| OMB APPROVAL |
| :--- | ---: |
| OMB Number: <br> Estimated average burden <br> hours per response:$\quad 0235-0287$ |

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*

Mahoney Daniel K.

| (Last) (First) (Middle) <br> 200 CLARENDON STREET   |  |  |
| :--- | :--- | :--- |
| (Street) <br> BOSTON | MA | 02116 |
| (City) | (State) | (Zip) |


| 2. Issuer Name and Ticker or Trading Symbol CRA INTERNATIONAL, INC. [ CRAI ] |  |  |  |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  |  |  |  |  |  |  |  |  |  |
| 3. Date of Earliest Transaction (Month/Day/Year) 12/08/2023 |  |  |  |  |  |  | Officer (give title below) <br> EVP, CFO A | 10\% Owner <br> Other (specify below) |  |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) |  |  |  |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line) <br> X Form filed by One Reporting Person <br> Form filed by More than One Reporting Person |  |  |  |
| Rule 10b5-1(c) Transaction Indication$\square$ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. |  |  |  |  |  |  |  |  |  |
| vative Securities Acquired, Disposed of, or Beneficially Owned |  |  |  |  |  |  |  |  |  |
| saction <br> /Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |  | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |  |  | 5. Amount of  <br> Securities  <br> Beneficially  <br> Owned Following  <br> Reported  <br> R Transaction(s) <br> (Instr. 3 and 4)  | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|  |  | Code | v | Amount | $\begin{aligned} & \text { (A) or } \\ & \text { (D) } \end{aligned}$ | Price |  |  |  |
|  |  |  |  |  |  |  | 9,905 | D |  |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security(Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. <br> Transaction Code (Instr. <br> 8) |  | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |  | 6. Date Exercisable and Expiration Date (Month/Day/Year) |  | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) |  | 8. Price of Derivative Security(Instr. 5) | 9. Number of <br> derivative <br> Securities <br> Beneficially <br> Owned <br> Following <br> Reported <br> Transaction(s) <br> (Instr. 4) | 10. <br> Ownership Form: Direct (D) or Indirect <br> (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  |  |  |  | Code | v | (A) | (D) | Date <br> Exercisable | Expiration Date | Title | Amount <br> or <br> Number <br> of Shares |  |  |  |  |
| Restricted Stock <br> Units | (1) | 12/08/2023 |  | A |  | 4.1994 |  | (2) | (2) | $\begin{aligned} & \text { Common } \\ & \text { Stock } \end{aligned}$ | 4.1994 | \$0 | 983.95 | D |  |
| Restricted Stock <br> Units | (1) | 12/08/2023 |  | A |  | 5.7621 |  | (3) | (3) | $\begin{aligned} & \text { Common } \\ & \text { Stock } \end{aligned}$ | 5.7621 | \$0 | 1,350.1302 | D |  |
| Restricted Stock <br> Units | (1) | 12/08/2023 |  | A |  | 3.2264 |  | (4) | (4) | $\begin{aligned} & \text { Common } \\ & \text { Stock } \end{aligned}$ | 3.2264 | \$0 | 755.9666 | D |  |
| Restricted Stock <br> Units | (1) | 12/08/2023 |  | A |  | 14.1898 |  | (5) | (5) | $\begin{aligned} & \text { Common } \\ & \text { Stock } \end{aligned}$ | 14.1898 | \$0 | 3,324.7949 | D |  |
| Restricted Stock <br> Units | (1) | 12/08/2023 |  | A |  | 7.558 |  | (6) | (6) | $\begin{aligned} & \text { Common } \\ & \text { Stock } \end{aligned}$ | 7.558 | \$0 | 1,770.9074 | D |  |
| Restricted Stock <br> Units | (1) | 12/08/2023 |  | A |  | 5.8014 |  | (7) | (7) | $\begin{aligned} & \text { Common } \\ & \text { Stock } \end{aligned}$ | 5.8014 | \$0 | 1,359.32 | D |  |
| Restricted Stock Units | (1) | 12/08/2023 |  | A |  | 6.0854 |  | (8) | (8) | $\begin{aligned} & \text { Common } \\ & \text { Stock } \end{aligned}$ | 6.0854 | \$0 | 1,425.9006 | D |  |

## Explanation of Responses:

1. Each restricted stock unit (\"RSU\") represents a contingent right to receive one share of the Issuer's common stock; vested RSUs are payable in the form of cash, shares of the Issuer's common stock or a combination thereof, except as otherwise indicated below. To the extent vested RSUs are paid in shares of the Issuer's common stock, such shares will be delivered to the reporting person as soon as possible after vesting, but in no event later than two and one-half months after the end of the year in which vesting occurs, subject to the collection of withholding taxes. Dividend equivalent rights accrue with respect to unvested RSUs in the form of additional RSUs (\"Dividend Units\") when and as dividends are paid on the Issuer's common stock, and Dividend Units vest on the same dates and in the same relative proportions as the RSUs on which they accrue.
2. The RSUs, which include an aggregate of 39.9500 Dividend Units, vest in two equal annual installments beginning on December 15, 2023.
3. The RSUs, which include an aggregate of 33.1302 Dividend Units, vest in three equal annual installments beginning on March 10, 2024.
4. The RSUs, which include an aggregate of 27.9666 Dividend Units, vest in two equal annual installments beginning on March 22, 2024.
5. The RSUs, which include an aggregate of 187.7949 Dividend Units, vest on April 3, 2024.
6. The RSUs, which include an aggregate of 71.9074 Dividend Units, vest in two equal annual installments beginning on December 15, 2023.
7. The RSUs, which include an aggregate of 50.3200 Dividend Units, vest in two equal annual installments beginning on March 22, 2024.
8. The RSUs, which include an aggregate of 15.9006 Dividend Units, vest in four equal annual installments beginning on April 11, 2024.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.
Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

