

CRA INTERNATIONAL, INC.  
Form 8-K  
April 27, 2016

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

WASHINGTON, DC 20549

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**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): **April 22, 2016**

**CRA INTERNATIONAL, INC.**

(Exact name of registrant as specified in its charter)

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

**000-24049**  
(Commission  
file number)

**04-2372210**  
(IRS employer  
identification no.)

**200 Clarendon Street, Boston, Massachusetts**  
(Address of principal executive offices)

**02116**  
(Zip code)

Registrant's telephone number, including area code: **(617) 425-3000**

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**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:

- 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 5.02**                                    **Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On April 22, 2016, our board of directors amended our 2006 equity incentive plan to reduce the total number of shares issuable under the plan from 5,674,000 to 4,874,000 shares, a reduction of 800,000 shares, and to make other technical amendments to the plan. Although these 800,000 shares were approved by our shareholders on June 7, 2012 as part of a 2,500,000 increase to the shares issuable under the plan, we had adopted a policy, now formalized by this amendment, that we would not grant equity awards under the plan requiring the use of these 800,000 shares without further shareholder approval.

A copy of our 2006 equity incentive plan, as so amended, is attached as Exhibit 10.1 to this current report on Form 8-K and is incorporated herein by reference.

**Item 9.01.**                                    **Financial Statements and Exhibits.**

(d)                                    *Exhibits*

<b>Number</b>	<b>Title</b>
10.1	CRA International, Inc. 2006 equity incentive plan, as amended by its board of directors on April 22, 2016

**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 hereunto duly authorized.

**CRA INTERNATIONAL, INC.**

Dated: April 27, 2016

By: */s/* Chad M. Holmes  
Chad M. Holmes  
Chief Financial Officer,  
Executive Vice President and  
Treasurer

**EXHIBIT INDEX**

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