehabilitate or 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 critical risk areas identified by management, such as the FCPA, the UK Anti-Bribery Act and cybersecurity. The Audit Committee also reports to the Board on a regular basis to apprise them of the Company's risk profile and risk management, as well as discussions with our executive management, risk and compliance officer and head of internal audit.

While the Audit Committee has primary responsibility for overseeing and monitoring enterprise risk management, each of the other two standing Committees of the Board also considers risks within its area of responsibility. For example, the Compensation Committee reviews and discusses risks relating to the compensation policies and practices of the Company. The Nominating and Corporate Governance Committee reviews legal and regulatory compliance risks as they relate to corporate governance, including the listing requirements of the NYSE. These Committees also keep the Board apprised as to compensation- and governance-related risks.

COMPENSATION-RELATED RISKS

At the request and direction of the Compensation Committee and the Audit Committee, management conducted an assessment of risks associated with the Company's compensation policies and practices for the year ended December 31, 2017. This assessment included the: (i) review of programs, plans, policies and procedures relating to the components of executive officer and employee compensation; (ii) review of incentive-based equity and cash compensation features; (iii) identification of compensation design features that could potentially encourage excessive or imprudent risk taking; (iv) identification of business risks that these features could potentially encourage; (v) consideration of the presence or absence of controls, oversight or other factors that mitigate potential risks; (vi) assessment of potential risks; and (vii) consideration of the potential for such risks to result in a material adverse effect on the Company and its subsidiaries taken as a whole. Based on the assessment and factors described above, the Company determined that the risks associated with its compensation policies and practices are not reasonably likely to result in a material adverse effect on the Company and its subsidiaries taken as a whole.

BOARD AND COMMITTEE SELF-ASSESSMENTS

During the first quarter of 2018, the Board and each Committee conducted its annual self-assessment to identify issues critical to its success. All directors participated in the internet-based process. The results were discussed in February and provided thorough, objective feedback, which will be considered to implement performance improvements.

CODE OF CONDUCT

Our written Code of Ethics and Business Conduct (Code of Ethics) and Anti-Corruption Policy (together with our Code of Ethics, our Code of Conduct) applies to financial professionals, including our Chief Financial Officer, corporate Controller and Chief Accounting Officer, and corporate Treasurer, as well as our CEO and all other officers, directors, employees and independent contractors of the Company and its affiliates. We require all individuals subject to our Code of Conduct to avoid conflicts of interest, comply with applicable laws (including the FCPA, other anti-bribery laws and legal and regulatory requirements of the jurisdictions in which we have offices and/or conduct business), protect Company assets, conduct business in an honest and ethical manner, and otherwise act with integrity, in our best interests and in accordance with the Code of Conduct. The Code of Conduct 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 under About Governance at <http://www.fticonsulting.com/~media/Files/us-files/our-firm/guidelines/fti-code-of-conduct.pdf> and <http://www.fticonsulting.com/~media/Files/us-files/our-firm/guidelines/anti-corruption-policy.pdf>, respectively. If we make substantive amendments to the Code of Ethics or grant any waiver, including any implicit waiver, from a provision of such policy to any officer, financial professional or person performing similar functions, we will disclose the nature of such amendment or waiver on our website or in a Current Report on Form 8-K filed with the SEC. Our Code of Ethics was last updated in any material respect in February 2018.

SHAREHOLDER NOMINEES FOR DIRECTOR

We did not receive any notices of shareholder nominees for director prior to the deadline for 2018 nominations described in our proxy statement for our 2017 annual meeting. Under our Bylaws, nominations for director at an annual meeting of shareholders may be made by a shareholder who is a shareholder of record both at the time of (i) the giving of the notice by the shareholder and (ii) the date of the annual meeting; provided such shareholder delivers notice along with the additional information and materials

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required by our Bylaws, including, as to each person whom the shareholder 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 the election of directors, to the Corporate Secretary at our principal executive office of the Company located at 555 12th Street NW, Washington, DC 20004, 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 shareholders. For the annual meeting of shareholders in 2019, you must deliver this notice no earlier than November 25, 2018 and no later than December 25, 2018. 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 shareholders, notice by the shareholder 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 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 shareholder'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 our principal executive office, not later than 5:00 p.m., Eastern Time, on the tenth day following the day on which we first make such public announcement. The public announcement of a postponement or adjournment of an annual meeting shall not commence a new time period for the giving of a shareholder's notice as described above.

You may obtain a copy of our Bylaws, without charge, from our Corporate Secretary at FTI Consulting, Inc., 6300 Blair Hill Lane, Suite 303, Baltimore, MD 21209, telephone no. +1.410.951.4867. We filed a copy of our Bylaws, as amended and restated through June 1, 2011, with the SEC on June 2, 2011 as an exhibit to our Current Report on Form 8-K dated June 1, 2011, and we filed copies of Amendments No. 1 and No. 2 to our Bylaws through December 13, 2013 and September 17, 2014 as exhibits to our Current Reports on Form 8-K filed with the SEC on December 16, 2013 and September 22, 2014, respectively.

COMMUNICATIONS WITH DIRECTORS

Shareholders, employees and other interested persons may communicate with our Board or any individual director using the FTI Consulting Integrity Hotline, which allows interested persons to place confidential reports by either telephone or the Internet, without divulging their name or other personal information. The reporting website may be accessed from any Internet-enabled computer at www.fticonsulting.ethicspoint.com. Telephone reports may be placed through the FTI Consulting Integrity Hotline by calling +1.866.294.3576 (toll free) in the U.S. Reports submitted through the FTI Consulting Integrity Hotline will be sent to designated recipients within the Company, which includes our Vice President Chief Risk and Compliance Officer. If interested persons do not feel comfortable using the FTI Consulting Integrity Hotline, they may communicate with our Board, the Chairman of the Board, an individual director or the independent directors as a group by contacting our Vice President Chief Risk and Compliance Officer, by telephone to Matthew Pachman, at +1.202.312.9100, by mail to his attention at FTI Consulting, Inc., 555 12th Street NW, Washington, DC 20004, or by email to matthew.pachman@fticonsulting.com. Communications directed to the Board, Chairman of the Board, an individual director or the independent directors as a group, depending upon the subject matter, will be directed to the Chairman of the Board, Chair of the Audit Committee or Chair of the Nominating and Corporate Governance Committee or other appropriate person who is responsible for ensuring that the concerns expressed are investigated and appropriately addressed. The Company will not filter any such communications.

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OTHER PROPOSALS TO BE PRESENTED AT THE ANNUAL MEETING

In addition to Proposal No. 1 to elect as directors the eight nominees named in this Proxy Statement, we will present the two additional proposals described below 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 properly 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 as permitted under applicable law.

PROPOSAL NO. 2 RATIFY THE APPOINTMENT OF KPMG LLP AS FTI CONSULTING, INC. S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2018

The firm of 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 and the SEC governing auditor independence.

The Audit Committee has appointed KPMG as the independent registered public accounting firm to audit the Company s books and accounts for the year ending December 31, 2018. We are seeking shareholder ratification of that action. Although shareholder ratification of the appointment of KPMG is not required, we are submitting the selection of KPMG for ratification as a matter of good corporate governance. Even if the appointment is ratified, the Audit Committee, in its discretion, may appoint an alternative independent registered public accounting firm if it deems such action appropriate. If shareholders do not ratify KPMG s appointment, the Audit Committee will take that into consideration, together with such other factors it deems relevant, in determining its appointment of an independent registered public accounting firm for the year ending December 31, 2018.

KPMG s representative will be present, in person or by conference telephone, at the Annual Meeting and will have the opportunity to make a statement and to respond to appropriate questions from shareholders. See the section of this Proxy Statement captioned Principal Accountant Fees and Services on page 59 for a description of the fees paid to KPMG for the fiscal years ended December 31, 2016 and December 31, 2017 and other matters relating to the procurement of services.

Shareholder Approval Required. The ratification of the appointment of KPMG as FTI Consulting, Inc. s independent registered public accounting firm for the year ending December 31, 2018 requires a majority of the votes cast at the Annual Meeting on the proposal to be voted **FOR** this proposal. Abstentions will not be counted as votes cast either **FOR** or **AGAINST** Proposal No. 2, and will have no effect on the results of the vote on this proposal. Brokers and other designees have discretionary authority to vote on this proposal, we do not expect any broker non-votes.

The Board of Directors Unanimously Recommends That You Vote FOR Proposal No. 2.

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PROPOSAL NO. 3 VOTE ON AN ADVISORY (NON-BINDING) RESOLUTION TO APPROVE THE 2017 COMPENSATION OF THE NAMED EXECUTIVE OFFICERS AS DESCRIBED IN THE PROXY STATEMENT

Our shareholders have the opportunity to vote on an advisory (non-binding) Resolution (say-on-pay) to approve the compensation of our named executive officers identified on page 29 of this Proxy Statement (our NEOs) for the year ended December 31, 2017. The Compensation Discussion and Analysis (the CD&A), beginning on page 29 of this Proxy Statement, describes the material elements of our 2017 NEO compensation policies and programs and the principles and objectives that informed our decisions.

We conduct extensive investor outreach throughout the year. Pages 32 to 34 and pages 40 to 42 of the CD&A describe our shareholder engagement and the changes to our 2018 compensation programs adopted by our Compensation Committee in the first quarter of 2018 in response to investor feedback.

Our NEOs' 2017 compensation programs have been designed to:

PROVIDE our NEOs with competitive total pay opportunities to retain, motivate and attract talented executive officers

MAINTAIN continuity of executive management by delivering opportunities for our NEOs to earn competitive compensation

Structure our executive officer compensation programs to **ALIGN THE INTERESTS** of our NEOs with those of our **shareholders** by encouraging solid corporate growth, and the prudent management of risks and rewards