AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON APRIL 17, 1998

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

CHARLES RIVER ASSOCIATES INCORPORATED (Exact name of registrant as specified in its charter)

MASSACHUSETTS 04-2372210

(State of incorporation or organization) (I.R.S. employer identification no.)

200 CLARENDON STREET
BOSTON, MASSACHUSETTS
(Address of principal executive offices)

02116 (Zip code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. //

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. /X/

Securities Act registration statement file number to which this form relates: 333-46941

(if applicable)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be so registered NONE Name of each exchange on which each class is to be registered NONE

Securities to be registered pursuant to Section 12(g) of the Act:

COMMON STOCK, WITHOUT PAR VALUE (Title of class)

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

The information required by Item 202 of Regulation S-K is provided under the heading "Description of Capital Stock" in the Registrant's Registration Statement on Form S-1, Registration No. 333-46941, as initially filed with the Securities and Exchange Commission on February 26, 1998, as amended on April 3, 1998, and as the same may be subsequently amended (the "Registration Statement on Form S-1"). Such part of the Registration Statement on Form S-1 is hereby incorporated by reference and made a part hereof.

ITEM 2. EXHIBITS.

The following Exhibits filed by the Registrant as part of its Registration Statement on Form S-1 are hereby incorporated by reference and made a part hereof:

- Amended and Restated Articles of Organization of the Registrant (filed as Exhibit 3.2 to the Registrant's Registration Statement on Form S-1, File No. 333-46941, and incorporated herein by reference).
- Amended and Restated By-Laws of the Registrant (filed as Exhibit 3.4 to the Registrant's Registration Statement on Form S-1, File No. 333-46941, and incorporated herein by reference).
- Specimen stock certificate for the Common Stock of the Registrant (filed as Exhibit 4.1 to the Registrant's Registration Statement on Form S-1, File No. 333-46941, and incorporated herein by reference).

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

CHARLES RIVER ASSOCIATES INCORPORATED

Date: April 17, 1998 By: /s/ Laurel E. Morrison

Laurel E. Morrison, Chief Financial Officer, Vice President, Finance and Administration, and

Treasurer