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

# FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the quarterly period ended October 1, 2022**

**OR**

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from to**

**Commission file number: 000-24049**

# CRA International, Inc.
(Exact name of registrant as specified in its charter)

| | |
|---|---|
| **Massachusetts** | **04-2372210** |
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification No.) |
| **200 Clarendon Street, Boston, MA** | **02116-5092** |
| (Address of principal executive offices) | (Zip Code) |

**(617) 425-3000**
(Registrant's telephone number, including area code)

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

| Title of each class | Trading Symbol | Name of each exchange on which registered |
|---|---|---|
| Common Stock, no par value | CRAI | Nasdaq Global Select Market |

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No o

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes x No o

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 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 | ☐ | Accelerated filer | x | Non-accelerated filer | ☐ | Smaller reporting company | ☐ | Emerging growth 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 13(a) of the Exchange Act. o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No x

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

| Class | Outstanding at October 28, 2022 |
|---|---|
| Common Stock, no par value per share | 7,134,885 shares |

**CRA International, Inc.**

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**PART I. FINANCIAL INFORMATION**

**ITEM 1. Financial Statements**

**CRA INTERNATIONAL, INC.**

**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (unaudited)**

*(in thousands, except per share data)*

| | Fiscal Quarter Ended | | Fiscal Year-to-Date Period Ended | |
|---|---|---|---|---|
| | October 1, 2022 | October 2, 2021 | October 1, 2022 | October 2, 2021 |
| Revenues | $ 148,441 | $ 136,412 | $ 445,925 | $ 431,167 |
| Costs of services (exclusive of depreciation and amortization) | 102,267 | 95,980 | 309,403 | 306,396 |
| Selling, general and administrative expenses | 28,246 | 24,490 | 82,026 | 71,740 |
| Depreciation and amortization | 3,034 | 3,141 | 9,060 | 9,657 |
| Income from operations | 14,894 | 12,801 | 45,436 | 43,374 |
| Interest expense, net | (667) | (183) | (1,343) | (791) |
| Foreign currency gains (losses), net | 1,667 | 235 | 3,566 | (253) |
| Income before provision for income taxes | 15,894 | 12,853 | 47,659 | 42,330 |
| Provision for income taxes | 4,017 | 1,908 | 12,713 | 9,318 |
| Net income | $ 11,877 | $ 10,945 | $ 34,946 | $ 33,012 |
| Net income per share: | | | | |
| Basic | $ 1.66 | $ 1.48 | $ 4.81 | $ 4.42 |
| Diluted | $ 1.63 | $ 1.44 | $ 4.72 | $ 4.31 |
| Weighted average number of shares outstanding: | | | | |
| Basic | 7,119 | 7,375 | 7,247 | 7,440 |
| Diluted | 7,246 | 7,560 | 7,376 | 7,643 |

See accompanying notes to the condensed consolidated financial statements.

**CRA INTERNATIONAL, INC.**

**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (unaudited)**

*(in thousands)*

| | Fiscal Quarter Ended | | Fiscal Year-to-Date Period Ended | |
|---|---|---|---|---|
| | October 1, 2022 | October 2, 2021 | October 1, 2022 | October 2, 2021 |
| Net income | $ 11,877 | $ 10,945 | $ 34,946 | $ 33,012 |
| Other comprehensive income (loss) | | | | |
| Foreign currency translation adjustments, net of tax | (3,806) | (1,028) | (8,838) | (1,275) |
| Comprehensive income | $ 8,071 | $ 9,917 | $ 26,108 | $ 31,737 |

See accompanying notes to the condensed consolidated financial statements.

**CRA INTERNATIONAL, INC.**

**CONDENSED CONSOLIDATED BALANCE SHEETS (unaudited)**

*(in thousands, except share data)*

| | October 1, 2022 | January 1, 2022 |
|---|---|---|
| **ASSETS** | | |
| Current assets: | | |
| Cash and cash equivalents | $ 24,093 | $ 66,130 |
| Accounts receivable, net of allowances of $2,903 and $3,256, respectively | 133,895 | 116,962 |
| Unbilled services, net of allowances of $1,171 and $1,364, respectively | 74,955 | 45,095 |
| Prepaid expenses and other current assets | 13,993 | 10,589 |
| Forgivable loans | 10,453 | 10,571 |
| Total current assets | 257,389 | 249,347 |
| Property and equipment, net | 46,967 | 53,612 |
| Goodwill | 89,036 | 88,936 |
| Intangible assets, net | 7,468 | 4,181 |
| Right-of-use assets | 98,425 | 110,475 |
| Deferred income taxes | 9,449 | 9,319 |
| Forgivable loans, net of current portion | 43,290 | 38,020 |
| Other assets | 2,255 | 1,470 |
| Total assets | $ 554,279 | $ 555,360 |
| **LIABILITIES AND SHAREHOLDERS' EQUITY** | | |
| Current liabilities: | | |
| Accounts payable | $ 26,387 | $ 23,511 |
| Accrued expenses | 132,641 | 156,314 |
| Deferred revenue and other liabilities | 7,327 | 12,821 |
| Current portion of lease liabilities | 15,478 | 14,337 |
| Current portion of deferred compensation | 4,204 | 6,103 |
| Revolving line of credit | 45,000 | — |
| Total current liabilities | 231,037 | 213,086 |
| Non-current liabilities: | | |
| Deferred compensation and other non-current liabilities | 12,783 | 10,947 |
| Non-current portion of lease liabilities | 108,936 | 124,464 |
| Deferred income taxes | 848 | 1,029 |
| Total non-current liabilities | 122,567 | 136,440 |
| Commitments and contingencies (Note 11) | | |
| Shareholders' equity: | | |
| Preferred stock, no par value; 1,000,000 shares authorized; none issued and outstanding | — | — |
| Common stock, no par value; 25,000,000 shares authorized; 7,108,853 and 7,362,703 shares issued and outstanding, respectively | 1,029 | — |
| Retained earnings | 218,434 | 215,784 |
| Accumulated other comprehensive loss | (18,788) | (9,950) |
| Total shareholders' equity | 200,675 | 205,834 |
| Total liabilities and shareholders' equity | $ 554,279 | $ 555,360 |

See accompanying notes to the condensed consolidated financial statements.

**CRA INTERNATIONAL, INC.**

**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (unaudited)**

*(in thousands)*

| | Fiscal Year-to-Date Period Ended | |
|---|---|---|
| | October 1, 2022 | October 2, 2021 |
| **OPERATING ACTIVITIES:** | | |
| Net income | $ 34,946 | $ 33,012 |
| Adjustments to reconcile net income to net cash provided by (used in) operating activities, net of effect of acquired business: | | |
| Depreciation and amortization | 9,060 | 9,657 |
| Right-of-use asset amortization | 10,260 | 9,711 |
| Deferred income taxes | (157) | (1,357) |
| Share-based compensation expense | 3,567 | 2,830 |
| Bad debt expense (recovery) | (345) | 44 |
| Unrealized foreign currency remeasurement (gains) losses, net | (662) | (220) |
| Changes in operating assets and liabilities: | | |
| Accounts receivable | (17,989) | 3,172 |
| Unbilled services | (30,864) | (25,213) |
| Prepaid expenses and other current assets, and other assets | (1,883) | (2,850) |
| Forgivable loans | (7,361) | 9,304 |
| Incentive cash awards | 4,863 | 5,030 |
| Accounts payable, accrued expenses, and other liabilities | (26,336) | (17,668) |
| Lease liabilities | (12,114) | (11,549) |
| Net cash provided by (used in) operating activities | (35,015) | 13,903 |
| **INVESTING ACTIVITIES:** | | |
| Purchases of property and equipment | (2,999) | (1,730) |
| Consideration paid for acquisition, net | (10,185) | — |
| Net cash used in investing activities | (13,184) | (1,730) |
| **FINANCING ACTIVITIES:** | | |
| Issuance of common stock, principally stock option exercises | 760 | 5,005 |
| Borrowings under revolving line of credit | 124,000 | 72,000 |
| Repayments under revolving line of credit | (79,000) | (66,000) |
| Payments for debt issuance costs | (1,008) | — |
| Tax withholding payments reimbursed by shares | (1,002) | (588) |
| Cash paid for contingent consideration | — | (2,357) |
| Cash dividends paid | (6,860) | (5,903) |
| Repurchase of common stock | (27,630) | (39,977) |
| Net cash provided by (used in) financing activities | 9,260 | (37,820) |
| Effect of foreign exchange rates on cash and cash equivalents | (3,098) | (365) |
| Net decrease in cash and cash equivalents | (42,037) | (26,012) |
| Cash and cash equivalents at beginning of period | 66,130 | 45,677 |
| Cash and cash equivalents at end of period | $ 24,093 | $ 19,665 |
| | | |
| **Noncash investing and financing activities:** | | |
| Increase (decrease) in accounts payable and accrued expenses for property and equipment | $ (201) | $ (7) |
| Right-of-use assets obtained in exchange for lease obligations | $ 2,146 | $ 1,751 |
| Restricted common stock issued for contingent consideration | $ — | $ 2,250 |
| **Supplemental cash flow information:** | | |
| Cash paid for taxes | $ 11,407 | $ 12,484 |
| Cash paid for interest | $ 1,026 | $ 528 |
| Cash paid for amounts included in operating lease liabilities | $ 15,864 | $ 15,556 |

See accompanying notes to the condensed consolidated financial statements.

## CRA INTERNATIONAL, INC.

## CONDENSED CONSOLIDATED STATEMENT OF SHAREHOLDERS' EQUITY

## FOR THE FISCAL YEAR-TO-DATE PERIOD ENDED OCTOBER 1, 2022 (unaudited)

*(in thousands, except share data)*

| | Common Stock | | Retained Earnings | Accumulated Other Comprehensive Loss | Total Shareholders' Equity |
|---|---|---|---|---|---|
| | Shares Issued | Amount | | | |
| **BALANCE AT JANUARY 1, 2022** | 7,362,703 | $ — | $ 215,784 | $ (9,950) | $ 205,834 |
| Net income | — | — | 11,426 | — | 11,426 |
| Foreign currency translation adjustment | — | — | — | (1,172) | (1,172) |
| Exercise of stock options | 14,552 | 341 | — | — | 341 |
| Share-based compensation expense | — | 1,037 | — | — | 1,037 |
| Restricted shares vesting | 29,558 | — | — | — | — |
| Redemption of vested employee restricted shares for tax withholding | (10,163) | (897) | — | — | (897) |
| Shares repurchased | (56,665) | (481) | (4,475) | — | (4,956) |
| Accrued dividends on unvested shares | — | — | (11) | — | (11) |
| Cash dividends paid ($0.31 per share) | — | — | (2,377) | — | (2,377) |
| **BALANCE AT APRIL 2, 2022** | 7,339,985 | $ — | $ 220,347 | $ (11,122) | $ 209,225 |
| Net income | — | — | 11,643 | — | 11,643 |
| Foreign currency translation adjustment | — | — | — | (3,860) | (3,860) |
| Share-based compensation expense | — | 1,041 | — | — | 1,041 |
| Restricted shares vesting | 3,630 | — | — | — | — |
| Redemption of vested employee restricted shares for tax withholding | (921) | (78) | — | — | (78) |
| Shares repurchased | (211,345) | (963) | (16,711) | — | (17,674) |
| Accrued dividends on unvested shares | — | — | (52) | — | (52) |
| Cash dividends paid ($0.31 per share) | — | — | (2,259) | — | (2,259) |
| **BALANCE AT JULY 2, 2022** | 7,131,349 | $ — | $ 212,968 | $ (14,982) | $ 197,986 |
| Net income | — | — | 11,877 | — | 11,877 |
| Foreign currency translation adjustment | — | — | — | (3,806) | (3,806) |
| Exercise of stock options | 19,476 | 419 | — | — | 419 |
| Share-based compensation expense | — | 1,489 | — | — | 1,489 |
| Restricted shares vesting | 9,843 | — | — | — | — |
| Redemption of vested employee restricted shares for tax withholding | (291) | (27) | — | — | (27) |
| Shares repurchased | (51,524) | (852) | (4,148) | — | (5,000) |
| Accrued dividends on unvested shares | — | — | (39) | — | (39) |
| Cash dividends paid ($0.31 per share) | — | — | (2,224) | — | (2,224) |
| **BALANCE AT OCTOBER 1, 2022** | 7,108,853 | $ 1,029 | $ 218,434 | $ (18,788) | $ 200,675 |

See accompanying notes to the condensed consolidated financial statements.

**CRA INTERNATIONAL, INC.**

**CONDENSED CONSOLIDATED STATEMENT OF SHAREHOLDERS' EQUITY**

**FOR THE FISCAL YEAR-TO-DATE PERIOD ENDED OCTOBER 2, 2021 (unaudited)**

*(in thousands, except share data)*

| | Common Stock | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| | Shares Issued | | Amount | | Retained Earnings | | Accumulated Other Comprehensive Loss | | Total Shareholders' Equity |
| **BALANCE AT JANUARY 2, 2021** | 7,693,497 | $ | 503 | $ | 216,999 | $ | (8,483) | $ | 209,019 |
| Net income | — | | — | | 10,501 | | — | | 10,501 |
| Foreign currency translation adjustment | — | | — | | — | | (111) | | (111) |
| Issuance of restricted common stock for contingent consideration | 40,039 | | 2,250 | | — | | — | | 2,250 |
| Exercise of stock options | 41,008 | | 1,113 | | — | | — | | 1,113 |
| Share-based compensation expense | — | | 842 | | — | | — | | 842 |
| Restricted shares vesting | 29,494 | | — | | — | | — | | — |
| Redemption of vested employee restricted shares for tax withholding | (9,895) | | (588) | | — | | — | | (588) |
| Shares repurchased | (166,552) | | (4,120) | | (5,522) | | — | | (9,642) |
| Accrued dividends on unvested shares | — | | — | | 5 | | — | | 5 |
| Cash dividends paid ($0.26 per share) | — | | — | | (2,061) | | — | | (2,061) |
| **BALANCE AT APRIL 3, 2021** | 7,627,591 | $ | — | $ | 219,922 | $ | (8,594) | $ | 211,328 |
| Net income | — | | — | | 11,566 | | — | | 11,566 |
| Foreign currency translation adjustment | — | | — | | — | | (136) | | (136) |
| Exercise of stock options | 48,562 | | 1,387 | | — | | — | | 1,387 |
| Share-based compensation expense | — | | 980 | | — | | — | | 980 |
| Restricted shares vesting | 1,006 | | — | | — | | — | | — |
| Shares repurchased | (337,837) | | (382) | | (24,953) | | — | | (25,335) |
| Accrued dividends on unvested shares | — | | — | | (50) | | — | | (50) |
| Cash dividends paid ($0.26 per share) | — | | — | | (1,909) | | — | | (1,909) |
| **BALANCE AT JULY 3, 2021** | 7,339,322 | $ | 1,985 | $ | 204,576 | $ | (8,730) | $ | 197,831 |
| Net income | — | | — | | 10,945 | | — | | 10,945 |
| Foreign currency translation adjustment | — | | — | | — | | (1,028) | | (1,028) |
| Exercise of stock options | 98,310 | | 2,505 | | — | | — | | 2,505 |
| Share-based compensation expense | — | | 1,008 | | — | | — | | 1,008 |
| Restricted shares vesting | 11,676 | | — | | — | | — | | — |
| Shares repurchased | (53,012) | | (4,822) | | (178) | | — | | (5,000) |
| Accrued dividends on unvested shares | — | | — | | (43) | | — | | (43) |
| Cash dividends paid ( $0.26 per share) | — | | — | | (1,933) | | — | | (1,933) |
| **BALANCE AT OCTOBER 2, 2021** | 7,396,296 | $ | 676 | $ | 213,367 | $ | (9,758) | $ | 204,285 |

See accompanying notes to the condensed consolidated financial statements.

**CRA INTERNATIONAL, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**(Unaudited)**

## 1. Summary of Significant Accounting Policies

***Description of Business***

CRA International, Inc. (“CRA” or the “Company”) is a worldwide leading consulting services firm that applies advanced analytic techniques and in-depth industry knowledge to complex engagements for a broad range of clients. CRA offers services in two broad areas: litigation, regulatory, and financial consulting and management consulting. CRA operates in one business segment. CRA operates its business under its registered trade name, Charles River Associates.

***Basis of Presentation***

The unaudited condensed consolidated financial statements include the accounts of CRA International, Inc. and its wholly-owned subsidiaries (collectively the “Company”), which require consolidation after the elimination of intercompany accounts and transactions. These financial statements have been prepared in accordance with the rules and regulations of the U.S. Securities and Exchange Commission (“SEC”) for Quarterly Reports on Form 10-Q. Accordingly, these financial statements do not include all the information and note disclosures required by accounting principles generally accepted in the United States of America (“GAAP”) for annual financial statements. In the opinion of management, these financial statements reflect all adjustments of a normal, recurring nature necessary for the fair presentation of CRA’s results of operations, financial position, cash flows, and shareholders’ equity for the interim periods presented in conformity with GAAP. Results of operations for the interim periods presented herein are not necessarily indicative of results of operations for a full year. These financial statements should be read in conjunction with the consolidated financial statements and notes thereto for the fiscal year ended January 1, 2022 included in CRA’s Annual Report on Form 10-K filed with the SEC on March 3, 2022 (the “2021 Form 10-K”). Certain prior period amounts have been reclassified to conform to the current period presentation. These reclassifications had no effect on previously reported results of operations, financial position, or cash flows.

***Estimates***

The preparation of financial statements in conformity with GAAP requires management to make significant estimates and judgments that affect the reported amounts of assets and liabilities, as well as the related disclosure of contingent assets and liabilities, at the date of the financial statements, and the reported amounts of consolidated revenues and expenses during the reporting period. Estimates in these condensed consolidated financial statements include, but are not limited to, allowances for accounts receivable and unbilled services, revenue recognition on fixed-price contracts, variable consideration to be included in the transaction price of revenue contracts, the useful life of long-lived assets, measurement of operating lease right-of-use (“ROU”) assets and liabilities, share-based compensation, valuation of acquired intangible assets, goodwill, accrued and deferred income taxes, valuation allowances on deferred tax assets, accrued incentive compensation, and certain other accrued expenses. These items are monitored and analyzed by CRA for changes in facts and circumstances, and material changes in these estimates could occur in the future. Changes in estimates are recorded in the period in which they become known. CRA bases its estimates on historical experience and various other assumptions that CRA believes to be reasonable under the circumstances. Actual results may differ from those estimates if CRA’s assumptions based on past experience or other assumptions do not turn out to be substantially accurate.

***Business Combinations***

CRA accounts for business acquisitions using the acquisition method of accounting, which requires assets acquired and liabilities assumed to be measured and recorded at their estimated fair values as of the acquisition date, with certain exceptions. The purchase price is determined as the fair value of consideration transferred. Goodwill is recognized for the excess of consideration transferred over the net value of assets acquired and liabilities assumed. The operating results of each acquired company is included in CRA's consolidated financial statements beginning on the date of acquisition.

Fair value measurements require extensive use of estimates and assumptions, including estimates of future cash flows to be generated by the acquired assets. The useful lives of identifiable intangible assets acquired in a business acquisition are estimated based on the expected period that the Company will receive substantially all projected future benefits from the intangible asset. Transaction expenses directly related to acquisitions are expensed as incurred and are included in selling, general and administrative expenses on the condensed consolidated statements of operations.

***Recent Accounting Standards***

*Business Combinations (Topic 805): Accounting for Contract Assets and Contract Liabilities from Contracts with Customers*

In October 2021, the FASB issued Accounting Standards Update ("ASU") No. 2021-08, *Business Combinations (Topic 805): Accounting for Contract Assets and Contract Liabilities from Contracts with Customers* ("ASU 2021-08"). The ASU requires that an acquirer recognize and measure contract assets and liabilities acquired in a business combination in accordance with ASC Topic 606, *Revenue from Contracts with Customers ("ASC 606")* at the acquisition date as if the acquirer had originated the contracts rather than adjust them to fair value. CRA elected to early adopt ASU 2021-08 on the first day of fiscal 2022. The adoption of the new standard had no impact on CRA's financial position, results of operations, cash flows, or disclosures on the date of transition.

**2. Business Acquisition**

On February 28, 2022, CRA acquired substantially all business assets and assumed certain liabilities of Welch Consulting, Ltd. (“Welch Consulting”), a Texas limited partnership. Welch Consulting provided economic, business, and strategic consulting services principally involving labor and employment issues. The acquisition expands CRA’s business opportunities, expertise, and market presence with the addition of 45 colleagues and offices in Bryan, Texas; Los Angeles, California; and Washington, D.C. A non-employee expert of CRA served as an agent and attorney-in-fact on behalf of Welch Consulting. The non-employee expert did not and will not receive compensation or a portion of the purchase price as part of the transaction.

The acquisition has been accounted for as a business combination, and the results of operations have been included in the accompanying condensed consolidated financial statements from the date of acquisition. On the date of acquisition, right-of-use assets and lease liabilities were recorded in accordance with ASC Topic 842, *Leases*. In addition, contract assets and contract liabilities were recorded in accordance with ASC 606, as CRA adopted ASU 2021-08 on the first day of fiscal 2022. All other tangible assets and identifiable intangible assets acquired and liabilities assumed were recorded at their fair value as of the date of acquisition.

The current values of assets acquired and liabilities assumed are preliminary and based on the best available information. Certain items, such as the working capital adjustments, intangible assets, and goodwill, may be subject to change as additional information is received. The allocation of the purchase price will be finalized as soon as practicable, but not later than one year from the date of acquisition. The final purchase price allocation may be different from the preliminary estimate reported as CRA receives additional information and completes its analysis of transaction-related activities, the impact of which is not expected to be material to CRA’s results of operations for fiscal 2022. The following table presents the preliminary assets acquired and liabilities assumed as of October 1, 2022 (in thousands):

| | | |
|---|---|---|
| **Assets Acquired** | | |
| Current assets: | | |
| Accounts receivable | $ | 3,778 |
| Unbilled services | | 1,507 |
| Prepaid expenses and other current assets | | 100 |
| Total current assets | | 5,385 |
| Property and equipment | | 141 |
| Goodwill | | 2,409 |
| Intangible assets | | 4,150 |
| Right-of-use assets | | 1,210 |
| Other assets | | 41 |
| Total assets acquired | $ | 13,336 |
| | | |
| **Liabilities Assumed** | | |
| Current liabilities: | | |
| Accrued expenses | $ | 1,280 |
| Deferred revenue and other liabilities | | 161 |
| Current portion of lease liabilities | | 549 |
| Total current liabilities | | 1,990 |
| Non-current portion of lease liabilities | | 661 |
| Total liabilities assumed | $ | 2,651 |
| Net assets acquired | $ | 10,685 |

For the acquired assets and assumed liabilities, CRA has paid $10.2 million, net, as of October 1, 2022, the amount of which was based on adjusted estimates of certain net working capital items. Additional adjustments to the purchase consideration may be due to or from Welch Consulting. Per the terms of the Asset Purchase Agreement, $0.5 million was withheld from the closing payment and will be paid to Welch Consulting within one year of the date of acquisition, subject to the satisfaction of certain assurances provided by Welch Consulting. In addition, CRA issued $7.9 million of forgivable loans and agreed to provide other deferred compensation to key employees and a non-employee expert, which is treated as post-transaction compensation expense as incurred.

The intangible assets acquired are comprised of customer relationships, the fair value of which was determined using a multi-period excess earning method. The customer relationships intangible is being amortized over a ten-year life on a straight-line basis, which approximates the expected pattern of economic benefit from this asset. The Company also recorded $2.4 million of goodwill, all of which is expected to be deductible for tax purposes.

Transaction related expenses, which are principally legal and accounting service fees, amounted to $0.2 million for the fiscal year-to-date period ended October 1, 2022 and are included in selling, general and administrative expenses on the condensed consolidated statements of operations.

**3. Revenues and Allowances**

The contracts CRA enters into and operates under specify whether the projects are billed on a time-and-materials or a fixed-price basis. Time-and-materials contracts are typically used for litigation, regulatory, and financial consulting projects while fixed-price contracts are principally used for management consulting projects. In general, project costs are classified in

**CRA INTERNATIONAL, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)**

**(Unaudited)**

costs of services and are based on the direct salary of CRA's employee consultants on the engagement, plus all direct expenses incurred to complete the project, including any amounts billed to CRA by its non-employee experts.

*Disaggregation of Revenue*

The following tables disaggregate CRA's revenue by type of contract and geographic location (in thousands):

| | Fiscal Quarter Ended | | Fiscal Year-to-Date Period Ended | |
|---|---|---|---|---|
| **Type of Contract** | **October 1, 2022** | **October 2, 2021** | **October 1, 2022** | **October 2, 2021** |
| Consulting services revenues: | | | | |
| Fixed-price | $ 24,201 | $ 31,741 | $ 80,515 | $ 101,419 |
| Time-and-materials | 124,240 | 104,671 | 365,410 | 329,748 |
| Total | $ 148,441 | $ 136,412 | $ 445,925 | $ 431,167 |

| | Fiscal Quarter Ended | | Fiscal Year-to-Date Period Ended | |
|---|---|---|---|---|
| **Geographic Breakdown** | **October 1, 2022** | **October 2, 2021** | **October 1, 2022** | **October 2, 2021** |
| Consulting services revenues: | | | | |
| United States | $ 121,496 | $ 109,387 | $ 358,583 | $ 347,444 |
| United Kingdom | 20,069 | 20,177 | 63,322 | 63,203 |
| Other | 6,876 | 6,848 | 24,020 | 20,520 |
| Total | $ 148,441 | $ 136,412 | $ 445,925 | $ 431,167 |

*Reserves for Variable Consideration and Credit Risk*

Revenues from CRA's consulting services are recorded at the net transaction price, which includes estimates of variable consideration for which reserves are established. Variable consideration reserves are based on specific price concessions and those expected to be extended to CRA customers estimated by CRA's historical realization rates. Reserves for variable consideration are recorded as a component of the allowances for accounts receivable and unbilled services on the condensed consolidated balance sheets. Adjustments to the reserves for variable consideration are included in revenues on the condensed consolidated statements of operations.

CRA also maintains allowances for accounts receivable and unbilled services for estimated losses resulting from clients' failure to make required payments. The following table presents CRA's bad debt expense, net of recoveries of previously written off allowances (in thousands):

| | Fiscal Quarter Ended | | Fiscal Year-to-Date Period Ended | |
|---|---|---|---|---|
| | **October 1, 2022** | **October 2, 2021** | **October 1, 2022** | **October 2, 2021** |
| Bad debt expense (recovery), net | $ (83) | $ 55 | $ (345) | $ 44 |

*Reimbursable Expenses*

Revenues also include reimbursements for costs incurred by CRA in fulfilling its performance obligations, including travel and other out-of-pocket expenses, fees for outside consultants, and other reimbursable expenses. CRA recovers substantially all of these costs. The following expenses are subject to reimbursement (in thousands):

| | Fiscal Quarter Ended | | Fiscal Year-to-Date Period Ended | |
|---|---|---|---|---|
| | October 1, 2022 | October 2, 2021 | October 1, 2022 | October 2, 2021 |
| Reimbursable expenses | $ 15,009 | $ 15,727 | $ 47,654 | $ 49,382 |

*Contract Balances from Contracts with Customers*

CRA defines contract assets as assets for which it has recorded revenue because it determines that it is probable that it will earn a performance-based or contingent fee, but is not yet entitled to receive a fee because certain events, such as completion of the measurement period or client approval, must occur. The contract assets balance was immaterial as of October 1, 2022 and January 1, 2022.

When consideration is received, or such consideration is unconditionally due from a customer prior to transferring consulting services to the customer under the terms of a contract, a contract liability is recorded. Contract liabilities are recognized as revenue after performance obligations have been satisfied and all revenue recognition criteria have been met. The following table presents the closing balances of CRA's contract liabilities (in thousands):

| | October 1, 2022 | January 1, 2022 |
|---|---|---|
| Contract liabilities | $ 2,684 | $ 8,811 |

CRA recognized the following revenue that was included in the contract liabilities balance as of the opening of the respective period or for performance obligations satisfied in previous periods (in thousands):

| | Fiscal Quarter Ended | | Fiscal Year-to-Date Period Ended | |
|---|---|---|---|---|
| | October 1, 2022 | October 2, 2021 | October 1, 2022 | October 2, 2021 |
| Amounts included in contract liabilities at the beginning of the period | $ 1,831 | $ 1,603 | $ 8,101 | $ 5,051 |
| Performance obligations satisfied in previous periods | $ 3,495 | $ 3,925 | $ 2,193 | $ 2,805 |

**4. Forgivable Loans**

In order to attract and retain highly skilled professionals, CRA may issue forgivable loans to employees and non-employee experts, certain of which may be denominated in local currencies. A portion of these loans is collateralized. The principal amount of forgivable loans and accrued interest is forgiven by CRA over the term of the loans, so long as the employee or non-employee expert continues employment or affiliation with CRA and complies with certain contractual requirements. The expense associated with the forgiveness of the principal amount of the loans is recorded as compensation expense over the service period, which is consistent with the term of the loans.

The following table presents forgivable loan activity for the respective periods (in thousands):

| | Fiscal Year-to-Date Period Ended October 1, 2022 | Fiscal Year Ended January 1, 2022 |
|---|---|---|
| Beginning balance | $ 48,591 | $ 61,613 |
| Advances | 25,467 | 14,528 |
| Repayments | (25) | (69) |
| Reclassifications from accrued expenses or to other assets (1) | (1,411) | (2,229) |
| Amortization | (18,145) | (25,187) |
| Effects of foreign currency translation | (734) | (65) |
| Ending balance | $ 53,743 | $ 48,591 |
| Current portion of forgivable loans | $ 10,453 | $ 10,571 |
| Non-current portion of forgivable loans | $ 43,290 | $ 38,020 |

(1) Relates to the reclassification of performance awards previously recorded as accrued expenses or forgivable loans that have been reclassified to other receivables.

**5. Goodwill and Intangible Assets**

The changes in the carrying amount of goodwill for the fiscal year-to-date period ended October 1, 2022 are summarized as follows (in thousands):

| | |
|---|---|
| Goodwill | $ 160,829 |
| Accumulated goodwill impairment | (71,893) |
| Goodwill, net at January 1, 2022 | 88,936 |
| Additions due to acquisitions | 2,409 |
| Foreign currency translation adjustment | (2,309) |
| Goodwill, net at October 1, 2022 | $ 89,036 |

Goodwill at October 1, 2022, is comprised of goodwill of $160.9 million and accumulated impairment of $71.9 million. There were no impairment losses related to goodwill during the fiscal year-to-date period ended October 1, 2022 or during the fiscal year ended January 1, 2022.

Intangible assets that are separable from goodwill and have determinable useful lives are valued separately and amortized using the straight-line method over their expected useful lives. The components of acquired identifiable intangible assets are as follows (in thousands):

| | | October 1, 2022 | | | January 1, 2022 | | |
|---|---|---|---|---|---|---|---|
| | Useful Life (in years) | Gross Carrying Amount | Accumulated Amortization | Net Carrying Amount | Gross Carrying Amount | Accumulated Amortization | Net Carrying Amount |
| Non-competition agreements | 5 | $ — | $ — | $ — | $ 280 | $ (275) | $ 5 |
| Customer relationships | 10 | 12,370 | (4,902) | 7,468 | 8,220 | (4,044) | 4,176 |
| Total | | $ 12,370 | $ (4,902) | $ 7,468 | $ 8,500 | $ (4,319) | $ 4,181 |

There were no impairment losses related to intangible assets during the fiscal year-to-date period ended October 1, 2022 or during the fiscal year ended January 1, 2022. As a result of the Welch Consulting acquisition, CRA recognized approximately $4.2 million of intangible assets related to customer relationships in the first quarter of fiscal 2022. Amortization expense related to intangible assets was $0.3 million and $0.9 million for the fiscal quarter and fiscal year-to-date period ended October 1, 2022, respectively, and $0.2 million and $0.7 million for the fiscal quarter and fiscal year-to-date period ended October 2, 2021, respectively.

**6. Accrued Expenses**

Accrued expenses consist of the following (in thousands):

| | October 1, 2022 | January 1, 2022 |
|---|---|---|
| Compensation and related expenses | $ 114,422 | $ 143,199 |
| Performance awards | 8,819 | 4,603 |
| Direct project accruals | 2,723 | 2,833 |
| Other | 6,677 | 5,679 |
| Total accrued expenses | $ 132,641 | $ 156,314 |

As of October 1, 2022 and January 1, 2022, approximately $89.1 million and $118.9 million, respectively, of accrued bonuses were included above in “Compensation and related expenses.”

**7. Income Taxes**

For the fiscal quarters ended October 1, 2022 and October 2, 2021, CRA’s effective income tax rate (“ETR”) was 25.3% and 14.8%, respectively. The ETR for the third quarter of fiscal 2022 was higher than the third quarter of fiscal 2021 primarily due to a decrease in the tax benefit related to share-based compensation and foreign-derived intangible income, and higher nondeductible compensation paid to executive officers.

For the fiscal year-to-date periods ended October 1, 2022 and October 2, 2021, CRA's ETR was 26.7% and 22.0%, respectively. The ETR for the current fiscal year-to-date period was higher than the prior year-to-date period primarily due to a decrease in the tax benefit related to share-based compensation and foreign-derived intangible income, and higher nondeductible compensation paid to executive officers, partially offset by the impact of the U.K. statutory rate increase in the second quarter of fiscal 2021 that did not recur in the current period.

In fiscal 2020, as a result of both a qualitative and quantitative analysis, certain amounts of previously taxed and untaxed post fiscal 2018 U.K. earnings were no longer considered permanently reinvested. Deferred taxes that are a consequence of foreign exchange translation resulting from earnings that are no longer considered permanently reinvested are recorded as a component of foreign currency translation adjustments on the condensed consolidated statements of comprehensive income. During the current fiscal year-to-date period, deferred taxes of $0.2 million have been recorded as a consequence of foreign exchange translation. Deferred income taxes or foreign withholding taxes, estimated to be $0.4 million, have not been recorded for other jurisdictions as those earnings are considered to be permanently reinvested.

On August 16, 2022, the U.S. government enacted the Inflation Reduction Act of 2022 that includes, among other provisions, changes to the U.S. corporate income tax system, including a fifteen percent minimum tax based on "adjusted financial statement income,” and a one percent excise tax on net repurchases of stock after December 31, 2022. The Company is continuing to evaluate the Inflation Reduction Act and its requirements, as well as the application to its business.

**8. Net Income Per Share**

CRA calculates basic earnings per share using the two-class method. CRA calculates diluted earnings per share using the more dilutive of either the two-class method or treasury stock method. The two-class method was more dilutive for the fiscal quarters ended October 1, 2022 and October 2, 2021.

Under the two-class method, net earnings are allocated to each class of common stock and participating security as if all the net earnings for the period had been distributed. CRA's participating securities consist of unvested share-based payment awards that contain a nonforfeitable right to receive dividends and therefore are considered to participate in undistributed earnings with common shareholders. Net earnings allocable to these participating securities were not material for the fiscal quarters ended October 1, 2022 and October 2, 2021.

The following table presents the calculation of basic and diluted net income per share (in thousands, except per share data):

| | Fiscal Quarter Ended | | Fiscal Year-to-Date Period Ended | |
|---|---|---|---|---|
| | October 1, 2022 | October 2, 2021 | October 1, 2022 | October 2, 2021 |
| Numerator: | | | | |
| Net income — basic | $ 11,877 | $ 10,945 | $ 34,946 | $ 33,012 |
| Less: net income attributable to participating shares | 42 | 43 | 130 | 128 |
| Net income — diluted | $ 11,835 | $ 10,902 | $ 34,816 | $ 32,884 |
| Denominator: | | | | |
| Weighted average shares outstanding — basic | 7,119 | 7,375 | 7,247 | 7,440 |
| Effect of dilutive stock options and restricted stock units | 127 | 185 | 129 | 203 |
| Weighted average shares outstanding — diluted | 7,246 | 7,560 | 7,376 | 7,643 |
| Net income per share: | | | | |
| Basic | $ 1.66 | $ 1.48 | $ 4.81 | $ 4.42 |
| Diluted | $ 1.63 | $ 1.44 | $ 4.72 | $ 4.31 |

For the fiscal quarter and fiscal year-to-date period ended October 1, 2022, the anti-dilutive share-based awards that were excluded from the calculation of common stock equivalents for purposes of computing diluted weighted average shares outstanding amounted to 997 and 249 shares, respectively. There were no anti-dilutive share-based awards for the fiscal quarter and fiscal year-to-date period ended October 2, 2021.

**9. Fair Value of Financial Instruments**

As of October 1, 2022 and January 1, 2022, CRA did not have any financial instruments measured at fair value on a recurring basis.

The contingent consideration liability pertained to estimated future contingent consideration payments related to the acquisition of C1 Consulting, LLC, an independent consulting firm, and its wholly-owned subsidiary C1 Associates. CRA had no contingent consideration obligation during the fiscal year-to-date period ended October 1, 2022. CRA paid the contingent consideration liability in the first quarter of fiscal 2021. The following table summarizes the changes in the contingent consideration liability for the fiscal year ended January 1, 2022 (in thousands):

| | Fiscal Year Ended |
|---|---|
| | January 1, 2022 |
| Beginning balance | $ 14,620 |
| Accretion | 380 |
| Payment of contingent consideration | (15,000) |
| Ending balance | $ — |

### 10. Credit Agreement

CRA was a party to an amended and restated credit agreement (the "Initial Credit Agreement") that provided CRA with a $175.0 million revolving credit facility that included a $15.0 million sublimit for the issuance of letters of credit. The Initial Credit Agreement was scheduled to mature on October 24, 2022; CRA was permitted to repay any borrowings at any time prior to the maturity date. CRA was required to comply with various financial and non-financial covenants under the Initial Credit Agreement.

On August 19, 2022, CRA refinanced its revolving credit facility under the Initial Credit Agreement by entering into a Credit Agreement (the "Credit Agreement") with Bank of America, N.A., as swingline lender, a letter of credit issuing bank and administrative agent, and with Citizens Bank, N.A., as a letter of credit issuing bank. The Credit Agreement provides CRA with a $250.0 million revolving credit facility, which may be decreased at CRA's option to $200.0 million during the period from July 16th in a year through January 15th in the next year. Additionally, for the period from January 16th to July 15th of each calendar year, CRA may elect to not increase the revolving credit facility to $250.0 million. The revolving credit facility includes a $25.0 million sublimit for the issuance of letters of credit.

Concurrent with CRA's entry into the Credit Agreement, the Company terminated the Initial Credit Agreement and repaid in full all outstanding indebtedness under the Initial Credit Agreement of approximately $50.0 million. Also, letters of credit in the aggregate amount of approximately $4.4 million that had been issued under the Initial Credit Agreement were deemed to be issued and outstanding under the new revolving credit facility. In connection with the Credit Agreement, the Company incurred debt issuance costs from the lenders and third-parties of $1.0 million.

CRA may use the proceeds of the revolving credit loans under the Credit Agreement for general corporate purposes and may repay any borrowings under the revolving credit facility at any time, but any borrowings must be repaid no later than August 19, 2027. Borrowings under the revolving credit facility bear interest at a rate per annum equal to one of the following rates, at CRA's election, plus an applicable margin as described below: (i) in the case of borrowings in U.S. dollars by the Company, the Base Rate (as defined in the Credit Agreement), (ii) in the case of borrowings in U.S. dollars, a rate based on Term SOFR (as defined in the Credit Agreement) for the applicable interest period, (iii) in the case of borrowings in Euros, EURIBOR (as defined in the Credit Agreement) for the applicable interest period, (iv) in the case of borrowings in Pounds Sterling, a daily rate based on SONIA (as defined in the Credit Agreement), (v) in the case of borrowings in Canadian Dollars, CDOR (as defined in the Credit Agreement) for the applicable interest period, (vi) in the case of borrowings in Swiss Francs, a daily rate based on SARON (as defined in the Credit Agreement), or (vii) in the case of borrowings in any other Alternate Currency (as defined in the Credit Agreement), the relevant daily or term rate determined as provided in the Credit Agreement. The applicable margin on borrowings based on the Base Rate varies within a range of 0.25% to 1.00% depending on CRA's consolidated net leverage ratio, and the applicable margin on borrowings based on any of the other rates described above varies within a range of 1.25% to 2.00% depending on CRA's consolidated net leverage ratio.

CRA is required to pay a fee on the amount available to be drawn under any letter of credit issued under the revolving credit facility at a rate per annum that varies between 1.25% and 2.00% depending on CRA's consolidated net leverage ratio. In addition, CRA is required to pay a fee on the unused portion of the revolving credit facility at a rate per annum that varies between 0.175% and 0.250% depending on CRA's consolidated net leverage ratio.

Under the Credit Agreement, CRA must comply with various financial and non-financial covenants. The primary financial covenants consist of a maximum consolidated net leverage ratio and a minimum consolidated interest coverage ratio. The primary non-financial covenants include, but are not limited to, restrictions on CRA's ability to incur future indebtedness, engage in acquisitions or dispositions, pay dividends or repurchase capital stock, and enter into business combinations. Any indebtedness outstanding under the revolving credit facility may become immediately due upon the occurrence of stated events of default, including CRA's failure to pay principal, interest or fees, or upon the breach of any covenant. As of October 1, 2022, CRA was in compliance with the covenants of the Credit Agreement.

There was $45.0 million in borrowings outstanding under the revolving credit facility as of October 1, 2022 and no borrowings outstanding as of January 1, 2022. As of October 1, 2022, the amount available under the revolving credit facility was reduced by certain letters of credit outstanding, which amounted to $4.4 million.

**11. Commitments and Contingencies**

As described in the previous note, CRA is party to standby letters of credit with its lenders in support of minimum future lease payments under certain operating leases for office space.

CRA is subject to legal actions arising in the ordinary course of business. In management's opinion, based on current knowledge, CRA believes it has adequate legal defenses or insurance coverage, or both, with respect to the eventuality of such actions. CRA does not believe any settlement or judgment relating to any pending legal action would materially affect its financial position or results of operations. However, the outcome of such legal actions is inherently unpredictable and subject to inherent uncertainties.

**12. Subsequent Events**

On November 3, 2022, CRA announced that its Board of Directors declared a quarterly cash dividend of $0.36 per common share, payable on December 9, 2022 to shareholders of record as of November 29, 2022.

## ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

### Forward-Looking Statements

Except for historical facts, the statements in this quarterly report are forward-looking statements. Forward-looking statements are merely our current predictions of future events. These statements are inherently uncertain, and actual events could differ materially from our predictions. Important factors that could cause actual events to vary from our predictions include those discussed below under the heading "Risk Factors." We assume no obligation to update our forward-looking statements to reflect new information or developments. We urge readers to review carefully the risk factors described in the other documents that we file with the Securities and Exchange Commission ("SEC"). You can read these documents at www.sec.gov.

Our principal Internet address is www.crai.com. Our website provides a link to a third-party website through which our annual, quarterly, and current reports, and amendments to those reports, are available free of charge. We believe these reports are made available as soon as reasonably practicable after we file them electronically with, or furnish them to, the SEC. We do not maintain or provide any information directly to the third-party website, and we do not check its accuracy.

Our website also includes information about our corporate governance practices. The Investor Relations page of our website provides a link to a web page where you can obtain a copy of our code of business conduct and ethics applicable to our principal executive officer, principal financial officer, and principal accounting officer.

### Critical Accounting Policies and Estimates

Our critical accounting policies involving the more significant estimates and judgments used in the preparation of our financial statements as of October 1, 2022 remain unchanged from January 1, 2022, except for the accounting policies related to business combinations as described below. Please refer to Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" of our Annual Report on Form 10-K for the fiscal year ended January 1, 2022, filed with the SEC on March 3, 2022 (the "2021 Form 10-K") for details on these critical accounting policies.

*Business Combinations*. We account for business acquisitions using the acquisition method of accounting, which requires assets acquired and liabilities assumed to be measured and recorded at their estimated fair values as of the acquisition date, with certain exceptions. Right-of-use assets and lease liabilities are recorded on the date of acquisition in accordance with ASC Topic 842, *Leases*. In addition, contract assets and contract liabilities are recorded in accordance with ASC 606, as we adopted Accounting Standards Update No. 2021-08, *Business Combinations (Topic 805): Accounting for Contract Assets and Contract Liabilities from Contracts with Customers* on the first day of fiscal 2022. All other tangible assets and identifiable intangible assets acquired and liabilities assumed are recorded at their fair value as of the date of acquisition.

The purchase price is determined as the fair value of consideration transferred. Goodwill is recognized for the excess of consideration transferred over the net value of assets acquired and liabilities assumed. Intangible assets that are separate from goodwill and have determinable useful lives are valued separately. Fair value measurements require extensive use of estimates and assumptions, including estimates of future cash flows to be generated by the acquired assets, discount rates that we believe reflect the risk factors associated with the related cash flows, and estimates of useful lives. The useful lives of identifiable intangible assets acquired in a business acquisition are estimated based on the expected period that we will receive substantially all of the projected future benefits from the intangible asset.

### Recent Accounting Standards

Please refer to the sections captioned "Recent Accounting Standards" included in Note 1, "Summary of Significant Accounting Policies" in Part I, Item I, "Financial Statements" of this Quarterly Report on Form 10-Q (this "report").

### Results of Operations—For the Fiscal Quarter and Fiscal Year-to-Date Period Ended October 1, 2022, Compared to the Fiscal Quarter and Fiscal Year-to-Date Period Ended October 2, 2021

The following table provides operating information as a percentage of revenues for the periods indicated:

| | Fiscal Quarter Ended | | Fiscal Year-to-Date Period Ended | |
|---|---|---|---|---|
| | October 1, 2022 | October 2, 2021 | October 1, 2022 | October 2, 2021 |
| Revenues | 100.0 % | 100.0 % | 100.0 % | 100.0 % |
| Costs of services (exclusive of depreciation and amortization) | 68.9 | 70.4 | 69.4 | 71.1 |
| Selling, general and administrative expenses | 19.0 | 18.0 | 18.4 | 16.6 |
| Depreciation and amortization | 2.0 | 2.3 | 2.0 | 2.2 |
| Income from operations | 10.0 | 9.4 | 10.2 | 10.1 |
| Interest expense, net | (0.4) | (0.1) | (0.3) | (0.2) |
| Foreign currency gains (losses), net | 1.1 | 0.2 | 0.8 | (0.1) |
| Income before provision for income taxes | 10.7 | 9.4 | 10.7 | 9.8 |
| Provision for income taxes | 2.7 | 1.4 | 2.9 | 2.2 |
| Net income | 8.0 % | 8.0 % | 7.8 % | 7.7 % |

**Fiscal Quarter Ended October 1, 2022, Compared to the Fiscal Quarter Ended October 2, 2021**

*Revenues.* Revenues increased by $12.0 million, or 8.8%, to $148.4 million for the third quarter of fiscal 2022 from $136.4 million for the third quarter of fiscal 2021. Utilization increased to 74% for the third quarter of fiscal 2022 from 73% for the third quarter of fiscal 2021, while consultant headcount grew 3.3% from 882 at the end of the third quarter of fiscal 2021 to 911 at the end of the third quarter of fiscal 2022. The primary driver of consultant headcount growth was the addition of 37 consultants resulting from the acquisition of Welch Consulting, Ltd. (“Welch Consulting”) in the first quarter of fiscal 2022.

Overall, revenues outside of the U.S. represented approximately 18% and 20% of net revenues for the third quarters of fiscal 2022 and fiscal 2021, respectively. Revenues derived from fixed-price projects decreased to 16% of net revenues for the third quarter of fiscal 2022 compared with 23% of net revenue for the third quarter of fiscal 2021. The percentage of revenue derived from fixed-price projects depends largely on the proportion of our revenues derived from our management consulting business, which typically has a higher concentration of fixed-price service contracts.

*Costs of Services (exclusive of depreciation and amortization).* Costs of services (exclusive of depreciation and amortization) increased by $6.3 million, or 6.6%, to $102.3 million for the third quarter of fiscal 2022 from $96.0 million for the third quarter of fiscal 2021. The increase in costs of services was due to an increase in employee compensation and fringe benefit costs of $6.6 million primarily as a result of a higher headcount and an increase in forgivable loan amortization of $0.4 million, partially offset by a decrease in client reimbursable expenses of $0.7 million. As a percentage of revenues, costs of services (exclusive of depreciation and amortization) decreased to 68.9% for the third quarter of fiscal 2022 from 70.4% for the third quarter of fiscal 2021.

*Selling, General and Administrative Expenses.* Selling, general and administrative expenses increased by $3.7 million, or 15.3%, to $28.2 million for the third quarter of fiscal 2022 from $24.5 million for the third quarter of fiscal 2021. Within this category of expenses, there was a $1.2 million increase in travel and entertainment, a $1.0 million increase in employee compensation and fringe benefit costs, a $0.7 million increase in miscellaneous and other costs, a $0.6 million increase in software subscription and data services, and a $0.4 million increase in commissions to our non-employee experts. Partially offsetting the increase in these expenses was a $0.2 million decrease in bad debt expense for the third quarter of fiscal 2022 as compared to the third quarter of fiscal 2021.

As a percentage of revenues, selling, general and administrative expenses increased to 19.0% for the third quarter of fiscal 2022 from 18.0% for the third quarter of fiscal 2021. Commissions to our non-employee experts remained flat at 3.2% of revenues for the third quarter of fiscal 2022 and the third quarter of fiscal 2021.

*Provision for Income Taxes.* The income tax provision was $4.0 million and the effective tax rate ("ETR") was 25.3% for the third quarter of fiscal 2022 compared to $1.9 million and 14.8% for the third quarter of fiscal 2021. The ETR for the current fiscal quarter was higher than the prior year primarily due to a decrease in the tax benefit related to share-based compensation and foreign-derived intangible income, and higher nondeductible compensation paid to executive officers. The ETR for the third quarter of both fiscal 2022 and fiscal 2021 were lower than the combined federal and state statutory tax rate primarily due to the tax benefit related to share-based compensation, partially offset by non-deductible compensation paid to executive officers.

*Net Income.* Net income increased to $11.9 million for the third quarter of fiscal 2022 from $10.9 million for the third quarter of fiscal 2021. The net income per diluted share was $1.63 per share for the third quarter of fiscal 2022, compared to $1.44 of net income per diluted share for the third quarter of fiscal 2021. Weighted average diluted shares outstanding decreased by approximately 314,000 shares to approximately 7,246,000 shares for the third quarter of fiscal 2022 from approximately 7,560,000 shares for the third quarter of fiscal 2021. The decrease in weighted average diluted shares outstanding was primarily due to the repurchase of shares of our common stock since October 2, 2021, offset in part by the vesting of shares of restricted stock and time-vesting restricted stock units and the exercise of stock options since October 2, 2021.

**Fiscal Year-to-Date Period Ended October 1, 2022, Compared to the Fiscal Year-to-Date Period Ended October 2, 2021**

*Revenues.* Revenues increased by $14.7 million, or 3.4%, to $445.9 million for the fiscal year-to-date period ended October 1, 2022 from $431.2 million for the fiscal year-to-date period ended October 2, 2021. Utilization was 75% for the fiscal year-to-date periods ended October 1, 2022 and October 2, 2021, while consultant headcount grew 3.3% from 882 at the end of the third quarter of fiscal 2021 to 911 at the end of the third quarter of fiscal 2022. The primary driver of consultant headcount growth was the addition of 37 consultants resulting from the acquisition of Welch Consulting in the first quarter of fiscal 2022.

Overall, revenues outside of the U.S. represented approximately 20% and 19% of net revenues for the fiscal year-to-date periods ended October 1, 2022 and October 2, 2021, respectively. Revenues derived from fixed-price projects decreased to 18% of net revenues for the fiscal year-to-date period ended October 1, 2022 compared with 24% of net revenue for the year-to-date period ended October 2, 2021. The percentage of revenue derived from fixed-price projects depends largely on the proportion of our revenues derived from our management consulting business, which typically has a higher concentration of fixed-price service contracts.

*Costs of Services (exclusive of depreciation and amortization).* Costs of services (exclusive of depreciation and amortization) increased by $3.0 million, or 1.0%, to $309.4 million for the fiscal year-to-date period ended October 1, 2022 from $306.4 million for the fiscal year-to-date period ended October 2, 2021. The increase in costs of services was due to an increase of $3.8 million in employee compensation and fringe benefit costs primarily as a result of a higher headcount and an increase in forgivable loan amortization of $1.3 million, partially offset by a decrease in client reimbursable expenses of $1.7 million and a decrease in the valuation expense of the contingent consideration of $0.4 million. As a percentage of revenues, costs of services (exclusive of depreciation and amortization) decreased to 69.4% for the fiscal year-to-date period ended October 1, 2022 from 71.1% for the fiscal year-to-date period ended October 2, 2021.

*Selling, General and Administrative Expenses.* Selling, general and administrative expenses increased by $10.3 million, or 14.3%, to $82.0 million for the fiscal year-to-date period ended October 1, 2022 from $71.7 million for the fiscal year-to-date period ended October 2, 2021. Within this category of expenses, there was a $2.7 million increase in travel and entertainment, a $2.2 million increase in employee compensation and fringe benefit costs, a $1.6 million increase in commissions to our non-employee experts, a $1.2 million increase in software subscription and data services, a $1.1 million increase in miscellaneous and other costs, a $0.9 million increase in legal and other professional services fees, and a $0.9 million increase in rent expense. Partially offsetting the increase in these expenses was a $0.3 million decrease in bad debt expense for the fiscal year-to-date period ended October 1, 2022 as compared to the fiscal year-to-date period ended October 2, 2021.

As a percentage of revenues, selling, general and administrative expenses increased to 18.4% for the fiscal year-to-date period ended October 1, 2022 from 16.6% for the fiscal year-to-date period ended October 2, 2021. Commissions to our non-employee experts increased to 3.3% of revenues for the fiscal year-to-date period ended October 1, 2022 compared to 3.0% of revenues for the fiscal year-to-date period ended October 2, 2021.

*Provision for Income Taxes.* The income tax provision was $12.7 million and the ETR was 26.7% for the fiscal year-to-date period ended October 1, 2022, compared to $9.3 million and 22.0% for the fiscal year-to-date period ended October 2, 2021. The ETR for the current fiscal year-to-date period was higher than the prior year-to-date period primarily due to a decrease in the tax benefit related to share-based compensation and foreign-derived intangible income, and higher nondeductible compensation paid to executive officers, partially offset by the impact of the U.K. statutory rate increase in the second quarter of fiscal 2021 that did not recur in the current period. The ETR for the current fiscal year-to-date period was approximately the same as the combined federal and state statutory tax rate and included offsetting items primarily related to the tax benefit for share-based compensation and nondeductible compensation paid to executive officers. The ETR for the fiscal year-to-date period ended October 2, 2021 was lower than the combined federal and state statutory tax rate primarily due to the tax benefit related to share-based compensation, partially offset by non-deductible compensation paid to executive officers and the impact of the U.K. statutory tax rate change.

*Net Income.* Net income increased by $1.9 million to $34.9 million for the fiscal year-to-date period ended October 1, 2022 from $33.0 million for the fiscal year-to-date period ended October 2, 2021. The diluted net income per share was $4.72 for the fiscal year-to-date period ended October 1, 2022, compared to diluted net income per share of $4.31 for the fiscal year-to-date period ended October 2, 2021. Weighted average diluted shares outstanding decreased by approximately 267,000 to approximately 7,376,000 shares for the fiscal year-to-date period ended October 1, 2022 from approximately 7,643,000 shares for the fiscal year-to-date period ended October 2, 2021. The decrease in weighted average diluted shares outstanding was primarily due to the repurchase of shares of our common stock since October 2, 2021, offset in part by the vesting of restricted stock and time-vesting restricted stock units, and the exercise of stock options since October 2, 2021.

**Liquidity and Capital Resources**

***Fiscal Year-to-Date Period Ended October 1, 2022***

We believe that our current cash and cash equivalents, cash generated from operations, and amounts available under our revolving credit facility will be sufficient to meet our anticipated working capital and capital expenditure requirements for at least the next 12 months.

*General.* During the fiscal year-to-date period ended October 1, 2022, cash and cash equivalents decreased by $42.0 million. We completed the period with cash and cash equivalents of $24.1 million. The principal drivers of the reduction of cash and cash equivalents were payment of a significant portion of our fiscal 2021 performance bonuses in the first and second quarters of fiscal 2022, the consideration paid for the acquisition of Welch Consulting, the repurchase of shares, and the payment of dividends, offset by net borrowings of $45.0 million.

During the fiscal year-to-date period ended October 1, 2022, working capital (defined as current assets less current liabilities) decreased by $9.9 million to $26.4 million. The decrease in working capital was principally due to a decrease in cash and cash equivalents of $42.0 million and an increase in borrowings of $45.0 million. Partially offsetting these decreases to working capital was an increase in accounts receivable and unbilled services of $46.8 million, an increase in prepaid expenses and other current assets of $3.4 million, a decrease in accrued expenses of $23.7 million, and a decrease in deferred revenue and other liabilities of $5.5 million.

At October 1, 2022, $9.7 million of our cash and cash equivalents was held within the U.S. We have sufficient sources of liquidity in the U.S., including cash flow from operations and availability on our revolving credit facility to fund U.S. operations for the next 12 months without the need to repatriate funds from our foreign subsidiaries.

*Sources and Uses of Cash.* During the fiscal year-to-date period ended October 1, 2022, net cash used in operating activities was $35.0 million. Net income was $34.9 million for the fiscal year-to-date period ended October 1, 2022. Uses of cash for operating activities included a $12.1 million decrease in lease liabilities, a net increase of $48.9 million in accounts receivable and unbilled receivables, and a $1.9 million increase in prepaid expenses and other current assets primarily related to the timing of renewing annual subscriptions. Other uses of cash included a decrease in accounts payable, accrued expenses, and other liabilities of $26.3 million, primarily due to the payment of a significant portion of our fiscal 2021 performance bonuses and performance awards, and an increase in forgivable loans for the period of $7.4 million, which was primarily driven by $25.5 million of forgivable loan issuances, net of repayments, offset by $18.1 million of forgivable loan amortization.

Cash used in operations included incentive cash award expense of $4.9 million, non-cash depreciation and amortization expense of $9.1 million, right-of-use amortization of $10.3 million, share-based compensation expenses of $3.6 million, and other non-cash gains and benefits of $1.2 million.

During the fiscal year-to-date period ended October 1, 2022, net cash used in investing activities was $13.2 million, which included $10.2 million of net consideration paid for the acquisition of Welch Consulting and $3.0 million for capital expenditures, primarily related to purchases of office equipment.

During the fiscal year-to-date period ended October 1, 2022, net cash provided by financing activities was $9.3 million, primarily as a result of net borrowings under the revolving credit facility of $45.0 million and $0.8 million received upon the issuance of shares of common stock related to the exercise of stock options. Offsetting these increases in cash provided by financing activities were repurchases of common stock of $27.6 million, payment of cash dividends of $6.9 million, payment of $1.0 million for debt issuance costs, and tax withholding payments reimbursed by restricted shares on vesting of $1.0 million.

***Lease Commitments***

We are a lessee under certain operating leases for office space and equipment. Certain of our operating leases have terms that impose asset retirement obligations due to office modifications or the periodic redecoration of the premises, which are included in other liabilities on our consolidated balance sheets and are recorded at a value based on their estimated discounted cash flows. We do not expect to incur asset retirement obligation or redecoration obligation costs over the next twelve months. At October 1, 2022, the remainder of our asset retirement obligations and redecoration obligations are approximately $2.5 million and are expected to be paid between fiscal 2026 and fiscal 2031 when the underlying leases terminate or when the respective lease agreement requires redecoration. We expect to satisfy these lease and related obligations as they become due from cash generated from operations.

***Indebtedness***

We were a party to an amended and restated credit agreement (the "Initial Credit Agreement") that provided us with a $175.0 million revolving credit facility that included a $15.0 million sublimit for the issuance of letters of credit. The Initial Credit Agreement was scheduled to mature on October 24, 2022; we were permitted to repay any borrowings at any time prior to the maturity date.

On August 19, 2022, we refinanced our revolving credit facility under the Initial Credit Agreement by entering into a Credit Agreement (the "Credit Agreement") with Bank of America, N.A., as swingline lender, a letter of credit issuing bank and administrative agent, and with Citizens Bank, N.A., as a letter of credit issuing bank. The Credit Agreement provides us a $250.0 million revolving credit facility, which may be decreased at our option to $200.0 million during the period from July 16th in a year through January 15th in the next year. Additionally, for the period from January 16th to July 15th of each calendar year, we may elect to not increase the revolving credit facility to $250.0 million. The revolving credit facility includes a $25.0 million sublimit for the issuance of letters of credit.

Concurrent with our entry into the Credit Agreement, we terminated the Initial Credit Agreement and repaid in full all outstanding indebtedness under the Initial Credit Agreement of approximately $50.0 million. Also, letters of credit in the aggregate amount of approximately $4.4 million that had been issued under the Initial Credit Agreement were deemed to be issued and outstanding under the new revolving credit facility. In connection with the Credit Agreement, we incurred debt issuance costs from the lenders and third-parties of $1.0 million.

We may use the proceeds of the revolving credit loans under the Credit Agreement for general corporate purposes and may repay any borrowings under the revolving credit facility at any time, but any borrowings must be repaid no later than August 19, 2027. Borrowings under the revolving credit facility bear interest at a rate per annum equal to one of the following rates, at our election, plus an applicable margin as described below: (i) in the case of borrowings in U.S. dollars by us, the Base Rate (as defined in the Credit Agreement), (ii) in the case of borrowings in U.S. dollars, a rate based on Term SOFR (as defined in the Credit Agreement) for the applicable interest period, (iii) in the case of borrowings in Euros, EURIBOR (as defined in the Credit Agreement) for the applicable interest period, (iv) in the case of borrowings in Pounds Sterling, a daily rate based on SONIA (as defined in the Credit Agreement), (v) in the case of borrowings in Canadian Dollars, CDOR (as defined in the Credit Agreement) for the applicable interest period, (vi) in the case of borrowings in Swiss Francs, a daily rate based on SARON (as defined in the Credit Agreement), or (vii) in the case of borrowings in any other Alternate Currency (as defined in the Credit Agreement), the relevant daily or term rate determined as provided in the Credit Agreement. The applicable margin on borrowings based on the Base Rate varies within a range of 0.25% to 1.00% depending on our consolidated net leverage ratio, and the applicable margin on borrowings based on any of the other rates described above varies within a range of 1.25% to 2.00% depending on our consolidated net leverage ratio.

We are required to pay a fee on the amount available to be drawn under any letter of credit issued under the revolving credit facility at a rate per annum that varies between 1.25% and 2.00% depending on our consolidated net leverage ratio. In addition, we are required to pay a fee on the unused portion of the revolving credit facility at a rate per annum that varies between 0.175% and 0.250% depending on our consolidated net leverage ratio.

Under the Credit Agreement, we must comply with various financial and non-financial covenants. The primary financial covenants consist of a maximum consolidated net leverage ratio and a minimum consolidated interest coverage ratio. The primary non-financial covenants include, but are not limited to, restrictions on our ability to incur future indebtedness, engage in acquisitions or dispositions, pay dividends or repurchase capital stock, and enter into business combinations. Any indebtedness outstanding under the revolving credit facility may become immediately due upon the occurrence of stated events of default, including our failure to pay principal, interest or fees, or upon the breach of any covenant. As of October 1, 2022, we were in compliance with the covenants of the Credit Agreement.

There was $45.0 million in borrowings outstanding under the revolving credit facility as of October 1, 2022. As of October 1, 2022, the amount available under the revolving credit facility was reduced by certain letters of credit outstanding, which amounted to $4.4 million.

***Forgivable Loans***

In order to attract and retain highly skilled professionals, we may issue forgivable loans or term loans to employees and non-employee experts. A portion of these loans is collateralized by key person life insurance. The forgivable loans have terms that are generally between two and six years. The principal amount of forgivable loans and accrued interest is forgiven by us over the term of the loans, so long as the employee or non-employee expert continues employment or affiliation with us and complies with certain contractual requirements. The expense associated with the forgiveness of the principal amount of the loans is recorded as compensation expense over the service period, which is consistent with the term of the loans.

***Compensation Arrangements***

We have entered into compensation arrangements for the payment of performance awards to certain of our employees and non-employee experts that are payable if specific performance targets are met. The financial targets may include a measure of revenue generation, profitability, or both. The amounts of the awards to be paid under these compensation arrangements could fluctuate depending on future performance during the applicable measurement periods. Changes in the estimated awards are expensed prospectively over the remaining service period. We believe that we will have sufficient funds to satisfy any cash obligations related to the performance awards. We expect to fund any cash payments from existing cash resources, cash generated from operations, or borrowings available on our revolving credit facility.

Our Amended and Restated 2006 Equity Incentive Plan, as amended (the "2006 Equity Plan"), authorizes the grant of a variety of incentive and performance equity awards to our directors, employees and non-employee experts, including stock options, shares of restricted stock, restricted stock units, and other equity awards.

In 2009, the compensation committee of our Board of Directors adopted our long-term incentive program, or "LTIP," as a framework for equity grants made under our 2006 equity incentive plan to our senior corporate leaders, practice leaders, and key revenue generators. The equity awards granted under the LTIP include stock options, time-vesting restricted stock units, and performance-vesting restricted stock units.

In December 2016, our compensation committee modified the LTIP to allow grants of service- and performance-based cash awards in lieu of, or in addition to, equity awards to our senior corporate leaders, practice leaders, and key revenue generators. The compensation committee of our Board of Directors is responsible for approving all cash and equity awards under the LTIP. We expect to fund any cash payments from existing cash resources, cash generated from operations, or borrowings available on our revolving credit facility.

***Business and Talent Acquisitions***

As part of our business, we regularly evaluate opportunities to acquire other consulting firms, practices or groups, or other businesses. In recent years, we have typically paid for acquisitions with cash, or a combination of cash and our common stock, and we may continue to do so in the future. To pay for an acquisition, we may use cash on hand, cash generated from our operations, borrowings available under our revolving credit facility, or we may pursue other forms of financing. Our ability to secure short-term and long-term debt or equity financing in the future, including our ability to refinance our credit agreement, will depend on several factors, including our future profitability, the levels of our debt and equity, restrictions under our existing revolving credit facility, and the overall credit and equity market environments. We completed a business acquisition during the first quarter of fiscal 2022, which is further described in Note 2, "Business Acquisition” in Part I, Item I, “Financial Statements” of this report.

***Share Repurchases***

In February 2022, our Board of Directors authorized an expansion of our existing share repurchase program, authorizing the purchase of an additional $20.0 million of our common stock. We may repurchase shares under this program in open market purchases (including through any Rule 10b5-1 plan adopted by us) or in privately negotiated transactions in accordance with applicable insider trading and other securities laws and regulations.

During the fiscal quarter and fiscal year-to-date period ended October 1, 2022, we repurchased and retired 51,524 shares and 319,534 shares, respectively, under our share repurchase program at an average price per share of $97.04 and $86.47, respectively. During the fiscal quarter and fiscal year-to-date period ended October 2, 2021, we repurchased and retired 53,012 shares and 219,564 shares, respectively, under our share repurchase program at an average price per share of $94.32 and $66.72, respectively. In addition, during the second quarter of fiscal 2021, we repurchased 337,837 shares at a purchase price of $74.00 under a modified "Dutch auction" self-tender offer, as further described in Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" of our 2021 Form 10-K.

As of October 1, 2022, we had approximately $22.9 million available for future repurchases under our share repurchase program. We plan to finance future repurchases with available cash, cash from future operations, and available funds from our revolving credit facility. We expect to continue to repurchase shares under our share repurchase program.

***Dividends to Shareholders***

We anticipate paying regular quarterly dividends each year. These dividends are anticipated to be funded through cash flow from operations, available cash on hand, and/or available borrowings under our revolving credit facility. Although we anticipate paying regular quarterly dividends on our common stock for the foreseeable future, the declaration, timing and amounts of any such dividends remain subject to the discretion of our Board of Directors. During the fiscal quarter and fiscal year-to-date period ended October 1, 2022, we paid dividends and dividend equivalents of $2.2 million and $6.9 million, respectively. During the fiscal quarter and fiscal year-to-date period ended October 2, 2021, we paid dividends and dividend equivalents of $1.9 million and $5.9 million, respectively.

***Impact of Inflation***

To date, inflation has not had a material impact on our financial results. There can be no assurance, however, that inflation will not adversely affect our financial results in the future.

***Future Capital and Liquidity Needs***

We anticipate that our future capital and liquidity needs will principally consist of funds required for:

- operating and general corporate expenses relating to the operation of our business, including the compensation of our employees under various annual bonus or long-term incentive compensation programs;
- the hiring of individuals to replenish and expand our employee base;
- capital expenditures, primarily for information technology equipment, office furniture and leasehold improvements;
- debt service and repayments, including interest payments on borrowings from our revolving credit facility;
- share repurchases under programs that we may have in effect from time to time;
- dividends to shareholders;
- potential acquisitions of businesses that would allow us to diversify or expand our service offerings;
- potential contingent obligations related to our acquisitions; and
- other known future contractual obligations.

The hiring of individuals to replenish and expand our employee base is an essential part of our business operations and has historically been funded principally from operations. Many of the other above activities are discretionary in nature. For example, capital expenditures can be deferred, acquisitions can be forgone, and share repurchase programs and regular dividends can be suspended. As such, our operating model provides flexibility with respect to the deployment of cash flow from operations. Given this flexibility, we believe that our cash flows from operations, supplemented by cash on hand and borrowings from our revolving credit facility (as necessary), will provide adequate cash to fund our long-term cash needs from normal operations for at least the next twelve months.

Our conclusion that we will be able to fund our cash requirements by using existing capital resources and cash generated from operations does not take into account the impact of any future acquisition transactions or any unexpected significant changes in the number of employees or other expenditures that are currently not contemplated. The anticipated cash needs of our business could change significantly if we pursue and complete additional business acquisitions, if our business plans change, if economic conditions change from those currently prevailing or from those now anticipated, or if other unexpected circumstances arise that have a material effect on the cash flow or profitability of our business. Any of these events or circumstances, including any new business opportunities, could involve significant additional funding needs in excess of the identified currently available sources and could require us to raise additional debt or equity funding to meet those needs on terms that may be less favorable compared to our current sources of capital. Our ability to raise additional capital, if necessary, is subject to a variety of factors that we cannot predict with certainty, including:

- our future profitability;
- the quality of our accounts receivable;
- our relative levels of debt and equity;
- the volatility and overall condition of the capital markets; and
- the market prices of our securities.

**Factors Affecting Future Performance**

Important factors that could cause our actual results to differ materially from the forward-looking statements we make in this report, as well as a description of material risks we face, are set forth below under the heading “Risk Factors” and included in Part I, Item 1A, “Risk Factors” of our 2021 Form 10-K. If any of these risks, or any risks not presently known to us or that we currently believe are not significant, develops into an actual event, then our business, financial condition, and results of operations could be adversely affected.

**ITEM 3. Quantitative and Qualitative Disclosures About Market Risk**

For information regarding our exposure to certain market risks, see Part II, Item 7A, "Quantitative and Qualitative Disclosures about Market Risk” of our 2021 Form 10-K.

**ITEM 4. Controls and Procedures**

*Evaluation of Disclosure Controls and Procedures*

Under the supervision and with the participation of our management, including our President and Chief Executive Officer and our Chief Financial Officer, we evaluated the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. This is done in order to ensure that information we are required to disclose in the reports that are filed or submitted under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms. Based upon that evaluation, our President and Chief Executive Officer and our Chief Financial Officer concluded that our disclosure controls and procedures were effective as of October 1, 2022.

Management has concluded that the condensed consolidated financial statements included in this quarterly report on Form 10-Q present fairly, in all material aspects, our financial position at the end of, and the results of operations and cash flows for, the periods presented in conformity with accounting principles generally accepted in the United States.

*Evaluation of Changes in Internal Control over Financial Reporting*

Under the supervision and with the participation of our management, including our President and Chief Executive Officer and our Chief Financial Officer, we evaluated whether there were any changes in our internal control over financial reporting during the third quarter of fiscal 2022. There were no changes in our internal control over financial reporting identified in connection with the above evaluation that occurred during the third quarter of fiscal 2022 that have materially affected or are reasonably likely to materially affect our internal control over financial reporting.

*Important Considerations*

The effectiveness of our disclosure controls and procedures and our internal control over financial reporting is subject to various inherent limitations, including judgments used in decision making, assumptions about the likelihood of future events, the soundness of our systems, the possibility of human error, and the risk of fraud. Moreover, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions and the risk that the degree of compliance with policies or procedures may deteriorate over time. Because of these limitations, there can be no assurance that any system of disclosure controls and procedures or internal control over financial reporting will be successful in preventing all errors or fraud or in making all material information known in a timely manner to the appropriate levels of management.

## PART II. OTHER INFORMATION

### ITEM 1. Legal Proceedings

None.

### ITEM 1A. Risk Factors

There are many risks and uncertainties that can affect our future business, financial performance or results of operations. In addition to the other information set forth in this report, please review and consider the information regarding certain factors that could materially affect our business, financial condition or future results set forth under Part I, Item 1A, “Risk Factors” in our 2021 Form 10-K. There have been no material changes to these risk factors during the quarter ended October 1, 2022.

### ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds

(a) Not applicable.

(b) Not applicable.

(c) The following provides information about our repurchases of shares of our common stock during the fiscal quarter ended October 1, 2022. During that period, we did not act in concert with any affiliate or any other person to acquire any of our common stock and, accordingly, we do not believe that purchases by any such affiliate or other person (if any) are reportable in the following table. For purposes of this table, we have divided the fiscal quarter into three periods of four weeks, four weeks, and five weeks, respectively, to coincide with our reporting periods during the third quarter of fiscal 2022.

**Issuer Purchases of Equity Securities**

| Period | (a) Total Number of Shares Purchased(1)(2) | (b) Average Price Paid per Share(1)(2) | (c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs(2) | (d) Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs(2) |
|---|---|---|---|---|
| July 3, 2022 to July 30, 2022 | 291 | $ 94.31 | — | $ 27,854,153 |
| July 31, 2022 to August 27, 2022 | 51,524 | $ 97.04 | 51,524 | $ 22,854,204 |
| August 28, 2022 to October 1, 2022 | — | $ — | — | $ 22,854,204 |

(1) During the four weeks ended July 30, 2022, we accepted 291 shares of our common stock as a tax withholding from certain of our employees in connection with the vesting of shares of restricted stock that occurred during the indicated period, pursuant to the terms of our 2006 equity incentive plan, at the average price of $94.31.

(2) On February 7, 2022 our Board of Directors authorized an expansion to our existing share repurchase program of an additional $20.0 million of outstanding shares of our common stock. We may repurchase shares under this program in open market purchases (including through any Rule 10b5-1 plan adopted by us) or in privately negotiated transactions in accordance with applicable insider trading and other securities laws and regulations. During the four weeks ended August 27, 2022, we repurchased and retired 51,524 shares under this program at an average price per share of $97.04.

Approximately $22.9 million was available for future repurchases under this program as of October 1, 2022. We expect to continue to repurchase shares under this program.

### ITEM 3. Defaults Upon Senior Securities

None.

### ITEM 4. Mine Safety Disclosures

None.

### ITEM 5. Other Information

None.

### ITEM 6. Exhibits

| Item No. | Filed with this Form 10-Q | Description |
|---|---|---|
| 3.1 | | Amended and Restated Articles of Organization, as amended by the Articles of Amendment to our Articles of Organization filed on May 6, 2005 (incorporated by reference to Exhibit 3.1 to our annual report on Form 10-K filed on February 27, 2020). |
| 3.2 | | Amended and Restated By-Laws, as amended (incorporated by reference to Exhibit 3.2 to our current report on Form 8-K filed on January 31, 2011). |
| 10.1 | | Credit Agreement, dated as of August 19, 2022, by and among CRA International, Inc., CRA International (UK) Limited, CRA International (Netherlands) B.V., and CRA International Limited, as the Borrowers, Bank of America, N.A., as Administrative Agent, Swingline Lender and L/C Issuer, the other L/C Issuers party thereto and the other Lenders party thereto (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on August 23, 2022). |
| 31.1 | X | Certification of Principal Executive Officer, pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2 | X | Certification of Principal Financial Officer, pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32.1 | X | Certification of Principal Executive Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 32.2 | X | Certification of Principal Financial Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 101 | X | The following financial statements from CRA International, Inc.'s Quarterly Report on Form 10-Q for the fiscal quarter ended October 1, 2022, formatted in Inline XBRL (eXtensible Business Reporting Language), as follows: (i) Condensed Consolidated Statements of Operations (unaudited) for the fiscal quarters and fiscal year-to-date periods ended October 1, 2022 and October 2, 2021, (ii) Condensed Consolidated Statements of Comprehensive Income (unaudited) for the fiscal quarters and fiscal year-to-date periods ended October 1, 2022 and October 2, 2021, (iii) Condensed Consolidated Balance Sheets (unaudited) at October 1, 2022 and January 1, 2022, (iv) Condensed Consolidated Statements of Cash Flows (unaudited) for the fiscal year-to-date periods ended October 1, 2022 and October 2, 2021, (v) Condensed Consolidated Statement of Shareholders' Equity (unaudited) for the fiscal year-to-date periods ended October 1, 2022 and October 2, 2021, and (vi) Notes to Condensed Consolidated Financial Statements (Unaudited). |
| 104 | | Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101). |

**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 thereunto duly authorized.

CRA INTERNATIONAL, INC.

| | | |
|---|---|---|
| Date: November 3, 2022 | By: | /s/ PAUL A. MALEH |
| | | Paul A. Maleh |
| | | *President and Chief Executive Officer* |
| Date: November 3, 2022 | By: | /s/ DANIEL K. MAHONEY |
| | | Daniel K. Mahoney |
| | | *Chief Financial Officer, Executive Vice President and Treasurer* |

**Exhibit 31.1**

**CERTIFICATION OF THE PRINCIPAL EXECUTIVE OFFICER**
**PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Paul A. Maleh, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q (this "report") of CRA International, Inc. (the "registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of the financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to affect adversely the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 3, 2022

By: /s/ PAUL A. MALEH
Paul A. Maleh
President and Chief Executive Officer

**Exhibit 31.2**

**CERTIFICATION OF THE PRINCIPAL FINANCIAL OFFICER**
**PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Daniel K. Mahoney, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q (this "report") of CRA International, Inc. (the "registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of the financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to affect adversely the registrant’s ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: November 3, 2022

By: /s/ DANIEL K. MAHONEY
Daniel K. Mahoney
Chief Financial Officer, Executive Vice President and Treasurer

**Exhibit 32.1**

**CERTIFICATION PURSUANT TO**
**18 U.S.C. §1350,**
**AS ADOPTED PURSUANT TO**
**SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of CRA International, Inc. (the "Company") on Form 10-Q for the quarter ended October 1, 2022, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned President and Chief Executive Officer of the Company, certifies, to the best knowledge and belief of the signatory, pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

/s/ PAUL A. MALEH

Paul A. Maleh
President and Chief Executive Officer
Date: November 3, 2022

**Exhibit 32.2**

**CERTIFICATION PURSUANT TO**
**18 U.S.C. §1350,**
**AS ADOPTED PURSUANT TO**
**SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of CRA International, Inc. (the "Company") on Form 10-Q for the quarter ended October 1, 2022, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned Chief Financial Officer, Executive Vice President and Treasurer of the Company, certifies, to the best knowledge and belief of the signatory, pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

/s/ DANIEL K. MAHONEY

Daniel K. Mahoney
Chief Financial Officer, Executive Vice President and Treasurer
Date: November 3, 2022