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May 26, 2006

Supplement to Definitive Proxy Statement dated May 5, 2006

Dear Stockholder:

On May 26, 2006, the Board of Directors of FTI Consulting, Inc. (the "Company") amended the FTI Consulting, Inc. 2006 Global Long-Term Incentive Plan (the "Plan"), which is the subject of "Proposal 2, Approve and Adopt the FTI Consulting, Inc. 2006 Global Long-Term Incentive Plan Authorizing 4,000,000 Shares of Common Stock Under the Plan" ("Proposal 2") contained in the Company's Definitive Proxy Statement dated May 5, 2006 (the "Proxy Statement"). The amendment reduced the number of shares authorized for issuance under the Plan from 4,000,000 shares of common stock, \$0.01 par value, to 3,500,000 shares of common stock, and authorized the number of shares available for issuance as restricted stock, unrestricted stock and other stock-based awards from 2,500,000 shares of common stock to 1,100,000 shares of common stock. As a consequence, if the stockholders approve the Plan at the Annual Meeting of Stockholders on June 6, 2006 or any adjournment or postponement thereof (the "Annual Meeting"), the number of shares of the Company's common stock available for issuance under the Plan will be 3,500,000 shares of common stock, not 4,000,000 shares of common stock as stated in the Proxy Statement.

The amendment to the Plan, which is set forth as Appendix A in the Proxy Statement, amends Section 4. "Shares Available for the Plan; Maximum Awards" to read as follows:

"4. Shares Available for the Plan; Maximum Awards

Subject to adjustments as provided in Section 7(c) of the Plan, the shares of Common Stock that may be issued with respect to Awards granted under the Plan shall not exceed an aggregate of 3,500,000 shares of Common Stock. Stock appreciation rights to be settled in shares of Common Stock shall be counted in full against the number of shares available for award under the Plan, regardless of the number of shares issued upon settlement of the stock appreciation right. The Company shall reserve such number of shares for Awards under the Plan, subject to adjustments as provided in Section 7(c) of the Plan. The shares of Common Stock issued pursuant to the Plan may come from authorized and unissued shares, treasury shares or shares purchased by the Company in the open market. If any Award, or portion of an Award, under the Plan expires or terminates unexercised, becomes unexercisable, is settled in cash without delivery of shares of Common Stock, or is forfeited or otherwise terminated as to any shares, or if any shares of Common Stock are repurchased by the Company in connection with any Award, the shares subject to such Award and the repurchased shares shall thereafter be available for further Awards under the Plan; *provided, however*, that any such shares that are repurchased by the Company in connection with any Award or that are otherwise forfeited after issuance shall not be available for purchase pursuant to incentive stock options intended to qualify under Code section 422.

Subject to adjustments as provided in Section 7(c) of the Plan, the following additional maximums are imposed under the Plan:

(1) The maximum number of shares of Common Stock subject to Awards of any combination that may be granted during any calendar year to any one individual under this Plan shall be limited to 750,000 shares. Such per-individual limit shall not be adjusted to reflect any Award (and related shares of Common Stock) of an individual which is terminated, surrendered or canceled.

(2) The maximum number of shares of Common Stock that may be issued with respect to Awards granted under the Plan that are described in Section 6(c), 6(d), 6(e), 6(f) or 6(h) shall not exceed an aggregate of 1,100,000 shares of Common Stock.”

This Supplement should be read together with our Proxy Statement. No other provisions of the Plan or the Proxy Statement were amended.


A new proxy card and a return postage-paid envelope are enclosed. **If you have already voted or given your proxy on Proposal 2 and wish to change your vote on Proposal 2 or you have not voted, please cast your vote on all proposals by telephone or on the Internet, or complete, sign and return the enclosed proxy card in the postage-prepaid envelope. Your last vote or proxy will be the vote or proxy used with respect to all proposals at the Annual Meeting. Voting instructions are contained on the enclosed proxy card.**

It is possible that the Company will adjourn the Annual Meeting with respect to Proposal 2 to allow stockholders time to review the information contained in this supplement and change their vote with respect to Proposal 2 if they so desire. If such an adjournment occurs, the Company will issue a press release on the date of the Annual Meeting announcing the date and time of the reconvened meeting, and you will have until 11:59 p.m. on the day before the reconvened meeting to vote by telephone or Internet with respect to Proposal 2. If such an adjournment occurs and you vote by mail, then you will have to return your proxy card before the reconvened meeting.

You do not have to take any action if you have previously voted your shares and do not wish to change your vote. The execution of a proxy will not prevent you from voting in person if you attend the Annual Meeting, but will assure that your vote is counted if you are unable to attend. Any stockholder that wants to vote on Proposal 2, may use either the proxy card included with the Proxy Statement or the proxy card included with this supplement.

The information contained in this supplement replaces and supersedes any inconsistent information in the Proxy Statement.

This supplement is sent to you by order of our Board of Directors.



Associate General Counsel and Secretary