

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

| OMB APPROVAL                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

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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*<br><u>Yellin Jonathan D</u><br><br>(Last) (First) (Middle)<br><u>200 CLARENDON STREET</u><br><br>(Street)<br><u>BOSTON MA 02116</u><br><br>(City) (State) (Zip) |  |  | 2. Issuer Name and Ticker or Trading Symbol<br><u>CRA INTERNATIONAL, INC. [ CRAI ]</u> |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>EVP and General Counsel</u> |  |  |
|  |  |  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>03/02/2020</u>                  |  |  |   |  |  |
|  |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                               |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person                                   |  |  |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/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 Securities Beneficially Owned Following Reported Transaction(s) (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  | (A) or (D) | Price   |   |  |   |
| Common Stock                    | 03/02/2020                           |  | A <sup>(1)</sup>               |   | 927   | A          | \$0.00  | 12,423  | D  |   |
| Common Stock                    | 03/02/2020                           |  | F                              |   | 322   | D          | \$46.52 | 12,101  | D  |   |
| Common Stock                    | 03/02/2020                           |  | A <sup>(1)</sup>               |   | 30.9225   | A          | \$0.00  | 12,131.9225   | D  |   |
| Common Stock                    | 03/02/2020                           |  | D                              |   | 30.9225   | D          | \$46.52 | 12,101  | 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. Transaction Code (Instr. 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 derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|-------|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  | Title |
| Restricted Stock Units                     | (2)  | 03/02/2020                           |  | A <sup>(3)</sup>               |   | 957.9615   |     | (4)  | (4)             | Common Stock  | 957.9615                                   | \$0.00   | 957.9615  | D  |       |
| Restricted Stock Units                     | (2)  |                                      |  |                                |   |  |     | (5)  | (5)             | Common Stock  | 1,754                                      |  | 1,754   | D  |       |
| Restricted Stock Units                     | (2)  |                                      |  |                                |   |  |     | (6)  | (6)             | Common Stock  | 1,086.7113                                 |  | 1,086.7113  | D  |       |
| Restricted Stock Units                     | (2)  |                                      |  |                                |   |  |     | (7)  | (7)             | Common Stock  | 613.8222                                   |  | 613.8222  | D  |       |
| Nonqualified Stock Option (right to buy)   | \$18.48  |                                      |  |                                |   |  |     | 11/19/2013 <sup>(8)</sup>                                | 11/19/2020      | Common Stock  | 3,243                                      |  | 3,243   | D  |       |
| Nonqualified Stock Option (right to buy)   | \$30.97  |                                      |  |                                |   |  |     | 11/20/2014 <sup>(8)</sup>                                | 11/20/2021      | Common Stock  | 2,813                                      |  | 2,813   | D  |       |
| Nonqualified Stock Option (right to buy)   | \$21.52  |                                      |  |                                |   |  |     | 11/12/2015 <sup>(8)</sup>                                | 11/12/2022      | Common Stock  | 3,913                                      |  | 3,913   | D  |       |
| Nonqualified Stock Option (right to buy)   | \$44.87  |                                      |  |                                |   |  |     | 12/18/2017 <sup>(8)</sup>                                | 12/18/2027      | Common Stock  | 2,377                                      |  | 2,377   | D  |       |
| Nonqualified Stock Option (right to buy)   | \$47.45  |                                      |  |                                |   |  |     | 12/06/2018 <sup>(8)</sup>                                | 12/06/2028      | Common Stock  | 2,845                                      |  | 2,845   | D  |       |

**Explanation of Responses:**

- Shares issued in settlement of the vesting of performance restricted stock units ("PRSUs") granted on December 18, 2017.
- 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.
- Unvested RSUs resulting from the determination of the outcome of performance conditions of PRSUs granted on December 18, 2017.
- The RSUs, which include an aggregate of 30.9615 Dividend Units, vest in two equal annual installments beginning on December 18, 2020.
- The RSUs vest in four equal annual installments beginning on December 5, 2020.
- The RSUs, which include an aggregate of 19.7113 Dividend Units, vest in three equal annual installments beginning on December 6, 2020.
- The RSUs, which include an aggregate of 19.8222 Dividend Units, vest in two equal annual installments beginning on December 18, 2020.
- Date indicated is date of grant. Option vests in four equal annual installments beginning on the first anniversary of the date of grant.

Delia J. Makhouta, by power of 03/04/2020

[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 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.

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