

FTI CONSULTING INC  
Form 8-K  
June 08, 2012

# **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 6, 2012**

## **FTI CONSULTING, INC.**

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

**Maryland**  
**(State or other jurisdiction**

**001-14875**  
**(Commission**

**52-1261113**  
**(IRS Employer**

**of incorporation)**

**File Number)**

**Identification No.)**

**777 South Flagler Drive, Suite 1500, West Palm Beach, Florida 33401**

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

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Registrant's telephone number, including area code: (561) 515-1900

(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 37,841,246 shares, or 90.99%, of the common stock issued and outstanding as of the record date of March 26, 2012, was represented by proxy or in person at the annual meeting of FTI Consulting, Inc. (the "Company") held on June 6, 2012 (the "Annual Meeting"). The proposals below were described in detail in the Proxy Statement for the Annual Meeting. At the Annual Meeting, stockholders elected Denis J. Callaghan, Claudio Costamagna, Jack B. Dunn, IV, Vernon Ellis, Gerard E. Holthaus, Marc Holtzman and Henrique de Campos Meirelles as directors of the Company, to hold office for one year until the 2013 annual meeting of stockholders and until their successors are elected and qualified. The stockholders also (i) ratified the retention of KPMG LLP as FTI Consulting, Inc.'s independent registered public accounting firm for the year ending December 31, 2012 and (ii) approved, in an advisory (non-binding) vote, the compensation of the named executive officers as described in the proxy statement dated April 20, 2012 (the "Proxy Statement") for the Annual Meeting. For more information on the proposals, see the Company's Proxy Statement, the relevant portions of which are incorporated herein by reference.

The results of the Annual Meeting are as follows:

**Proposal 1**

The individuals listed below received the highest number of affirmative votes of the outstanding shares of the Company's common stock present or represented by proxy and voting at the Annual Meeting, and were elected at the Annual Meeting as directors until the 2013 annual meeting of stockholders and until their successors are elected and qualified. Brenda J. Bacon, James W. Crownover, Dennis J. Shaughnessy and George P. Stamas, who did not stand for election at the Annual Meeting, continued as directors of the Company following the Annual Meeting.

| Name                         | For        | Authority<br>Withheld | Broker<br>Non-Votes |
|------------------------------|------------|-----------------------|---------------------|
| Denis J. Callaghan           | 34,231,888 | 1,333,812             |                     |
| Claudio Costamagna           | 34,429,811 | 1,135,889             |                     |
| Jack B. Dunn, IV             | 34,210,984 | 1,354,716             |                     |
| Vernon Ellis                 | 34,501,685 | 1,064,015             |                     |
| Gerard E. Holthaus           | 22,236,843 | 13,328,857            |                     |
| Marc Holtzman                | 34,431,515 | 1,134,185             |                     |
| Henrique de Campos Meirelles | 34,510,838 | 1,054,862             |                     |
|                              |            |                       | 2,275,546           |

**Proposal 2**

Proposal 2 to ratify the retention of KPMG LLP as the Company's independent registered public accounting firm for the year ending December 31, 2012, as described in the Proxy Statement, was approved with approximately 97.07% of the shares cast at the Annual Meeting voting for Proposal 2, and approximately 1.98% of the shares cast at the Annual Meeting voting against Proposal 2.

| For        | Against | Abstained |
|------------|---------|-----------|
| 36,733,066 | 751,155 | 357,025   |

**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, was approved with 75.46% of the shares cast at the Annual Meeting voting for Proposal 3, and approximately 22.52% of the shares cast at the Annual Meeting voting against Proposal 3.

| <b>For</b> | <b>Against</b> | <b>Abstained</b> | <b>Broker<br/>Non-Votes</b> |
|------------|----------------|------------------|-----------------------------|
| 26,840,822 | 8,009,452      | 715,426          | 2,275,546                   |

**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: June 8, 2012

By: /S/ ERIC B. MILLER  
Eric B. Miller  
Executive Vice President, General Counsel and Chief Risk  
Officer