

FTI CONSULTING INC  
Form DEFA14A  
April 23, 2009

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

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No.     )**

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

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Rule §240.14a-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):

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

- Fee paid previously with preliminary materials.

- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1. Amount Previously Paid:
2. Form, Schedule or Registration Statement No.:

3. Filing Party:

4. Date Filed:

SEC 1913 (04-05)

**Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

---

The attached presentation will be used by FTI Consulting, Inc. in connection with discussions with certain stockholders about the proposal to amend and restate the FTI Consulting, Inc. Deferred Compensation Plan for Key Employees and Non-Employee Directors (to be renamed the 2009 Omnibus Incentive Compensation Plan) that is being presented for approval by stockholders at the Annual Meeting of Stockholders on June 3, 2009. FTI commenced the distribution of the Notice of Availability of Proxy Materials, as well as paper copies of the Proxy Statement, on or about April 23, 2009 to stockholders of record on March 30, 2009.

---

---

## Cautionary Notes

---

---

## Stockholder Proposal Summary

---

2

---

## Why This is Important:

---

3

---

---

## We Have Expanded Our Staff to Support Our Exceptional Growth

---

4

---

## **Increased Employee Equity Ownership Has Promoted Stability Of Key Employees**

5

---

## **Maintaining Future Growth Depends on Our Ability to Attract and Retain the Brightest and Most Sought-After Professionals**

6

---

## **Why We Need to Amend Our Existing Plan**

7

---