

FTI CONSULTING INC  
Form 8-K  
June 06, 2014

**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

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

**Date of Report (Date of earliest event reported): June 4, 2014**

**FTI CONSULTING, INC.**

**(Exact Name of Registrant as Specified in Charter)**

**Maryland**  
**(State or other jurisdiction**  
  
**of incorporation)**

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

**52-1261113**  
**(IRS Employer**  
**Identification No.)**

**1101 K Street NW, Washington, D.C. 20005**

**(Address of principal executive offices) (Zip Code)**

**Registrant's telephone number, including area code: (202) 312-9100**

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

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))

**Item 5.07. Submission of Matters to a Vote of Security Holders**

A total of 37,461,567 shares, or 91.83%, of the common stock issued and outstanding as of the record date of March 25, 2014, was represented by proxy or in person at the Annual Meeting of the stockholders of FTI Consulting, Inc. (the Company) held on June 4, 2014 (the Annual Meeting). The proposals below were described in detail in the Proxy Statement for the Annual Meeting.

The final voting results for the three proposals submitted to a vote of stockholders at the Annual Meeting are as follows:

**Proposal 1**

The following eight nominees were elected as directors of the Company by plurality vote, to hold office until the 2015 annual meeting of stockholders and until their successors are elected and qualified.

| <b>Name</b>            | <b>For</b> | <b>Authority Withheld</b> | <b>Broker Non-Votes</b> |
|------------------------|------------|---------------------------|-------------------------|
| Brenda J. Bacon        | 31,843,301 | 3,664,694                 |                         |
| Claudio Costamagna     | 32,716,026 | 2,791,969                 |                         |
| James W. Crownover     | 31,276,564 | 4,231,431                 |                         |
| Vernon Ellis           | 35,303,112 | 204,883                   |                         |
| Nicholas C. Fanandakis | 35,323,524 | 184,471                   |                         |
| Steven H. Gunby        | 35,316,487 | 191,508                   |                         |
| Gerard E. Holthaus     | 32,483,024 | 3,024,971                 |                         |
| Marc Holtzman          | 35,109,020 | 398,975                   |                         |
|                        |            |                           | 1,953,572               |

**Proposal 2 to Ratify the Retention of KPMG LLP as the Company's Independent Registered Public Accounting Firm for the Year Ending December 31, 2014**

| <b>For</b> | <b>Against</b> | <b>Abstained</b> | <b>Broker Non-Votes</b> |
|------------|----------------|------------------|-------------------------|
| 37,269,300 | 98,933         | 93,334           | N/A                     |

**Proposal 3**

Proposal 3 to approve, in an advisory (non-binding) vote, the compensation of the named executive officers as described in the Proxy Statement for the Annual Meeting, was approved with 91.45% of the shares cast at the Annual Meeting voting for Proposal 3, and 7.12% of the shares cast at the Annual Meeting voting against Proposal 3.

| <b>For</b> | <b>Against</b> | <b>Abstained</b> | <b>Broker Non-Votes</b> |
|------------|----------------|------------------|-------------------------|
| 32,472,449 | 2,529,734      | 505,812          | 1,953,572               |

**SIGNATURES**

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

FTI CONSULTING, INC.

Dated: June 6, 2014

By: /S/ ERIC B. MILLER  
Eric B. Miller  
Executive Vice President, General

Counsel and Chief Risk Officer