

CRA INTERNATIONAL, INC.  
Form 8-K/A  
February 10, 2011

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

WASHINGTON, DC 20549

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**FORM 8-K/A**

**CURRENT REPORT**

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

Date of report (Date of earliest event reported): **January 11, 2011**

**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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**Item 2.02**

**Results of Operations and Financial Condition.**

On January 13, 2011, we filed a current report on Form 8-K, which included, as exhibits 99.1 and 99.2, the press release we issued that day reporting our financial results for our fourth quarter and year ended November 27, 2010 and prepared CFO remarks.

At the time, we reported cash flow from operations of \$21.3 million and disclosed that the \$21.3 million included the return of a \$10.3 million deposit that had been placed in escrow in connection with a business acquisition we made in 2006. However, we were advised today and have concluded that the \$10.3 million should be classified as an investing activity not an operating activity.

On February 10, 2011, we filed our annual report on Form 10-K for the fiscal year ended November 27, 2010. In the consolidated statements of cash flows for our fiscal years ended November 27, 2010 and November 28, 2009 included in the annual report, we have reflected the \$10.3 million escrow deposit and return of that deposit as an investing activity rather than as an operating activity. There is no cash impact associated with this reclassification.

The information contained in this item 2.02 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.

**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: February 10, 2011

By:

/s/ Wayne D. Mackie  
Wayne D. Mackie  
Executive Vice President, Treasurer, and Chief  
Financial Officer