

FTI CONSULTING INC  
Form 8-K  
March 21, 2006

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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): March 21, 2006**

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**FTI CONSULTING, INC.**

(Exact name of registrant as specified in charter)

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**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) 224-8770**

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

(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:

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- .. 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 Material Definitive Agreement.**

**Amendment No. 1 to Employment Agreement of Theodore I. Pincus**

On March 21, 2006, FTI Consulting, Inc. ( FTI ) entered into Amendment No. 1 (the Amendment ) to the Employment Agreement dated as of November 5, 2002 (the Employment Agreement ) of Theodore I. Pincus, Executive Vice President and Chief Financial Officer, of FTI. Pursuant to the Amendment, the term of Mr. Pincus Employment Agreement, which would have expired on November 2, 2006, has been extended until November 2, 2007 (the Continuation Date ) and, thereafter, the term will automatically renew for an additional year from year to year (each an Annual Renewal, and collectively the Annual Renewals ) unless either party provides written notice of non-renewal to the other party at least 45 days prior to end of the Continuation Date or the expiration of such Annual Renewal term, as applicable. In addition, pursuant to the Amendment, Mr. Pincus base salary increased to \$650,000 per annum. During the three year transition period provided under the Employment Agreement, Mr. Pincus will be required to devote the first six months to training and transitioning a new chief financial officer for FTI, and would earn \$650.00 per hour for each hour worked in excess of the 500 hours called for during each annual transition period. In addition, Mr. Pincus will have a special bonus opportunity of up to \$325,000 that could be earned following completion of the first six months of his transition period in the discretion of the Compensation Committee of the Board of Directors. The Amendment is filed herewith as Exhibit 10.1 and hereby is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

Exhibits

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 10.1               | Amendment No. 1 to Employment Agreement dated as of November 2, 2002, made and entered into as of the 21st day of March, 2006, by and between FTI Consulting, Inc., a Maryland corporation with its principal executive office in Baltimore, Maryland, and Theodore I. Pincus |

**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.

Dated: March 21, 2006

FTI CONSULTING, INC.

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

EXHIBIT INDEX

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