Restricted Stock Units

Restricted

Stock Units

Restricted Stock Units

Restricted Stock Units

Nonqualified Stock Option (right to buy) (10)

(10)

(10)

(10)

\$30.96

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden

hours per response:

5. Relationship of Reporting Person(s) to Issuer

0.5

0	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
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1. Name and Address of Reporting Person*

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading Symbol

Maleh Paul A						<u>CRA INTERNATIONAL, INC.</u> [CRAI]								X Director 10% Owner					
(Last) (First) (Middle) 200 CLARENDON STREET						X Officer (give title below) Other (specify below) 3. Date of Earliest Transaction (Month/Day/Year) 08/12/2021 President and CEO										specify			
(Street) BOSTON	M	A	4.	4. If Amendment, Date of Original Filed (Month/Day/Year) 6.									Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person						
(City)	(City) (State) (Zip)												Form filed by More than One Reporting Person						
		1	able I - N	Non-De	rivat	ive S	Secu	rities A	Acquire	d, D	isposed	of, or B	eneficia	ally O	wned				
1. Title of Security (Instr. 3)					2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transa Code (8)	ction Instr.			s Acquired (A) or Disposed . 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported		Direct Indirect str. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
									Code	v	Amount	(A) or (D)	Price		Transactio (Instr. 3 an				(1130.4)
Common S	Stock			08/12	08/12/2021				M ⁽¹⁾		1,451	Α	\$30.97		150,778			D	
Common S	Stock			08/12	08/12/2021				M ⁽¹⁾		12,318	3 A	\$21	.52	163,096			D	
Common S	Stock			08/12/2021					S ⁽¹⁾		7,755	D	\$92.7	934 ⁽²⁾	155,341			D	
Common S	Stock			08/12/2021				S ⁽¹⁾		4,027	D	\$93.5	\$93.5885 ⁽³⁾		151,314		D		
Common S	Stock			08/12	08/12/2021						1,987	D	\$94.2	\$ 94.2794 ⁽⁴⁾		149,327		D	
Common Stock					3/202	1			M ⁽¹⁾		13,768	3 A	\$21	\$21.52		163,095		D	
Common Stock					3/202 1	1			S ⁽¹⁾		3,492	D	\$89.9	743(5)	159,603			D	
Common Stock					3/202	1			S ⁽¹⁾		7,186	D	\$90.6	218(6)	152,417			D	
					3/202:	_			S ⁽¹⁾		2,390	D	\$91.3	\$91.3116 ⁽⁷⁾		150,027		D	
Common S	Stock			08/13	3/2021	1			S ⁽¹⁾		700	D	\$92.5	554 ⁽⁸⁾				D	
			Table								sposed o , conver				ned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemo Execution if any (Month/Da	ed Date,	4. Transaction Code (Instr 8)		n of I		6. Date E Expiratio	6. Date Exercisa Expiration Date (Month/Day/Yea		7. Title and Amount of Securities Underlying Derivative Security (Inst 3 and 4)		of	Derivative deriv Security Secu (Instr. 5) Bene Own Follo Repo Tran		Number of rrivative scurites eneficially wred ported ansaction(s) str. 4) 0. 0. 0. 0. 0. 0. 0. 0. 0. 0. 0. 0. 0.		Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exercisal	ole	Expiration Date	Title	Amount Number Shares						
Nonqualified Stock Option (right to buy)	\$30.97	08/12/2021			М			1,451	11/20/201	.4 ⁽⁹⁾	11/20/2021	Common Stock	1,45	51	\$0.00	0		D	
Nonqualified Stock Option (right to buy)	\$21.52	08/12/2021			М			12,318	11/12/201	.5 ⁽⁹⁾	11/12/2022	Common Stock	26,0	86	\$0.00	13,7	68	D	
Nonqualified Stock Option (right to buy)	\$21.52	08/13/2021			М			13,768	11/12/201	.5 ⁽⁹⁾	11/12/2022	Common Stock	13,7	68	\$0.00	0		D	
Restricted Stock Units	(10)								(11)		(11)	Common Stock	2,175.	5374		2,175.	5374	D	
Restricted Stock Units	(10)								(12)		(12)	Common Stock	3,393.	5761		3,393.	5761	D	
Restricted Stock Units	(10)								(13)		(13)	Common Stock	8,607.	0746		8,607.	0746	D	

(14)

(15)

(16)

(17)

11/14/2016⁽⁹⁾

Common Stock

Common

Stock

Commo Stock

Common Stock

Common

Stock

3,990.6067

6,545.1149

11,402.7816

8,759.0436

20,000

3,990.6067

6,545.1149

11,402.7816

8,759.0436

20,000

D

D

D

D

D

(14)

(15)

(16)

(17)

11/14/2023

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)	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				
Nonqualified Stock Option (right to buy)	\$44.87							12/18/2017 ⁽⁹⁾	12/18/2027	Common Stock	16,304		16,304	D	
Nonqualified Stock Option (right to buy)	\$47.45							12/06/2018 ⁽⁹⁾	12/06/2028	Common Stock	15,173		15,173	D	

Explanation of Responses:

1. This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

2. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$92.31 to \$93.21, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.

3. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$93.25 to \$94.15, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.

4. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$94.16 to \$94.485, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.

5. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$89.61 to \$90.31, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.

6. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$90.355 to \$91.06, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.

7. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$91.09 to \$92.035, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.

8. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$92.10 to \$92.87, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.

9. Date indicated is date of grant. Option vests in four equal annual installments beginning on the first anniversary of the date of grant.

10. 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 a 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. 11. The RSUs, which include an aggregate of 137.5374 Dividend Units, vest on December 18, 2021.

12. The RSUs, which include an aggregate of 214.5761 Dividend Units, vest on December 18, 2021.

13. The RSUs, which include an aggregate of 275.0746 Dividend Units, vest in three equal annual installments beginning on December 5, 2021.

14. The RSUs, which include an aggregate of 197.6067 Dividend Units, vest in two equal annual installments beginning on December 6, 2021.

15. The RSUs, which include an aggregate of 324.1149 Dividend Units, vest in two equal annual installments beginning on December 6, 2021.

16. The RSUs, which include an aggregate of 77.7816 Dividend Units, vest in four equal annual installments beginning on December 15, 2021.

17. The RSUs, which include an aggregate of 27.0436 Dividend Units, vest in four equal annual installments beginning on March 22, 2022.

Delia J. Makhlouta, by power of 08/16/2021

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 \ast 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.