

**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 1, 2012**

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 April 27, 2012, we filed with the SEC a proxy statement relating to the special meeting in lieu of the annual meeting of our shareholders to be held on June 7, 2012. In the proxy statement, we submitted a proposal to our shareholders to approve amendments to our 2006 equity incentive plan, including increasing the number of shares of our common stock issuable under the plan by 2,500,000 shares.

In response to external feedback, we have agreed to adopt a policy with respect to the maximum number of equity awards that we will grant under our 2006 equity incentive plan. If our shareholders approve the proposed amendments to the plan at the special meeting, it will be our policy that we will not, without further shareholder approval, grant equity awards under the plan that require the use of more than 1,700,000 shares (as such shares are counted under the plan) of the 2,500,000 additional shares being requested pursuant to the proposed amendments to the plan.

2

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: June 1, 2012

By: /s/ Wayne D. Mackie
Wayne D. Mackie
Executive Vice President, Treasurer, and

