

FTI CONSULTING INC  
Form 8-K  
June 08, 2018

**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, 2018**

**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.)**

**555 12<sup>th</sup> Street NW, Washington, D.C. 20004**

**(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))  
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

(a) A total of 34,978,278 shares, or 92.73%, of the common stock issued and outstanding as of the record date of March 28, 2018, was represented by proxy or in person at the annual meeting of the stockholders of FTI Consulting, Inc. (the Company) held on June 6, 2018 (the Annual Meeting). The proposals below were described in detail in the proxy statement for the Annual Meeting (the Proxy Statement).

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

**Proposal No. 1 Elect as directors the eight nominees named in the Proxy Statement.** Stockholders of record on March 28, 2018 elected the eight nominees as directors of the Company by a majority of the total votes cast FOR and WITHHELD with respect to his or her election as a director at the Annual Meeting, to each serve until the next annual meeting of stockholders or until his or her successor is duly elected and qualifies, as follows:

| Name                   | For        | Withheld  | Abstain | Broker Non-Votes |
|------------------------|------------|-----------|---------|------------------|
| Brenda J. Bacon        | 32,870,658 | 751,683   | 10,279  | 1,345,658        |
| Mark S. Bartlett       | 31,361,391 | 1,690,403 | 580,826 | 1,345,658        |
| Claudio Costamagna     | 33,189,278 | 435,951   | 7,391   | 1,345,658        |
| Vernon Ellis           | 33,568,653 | 53,266    | 10,701  | 1,345,658        |
| Nicholas C. Fanandakis | 33,585,214 | 40,096    | 7,310   | 1,345,658        |
| Steven H. Gunby        | 33,544,640 | 81,173    | 6,807   | 1,345,658        |
| Gerard E. Holthaus     | 32,745,292 | 880,521   | 6,807   | 1,345,658        |
| Laureen E. Seeger      | 33,216,808 | 405,532   | 10,280  | 1,345,658        |

**Proposal No. 2 Ratify the appointment of KPMG LLP as FTI Consulting, Inc.'s independent registered public accounting firm for the year ending December 31, 2018.** A majority of votes cast by stockholders of record on March 28, 2018 at the Annual Meeting 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, 2018 was ratified, as follows:

| For        | Against | Abstain |
|------------|---------|---------|
| 34,506,381 | 459,360 | 12,537  |

**Proposal No. 3 Vote on an advisory (non-binding) resolution to approve the compensation of the named executive officers as described in the Proxy Statement.** The stockholders of record on March 28, 2018 at the Annual Meeting voted 96.85% FOR and 3.14% AGAINST Proposal 3, as follows:

| For        | Against   | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 32,532,626 | 1,056,506 | 43,488  | 1,345,658        |

The Company's Board of Directors and Compensation Committee value the views of the Company's stockholders and will consider the results of this advisory vote when making future decisions on named executive officer compensation.



**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 8, 2018

By: /s/ CURTIS LU  
Curtis Lu  
General Counsel