

FTI CONSULTING INC  
Form 8-K  
October 28, 2005

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**UNITED STATES**  
**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 25, 2005**

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**FTI CONSULTING, INC.**

(Exact name of registrant as specified in charter)

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**Maryland**  
(State or other jurisdiction

of incorporation)

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

**52-1261113**  
(IRS Employer

Identification No.)

**900 Bestgate Road, Suite 100, Annapolis, Maryland 21401**

(Address of principal executive offices) (Zip Code)

**Registrant's telephone number, including area code: (410) 224-8770**

**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:

- .. 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 240.14a-12)
  - .. 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 1.01. Entry into a Material Definitive Agreement.**

**Amendment to the FTI Consulting, Inc. Incentive Compensation Plan**

On October 25, 2005, the Compensation Committee (the Compensation Committee ) of the Board of Directors of FTI Consulting, Inc. approved the FTI Consulting, Inc. Incentive Compensation Plan, Amended and Restated Effective October 25, 2005 (the Amended Incentive Compensation Plan ). The Amended Incentive Compensation Plan revises the sections entitled Administration and Participation, Target Awards and Performance Goals to provide that not later than 90 days after the beginning of each year the Compensation Committee will designate participants in the plan and establish target award levels and performance goals. The Amended Incentive Compensation Plan is filed herewith as Exhibit 10.1 and is incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits.**

*Exhibits*

| <u>Exhibit No.</u> | <u>Description</u>  |
|--------------------|---|
| 10.1               | FTI Consulting, Inc. Incentive Compensation Plan, Amended and Restated Effective October 25, 2005 |

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: October 28, 2005

By: /s/ THEODORE I. PINCUS

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Theodore I. Pincus  
Executive Vice President and  
Chief Financial Officer

EXHIBIT INDEX

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