

Holmes Chad M
 Form 4
 December 19, 2017

FORM 4

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

OMB APPROVAL

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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

(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)
 12/15/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 CFO, EVP and Treasurer

BOSTON, MA 02116
 (City) (State) (Zip)

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

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

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | | | | | 12,887 | D | |

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

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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 Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Restricted Stock Units | <u>(1)</u> | 12/15/2017 | | A | 7.5812 <u>(2)</u> | <u>(3)</u> <u>(3)</u> | Common Stock |
| Restricted Stock Units | <u>(1)</u> | 12/15/2017 | | A | 8.7163 <u>(2)</u> | <u>(4)</u> <u>(4)</u> | Common Stock |
| Common Stock | <u>(1)</u> | 12/15/2017 | | A | 2.7272 <u>(2)</u> | <u>(5)</u> <u>(5)</u> | Common Stock |
| Restricted Stock Units | <u>(1)</u> | 12/15/2017 | | A | 2.8357 <u>(2)</u> | <u>(6)</u> <u>(6)</u> | Common Stock |
| Nonqualified Stock Option (right to buy) | \$ 21.91 | | | | | 11/14/2011 ⁽⁷⁾ 11/14/2018 | Common Stock |
| Nonqualified Stock Option (right to buy) | \$ 18.48 | | | | | 11/19/2013 ⁽⁷⁾ 11/19/2020 | Common Stock |
| Nonqualified Stock Option (right to buy) | \$ 30.97 | | | | | 11/20/2014 ⁽⁷⁾ 11/20/2021 | Common Stock |
| Nonqualified Stock Option (right to buy) | \$ 21.52 | | | | | 11/12/2015 ⁽⁷⁾ 11/12/2022 | Common Stock |
| Nonqualified Stock Option (right to buy) | \$ 30.96 | | | | | 11/14/2016 ⁽⁷⁾ 11/14/2023 | Common Stock |

Reporting Owners

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

Signatures

Delia J. Makhoulouta, by power of
attorney

12/19/2017

__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 \$44.56 on December 15, 2017. These Dividend Units are payable only in cash.
- (3) The RSUs, which include an aggregate of 37.7526 Dividend Units, vest in two equal annual installments beginning on November 12, 2018.
- (4) The RSUs, which include an aggregate of 43.4049 Dividend Units, vest in three equal annual installments beginning on November 14, 2018.
- (5) The RSUs, which include an aggregate of 13.5809 Dividend Units, vest on November 20, 2018.
- (6) The RSUs, which include an aggregate of 14.1182 Dividend Units, vest on November 20, 2018.
- (7) 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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