

CRA INTERNATIONAL, INC.  
Form S-8  
November 01, 2017

As filed with the Securities and Exchange Commission on November 1, 2017

Registration No. 333-

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

Washington, D.C. 20549

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**FORM S-8**

**REGISTRATION STATEMENT**

**UNDER**

**THE SECURITIES ACT OF 1933**

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**CRA International, Inc.**

(Exact name of registrant as specified in its charter)

**Massachusetts**  
(State or other jurisdiction of incorporation or  
organization)

**200 Clarendon Street, Boston, Massachusetts**  
(Address of principal executive offices)

**04-2372210**  
(I.R.S. employer identification no.)

**02116**  
(Zip code)

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**CRA International, Inc. Amended and Restated 2006 Equity Incentive Plan**  
(Full title of the plan)

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**Paul Maleh**

**CRA International, Inc.**

**200 Clarendon Street, T-9**

**Boston, Massachusetts 02116**

(Name and address of agent for service)

**(617) 425-3000**

(Telephone number, including area code, of agent for service)

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**WITH COPIES TO:**

**Peter M. Rosenblum, Esq.**  
Foley Hoag LLP  
155 Seaport Boulevard  
Boston, Massachusetts 02210  
(617) 832-1000

**Jonathan D. Yellin, Esq.**  
CRA International, Inc.  
200 Clarendon Street, T-9  
Boston, Massachusetts 02116  
(617) 425-3000

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company and emerging growth company in Rule 12b-2 of the Exchange Act.

|                         |                       |                           |                                  |
|-------------------------|-----------------------|---------------------------|----------------------------------|
| Large accelerated filer | <input type="radio"/> | Accelerated filer         | <input checked="" type="radio"/> |
| Non-accelerated filer   | <input type="radio"/> | Smaller reporting company | <input type="radio"/>            |
|                         | <input type="radio"/> | Emerging growth company   | <input type="radio"/>            |

(Do not check if a smaller reporting company)

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of Securities Act.

**CALCULATION OF REGISTRATION FEE**

| <b>Title of securities to be registered</b> | <b>Amount to be registered (1)</b> | <b>Proposed maximum offering price per share</b> | <b>Proposed maximum aggregate offering price</b> | <b>Amount of registration fee</b> |
|---|------------------------------------|--|--|-----------------------------------|
| Common stock, no par value                  | 400,000 shares(2)                  | \$42.00(3)                                       | \$16,800,000.00                                  | \$2,091.60                        |

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, this registration statement shall also cover any additional shares of the registrant's common stock that become issuable under the CRA International, Inc. Amended and Restated 2006 Equity Incentive Plan, as amended, which we refer to as the 2006 Plan, by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration that increases the number of the registrant's outstanding shares of common stock.

(2) Represents the number of additional shares of common stock authorized to be issued under the 2006 Plan.

(3) The proposed maximum offering price per share has been estimated in accordance with Rule 457(c) and Rule 457(h) under the Securities Act of 1933, as amended, solely for the purpose of calculating the registration fee with respect to shares reserved for future issuance based on the average of the high and low price of the registrant's common stock as quoted on the Nasdaq Global Select Market on October 25, 2017.

**Explanatory Note**

This registration statement relates to the registration of an additional 400,000 shares of common stock issuable pursuant to our Amended and Restated 2006 Equity Incentive Plan, as amended, which we refer to as the 2006 Plan. Pursuant to General Instruction E to Form S-8, we incorporate by reference into this registration statement the contents of our registration statement on Form S-8 (File No. 333-133450) filed with the Securities and Exchange Commission, or the SEC, on April 21, 2006, relating to the registration of 1,500,000 shares of our common stock issuable under the 2006 Plan, our registration statement on Form S-8 (File No. 333-164621) filed with the SEC on February 1, 2010, relating to the registration of 210,000 shares of our common stock issuable under the 2006 Plan, our registration statement on Form S-8 (File No. 333-170142) filed with the SEC on October 26, 2010, relating to the registration of 1,464,000 shares of our common stock issuable under the 2006 Plan, and our registration statement on Form S-8 (File No. 333-184916) filed with the SEC on November 13, 2012, relating to the registration of 1,700,000 shares of our common stock issuable under the 2006 Plan.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents, which are on file with the SEC, are incorporated by reference in this registration statement:

- (a) Our annual report on Form 10-K for the fiscal year ended December 31, 2016 filed with the SEC on March 15, 2017;
- (b) Our quarterly report on Form 10-Q for the fiscal quarter ended April 1, 2017 filed with the SEC on May 11, 2017;
- (c) Our quarterly report on Form 10-Q for the fiscal quarter ended July 1, 2017 filed with the SEC on August 4, 2017;
- (d) Our quarterly report on Form 10-Q for the fiscal quarter ended September 30, 2017 filed with the SEC on October 31, 2017;
- (e) Our current report on Form 8-K filed with the SEC on February 2, 2017;
- (f) Our current report on Form 8-K filed with the SEC on March 31, 2017;
- (g) Our current report on Form 8-K filed with the SEC on April 12, 2017;
- (h) Our current report on Form 8-K filed with the SEC on April 26, 2017;

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- (i) Our current report on Form 8-K filed with the SEC on May 4, 2017 (excluding any information furnished pursuant to Item 2.02, Item 7.01 or Item 9.01 contained therein);
- (j) Our current report on Form 8-K filed with the SEC on May 5, 2017;
- (k) Our current report on Form 8-K filed with the SEC on July 18, 2017;
- (l) Our current report on Form 8-K filed with the SEC on September 29, 2017;
- (m) Our current report on Form 8-K filed with the SEC on October 26, 2017 (excluding any information furnished pursuant to Item 2.02 or Item 7.01 contained therein and Exhibits 99.1, 99.2 and 99.3 furnished pursuant to Item 9.01 contained therein); and
- (n) The description of our common stock contained in our registration statement on Form 8-A filed with the SEC on April 17, 1998.

In addition, all documents subsequently filed by us pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, are deemed to be incorporated by reference into, and to be a part of, this registration statement.

**Item 8. Exhibits.**

The exhibits to this registration statement are listed in the Exhibit Index attached hereto and incorporated herein by reference.

**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Description</b>  |
|---------------------------|---|
| 4.1                       | <u>Amended and Restated Articles of Organization (incorporated by reference to Exhibit 3.2 to our registration statement on Form S-1/A (File No. 333-46941) filed with the SEC on April 3, 1998).</u>                     |
| 4.2                       | <u>Articles of Amendment to our Articles of Organization (incorporated by reference to Exhibit 99.1 to our current report on Form 8-K filed with the SEC on May 11, 2005).</u>  |
| 4.3                       | <u>Amended and Restated By-Laws, as amended (incorporated by reference to Exhibit 3.2 to our current report on Form 8-K filed with the SEC on January 31, 2011).</u>  |
| 4.4                       | <u>Specimen certificate for our common stock (incorporated by reference to Exhibit 4.4 to our registration statement on Form S-8 (File No. 333-133450) filed with the SEC on April 21, 2006).</u>                         |
| 4.5                       | <u>CRA International, Inc. Amended and Restated 2006 Equity Incentive Plan, as amended (incorporated by reference to Annex A to our definitive proxy statement on Schedule 14A filed with the SEC on April 28, 2017).</u> |
| 5.1                       | <u>Opinion of Foley Hoag LLP.</u>   |
| 23.1                      | <u>Consent of Ernst &amp; Young.</u>  |
| 23.2                      | <u>Consent of Foley Hoag LLP (included in Exhibit 5.1).</u>   |
| 24.1                      | <u>Power of attorney (included on signature page of this registration statement).</u>   |

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Boston, the Commonwealth of Massachusetts, on this 1st day of November, 2017.

**CRA INTERNATIONAL, INC.**

By: /s/ Paul Maleh  
Paul Maleh  
President and Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL BY THESE PRESENTS that each individual whose signature appears below hereby constitutes and appoints Paul Maleh and Chad Holmes, and each of them, his or her true and lawful attorneys-in-fact and agents with full power of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the SEC, granting unto said attorney-in-facts and agents, and each of them, full power and authority to do and perform each and every act and thing that they, or either of them, may deem necessary or advisable to be done in connection with this registration statement, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-facts and agents, or either of them, or any substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the indicated capacities as of November 1, 2017.

| <b>Signature</b>                           | <b>Title</b>  |
|--|---|
| /s/ Rowland Moriarty<br>Rowland Moriarty   | Chairman of the Board   |
| /s/ Paul Maleh<br>Paul Maleh               | President, Chief Executive Officer and Director<br><i>(Principal Executive Officer)</i>                 |
| /s/ Chad Holmes<br>Chad Holmes             | Chief Financial Officer, Executive Vice President and Treasurer<br><i>(Principal Financial Officer)</i> |
| /s/ Douglas Miller<br>Douglas Miller       | Chief Accounting Officer and Vice President<br><i>(Principal Accounting Officer)</i>                    |
| /s/ William Concannon<br>William Concannon | Director  |
| /s/ Nancy Hawthorne<br>Nancy Hawthorne     | Director  |



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/s/ Robert Holthausen  
Robert Holthausen

Director

/s/ Robert Whitman  
Robert Whitman

Director