

**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): **March 17, 2015**

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 2.02. Results of Operations and Financial Condition.

On March 17, 2015, we issued a press release announcing an adjustment to our share-based compensation expense that increases our previously reported 2014 fourth quarter net income. A copy of the press release is set forth as Exhibit 99.1 and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits*

<u>Number</u>	<u>Title</u>
99.1	March 17, 2015 press release

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
99.1	March 17, 2015 press release

Contact:

Chad Holmes
 Chief Financial Officer
 Charles River Associates
 312-377-2322

Jamie Bernard
 Senior Associate
 Sharon Merrill Associates, Inc.
 617-542-5300

Charles River Associates (CRA) Announces Adjustment to Share-Based Compensation Expense that Increases Previously Reported 2014 Fourth Quarter Net Income

BOSTON, March 17, 2015 — Charles River Associates (NASDAQ: CRAI), a worldwide leader in providing economic, financial, and management consulting services, today announced an adjustment to its financial results for the fourth quarter ended January 3, 2015 that increases previously reported 2014 fourth quarter net income.

Subsequent to the Company's fiscal 2014 fourth quarter and full year earnings announcement on February 19, 2015, a required adjustment to share-based compensation expense associated with performance-vesting restricted stock units was identified. The impact of adjustments to the fourth quarter, fiscal 2014, or any prior quarter or year relating to such share-based compensation expense would not have been material. The cumulative adjustment was recorded in the fourth quarter of 2014. This results in a pretax reduction to share-based compensation expense of \$643,000 and, after adjusting for taxes, an increase to net income of \$419,000, or \$0.04 per diluted share, in the Company's fiscal 2014 fourth quarter on both a GAAP and non-GAAP basis.

This adjustment has no effect on revenue, cash, cash flow from operations, or "Adjusted EBITDA" as previously reported on February 19, 2015 or in any previously filed financial schedules. This adjustment also has no effect on the Company's previously announced revenue and Adjusted EBITDA guidance for fiscal 2015.

Attached to this release are financial schedules for the 2014 fiscal fourth quarter and full year that reflect the share-based compensation expense adjustment discussed above, on a GAAP and non-GAAP basis, including a complete reconciliation of non-GAAP items to their GAAP equivalents, as well as the calculation of Adjusted EBITDA based on GAAP and non-GAAP results.

The Company's Annual Report on Form 10-K for fiscal 2014, which is being filed today with the U.S. Securities and Exchange Commission, will reflect this adjustment.

About Charles River Associates (CRA)

Charles River Associates® is a global consulting firm specializing in litigation, regulatory, and financial consulting, and management consulting. CRA advises clients on economic and financial matters pertaining to litigation and regulatory proceedings, and guides corporations through critical business strategy and performance-related issues. Since 1965, clients have engaged CRA for its unique combination of functional expertise and industry knowledge, and for its objective solutions to complex problems. Headquartered in Boston, CRA has offices throughout the world and is celebrating its 50th year anniversary in 2015. Detailed information about Charles River Associates, a registered trade name of CRA International, Inc., is available at www.crai.com.

Non-GAAP Financial Measures

In addition to reporting its financial results in accordance with U.S. generally accepted accounting principles, or GAAP, the Company has also provided in this release non-GAAP financial information. The Company believes that the use of non-GAAP measures in addition to GAAP measures is an additional useful method of evaluating its results of operations. The Company believes that presenting its financial results excluding the results of the Company's NeuCo subsidiary and including a presentation of Adjusted EBITDA, is important to investors and management because it is more indicative of the Company's ongoing operating results and financial condition. These non-GAAP financial measures should be considered in conjunction with, but not as a substitute for, the financial information presented in accordance with GAAP, and the results calculated in accordance with GAAP and reconciliations to those results should be carefully evaluated. The non-GAAP financial measures used by the Company may be calculated differently from, and therefore may not be comparable to, similarly titled measures used by other companies. Specifically, for the fourth quarters of fiscal 2014 and fiscal 2013, for the full 2014 and 2013 fiscal years, and for the full 2015 fiscal year financial guidance referred to herein, the Company has excluded NeuCo's results. Also, in calculating "Adjusted EBITDA" from income (loss) from operations, the Company has excluded the following non-cash

expenses: depreciation and amortization, share-based compensation expenses, and amortization of forgivable loans.

Safe Harbor Statement

Statements in this press release concerning our future business, operating results and financial condition, including statements containing any guidance regarding our future revenues, profits or other financial measures, and statements using the terms "expect" or similar expressions, are "forward-looking" statements as defined in the Private Securities Litigation Reform Act of 1995. These statements are based upon our current expectations and various underlying assumptions. Although we believe there is a reasonable basis for these statements and assumptions, and these statements are expressed in good faith, these statements are subject to a number of factors and uncertainties. Information contained in these forward-looking statements is inherently uncertain, and actual performance and results may differ materially due to many important factors. Our actual non-GAAP revenue and non-GAAP Adjusted EBITDA margin in 2015 could differ materially from the guidance referred to herein as a result of, among other things, the loss of key employee consultants or non-employee experts; their failure to generate engagements for us; our inability to attract or hire qualified consultants or to utilize existing consultants; the unpredictable nature of litigation-related projects; dependence on the growth of our management consulting practice; the potential loss of clients; changes in the law that affect our practice areas; the demand environment; global economic conditions; intense competition; and the timing of and amount of new hires. In addition to these factors, other factors that could cause actual performance or results to differ materially from any forward-looking statements include, among others, our restructuring costs and attributable annual cost savings, changes in our effective tax rate, share dilution from our stock-based compensation, completing acquisitions and factors related to our completed acquisitions, including integration of personnel, clients and offices and

unanticipated expenses and liabilities, the risk of impairment write downs to our intangible assets, including goodwill, if our enterprise value declines below certain levels, risks associated with acquisitions we may make in the future, risks inherent in international operations, the performance of our NeuCo subsidiary, changes in accounting standards, rules and regulations, management of new offices, the ability of customers to terminate engagements with us on short notice, our ability to integrate successfully new consultants into our practice, our ability to collect on forgivable loans should any become due, general economic conditions, foreign

exchange rate fluctuations, risks inherent in litigation, and professional liability. Further information on these and other potential factors that could affect our financial results is included in our periodic filings with the Securities and Exchange Commission, including risks under the heading "Risk Factors." We cannot guarantee any future results, levels of activity, performance or achievement. We undertake no obligation to update any forward-looking statements after the date of this press release, and we do not intend to do so.

CRA INTERNATIONAL, INC.
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS INCLUDING A RECONCILIATION TO NON-GAAP RESULTS
FOR THE QUARTER ENDED JANUARY 3, 2015 COMPARED TO THE QUARTER ENDED DECEMBER 28, 2013
(In thousands, except per share data)

	Quarter Ended January 3, 2015 (1)					Quarter Ended December 28, 2013 (1)				
	GAAP Results	% of Revenues	Adjustments to GAAP Results (NeuCo) (2)	Non-GAAP Results	% of Revenues	GAAP Results	% of Revenues	Adjustments to GAAP Results (NeuCo) (2)	Non-GAAP Results	% of Revenues
Revenues	\$ 78,459	100.0%	\$ 1,033	\$ 77,426	100.0%	\$ 75,672	100.0%	\$ 1,347	\$ 74,325	100.0%
Costs of services	52,861	67.4%	319	52,542	67.9%	51,628	68.2%	339	51,289	69.0%
Gross profit	25,598	32.6%	714	24,884	32.1%	24,044	31.8%	1,008	23,036	31.0%
Selling, general and administrative expenses	17,777	22.7%	831	16,946	21.9%	16,966	22.4%	942	16,024	21.6%
Depreciation and amortization	1,697	2.2%	—	1,697	2.2%	1,619	2.1%	—	1,619	2.2%
Income (loss) from operations	6,124	7.8%	(117)	6,241	8.1%	5,459	7.2%	66	5,393	7.3%
Interest and other expense, net	(102)	-0.1%	—	(102)	-0.1%	(238)	-0.3%	(17)	(221)	-0.3%
Income (loss) before provision for income taxes and noncontrolling interest	6,022	7.7%	(117)	6,139	7.9%	5,221	6.9%	49	5,172	7.0%
Provision for income taxes	(2,279)	-2.9%	(50)	(2,229)	-2.9%	(1,505)	-2.0%	(63)	(1,442)	-1.9%
Net income (loss)	3,743	4.8%	(167)	3,910	5.0%	3,716	4.9%	(14)	3,730	5.0%
Net loss attributable to noncontrolling interest, net of tax	73	0.1%	73	—	0.0%	6	0.0%	6	—	0.0%
Net income (loss) attributable to CRA International, Inc.	\$ 3,816	4.9%	\$ (94)	\$ 3,910	5.0%	\$ 3,722	4.9%	\$ (8)	\$ 3,730	5.0%
Net income per share attributable to CRA International, Inc.:										
Basic	\$ 0.41			\$ 0.42		\$ 0.37			\$ 0.37	
Diluted	\$ 0.40			\$ 0.41		\$ 0.37			\$ 0.37	
Weighted average number of shares outstanding:										
Basic	9,344			9,344		10,071			10,071	
Diluted	9,560			9,560		10,148			10,148	

(1) The fiscal quarter ended January 3, 2015 includes fourteen weeks of operating results and the fiscal quarter ended December 28, 2013 includes thirteen weeks of operating results.

(2) These adjustments include activity related to NeuCo in the Company's GAAP results.

CRA INTERNATIONAL, INC.
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS INCLUDING A RECONCILIATION TO NON-GAAP RESULTS
FOR THE FISCAL YEAR ENDED JANUARY 3, 2015 COMPARED TO THE FISCAL YEAR ENDED DECEMBER 28, 2013
(In thousands, except per share data)

	Fiscal Year Ended January 3, 2015 (1)					Fiscal Year Ended December 28, 2013 (1)				
	GAAP Results	GAAP % of Revenues	Adjustments to GAAP Results (NeuCo) (2)	Non-GAAP Results	Non-GAAP % of Revenues	GAAP Results	GAAP % of Revenues	Adjustments to GAAP Results (NeuCo) (2)	Non-GAAP Results	Non-GAAP % of Revenues
Revenues	\$ 306,371	100.0%	\$ 4,771	\$ 301,600	100.0%	\$ 278,432	100.0%	\$ 5,050	\$ 273,382	100.0%
Costs of services	206,813	67.5%	1,475	205,338	68.1%	189,262	68.0%	1,365	187,897	68.7%
Gross profit	99,558	32.5%	3,296	96,262	31.9%	89,170	32.0%	3,685	85,485	31.3%
Selling, general and administrative expenses	69,074	22.5%	3,592	65,482	21.7%	64,242	23.1%	3,608	60,634	22.2%
Depreciation and amortization	6,443	2.1%	—	6,443	2.1%	6,411	2.3%	3	6,408	2.3%
Income (loss) from operations	24,041	7.8%	(296)	24,337	8.1%	18,517	6.7%	74	18,443	6.7%
Interest and other expense, net	(726)	-0.2%	(23)	(703)	-0.2%	(599)	-0.2%	(87)	(512)	-0.2%
Income (loss) before provision for income taxes and noncontrolling interest	23,315	7.6%	(319)	23,634	7.8%	17,918	6.4%	(13)	17,931	6.6%
Provision for income taxes	(9,908)	-3.2%	(205)	(9,703)	-3.2%	(6,683)	-2.4%	(244)	(6,439)	-2.4%
Net income (loss)	13,407	4.4%	(524)	13,931	4.6%	11,235	4.0%	(257)	11,492	4.2%
Net loss attributable to noncontrolling interest, net of tax	231	0.1%	231	—	0.0%	135	0.0%	135	—	0.0%
Net income (loss) attributable to CRA International, Inc.	\$ 13,638	4.5%	\$ (293)	\$ 13,931	4.6%	\$ 11,370	4.1%	\$ (122)	\$ 11,492	4.2%
Net income per share attributable to CRA International, Inc.:										
Basic	\$ 1.40			\$ 1.43		\$ 1.13			\$ 1.14	
Diluted	\$ 1.38			\$ 1.41		\$ 1.12			\$ 1.13	
Weighted average number of shares outstanding:										
Basic	9,747			9,747		10,084			10,084	
Diluted	9,897			9,897		10,173			10,173	

(1) The fiscal year ended January 3, 2015 includes fifty-three weeks of operating results and the fiscal year ended December 28, 2013 includes fifty-two weeks of operating results.

(2) These adjustments include activity related to NeuCo in the Company's GAAP results.

CRA INTERNATIONAL, INC.
UNAUDITED ADJUSTED EBITDA INCLUDING A RECONCILIATION TO NON-GAAP ADJUSTED EBITDA
FOR THE FISCAL QUARTER AND YEAR ENDED JANUARY 3, 2015 COMPARED TO THE FISCAL QUARTER AND YEAR ENDED
DECEMBER 28, 2013
(In thousands)

	Quarter Ended January 3, 2015 (1)					Quarter Ended December 28, 2013 (1)				
	GAAP Quarter Ended January 3, 2015	GAAP % of Revenues	Adjustments to GAAP Results NeuCo (3)	Non-GAAP Quarter Ended January 3, 2015	Non-GAAP % of Revenues	GAAP Quarter Ended December 28, 2013	GAAP % of Revenues	Adjustments to GAAP Results NeuCo (3)	Non-GAAP Quarter Ended December 28, 2013	Non-GAAP % of Revenues
Income (loss) from operations	\$ 6,124	7.8%	\$ (117)	\$ 6,241	8.1%	\$ 5,459	7.2%	\$ 66	\$ 5,393	7.3%
Depreciation and amortization	1,697	2.2%	—	1,697	2.2%	1,619	2.1%	—	1,619	2.2%
EBITDA	7,821	10.0%	(117)	7,938	10.3%	7,078	9.4%	66	7,012	9.4%
Share-based compensation expenses	1,496	1.9%	—	1,496	1.9%	882	1.2%	—	882	1.2%
Amortization of forgivable loans	3,203	4.1%	—	3,203	4.1%	3,971	5.2%	—	3,971	5.3%
Adjusted EBITDA	\$ 12,520	16.0%	\$ (117)	\$ 12,637	16.3%	\$ 11,931	15.8%	\$ 66	\$ 11,865	16.0%

Year to Date Period Ended January 3, 2015 (2)

Year to Date Period Ended December 28, 2013 (2)

	GAAP			Non-GAAP			GAAP			Non-GAAP		
	Year to Date Period Ended January 3, 2015	GAAP % of Revenues	Adjustments to GAAP Results NeuCo (3)	Year to Date Period Ended January 3, 2015	Non- GAAP % of Revenues	Year to Date Period Ended December 28, 2013	GAAP % of Revenues	Adjustments to GAAP Results NeuCo (3)	Year to Date Period Ended December 28, 2013	Non- GAAP % of Revenues		
Income (loss) from operations	\$ 24,041	7.8%	\$ (296)	\$ 24,337	8.1%	\$ 18,517	6.7%	\$ 74	\$ 18,443	6.7%		
Depreciation and amortization	6,443	2.1%	—	6,443	2.1%	6,411	2.3%	3	6,408	2.3%		
EBITDA	30,484	10.0%	(296)	30,780	10.2%	24,928	9.0%	77	24,851	9.1%		
Share-based compensation expenses	5,619	1.8%	—	5,619	1.9%	3,035	1.1%	—	3,035	1.1%		
Amortization of forgivable loans	13,465	4.4%	—	13,465	4.5%	14,194	5.1%	—	14,194	5.2%		
Adjusted EBITDA	<u>\$ 49,568</u>	<u>16.2%</u>	<u>\$ (296)</u>	<u>\$ 49,864</u>	<u>16.5%</u>	<u>\$ 42,157</u>	<u>15.1%</u>	<u>\$ 77</u>	<u>\$ 42,080</u>	<u>15.4%</u>		

(1) The fiscal quarter ended January 3, 2015 includes fourteen weeks of operating results and the fiscal quarter ended December 28, 2013 includes thirteen weeks of operating results.

(2) The fiscal year ended January 3, 2015 includes fifty-three weeks of operating results and the fiscal year ended December 28, 2013 includes fifty-two weeks of operating results.

(3) These adjustments include activity related to NeuCo in the Company's GAAP results.

CRA INTERNATIONAL, INC.
UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands)

	January 3, 2015	December 28, 2013
Assets		
Cash and cash equivalents	\$ 48,199	\$ 51,251
Accounts receivable and unbilled, net	83,165	82,131
Other current assets	33,803	29,581
Total current assets	<u>165,167</u>	<u>162,963</u>
Property and equipment, net	14,696	15,655
Goodwill and intangible assets, net	87,060	86,110
Other assets	48,089	55,576
Total assets	<u>\$ 315,012</u>	<u>\$ 320,304</u>
Liabilities and shareholders' equity		
Current liabilities	\$ 88,394	\$ 87,960
Long-term liabilities	11,914	7,707
Total liabilities	<u>100,308</u>	<u>95,667</u>
Total shareholders' equity	<u>214,704</u>	<u>224,637</u>
Total liabilities and shareholders' equity	<u>\$ 315,012</u>	<u>\$ 320,304</u>

CRA INTERNATIONAL, INC.
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Fiscal Year Ended January 3, 2015	Fiscal Year Ended December 28, 2013
Operating activities:		
Net income	\$ 13,407	\$ 11,235
Adjustments to reconcile net income to net cash provided by operating activities, net of effect of acquired businesses:		
Non-cash items, net	7,486	9,339
Accounts receivable and unbilled services	1,191	6,920
Working capital items, net	8,066	(9,046)
Net cash provided by operating activities	<u>30,150</u>	<u>18,448</u>
Investing activities:		
Consideration relating to acquisitions, net	(1,784)	(15,591)

Purchase of property and equipment	(4,192)	(2,816)
Collections on notes receivable	114	14
Net cash used in investing activities	(5,862)	(18,393)
Financing activities:		
Issuance of common stock, principally stock option exercises	469	207
Payments on notes payable	(26)	(700)
Borrowings under line of credit	—	17,320
Repayments under line of credit	—	(17,320)
Tax withholding payments reimbursed by restricted shares	(1,222)	(730)
Excess tax benefits from share-based compensation	392	7
Repurchase of common stock	(25,492)	(2,190)
Debt issuance costs	—	(1,120)
Net cash used in financing activities	(25,879)	(4,526)
Effect of foreign exchange rates on cash and cash equivalents	(1,461)	271
Net decrease in cash and cash equivalents	(3,052)	(4,200)
Cash and cash equivalents at beginning of period	51,251	55,451
Cash and cash equivalents at end of period	<u>\$ 48,199</u>	<u>\$ 51,251</u>
Supplemental cash flow information:		
Cash paid for income taxes	<u>\$ 15,580</u>	<u>\$ 2,887</u>
Cash paid for interest	<u>\$ 443</u>	<u>\$ 339</u>
Common stock issued for acquired business	<u>\$ 427</u>	<u>\$ —</u>