

FTI CONSULTING INC  
Form 8-K  
June 06, 2016

**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 1, 2016**

**FTI CONSULTING, INC.**

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

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

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

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

**File Number)**  
**1101 K Street NW, Washington, D.C. 20005**

**Identification No.)**

**(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 38,469,428 shares, or 93.05%, of the common stock issued and outstanding as of the record date of March 23, 2016, was represented by proxy or in person at the Annual Meeting of the stockholders of FTI Consulting, Inc. (the Company) held on June 1, 2016 (the Annual Meeting). The proposals below were described in detail in the proxy statement for the Annual Meeting (the Proxy Statement).

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

**Proposal No. 1 Election of eight nominees as directors.** Stockholders of record on March 23, 2016 elected the eight nominees as directors of the Company by a majority of the votes cast FOR his or her election at the Annual Meeting, to each serve for a one-year term ending on the date of the annual meeting of stockholders in 2017 and until his or her successor is duly elected and qualifies, as follows:

| <b>Name</b>            | <b>For</b> | <b>Withheld</b> | <b>Abstain</b> | <b>Broker<br/>Non-Votes</b> |
|------------------------|------------|-----------------|----------------|-----------------------------|
|                        |            |                 |                | 1,647,004                   |
| Brenda J. Bacon        | 36,066,606 | 749,338         | 6,480          |                             |
| Mark S. Bartlett       | 36,525,105 | 290,227         | 7,092          |                             |
| Claudio Costamagna     | 36,060,082 | 750,272         | 12,070         |                             |
| Vernon Ellis           | 36,524,611 | 290,722         | 7,091          |                             |
| Nicholas C. Fanandakis | 36,576,125 | 220,520         | 25,779         |                             |
| Steven H. Gunby        | 36,576,965 | 238,368         | 7,091          |                             |
| Gerard E. Holthaus     | 35,980,539 | 738,239         | 103,646        |                             |
| Laureen E. Seeger      | 36,507,609 | 308,478         | 6,337          |                             |

**Proposal No. 2 Approve the performance measures and monetary limit under the FTI Consulting, Inc. Incentive Compensation Plan to preserve eligibility for the tax deductibility of awards thereunder for purposes of Section 162(m) of the U.S. Internal Revenue Code.** A majority of the votes cast at the Annual Meeting by the stockholders of record on March 23, 2016 were cast FOR Proposal No. 2, and the performance measures and monetary limit under the FTI Consulting, Inc. Incentive Compensation Plan were approved, as follows:

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 36,311,386 | 463,514 | 47,524  | 1,647,004        |

**Proposal No. 3 Ratification of the appointment of KPMG LLP as FTI Consulting, Inc.'s independent registered public accounting firm for the year ending December 31, 2016.** A majority of votes cast at the Annual Meeting by stockholders of record on March 23, 2016 voted FOR Proposal No. 3, and the appointment of KPMG LLP as the independent registered public accounting firm of the Company for the year ending December 31, 2016 was ratified, as follows:

| For        | Against | Abstain |
|------------|---------|---------|
| 38,280,791 | 177,703 | 10,934  |

**Proposal No. 4 Approve, in an advisory (non-binding) vote, the compensation of the named executive officers as described in the Proxy Statement for the Annual Meeting.** The proposal 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 96.53% of the shares cast at the Annual Meeting by stockholders of record on March 23, 2016 voting FOR Proposal No. 4, and 2.74% of the shares cast at the Annual Meeting voting AGAINST Proposal No. 4, as follows:

| For        | Against   | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 35,548,238 | 1,012,179 | 262,008 | 1,647,004        |

**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, 2016

By: /S/ Curtis Lu  
Curtis Lu  
General Counsel