

FTI CONSULTING INC  
Form 8-K  
December 12, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 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): December 11, 2012

**FTI CONSULTING, INC.**

(Exact name of registrant as specified in its charter)

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

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

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

Edgar Filing: FTI CONSULTING INC - Form 8-K

777 South Flagler Drive, Suite 1500 West Tower, West Palm

Beach, Florida  
(Address of principal executive offices)

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

33401  
(Zip Code)

Not Applicable

(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 8.01 Other Events.**

As previously disclosed, on November 9, 2012, FTI Consulting, Inc. ( *FTI Consulting* ) commenced a cash tender offer (the *Tender Offer* ) for any and all of its outstanding 7 <sup>3</sup>/<sub>4</sub> % Senior Notes due 2016 in the aggregate principal amount of \$215 million (the *2016 Notes* ) and a concurrent consent solicitation for proposed amendments to the indenture, dated as of October 3, 2006 (as amended, supplemented or otherwise modified, the *Indenture* ), among FTI Consulting, the guarantors party thereto and Wilmington Trust Company, as trustee, under which the 2016 Notes were issued.

At 9:00 a.m., New York City time, on December 11, 2012 (the *Expiration Time* ), the *Tender Offer* expired. As previously disclosed, FTI Consulting received and accepted for purchase approximately \$128.3 million, or approximately 60%, of the aggregate principal amount of its 2016 Notes on November 27, 2012, representing all 2016 Notes that were validly tendered and not validly withdrawn at or prior to 5:00 p.m., New York City time, on November 26, 2012, and received sufficient consents to approve the proposed amendments to the *Indenture* that, among other modifications, eliminated substantially all of the restrictive covenants and certain events of default in the *Indenture* and related provisions.

Between November 27, 2012 and the *Expiration Time*, there were no additional 2016 Notes validly tendered. Also, as previously announced on November 28, 2012, FTI Consulting intends to redeem all of the 2016 Notes that remain outstanding, in the aggregate principal amount of approximately \$86.7 million, on December 27, 2012. The redemption price for such 2016 Notes is 102.583% of the principal amount plus accrued and unpaid interest. Unless FTI Consulting defaults in making the redemption payment, interest on the redeemed 2016 Notes will cease to accrue on and after December 27, 2012, and the only remaining right of the holders will be to receive payment of the redemption price and interest accrued until, but not including, December 27, 2012 upon surrender to the paying agent of such 2016 Notes.

A copy of the press release announcing the expiration of the *Tender Offer* for the 2016 Notes is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits.*

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 99.1               | Press Release of FTI Consulting, Inc. dated December 11, 2012, announcing the expiration of <i>Tender Offer</i> for the 2016 Notes |

**SIGNATURES**

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

FTI CONSULTING, INC.

By: /S/ ERIC B. MILLER

Name: Eric B. Miller

Title: Executive Vice President, General Counsel

and Chief Risk Officer

Date: December 12, 2012

**EXHIBIT INDEX**

| <b>Exhibit<br/>No.</b> | <b>Description</b>  |
|------------------------|---|
| 99.1                   | Press Release of FTI Consulting, Inc. dated December 11, 2012, announcing the expiration of Tender Offer for the 2016 Notes |