

Holmes Chad M  
Form 4  
March 26, 2019

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See Instruction*  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Holmes Chad M

2. Issuer Name **and** Ticker or Trading  
Symbol  
CRA INTERNATIONAL, INC.  
[CRAI]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
200 CLARENDON STREET  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/22/2019

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
CFO, EVP and Treasurer

BOSTON, MA 02116

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                           | 19,472                                                                                                             | D                                                                    |                                                                   |

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

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information contained in this form are not  
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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) | 8. Amount or<br>Value of<br>Underlying<br>Security<br>(Instr. 3 and 4) |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|------------------------------------------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                            | (A)                                                            | (D)                                                            |                                                                        |
| Restricted<br>Stock Units                           | <u>(1)</u>                                                            | 03/22/2019                              |                                                             | A                                       |                                                                                                              | 4.136<br><u>(2)</u>                                            | <u>(3)</u>                                                     | Common<br>Stock                                                        |
| Restricted<br>Stock Units                           | <u>(1)</u>                                                            | 03/22/2019                              |                                                             | A                                       |                                                                                                              | 6.0075<br><u>(2)</u>                                           | <u>(4)</u>                                                     | Common<br>Stock                                                        |
| Restricted<br>Stock Units                           | <u>(1)</u>                                                            | 03/22/2019                              |                                                             | A                                       |                                                                                                              | 6.337<br><u>(2)</u>                                            | <u>(5)</u>                                                     | Common<br>Stock                                                        |
| Restricted<br>Stock Units                           | <u>(1)</u>                                                            | 03/22/2019                              |                                                             | A                                       |                                                                                                              | 9.6322<br><u>(2)</u>                                           | <u>(6)</u>                                                     | Common<br>Stock                                                        |
| Restricted<br>Stock Units                           | <u>(1)</u>                                                            | 03/22/2019                              |                                                             | A                                       |                                                                                                              | 6.3373<br><u>(2)</u>                                           | <u>(7)</u>                                                     | Common<br>Stock                                                        |
| Restricted<br>Stock Units                           | <u>(1)</u>                                                            | 03/22/2019                              |                                                             | A                                       |                                                                                                              | 9.036<br><u>(2)</u>                                            | <u>(8)</u>                                                     | Common<br>Stock                                                        |
| Nonqualified<br>Stock Option<br>(right to buy)      | \$ 18.48                                                              |                                         |                                                             |                                         |                                                                                                              | 11/19/2013 <u>(9)</u>                                          | 11/19/2020                                                     | Common<br>Stock                                                        |
| Nonqualified<br>Stock Option<br>(right to buy)      | \$ 30.97                                                              |                                         |                                                             |                                         |                                                                                                              | 11/20/2014 <u>(9)</u>                                          | 11/20/2021                                                     | Common<br>Stock                                                        |
| Nonqualified<br>Stock Option<br>(right to buy)      | \$ 21.52                                                              |                                         |                                                             |                                         |                                                                                                              | 11/12/2015 <u>(9)</u>                                          | 11/12/2022                                                     | Common<br>Stock                                                        |
| Nonqualified<br>Stock Option<br>(right to buy)      | \$ 30.96                                                              |                                         |                                                             |                                         |                                                                                                              | 11/14/2016 <u>(9)</u>                                          | 11/14/2023                                                     | Common<br>Stock                                                        |
| Nonqualified<br>Stock Option<br>(right to buy)      | \$ 44.87                                                              |                                         |                                                             |                                         |                                                                                                              | 12/18/2017 <u>(9)</u>                                          | 12/18/2027                                                     | Common<br>Stock                                                        |
| Nonqualified<br>Stock Option<br>(right to buy)      | \$ 47.45                                                              |                                         |                                                             |                                         |                                                                                                              | 12/06/2018 <u>(9)</u>                                          | 12/06/2028                                                     | Common<br>Stock                                                        |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |                        |       |
|-----------------------------------------------------------|---------------|-----------|------------------------|-------|
|                                                           | Director      | 10% Owner | Officer                | Other |
| Holmes Chad M<br>200 CLARENDON STREET<br>BOSTON, MA 02116 |               |           | CFO, EVP and Treasurer |       |

## Signatures

Delia J. Makhlouta, by power of attorney

03/26/2019

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

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

- (1) 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 as 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.
- (2) Amount reported represents Dividend Units accrued on the RSUs at \$48.96 on March 22, 2019. These Dividend Units are payable only in cash.
- (3) The RSUs, which include an aggregate of 37.6177 Dividend Units, vest on November 12, 2019.
- (4) The RSUs, which include an aggregate of 54.6487 Dividend Units, vest on November 12, 2019.
- (5) The RSUs, which include an aggregate of 57.6370 Dividend Units, vest in two equal annual installments beginning on November 14, 2019.
- (6) The RSUs, which include an aggregate of 87.6082 Dividend Units, vest in two equal annual installments beginning on November 14, 2019.
- (7) The RSUs, which include an aggregate of 28.7017 Dividend Units, vest in three equal annual installments beginning on December 18, 2019.
- (8) The RSUs, which include an aggregate of 9.0360 Dividend Units, vest in four equal annual installments, beginning on December 6, 2019.
- (9) Date indicated is date of grant. Option vests in four equal annual installments beginning on the first anniversary of the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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