

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K

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

Date of report (Date of earliest event reported): July 29, 2022

CRA INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

Massachusetts (State or other jurisdiction of incorporation)	000-24049 (Commission file number)	04-2372210 (IRS employer identification no.)
200 Clarendon Street, Boston, Massachusetts (Address of principal executive offices)		02116 (Zip code)

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

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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 is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangement of Certain Officers.

On July 29, 2022, Nancy Hawthorne tendered her resignation from the board of directors (the “Board”) of CRA International, Inc. (“we,” “us,” “our” or the “Company”), effective as of August 1, 2022. Ms. Hawthorne’s resignation was not due to any disagreement with the Company relating to the Company’s operations, policies or practices. We thank Ms. Hawthorne for her valuable contributions to the work of the Board.

Additionally, on July 29, 2022, upon the recommendation of the Nominating and Corporate Governance Committee, the Board appointed Alva Harry Taylor, Ph.D. to join the Board as an independent director, effective as of August 1, 2022. Dr. Taylor will serve as a Class II director until the Company’s 2024 annual meeting of stockholders and until his successor is elected and qualified or until his earlier resignation or removal. Dr. Taylor was also appointed to serve on the Audit Committee and the Nominating and Corporate Governance Committee of the Board.

Effective as of August 1, 2022, the Audit Committee of the Board is composed of Robert Holthausen, who serves as its Chair, Richard Booth and Dr. Taylor, and the Nominating and Corporate Governance Committee is composed of William Concannon, who serves as its Chair, Christine Detrick and Dr. Taylor. The compositions of the Compensation Committee and Executive Committee remain unchanged.

As a non-employee director, Dr. Taylor will receive cash compensation and an equity award for his Board service in accordance with the Company’s non-employee director compensation policy. Dr. Taylor is not a party to any transaction with the Company that would require disclosure under Item 404(a) of Regulation S-K, and there are no arrangements or understandings between Dr. Taylor and any other persons pursuant to which he was selected as a director. Dr. Taylor will also have the benefit of the Company’s standard form of indemnification agreement for non-employee directors.

Item 7.01. Regulation FD Disclosure.

A copy of the Company’s press release announcing Ms. Hawthorne’s resignation and Dr. Taylor’s appointment is attached as Exhibit 99.1 to this Current Report on Form 8-K.

The information contained in Item 7.01 of this report and Exhibit 99.1 attached hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except as expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Number</u>	<u>Title</u>
<u>99.1</u>	<u>Press release, dated August 1, 2022</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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 hereunto duly authorized.

CRA INTERNATIONAL, INC.

Dated: August 1, 2022

By: /s/ Daniel K. Mahoney

Daniel K. Mahoney

Chief Financial Officer, Executive Vice President and Treasurer

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CRA International Announces Changes to Board Of Directors

Dr. Alva H. Taylor, Tuck School Professor, Joins Board

Nancy Hawthorne Steps Down from Board

BOSTON – (BUSINESS WIRE) – August 1, 2022 – Charles River Associates (NASDAQ: CRAI), a worldwide leader in providing economic, financial and management consulting services, today announced that Alva H. Taylor of the Tuck School of Business has been appointed to CRA’s Board of Directors as an independent director, effective August 1, 2022. Dr. Taylor will serve on the Board’s Audit and Nominating and Corporate Governance Committees.

“We are pleased to welcome Dr. Alva Taylor as an independent director to CRA’s Board,” said Paul Maleh, CRA’s Chairman and Chief Executive Officer. “Alva is a recognized expert in the areas of digital strategy and change management, and he is joining us at a time when our firm is stronger than ever before, buoyed by broad-based profitable growth. His insights will help CRA continue on the path to a promising and exciting future for our colleagues, clients, and shareholders alike by drawing on the curiosity, creativity, and commitment to excellence that have made CRA the global leader it is today.”

Dr. Taylor is a professor and the faculty director of the Glassmeyer/McNamee Center for Digital Strategies at the Tuck School of Business at Dartmouth College. The center helps business leaders understand how changes in digital technology impact business strategy and corporate decision making. Dr. Taylor has been recognized for his research in the areas of innovation processes, entrepreneurship, technological change, and strategic decision making in fast-changing environments. His recent work explores the challenges of managing creative groups for sustained innovation and entrepreneurship, and how organizational learning takes place in information-rich environments. He teaches courses on strategy, innovation, and change management in Tuck’s flagship MBA, Executive Education, and Master’s in Health Care Delivery Science programs.

Dr. Taylor has partnered with Google to design and direct the Digital Excellence for Minority Entrepreneurs Executive Education Program. A former consultant himself, Dr. Taylor holds BS and MS degrees in Operations Research and Industrial Engineering from Cornell University, an MBA from Cornell’s Johnson Graduate School of Management, and a PhD from Stanford University’s Graduate School of Business.

CRA also announced that Nancy Hawthorne has informed the Company of her plans to step down from CRA's Board of Directors, effective August 1, 2022, in order to focus on other personal commitments.

"On behalf of our Board of Directors, I would like to thank Nancy Hawthorne for her leadership and valuable insights provided to CRA and the Board," said Mr. Malch. "Nancy has served on the Audit Committee as a financial expert and on the Nominating and Corporate Governance Committee over these past eight years, and CRA has benefitted from her advice and counsel throughout. We wish her well in her future endeavors."

About Charles River Associates (CRA)

Charles River Associates® is a leading global consulting firm specializing in economic, financial, and management consulting services. CRA advises clients on economic and financial matters pertaining to litigation and regulatory proceedings, and guides corporations through critical business strategy and performance-related issues. Since 1965, clients have engaged CRA for its unique combination of functional expertise and industry knowledge, and for its objective solutions to complex problems. Headquartered in Boston, CRA has offices throughout the world. Detailed information about Charles River Associates, a registered trade name of CRA International, Inc., is available at www.crai.com. Follow us on LinkedIn, Twitter, and Facebook.
