

CHARLES RIVER ASSOCIATES INC  
Form 8-K/A  
July 14, 2004

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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AMENDMENT NO. 2

to

**FORM 8-K/A**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

Date of Report (date of earliest event reported): **April 30, 2004**

**CHARLES RIVER ASSOCIATES INCORPORATED**

(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**

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(Former Name or Former Address, if Changed Since Last Report)

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**Amendment No. 2 to Current Report on Form 8-K**

We hereby amend our Current Report on Form 8-K filed on May 6, 2004, which announced the completion on April 30, 2004 of our acquisition of InteCap, Inc. The purpose of this amendment is to file the unaudited pro forma combined statement of income for the year ended November 29, 2003. On June 15, 2004 we filed amendment number 1 to this Form 8-K to file the audited consolidated financial statements of InteCap for the years ended December 31, 2003 and December 31, 2002.

**Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.**

(a) *Financial Statements of Business Acquired.*

The audited consolidated financial statements of InteCap and subsidiaries for the years ended December 31, 2003 and December 31, 2002 were previously filed as Exhibit 99.1.

(b) *Pro Forma Financial Information.*

The unaudited pro forma combined statement of income for the year ended November 29, 2003 is attached hereto as Exhibit 99.2.

(c) *Exhibits.*

| <b>Number</b> | <b>Title</b>  |
|---------------|---|
| 2.1           | Agreement and Plan of Merger dated as of March 18, 2004, by and among Charles River Associates Incorporated, InteCap, Inc., IP Acquisition Corp., and the Company Stockholder Representative, as defined therein.*                    |
| 2.2           | First Amendment to Agreement and Plan of Merger dated as of April 30, 2004, by and among Charles River Associates Incorporated, InteCap, Inc., IP Acquisition Corp., and the Company Stockholder Representative, as defined therein.* |
| 23.1          | Consent of Ernst & Young LLP, Independent Auditors.*  |
| 99.1          | Audited Consolidated Financial Statements of InteCap, Inc. and Subsidiaries for the Years Ended December 31, 2003 and December 31, 2002.*   |
| 99.2          | Unaudited Pro Forma Combined Statement of Income for the Year Ended November 29, 2003.  |

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\* Previously filed.

**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.

**CHARLES RIVER ASSOCIATES INCORPORATED**

Dated: July 14, 2004

By:

/s/ J. Phillip Cooper

J. Phillip Cooper

Executive Vice President and Chief Financial Officer

**Exhibit Index**

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