

Yellin Jonathan D  
Form 4  
December 20, 2018

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Yellin Jonathan D

2. Issuer Name **and** Ticker or Trading  
Symbol  
CRA INTERNATIONAL, INC.  
[CRAI]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
200 CLARENDON STREET  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/18/2018

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
EVP and General Counsel

BOSTON, MA 02116

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

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

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/18/2018		M	299.903	A \$ 0	10,281.903	D
Common Stock	12/18/2018		D	2.903	D \$ 42.73	10,279	D
Common Stock	12/18/2018		F	88	D \$ 42.73	10,191	D

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and An Underlying Se (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	(1)	12/18/2018		M	299.903	(2)	(2)	Common Stock
Restricted Stock Units	(1)					(3)	(3)	Common Stock
Restricted Stock Units	(1)					(4)	(4)	Common Stock
Restricted Stock Units	(1)					(5)	(5)	Common Stock
Nonqualified Stock Option (right to buy)	\$ 18.48					11/19/2013(6)	11/19/2020	Common Stock
Nonqualified Stock Option (right to buy)	\$ 30.97					11/20/2014(6)	11/20/2021	Common Stock
Nonqualified Stock Option (right to buy)	\$ 21.52					11/12/2015(6)	11/12/2022	Common Stock
Nonqualified Stock Option (right to buy)	\$ 44.87					12/18/2017(6)	12/18/2027	Common Stock
Nonqualified Stock Option (right to buy)	\$ 47.45					12/06/2018(6)	12/06/2028	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Yellin Jonathan D 200 CLARENDON STREET BOSTON, MA 02116	EVP and General Counsel

## Signatures

Delia J. Makhoul, by power of  
attorney

12/20/2018

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Each restricted stock unit ("RSU") represents a contingent right to receive one share of the Issuer's common stock; vested RSUs are payable in the form of cash, shares of the Issuer's common stock or a combination thereof, except as otherwise indicated below. To the extent vested RSUs are paid in shares of the Issuer's common stock, such shares will be delivered to the reporting person as soon as

- (1) possible after vesting, but in no event later than two and one-half months after the end of the year in which vesting occurs, subject to the collection of withholding taxes. Dividend equivalent rights accrue with respect to unvested RSUs in the form of additional RSUs ("Dividend Units") when and as dividends are paid on the Issuer's common stock, and Dividend Units vest on the same dates and in the same relative proportions as the RSUs on which they accrue.
- (2) The remaining RSUs, which include an aggregate of 8.7090 Dividend Units, vest in three equal annual installments beginning on December 18, 2019.
- (3) The RSUs, which include an aggregate of 14.3052 Dividend Units, vest on November 12, 2019.
- (4) The RSUs, which include an aggregate of 20.7934 Dividend Units, vest on November 12, 2019.
- (5) The RSUs vest in four equal annual installments beginning on December 6, 2019.
- (6) Date indicated is date of grant. Option vests in four equal annual installments beginning on the first anniversary of the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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