SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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 [*] <u>Yellin Jonathan D</u>			2. Date of Event Requiring Statement (Month/Day/Year) 03/28/2017		3. Issuer Name and Ticker or Trading Symbol <u>CRA INTERNATIONAL, INC.</u> [CRAI]					
(Last) 200 CLAREI	Last) (First) (Middle) 200 CLARENDON STREET				4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner		(Mon	5. If Amendment, Date of Original Filed (Month/Day/Year)		
					X Officer (give title below)	Other (spec below)		lividual or Joint/ cable Line)	Group Filing (Check	
(Street)					EVP and Genera	l Counsel	X	Form filed by	/ One Reporting Person	
BOSTON	TON MA 02116						Form filed by More than One Reporting Person			
(City)	(State)	(Zip)								
	Table I - Non-Derivative Securities Beneficially Owned									
1. Title of Security (Instr. 4)				2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownershi Form: Direc or Indirect (I (Instr. 5)	t (D) (Instr.	ure of Indirect Beneficial Ownership 5)			
Common Stock					6,273	D				
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)										
1. Title of Derivative Security (Instr. 4)			2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)			5. Ownership Form:		
	ative Security (in	str. 4)	Expiration D	ate			4. Conversion or Exercise	Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	ative Security (in	str. 4)	Expiration D	ate	Underlying Derivative Securit		Conversion	Ownership	Beneficial Ownership	
	Stock Option (1		Expiration D (Month/Day/ Date	ate Year) Expiration	Underlying Derivative Securit	y (Instr. 4) Amount or Number of	Conversion or Exercise Price of Derivative	Ownership Form: Direct (D) or Indirect	Beneficial Ownership	
Nonqualified		ight to buy)	Expiration Date (Month/Day/) Date Exercisable	ate Year) Expiration Date	Underlying Derivative Securit	y (Instr. 4) Amount or Number of Shares	Conversion or Exercise Price of Derivative Security	Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	Beneficial Ownership	
Nonqualified	Stock Option (1 Stock Option (1	ight to buy)	Expiration Date (Month/Day/A Date Exercisable 11/14/2011 ⁽¹⁾	ate Year) Expiration Date 11/14/2018	Underlying Derivative Securit Title Common Stock	y (Instr. 4) Amount or Number of Shares 2,400	Conversion or Exercise Price of Derivative Security 21.91	Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	Beneficial Ownership	
Nonqualified	Stock Option (1 Stock Option (1 ock Units	ight to buy)	Expiration Date Exercisable 11/14/2011 ⁽¹⁾	Ate Year) Expiration Date 11/14/2018 11/19/2020	Underlying Derivative Securit Title Common Stock Common Stock	y (Instr. 4) Amount or Number of Shares 2,400 3,243	Conversion or Exercise Price of Derivative Security 21.91 18.48	Ownership Form: Direct (D) or Indirect (I) (Instr. 5) D D	Beneficial Ownership	
Nonqualified Nonqualified Restricted Sto Restricted Sto	Stock Option (1 Stock Option (1 ock Units	right to buy) right to buy)	Expiration Date Exercisable 11/14/2011 ⁽¹⁾ 11/19/2013 ⁽¹⁾ (3)	ate Year) Expiration Date 11/14/2018 11/19/2020 (3)	Underlying Derivative Securit Title Common Stock Common Stock Common Stock	y (Instr. 4) Amount or Number of Shares 2,400 3,243 409.1327	Conversion or Exercise Price of Derivative Security 21.91 18.48 (2)	Ownership Form: Direct (D) or Indirect (I) (Instr. 5) D D D	Beneficial Ownership	
Nonqualified Nonqualified Restricted Sto Restricted Sto	Stock Option (1 Stock Option (1 ock Units ock Units Stock Option (1	right to buy) right to buy)	Expiration D. (Month/Day/N Date Exercisable 11/14/2011 ⁽¹⁾ 11/19/2013 ⁽¹⁾ (3) (4)	Expiration Date 11/14/2018 11/19/2020 (3) (4)	Underlying Derivative Securit Title Common Stock Common Stock Common Stock Common Stock	y (Instr. 4) Amount or Number of Shares 2,400 3,243 409.1327 403.0864	Conversion or Exercise Price of Derivative Security 21.91 18.48 (2) (2) (2)	Ownership Form: Direct (D) or Indirect (I) (Instr. 5) D D D D D	Beneficial Ownership	
Nonqualified Nonqualified Restricted Sto Nonqualified	Stock Option (1 Stock Option (1 ock Units ock Units Stock Option (1 ock Units	right to buy) right to buy)	Expiration D (Month/Day/A Date Exercisable 11/14/2011 ⁽¹⁾ 11/19/2013 ⁽¹⁾ (3) (4) 11/20/2014 ⁽¹⁾	Expiration 11/14/2018 11/19/2020 (3) (4) 11/20/2021	Underlying Derivative Securit Title Common Stock	y (Instr. 4) Amount or Number of Shares 2,400 3,243 409.1327 403.0864 2,813	Conversion or Exercise Price of Derivative Security 21.91 18.48 (2) (2) (2) (2) 30.97	Ownership Form: Direct (D) or Indirect (I) (Instr. 5) D D D D D D	Beneficial Ownership	
Nonqualified Nonqualified Restricted Sto Restricted Sto Nonqualified Restricted Sto	Stock Option (1 Stock Option (1 ock Units ock Units Stock Option (1 ock Units	right to buy) right to buy) right to buy)	Expiration D. (Month/Day/A Date Exercisable 11/14/2011 ⁽¹⁾ (3) (4) 11/20/2014 ⁽¹⁾ (5)	Ate Year) Expiration Date 11/14/2018 11/19/2020 (3) (4) 11/20/2021 (5)	Underlying Derivative Securit Title Common Stock Common Stock	y (Instr. 4) Amount or Number of Shares 2,400 3,243 409.1327 403.0864 2,813 709.432	Conversion or Exercise Price of Derivative Security 21.91 18.48 (2) (2) (2) 30.97 (2)	Ownership Form: Direct (D) or Indirect (I) (Instr. 5) D D D D D D D D	Beneficial Ownership	

Explanation of Responses:

1. Date indicated is date of grant. Option vests in four equal annual installments beginning on the first anniversary of the date of grant.

2. 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 relative proportions as the RSUs on which they accrue.

3. The RSUs, which include an aggregate of 3.1327 Dividend Units, vest on November 19, 2017.

4. The RSUs, which include an aggregate of 3.0864 Dividend Units, vest on November 19, 2017.

5. The RSUs, which include an aggregate of 5.4320 Dividend Units, vest in two equal annual installments beginning on November 20, 2017.

6. The RSUs, which include an aggregate of 5.6422 Dividend Units, vest in two equal annual installments beginning on November 20, 2017.

7. The RSUs, which include an aggregate of 11.3192 Dividend Units, vest in three equal annual installments beginning on November 12, 2017.

Delia J. Makhlouta, by power 04/06/2017 of attorney

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (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.

LIMITED POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Delia J. Makhlouta, Chad M. Holmes and Paul Maleh, signing singly, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as a director or officer of CRA International, Inc. (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-infact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 22nd day of March, 2017.

Jonathan D. Yellin Print Name /s/ Jonathan D. Yellin Signature 19/373382.3 - 2 -