

CRA INTERNATIONAL, INC.  
Form 8-K  
July 28, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

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**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 22, 2015**

**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**

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**Not Applicable**

(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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.07. Submission of Matters to a Vote of Security Holders**

On July 22, 2015, we held a special meeting in lieu of annual meeting of shareholders. A total of 9,169,454 shares of our common stock were outstanding as of May 13, 2015, the record date for the special meeting. Set forth below are the matters acted upon at the special meeting and the final voting results on each matter as reported by our inspector of elections.

*Proposal One: Election of Directors*

Our shareholders elected Robert Holthausen and Nancy Hawthorne as members of our board of directors as Class II directors for a three-year term. The results of the vote were as follows:

| Nominee           | For       | Withheld | Broker<br>Non-Votes |
|-------------------|-----------|----------|---------------------|
| Robert Holthausen | 7,682,447 | 315,301  | 402,892             |
| Nancy Hawthorne   | 7,652,649 | 345,099  | 402,892             |

*Proposal Two: Approval of Executive Compensation*

Our shareholders voted to approve, on an advisory basis, the compensation paid to our named executive officers as disclosed in the proxy statement filed in connection with the special meeting pursuant to Item 402 of Regulation S-K. The results of the vote were as follows:

| For       | Against | Abstain | Broker<br>Non-Votes |
|-----------|---------|---------|---------------------|
| 7,734,316 | 217,647 | 45,785  | 402,892             |

*Proposal Three: Modifications Regarding Our 2006 Equity Incentive Plan*

This proposal was removed prior to, and no vote was taken on it at, the meeting.

*Proposal Four: Ratification of Ernst & Young LLP as our Independent Registered Public Accountants for Fiscal 2015*

Our shareholders ratified our selection of Ernst & Young LLP as our independent registered public accountants for our fiscal year ending January 2, 2016. The results of the vote were as follows:

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| For       | Against | Abstain | Broker<br>Non-Votes |
|-----------|---------|---------|---------------------|
| 8,334,417 | 26,042  | 40,181  | 0                   |

**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: July 28, 2015

By:

/s/ Chad M. Holmes  
Chad M. Holmes  
Chief Financial Officer, Executive Vice President, and  
Treasurer