

**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 7, 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On June 7, 2012, our shareholders approved amendments to our amended and restated 2006 equity incentive plan, which increased the number of shares available for issuance under the plan by 2,500,000 shares. As we reported in a current report on Form 8-K filed on June 1, 2012, in response to external feedback, we have adopted a 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 these 2,500,000 additional shares. A copy of the plan, as so amended, is attached as Exhibit 10.1 to this current report on Form 8-K and incorporated herein by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders

On June 7, 2012, we held a special meeting in lieu of annual meeting of shareholders. A total of 10,416,288 shares of our common stock were outstanding as of April 9, 2012, the record date for the special meeting. Set forth below are the matters acted upon at the special meeting and the final voting results on each matter as reported by our inspector of elections.

Proposal One: Election of Directors

Our shareholders elected Nancy L. Rose and Ronald T. Maheu as members of our board of directors as Class II directors for a three-year term. The results of the vote were as follows:

Nominee	For	Withheld	Broker Non-Votes
Nancy L. Rose	9,757,344	94,408	215,635
Ronald T. Maheu	9,391,094	460,658	215,635

Proposal Two: Approval of Executive Compensation

Our shareholders voted to approve, on an advisory basis, the compensation paid to our named executive officers as disclosed in the proxy statement filed in connection with the special meeting pursuant to Item 402 of Regulation S-K. The results of the vote were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
9,346,473	415,626	89,653	215,635

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Proposal Three: Approval of Amendments to our Amended and Restated 2006 Equity Incentive Plan

Our shareholders voted to approve amendments to our amended and restated 2006 equity incentive plan, including increasing the number of shares of common stock issuable under the plan by 2,500,000 shares. The results of the vote were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
6,265,924	3,569,070	16,758	215,635

Proposal Four: Re-approval of our Cash Incentive Plan and Extending its Effectiveness

Our shareholders voted to re-approve our cash incentive plan and extend its effectiveness through the 2017 annual meeting of shareholders (or any special meeting held in lieu thereof). The results of the vote were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
9,690,810	150,705	10,237	215,635

Proposal Five: Ratification of KPMG as our Independent Registered Public Accountants for Fiscal 2012

Our shareholders ratified our selection of KPMG LLP as our independent registered public accountants for our fiscal year ending December 29, 2012. The results of the vote were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
10,043,497	6,111	17,779	0

Item 8.01. Other Events.

On June 12, 2012, we issued a press release announcing changes in our management consulting team which, together with the revenue deficit we experienced in the first quarter of fiscal 2012, will make our achieving company-wide growth of approximately 6% for fiscal 2012 unlikely. A copy of the press release is attached as Exhibit 99.1 to this current report on Form 8-K and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Number</u>	<u>Title</u>
10.1	CRA International, Inc. Amended and Restated 2006 Equity Incentive Plan, as amended (filed as Annex A to our definitive proxy statement filed on April 27, 2012 and incorporated herein by reference)
99.1	June 12, 2012 press release

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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 13, 2012

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

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Number	Title
10.1	CRA International, Inc. Amended and Restated 2006 Equity Incentive Plan, as amended (filed as Annex A to our definitive proxy statement filed on April 27, 2012 and incorporated herein by reference)
99.1	June 12, 2012 press release

FOR IMMEDIATE RELEASE

Contact:

Wayne D. Mackie
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 Charles River Associates
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 Executive Vice President
 Sharon Merrill Associates, Inc.
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CHARLES RIVER ASSOCIATES (CRA) ANNOUNCES CHANGES IN MANAGEMENT CONSULTING TEAM THAT SERVICES THE CHEMICALS SECTOR

Achieving Full Year Revenue Growth of Approximately 6% Now Unlikely

BOSTON, June 12, 2012 — Charles River Associates (NASDAQ: CRAI), a worldwide leader in providing management, economic and financial consulting services, today announced changes in the management consulting team that services the chemicals sector (CS) following the departure of a senior member of the CS team. As a result, the Company anticipates a significant reduction in the number of CS consulting staff. CS accounted for approximately 5% of aggregate firm net revenue in fiscal 2011. These changes will negatively impact net revenue during the remainder of fiscal 2012. This, coupled with the revenue deficit experienced in the first quarter of fiscal 2012, makes achieving full year, company-wide growth of approximately 6% unlikely. The Company continues to target company-wide utilization in the low to mid 70% range for the balance of the year and a fourth quarter non-GAAP operating margin of approximately 11%.

“We have an ongoing program to create a more cohesive and higher performing Management Consulting team at CRA serving selected target sectors including oil and gas, industrials, chemicals, consumer products, healthcare and financial services/insurance,” said CRA’s President and Chief Executive Officer Paul Maleh. “The recent performance of Management Consulting is improving and we expect this trend will continue through the remainder of fiscal 2012.”

The Company plans to report its second-quarter results and provide an update on its progress on July 26, 2012.

Statements in this press release concerning the future business, operating results, estimated cost savings, and financial condition of the Company and statements using the terms “anticipates,” “believes,” “expects,” “should,” “target,” “optimistic,” “plan,” or similar expressions are “forward-looking” statements as defined in the Private Securities Litigation Reform Act of 1995. These statements are based upon management’s current expectations and 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. Such factors that could cause actual performance or results to differ materially from any forward-looking statements made by the Company include, among others, the Company’s restructuring costs and attributable annual cost savings, changes in the Company’s effective tax rate, share dilution from the Company’s stock-based compensation, dependence on key personnel, attracting, recruiting and retaining qualified consultants, dependence on outside experts, utilization rates, completing acquisitions and factors related to its completed acquisitions, including integration of personnel, clients and offices, and unanticipated expenses and liabilities, the risk of impairment write downs to the Company’s intangible assets, including goodwill, if the Company’s enterprise value declines below certain levels, risks associated with acquisitions it may make in the future, risks inherent in international operations, the performance of NeuCo, changes in accounting standards, rules and regulations, changes in the law that affect the Company’s practice areas, management of new offices, the potential loss of clients, the ability of customers to terminate the Company’s engagements on short notice, dependence on the growth of the Company’s management consulting practice, the unpredictable nature of litigation-related projects, the ability of the Company to integrate successfully new consultants into its practice, general economic conditions, intense competition, risks inherent in litigation, and professional liability. Further information on these and other potential factors that could affect the Company’s financial results is included in the Company’s periodic filings with the Securities and Exchange Commission. The Company cannot guarantee any future results, levels of activity, performance or achievement. The Company undertakes no obligation to update any of its forward-looking statements after the date of this press release.
