

FTI CONSULTING INC  
Form 8-K  
November 02, 2006

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# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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## FORM 8-K

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### CURRENT REPORT

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

Date of Report (Date of earliest event reported): October 31, 2006

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## FTI CONSULTING, INC.

(Exact Name of Registrant as Specified in Charter)

**Maryland**  
(State or other jurisdiction

**001-14875**  
(Commission File Number)

**52-1261113**  
(IRS Employer

of incorporation)

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

Identification No.)

(Address of principal executive offices) (Zip Code)

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

**Not Applicable**

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

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

## Edgar Filing: FTI CONSULTING INC - Form 8-K

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14d-2(b))
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 7.01. Regulation FD Disclosure**

On October 31, 2006, FTI Consulting, Inc. ( FTI ) held a conference call relating to our financial results for the third quarter and nine months ended September 30, 2006, our revised guidance for 2006, operating results by business segment and other information. The full text of the Transcript of the conference call held beginning at 8:00 a.m. Central Time (9:00 a.m. Eastern Time) is furnished as Exhibit 99.1 hereto and incorporated by reference herein. Due to technical difficulties with the 8:00 a.m. conference call, on October 31, 2006, FTI held a conference call to take additional questions beginning at 1:00 p.m. Central Time (2:00 p.m. Eastern Time). The full Transcript of the conference call held beginning at 1:00 p.m. Central Time is furnished as Exhibit 99.2 hereto and incorporated by reference herein.

The Transcripts may contain some discussion regarding FTI s earnings before interest, taxes, depreciation and amortization, including the special termination charge related to the restructuring of FTI s U.K. operations and the consolidation of certain non-core practices in the U.S. (collectively, the Special Termination Charge ) as previously announced ( EBITDA ) and EBITDA excluding the Special Termination Charge ( Adjusted EBITDA ), adjusted earnings per share diluted excluding the Special Termination Charge ( Non-GAAP Diluted EPS ) and EBITDA and/or Adjusted EBITDA by business segment. Although EBITDA and Adjusted EBITDA are not measures of financial condition or performance determined in accordance with generally accepted accounting principles, FTI believes that they are useful operating performance measures for evaluating our results of operations from period to period and as compared to our competitors. EBITDA is a common alternative measure of operating performance used by investors, financial analysts and rating agencies to value and compare the financial performance of companies in our industry. FTI uses EBITDA to evaluate and compare the operating performances of its segments and it is one of the primary measures used to determine employee bonuses. FTI also uses EBITDA to value businesses it considers acquiring. EBITDA, Adjusted EBITDA and Non-GAAP Diluted EPS are not defined in the same manner by all companies and may not be comparable to other similarly titled measures of other companies unless the definition is the same. We believe that EBITDA and Adjusted EBITDA as supplemental financial measures are also indicative of FTI s capacity to incur and service debt and thereby provide additional useful information to investors regarding FTI s financial condition and results of operations. EBITDA and Adjusted EBITDA for purposes of the covenants set forth in our senior secured credit facility are not calculated in the same manner as calculated for other purposes. Adjusted EBITDA excludes certain items to provide better comparability from period to period.

The information included herein, including Exhibits 99.1 and 99.2 furnished herewith, shall not be deemed to be filed for purposes of Section 18 of the Securities Act of 1934, as amended (the Exchange Act ), or otherwise subject to the liabilities of that section, nor shall it be incorporated by reference into any filing pursuant to the Securities Act of 1933, as amended, or the Exchange Act, regardless of any incorporation by reference language in any such filing, except as expressly set forth by specific reference in such filing.

**ITEM 9.01. Financial Statements and Exhibits**

(c) *Exhibits.*

99.1 Transcript of October 31, 2006, 8:00 a.m. Central Time, conference call of FTI Consulting, Inc.

99.2 Transcript of October 31 1, 2006, 1:00 p.m. Central Time, conference call of FTI Consulting, Inc.

**SIGNATURES**

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

FTI CONSULTING, INC.

Dated: November 2, 2006

By: /s/ THEODORE I. PINCUS  
Theodore I. Pincus  
Executive Vice President and  
Chief Financial Officer

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
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