

PRICEWATERHOUSECOOPERS LLP

Form SC 13G/A

October 21, 2002

Table of Contents

OMB APPROVAL

OMB Number: 3235-0145
Expires: October 31, 2002
Estimated average burden
hours per response . . .14.90

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

FTI Consulting, Inc.

(Name of Issuer)

Common Stock, Par Value \$0.01
(Title of Class of Securities)

302941109
(CUSIP Number)

October 3, 2002
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table of Contents

CUSIP No. 302941109

13G

Page 2 of 5 Pages

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

PricewaterhouseCoopers LLP

2. CHECK THE APPROPRIATE
BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF
ORGANIZATION Delaware

5. SOLE VOTING
POWER NUMBER
OF 357,800*SHARES

BENEFICIALLY 6. SHARED
VOTING POWER OWNED
BY None EACH

REPORTING 7. SOLE
DISPOSITIVE
POWER PERSON 357,800* WITH

8. SHARED DISPOSITIVE
POWER None

9. AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING
PERSON 357,800*

10. CHECK BOX IF THE
AGGREGATE AMOUNT IN ROW
(9) EXCLUDES CERTAIN
SHARES

11. PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9) 1.5%

12. TYPE OF REPORTING
PERSON (SEE
INSTRUCTIONS) PN

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- * Immediately prior to the sales that reduced the beneficial ownership of PricewaterhouseCoopers LLP ("PwC") to 357,800 shares, PwC transferred registered, but not beneficial, ownership to a wholly-owned subsidiary, PwC Investments (Florida) LLC.
-

TABLE OF CONTENTS

Item 1.

Item 2.

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Item 4. Ownership.

Item 5. Ownership of Five Percent or Less of a Class

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Item 8. Identification and Classification of Members of the Group

Item 9. Notice of Dissolution of Group

Item 10. Certification

SIGNATURE

Table of Contents

CUSIP No. 302941109

13G

Page 3 of 5 pages

Item 1.

(a) Name of Issuer

FTI Consulting, Inc.

(b) Address of Issuer's Principal Executive Offices

900 Bestgate Road, Suite 100, Annapolis, Maryland 21401

Item 2.

(a) Name of Person Filing

PricewaterhouseCoopers LLP

(b) Address of Principal Business Office or, if none, Residence

1301 Avenue of the Americas, New York, New York 10019

(c) Citizenship

Delaware limited liability partnership

(d) Title of Class of Securities

Common Stock, Par Value \$0.01

(e) CUSIP Number

302941109

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not Applicable.

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned: 357,800* shares

(b) Percent of class: 1.5%

Table of Contents

CUSIP No. 302941109

13G

Page 4 of 5 pages

(c) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote:** 357,800* shares
- (ii) Shared power to vote or to direct the vote:** None
- (iii) Sole power to dispose or to direct the disposition of:** 357,800* shares
- (iv) Shared power to dispose or to direct the disposition of:** None

* Immediately prior to the sales that reduced the beneficial ownership of PricewaterhouseCoopers LLP (PwC) to 357,800 shares, PwC transferred registered, but not beneficial, ownership to a wholly-owned subsidiary, PwC Investments (Florida) LLC.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not Applicable.

Item 8. Identification and Classification of Members of the Group

Not Applicable.

Item 9. Notice of Dissolution of Group

Not Applicable.

Table of Contents

CUSIP No. 302941109

13G

Page 5 of 5 pages

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated as of October 21, 2002

PRICEWATERHOUSECOOPERS

LLP By: /s/ Colin
McKay

Name:
Title: Colin McKay
Principal