

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 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): **June 28, 2005**

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**

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:

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

Item 8.01 Other Events.

On June 24, 2005, we filed a final prospectus supplement with the Securities and Exchange Commission in connection with our previously announced public offering. We are filing as Exhibit 5.1 to this current report on 8-K the legal opinion of Foley Hoag LLP as to the validity of the securities being offered in the public offering.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

<u>Number</u>	<u>Title</u>
5.1	Opinion of Foley Hoag LLP.

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.

Exhibit Index

Number

Title

5.1

Opinion of Foley Hoag LLP.

[Logo]
 FOLEY HOAG LLP
 Attorneys at Law

June 28, 2005

CRA International, Inc.
 200 Clarendon Street, T-33
 Boston, Massachusetts 02116

Ladies and Gentlemen:

We are counsel for CRA International, Inc., a Massachusetts corporation (the "Company"), in connection with its Registration Statement on Form S-3, Registration No. 333-123903 (as such may be amended or supplemented, the "Registration Statement"), filed with the United States Securities and Exchange Commission under the Securities Act of 1933, as amended, the related prospectus dated June 24, 2005 (the "Prospectus"), and the related Prospectus Supplement dated June 24, 2005 (the "Prospectus Supplement"), relating to the public offering of up to 2,184,111 shares (the "Shares") of the Company's common stock, no par value ("Common Stock"), including 1,274,111 Shares (the "Stockholder Shares") that have been included in the Prospectus Supplement for the respective accounts of the persons identified in the Prospectus Supplement as selling stockholders (the "Selling Stockholders"). As used herein, the term "Company Shares" refers to the remaining 910,000 Shares to be offered by the Company. The Stockholder Shares consist of certain shares now issued and outstanding and certain shares issuable and to be issued upon the exercise of now outstanding options to purchase Common Stock (the "Options"). The public offering is to be made pursuant to an Underwriting Agreement (the "Underwriting Agreement") dated June 23, 2005 by and among the Company, the Selling Stockholders, J.P. Morgan Securities Inc., William Blair & Company, L.L.C., Piper Jaffray & Co., and Adams Harkness, Inc.

You have requested our opinion with respect to the matters set forth below.

We are familiar with the Company's Articles of Organization and all amendments thereto and restatements thereof, its By-Laws and all amendments thereto and restatements thereof, the records of meetings and consents of its Board of Directors and committees thereof and of its stockholders provided to us by the Company, and its stock records. In addition, we have examined and relied on the originals or copies certified or otherwise identified to our satisfaction of all such corporate records of the Company and such other instruments and other certificates of public officials, officers and representatives of the Company and such other persons, and we have made such

investigations of law, as we have deemed appropriate as a basis for the opinions expressed below.

Subject to the foregoing, it is our opinion that the Company Shares have been duly authorized by all necessary corporate action on the part of the Company and that the Company Shares, when issued and paid for as contemplated by the Underwriting Agreement, will be validly issued, fully paid and nonassessable.

In addition, subject to the foregoing, it is our opinion that upon the exercise of the Options and receipt by the Company of the exercise price therefor in accordance with the terms of the Options, the Stockholder Shares will be validly issued, fully paid and nonassessable.

We consent to your filing this opinion as an exhibit to a current report on Form 8-K, to the incorporation by reference of this opinion as an exhibit to the Registration Statement, and to the reference to our firm under the caption "Legal Matters" in each of the Prospectus and the Prospectus Supplement.

FOLEY HOAG LLP

By: /s/ William R. Kolb
 a Partner