

CRA INTERNATIONAL, INC.  
Form 8-K  
March 02, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

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**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): **February 28, 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**

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**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))
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**Item 5.02** **Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On February 28, 2012, our board of directors amended our cash incentive plan, which authorizes the grant of performance awards to our executive officers and other salaried employees. The amendment extends the effectiveness of the plan until the first annual meeting of our shareholders held in our 2017 fiscal year (or any special meeting held in lieu thereof), unless the plan, as so amended, is not approved by our shareholders at the special meeting in lieu of annual meeting of our shareholders to be held this year. If our shareholders do not approve the plan, as so amended, at the special meeting in lieu of annual meeting of our shareholders to be held this year, the plan will terminate at the special meeting. Other than the extension of the plan's effectiveness described above, this amendment to our cash incentive plan makes no other substantive changes to the plan's terms. Our shareholders initially approved the plan in 2007. In order for the plan to preserve, where possible, our ability to deduct in full certain compensation paid to our executive officers for federal tax purposes, it must be approved by our shareholders every five years. 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 9.01** **Financial Statements and Exhibits.**

(d) Exhibits

<b>Number</b>	<b>Title</b>
10.1	CRA International, Inc. Cash Incentive Plan, as amended

**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: March 2, 2012

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

**Exhibit Index**

<b>Number</b>	<b>Title</b>
10.1	CRA International, Inc. Cash Incentive Plan, as amended