

CHARLES RIVER ASSOCIATES INC  
Form 8-K  
August 31, 2004

**UNITED STATES**  
**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): **August 31, 2004**

**CHARLES RIVER ASSOCIATES INCORPORATED**

(Exact Name of Registrant as Specified in its Charter)

**Massachusetts**

(State or Other Jurisdiction of Incorporation)

**000-24049**  
(Commission File Number)

**04-2372210**  
(I.R.S. Employer Identification No.)

**200 Clarendon Street, Boston, Massachusetts**  
(Address of Principal Executive Offices)

**02116**  
(Zip Code)

**(617) 425-3000**  
(Registrant's Telephone Number, Including Area Code)

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 (*see* General Instruction A.2. below):

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 8.01**

**OTHER EVENTS.**

Filed herewith as Exhibit 99.1 and incorporated by reference herein are the unaudited consolidated financial statements of InteCap, Inc. and its subsidiaries ( InteCap ) for the three months ended March 31, 2004 and March 31, 2003. InteCap was acquired by the Registrant on April 30, 2004.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

(c) Exhibits.

99.1 Unaudited Consolidated Financial Statements of InteCap, Inc. and Subsidiaries for the Three Months Ended March 31, 2004 and March 31, 2003.

**SIGNATURES**

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

**CHARLES RIVER ASSOCIATES INCORPORATED**

By: /s/ J. Phillip Cooper  
J. Phillip Cooper  
Executive Vice President and Chief Financial Officer

Date: August 31, 2004

EXHIBIT INDEX

<b>Exhibit Number</b>	<b>Description</b>
99.1	Unaudited Consolidated Financial Statements of InteCap, Inc. and Subsidiaries for the Three Months Ended March 31, 2004 and March 31, 2003

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