

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

CRA International, Inc.

(Exact name of registrant as specified in its charter)

Massachusetts

(State or other jurisdiction of incorporation or organization)

04-2372210

(I.R.S. Employer Identification No.)

200 Clarendon Street, Boston, Massachusetts

(Address of Principal Executive Offices)

02116

(Zip Code)

CRA International, Inc. Amended and Restated 2006 Equity Incentive Plan

(Full title of the plan)

Paul Maleh

CRA International, Inc.

200 Clarendon Street, T-9

Boston, Massachusetts 02116

(Name and address of agent for service)

(617) 425-3000

(Telephone number, including area code, of agent for service)

WITH COPIES TO:

Alex Aber, Esq.

Hogan Lovells US LLP

125 High Street

Boston, Massachusetts 02110

(617) 371-1000

Richard Aftanas, Esq.

Hogan Lovells US LLP

390 Madison Avenue

New York, New York

(212) 918-3000

Jonathan D. Yellin, Esq.

CRA International, Inc.

200 Clarendon Street, T-9

Boston, Massachusetts 02116

(617) 425-3000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of Securities Act.

Explanatory Note

This registration statement relates to the registration of an additional 500,000 shares of common stock issuable pursuant to our Amended and Restated 2006 Equity Incentive Plan, as amended, which we refer to as the 2006 Plan. Pursuant to General Instruction E to Form S-8, we incorporate by reference into this registration statement the contents of our registration statement on [Form S-8 \(File No. 333-133450\) filed with the Securities and Exchange Commission, or the SEC, on April 21, 2006](#), relating to the registration of 1,500,000 shares of our common stock issuable under the 2006 Plan, our registration statement on [Form S-8 \(File No. 333-164621\) filed with the SEC on February 1, 2010](#), relating to the registration of 210,000 shares of our common stock issuable under the 2006 Plan, our registration statement on [Form S-8 \(File No. 333-170142\) filed with the SEC on October 26, 2010](#), relating to the registration of 1,464,000 shares of our common stock issuable under the 2006 Plan, our registration statement on [Form S-8 \(File No. 333-184916\) filed with the SEC on November 13, 2012](#), relating to the registration of 1,700,000 shares of our common stock issuable under the 2006 Plan, our registration statement on [Form S-8 \(File No. 333-221263\) filed with the SEC on November 1, 2017](#), relating to the registration of 400,000 shares of our common stock issuable under the 2006 Plan and our registration statement on [Form S-8 \(File No. 333-228783\) filed with the SEC on December 13, 2018](#), relating to the registration of 375,000 shares of our common stock issuable under the 2006 Plan.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, which are on file with the SEC, are incorporated by reference in this registration statement:

- (a) [Our annual report on Form 10-K for the fiscal year ended December 31, 2022 filed with the SEC on March 2, 2023](#);
- (b) [Our quarterly report on Form 10-Q for the fiscal quarter ended April 1, 2023 filed with the SEC on May 4, 2023](#);
- (c) [Our quarterly report on Form 10-Q for the fiscal quarter ended July 1, 2023 filed with the SEC on August 3, 2023](#);
- (d) [Our current report on Form 8-K filed with the SEC on March 2, 2023](#) (excluding any information furnished pursuant to Item 2.02 or Item 7.01 contained therein);
- (e) [Our current report on Form 8-K filed with the SEC on April 13, 2023](#);
- (f) [Our current report on Form 8-K filed with the SEC on July 17, 2023](#); and
- (g) [The description of our common stock contained in our registration statement on Form 8-A filed with the SEC on April 17, 1998](#).

In addition, all documents subsequently filed by us pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, are deemed to be incorporated by reference into, and to be a part of, this registration statement.

Item 8. Exhibits.

The exhibits to this registration statement are listed in the Exhibit Index attached hereto and incorporated herein by reference.

EXHIBIT INDEX

Exhibit Number	Description
4.1	Amended and Restated 2006 Equity Incentive Plan, as amended (incorporated by reference to Exhibit 10.1 to our current report on Form 8-K filed with the SEC on July 17, 2023).
5.1	Opinion of Hogan Lovells US LLP.
23.1	Consent of Grant Thornton LLP.
23.2	Consent of Hogan Lovells US LLP (included in Exhibit 5.1).
24.1	Power of attorney (included on signature page of this registration statement).
107	Filing Fee Table

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Boston, the Commonwealth of Massachusetts, on this 3rd day of August, 2023.

CRA INTERNATIONAL, INC.

By: /s/ Paul A. Maleh

Paul A. Maleh

President, Chief Executive Officer and Director

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS that each individual whose signature appears below hereby constitutes and appoints Paul Maleh and Daniel Mahoney, and each of them, his or her true and lawful attorneys-in-fact and agents with full power of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the SEC, granting unto said attorney-in-facts and agents, and each of them, full power and authority to do and perform each and every act and thing that they, or either of them, may deem necessary or advisable to be done in connection with this registration statement, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-facts and agents, or either of them, or any substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the indicated capacities as of August 3rd, 2023.

Signature	Title
<u>/s/ Paul A. Maleh</u> Paul A. Maleh	President, Chief Executive Officer and Chairman of the Board <i>(Principal Executive Officer)</i>
<u>/s/ Daniel K. Mahoney</u> Daniel K. Mahoney	Chief Financial Officer, Executive Vice President and Treasurer <i>(Principal Financial Officer and Principal Accounting Officer)</i>
<u>/s/ Thomas A. Avery</u> Thomas A. Avery	Director
<u>/s/ Richard D. Booth</u> Richard D. Booth	Director
<u>/s/ William F. Concannon</u> William F. Concannon	Director
<u>/s/ Christine R. Detrick</u> Christine R. Detrick	Director
<u>/s/ Robert W. Holthausen</u> Robert W. Holthausen	Director
<u>/s/ Alva H. Taylor</u> Alva H. Taylor	Director
<u>/s/ Heather E. Tookes</u> Heather E. Tookes	Director



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August 3, 2023

Board of Directors
CRA International, Inc.
200 Clarendon Street, T-9
Boston, Massachusetts 02116

To the addressee referred to above:

We are acting as counsel to CRA International, Inc., a Massachusetts corporation (the “**Company**”), in connection with its registration statement on Form S-8 (the “**Registration Statement**”), filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “**Act**”), relating to the proposed offering of up to 500,000 shares of common stock, no par value per share (the “**Common Stock**”) of the Company (the “**Shares**”), all of which Shares are issuable pursuant to the CRA International, Inc. Amended and Restated 2006 Equity Incentive Plan, as amended (the “**Plan**”). This opinion letter is furnished to you at your request to enable you to fulfill the requirements of Item 601(b)(5) of Regulation S-K, 17 C.F.R. § 229.601(b)(5), in connection with the Registration Statement.

For purposes of this opinion letter, we have examined copies of such agreements, instruments and documents as we have deemed an appropriate basis on which to render the opinion hereinafter expressed. In our examination of the aforesaid documents, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the accuracy and completeness of all documents submitted to us, the authenticity of all original documents, and the conformity to authentic original documents of all documents submitted to us as copies (including pdfs). As to all matters of fact, we have relied on the representations and statements of fact made in the documents so reviewed, and we have not independently established the facts so relied on. This opinion letter is given, and all statements herein are made, in the context of the foregoing.

This opinion letter is based as to matters of law solely on the Massachusetts Business Corporation Act, as amended. We express no opinion herein as to any other statutes, rules or regulations.

Based upon, subject to and limited by the foregoing, we are of the opinion that following (i) issuance of the Shares pursuant to the terms of the Plan, and (ii) receipt by the Company of the consideration for the Shares specified in the applicable resolutions of the Board of Directors or a duly authorized committee thereof and in the Plan, the Shares will be validly issued, fully paid, and nonassessable.

Hogan Lovells US LLP is a limited liability partnership registered in the District of Columbia. “Hogan Lovells” is an international legal practice that includes Hogan Lovells US LLP and Hogan Lovells International LLP, with offices in: Alicante Amsterdam Baltimore Beijing Birmingham Boston Brussels Colorado Springs Denver Dubai Dusseldorf Frankfurt Hamburg Hanoi Ho Chi Minh City Hong Kong Houston Johannesburg London Los Angeles Luxembourg Madrid Mexico City Miami Milan Minneapolis Monterrey Munich New York Northern Virginia Paris Philadelphia Rome San Francisco São Paulo Shanghai Silicon Valley Singapore Sydney Tokyo Warsaw Washington, D.C. Associated Offices: Budapest Jakarta Riyadh Shanghai FTZ Ulaanbaatar. Business Service Centers: Johannesburg Louisville. Legal Services Center: Berlin. For more information see www.hoganlovells.com

This opinion letter has been prepared for use in connection with the Registration Statement. We assume no obligation to advise of any changes in the foregoing subsequent to the effective date of the Registration Statement.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are an "expert" within the meaning of the Act.

Very truly yours,

/s/ Hogan Lovells US LLP

HOGAN LOVELLS US LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our reports dated March 2, 2023 with respect to the consolidated financial statements and internal control over financial reporting of CRA International, Inc. included in the Annual Report on Form 10-K for the year ended December 31, 2022, which are incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned reports in this Registration Statement.

/s/ GRANT THORNTON LLP

Boston, Massachusetts
August 3, 2023

CALCULATION OF FILING FEE TABLE

Form S-8
(Form Type)CRA International, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Unit (3)	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock	457(c) and 457(h)	500,000 (2)	\$100.505	\$50,252,500.00	0.00011020	\$5,537.83
Total Offering Amounts					\$50,252,500.00		\$5,537.83
Total Fee Offsets							—
Net Fee Due							\$5,537.83

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement on Form S-8 also covers an additional indeterminate amount of shares of common stock (the “Common Stock”) to be offered or sold pursuant to the CRA International, Inc. Amended and Restated 2006 Equity Incentive Plan, as amended (the “A&R Plan”) which may become issuable to prevent dilution resulting from adjustments as a result of stock dividends, stock splits, reverse stock splits and other anti-dilution provisions.
- (2) Represents the number of additional shares of common stock authorized to be issued under the A&R Plan.
- (3) Pursuant to Rule 457(c) and Rule 457(h) under the Securities Act, the proposed maximum offering price per share is estimated solely for the purpose of calculating the registration fee and is based upon the average of the high and low prices of the Registrant’s Common Stock as reported on the Nasdaq Global Select Market on July 31, 2023, which date is within five business days prior to filing this Registration Statement.
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