SEC Form 4

FORM 4

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Maleh Paul A	CRA INTERNATIONAL, INC. [CRAI]	X Director ☐ 10% Owner
(Last) (First) (Middle)		X Officer (give title below) ☐ Other (specify below)
200 CLARENDON STREET	3. Date of Earliest Transaction (Month/Day/Year)	President and CEO
(Street)	12/05/2019	
BOSTON MA 02116	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
(City) (State) (Zip)		X Form filed by One Reporting Person
		☐ 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								122,719	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	Amount or Number of Shares				
Restricted Stock Units	(1)	12/05/2019		A		11,109		(2)	(2)	Common Stock	11,109	$0.00	11,109	D	
Restricted Stock Units	(1)							(3)	(3)	Common Stock	2,622.3053		2,622.3053	D	
Restricted Stock Units	(1)							(4)	(4)	Common Stock	3,985.9304		3,985.9304	D	
Restricted Stock Units	(1)							(5)	(5)	Common Stock	9,509.293		9,509.293	D	
Restricted Stock Units	(1)							(6)	(6)	Common Stock	6,291.7356		6,291.7356	D	
Restricted Stock Units	(1)							(7)	(7)	Common Stock	7,693.9888		7,693.9888	D	
Nonqualified Stock Option (right to buy)	$18.48							11/19/2013[8]	11/19/2020	Common Stock	25,946		25,946	D	
Nonqualified Stock Option (right to buy)	$30.97							11/20/2014[8]	11/20/2021	Common Stock	15,000		15,000	D	
Nonqualified Stock Option (right to buy)	$21.52							11/12/2015[8]	11/12/2022	Common Stock	26,086		26,086	D	
Nonqualified Stock Option (right to buy)	$30.96							11/14/2016[8]	11/14/2023	Common Stock	20,000		20,000	D	
Nonqualified Stock Option (right to buy)	$44.87							12/18/2017[8]	12/18/2027	Common Stock	16,304		16,304	D	
Nonqualified Stock Option (right to buy)	$47.45							12/06/2018[8]	12/06/2028	Common Stock	15,173		15,173	D	

Explanation of Responses:

1. 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.

2. The RSUs vest in four equal annual installments beginning on December 5, 2020.

3. The remaining RSUs, which include an aggregate of 122.3053 Dividend Units, vest on November 14, 2020.

4. The remaining RSUs, which include an aggregate of 185.9304 Dividend Units, vest on November 14, 2020.

5. The RSUs, which include an aggregate of 337.2930 Dividend Units, vest in two equal annual installments beginning on March 1, 2020.

6. The RSUs, which include an aggregate of 177.7356 Dividend Units, vest in three equal annual installments beginning on December 18, 2019.

7. The RSUs, which include an aggregate of 107.9888 Dividend Units, vest in four equal annual installments beginning on December 6, 2019.

8. 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. Makhlouta, by power of attorney	12/09/2019
** 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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