

CRA INTERNATIONAL, INC.
Form 8-K
April 06, 2015

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): **March 31, 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:

- 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))
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established the following target grant date fair values for grants of equity compensation to our executive officers under our long-term incentive program and our 2006 equity incentive plan: Mr. Maleh - \$1,000,000; Mr. Holmes - \$300,000; and Mr. Lowenstein - \$300,000. Our compensation committee retains the discretion to decide the timing, amount and terms of these equity grants, if any.

As we announced on October 1, 2014, Wayne Mackie tendered his resignation as our executive vice president, chief financial officer and treasurer effective as of November 10, 2014. Although Mr. Mackie is no longer one of our executive officers, he is currently treated as one for purposes of disclosure under this item of Form 8-K. In fiscal 2015, Mr. Mackie will receive a base salary of \$425,000, and will be working part-time until his anticipated retirement in July, 2015. In addition, on March 31, 2015, our compensation committee accelerated the vesting of all outstanding stock options and time-vesting restricted stock units granted to Mr. Mackie under our 2006 equity incentive plan. In addition, on that date, we and Mr. Mackie terminated all outstanding performance-vesting restricted stock units granted to him under the plan and agreed that the terms regarding exercisability of the outstanding stock options granted to Mr. Mackie under the plan are the same as those in our current form of Nonqualified Stock Option agreement for grants made to employees under our long-term incentive plan and 2006 equity incentive plan, which is filed as Exhibit 10.16 to our annual report on Form 10-K filed with the SEC on March 2, 2012.

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: April 6, 2015

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