

CRA INTERNATIONAL, INC.  
Form DEF 14A  
March 26, 2010

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

**SCHEDULE 14A**

**INFORMATION REQUIRED IN PROXY STATEMENT  
SCHEDULE 14A INFORMATION**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**CRA INTERNATIONAL, INC.**

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(Name of Registrant as Specified In Its Charter)

**Not Applicable**

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
  - (2)

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Aggregate number of securities to which transaction applies:

- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  - (4) Proposed maximum aggregate value of transaction:
  - (5) Total fee paid:
- o Fee paid previously with preliminary materials.
- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
- (1) Amount Previously Paid:
  - (2) Form, Schedule or Registration Statement No.:
  - (3) Filing Party:
  - (4) Date Filed:
-

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## **CRA INTERNATIONAL, INC.**

### **Notice of Special Meeting in lieu of Annual Meeting of Shareholders to be held on April 30, 2010**

CRA International, Inc. hereby gives notice that it will hold a special meeting of shareholders in lieu of an annual meeting of shareholders at its offices in the John Hancock Tower, 200 Clarendon Street, 33rd Floor, Boston, Massachusetts on Friday, April 30, 2010, beginning at 8:00 A.M., local time, for the following purposes:

1. To consider and vote upon the election of three Class III directors;
2. To approve amendments to our 2006 equity incentive plan, including increasing the shares of our common stock issuable under the plan by 1,464,000 shares;
3. To ratify the appointment by our audit committee of KPMG LLP as our independent registered public accountants for the fiscal year ending November 27, 2010; and
4. To transact such further business as may properly come before the special meeting or any adjournment thereof.

Our board of directors has fixed the close of business on Monday, March 8, 2010, as the record date for the determination of the shareholders entitled to receive notice of, and to vote at, the special meeting and any adjournment thereof. Only shareholders of record on March 8, 2010, are entitled to receive notice of, and to vote at, the special meeting or any adjournment thereof.

By order of the board of directors,

Peter M. Rosenblum  
*Secretary*

Boston, Massachusetts  
March 26, 2010

#### **YOUR VOTE IS IMPORTANT**

**Please sign and return the enclosed proxy, whether or not you  
plan to attend the special meeting.**

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS  
FOR THE SPECIAL MEETING OF SHAREHOLDERS IN LIEU OF THE ANNUAL MEETING OF  
SHAREHOLDERS TO BE HELD ON APRIL 30, 2010:**

**The Proxy Statement and 2009 Annual Report to Shareholders  
are available at <http://www.crai.com/proxy>.**

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**CRA INTERNATIONAL, INC.**

200 Clarendon Street  
Boston, Massachusetts 02116  
(617) 425-3000

**PROXY STATEMENT**

**SPECIAL MEETING IN LIEU OF ANNUAL MEETING OF SHAREHOLDERS**

**to be held on April 30, 2010**

This proxy statement relates to the special meeting of shareholders in lieu of the 2010 annual meeting of shareholders of CRA International, Inc. The special meeting will take place as follows:

**Date:** April 30, 2010  
**Time:** 8:00 A.M.  
**Place:** CRA International, Inc.  
John Hancock Tower  
200 Clarendon Street  
33rd Floor  
Boston, Massachusetts

Our board of directors is soliciting proxies for the special meeting and any and all adjournments of the special meeting. The shares represented by your properly signed proxy will be voted in accordance with your directions. If you do not specify a choice with respect to a proposal for which our board of directors has made a recommendation, the shares covered by your signed proxy will be voted as recommended in this proxy statement. We encourage you to vote on all matters to be considered. You may revoke your proxy at any time before it has been exercised.

We are mailing this proxy statement and the enclosed form of proxy to shareholders on or about March 31, 2010.

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**SPECIAL MEETING IN LIEU OF ANNUAL MEETING OF SHAREHOLDERS**

**Purpose of the special meeting**

At the special meeting, we will submit the following proposals to our shareholders:

**Proposal One:** To elect three Class III directors to a three-year term;

**Proposal Two:** To approve amendments to our 2006 equity incentive plan, including increasing the shares of our common stock issuable under the plan by 1,464,000 shares; and

**Proposal Three:** To ratify the appointment by our audit committee of KPMG LLP as our independent registered public accountants for the fiscal year ending November 27, 2010.

Our board of directors does not intend to present to the special meeting any business other than the proposals described in this proxy statement. Our board of directors was not aware, a reasonable time before mailing this proxy statement to shareholders, of any other business that properly may be presented for action at the special meeting. If any other business should come before the special meeting, the persons present will have discretionary authority to vote the shares they own or represent by proxy in accordance with their judgment, to the extent authorized by applicable regulations.

**Record date**

Our board of directors has fixed the close of business on Monday, March 8, 2010, as the record date for the special meeting. Only shareholders of record at the close of business on that date are entitled to receive notice of the special meeting and to vote at the special meeting. At the close of business on the record date, 11,039,966 shares of our common stock were issued and outstanding. A list of the shareholders entitled to notice of the special meeting is available for inspection by any shareholder at our principal office at 200 Clarendon Street, T-33, Boston, Massachusetts.

**Quorum**

Our by-laws provide that a quorum consists of a majority in interest of all shares of common stock issued, outstanding and entitled to vote at the special meeting. Shares of common stock represented by a properly signed and returned proxy will be treated as present at the special meeting for purposes of determining the existence of a quorum at the special meeting. In general, votes withheld from any nominee for election as director, abstentions, if applicable, and broker "non-votes," if applicable, are counted as present or represented for purposes of determining the existence of a quorum at the special meeting. A broker "non-vote" occurs when a broker or nominee holding shares for a beneficial owner returns a proxy but does not vote on a proposal because the broker or nominee does not have discretionary voting power and has not received instructions from the beneficial owner.

**Vote required; tabulation of votes**

A plurality of the votes properly cast at the special meeting will be necessary to elect the three Class III directors to a three-year term. A majority of the votes properly cast at the annual meeting will be necessary to approve the amendments to our 2006 equity incentive plan and to ratify the appointment by our audit committee of KPMG LLP as our independent registered public accountants for fiscal 2010. Abstentions and broker "non-votes" will not be considered when determining whether or not the necessary proportion of votes properly cast at the special meeting on any proposal were achieved.

Each share of our common stock outstanding on the record date will be entitled to cast one vote.

Our transfer agent, Computershare, will tabulate the votes at the special meeting.



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**Solicitation of proxies**

No compensation will be paid by any person in connection with our solicitation of proxies. We will reimburse brokers, banks and other nominees for the out-of-pocket expenses and other reasonable clerical expenses they incur in obtaining instructions from beneficial owners of our common stock. In addition to our solicitation by mail, our directors, officers, and employees may make special solicitations of proxies personally or by telephone, facsimile, courier, or e-mail. We expect that the expense of any special solicitation will be nominal, and we will pay all expenses incurred in connection with it.

**Internet access to proxy materials**

The notice of special meeting, this proxy statement, and our 2009 annual report to shareholders are available on the Internet at <http://www.crai.com/proxy>. This web site does not use "cookies" to track or identify visitors to the web site.

**Directions to our offices**

If you are planning to attend the special meeting, below are directions to our offices in the John Hancock Tower, 200 Clarendon Street, 33rd Floor, Boston, Massachusetts:

From Logan International Airport: Follow the signs to Boston through the Sumner Tunnel. Turn right up the entrance ramp onto Expressway I-93 North. Take the Storrow Drive exit on right. Follow Storrow Drive West and take the Copley Square exit on the left. Turn right at the set of lights onto Beacon Street. At the second set of lights, turn left onto Clarendon Street and proceed for 5 blocks.

From Points South via I-95 and I-93: Follow I-95 North to Expressway I-93 North. Stay on I-93 through the tunnel and into the financial district. Take the Storrow Drive exit on the right. Follow Storrow Drive West and take the Copley Square exit on the left. Turn right at the set of lights onto Beacon Street. At the second set of lights, turn left onto Clarendon Street and proceed for 5 blocks.

From Western Massachusetts and Points South via The Mass. Pike: Follow Mass. Pike (I-90) East to the Copley Square/Prudential Center exit 22. Follow the Copley Square exit and take the first left onto Dartmouth Street. Turn right onto Boylston Street. Turn right onto Clarendon Street.

From Points North via I-95 or I-93: Follow I-95 South to I-93 South. Take exit 26, North Station/Storrow Drive. Follow Storrow Drive West to the Copley Square exit. Turn right onto Beacon Street. At the second set of lights, turn left onto Clarendon Street and proceed for 5 blocks.

From Public Transportation: The public transportation locations nearest to our offices are Back Bay Station (Orange Line, Commuter Rail and Amtrak) and Copley Station (Green Line).

Parking: There are several parking areas along Clarendon Street. There is an underground garage on the left between Boylston Street and St. James Avenue. There is a parking garage on the right one block past the John Hancock Tower on Clarendon Street. If those are full, proceed down Clarendon, take a right on Columbus Ave., take a right on Dartmouth Street and there is an underground garage on the left at the Tent City building. Additional parking can be found at the Copley Place Mall.



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**PROPOSAL ONE:  
ELECTION OF DIRECTORS**

Proposal One concerns the election of three Class III directors.

Our board of directors currently consists of seven directors and is divided into three classes. We refer to these classes as Class I, Class II, and Class III. The term of one class of directors expires each year at our annual meeting of shareholders. Each director also continues to serve as a director until his or her successor is duly elected and qualified. This year, the term of the Class III directors is expiring.

Accordingly, our board of directors has nominated Paul A. Maleh, Thomas S. Robertson and William T. Schleyer to serve as Class III directors for a three-year term. Our board of directors appointed Mr. Maleh as a Class III director as of November 29, 2009 in conjunction with his promotion to president and chief executive officer and appointed Dr. Robertson as a Class III director on July 8, 2009. Our shareholders elected Mr. Schleyer as a Class III director at our annual meeting of shareholders in April 2008. The current terms of Messrs. Maleh and Schleyer and Dr. Robertson will expire at the special meeting.

Proxies will not be voted at the special meeting for more than three candidates.

Messrs. Maleh and Schleyer and Dr. Robertson have each agreed to serve if elected, and we have no reason to believe that they will be unable to serve. If any of them is unable or declines to serve as a director at the time of the special meeting, proxies will be voted for another nominee designated by our board at that time.

**Our board of directors recommends that you vote FOR the election of Messrs. Maleh and Schleyer and Dr. Robertson.**

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**CORPORATE GOVERNANCE**

In designing our corporate governance structure, we seek to identify and implement the practices that we believe will best serve the interests of our business and shareholders, including the practices mandated by the Sarbanes-Oxley Act of 2002 and the related rules of the Securities and Exchange Commission and the Nasdaq Stock Market. You can find our current corporate governance principles, including our code of business conduct and ethics and the charters for the standing committees of our board of directors, through the Investor Relations page of our website at [www.crai.com](http://www.crai.com). Our code of business conduct and ethics applies not only to our principal executive officer, principal financial officer and principal accounting officer, but also to all of our other employees, executive officers, directors, and outside consultants. Our code of business conduct and ethics includes, among other things, provisions covering compliance with laws and regulations, conflicts of interest, insider trading, fair dealing, proper use of our assets, confidentiality, health and safety, discrimination and harassment, accounting and record keeping, and the reporting of illegal or unethical behavior. We intend to continue to modify our policies and practices to address ongoing developments in the area of corporate governance. We have discussed many features of our corporate governance principles in other sections of this proxy statement. Some of the highlights of our corporate governance principles are the following:

**Director and committee independence.** With the exception of Mr. Maleh, our president, chief executive officer and director, all of our directors are independent directors under the rules of the Nasdaq Stock Market. Our board of directors has determined that our independent directors under these rules are Drs. Moriarty, Robertson and Rose and Messrs. Concannon, Maheu and Schleyer. Each member of our audit committee, nominating and corporate governance committee, and compensation committee meets the independence requirements of the Nasdaq Stock Market for membership on the committees on which he or she serves.

**Separate chairman and chief executive officer.** We have a separate chairman of our board of directors, a non-executive position, and chief executive officer. Our chairman is an independent director.

**Audit committee.** Our audit committee is directly responsible for appointing, compensating, evaluating, and, when necessary, terminating our independent registered public accountants. Our independent registered public accountants report directly to our audit committee. Our board of directors has determined that we have at least one audit committee financial expert under the rules of the Securities and Exchange Commission. Our audit committee's prior approval is required for all audit services and non-audit services (other than de minimis non-audit services as defined by the Sarbanes-Oxley Act of 2002) to be provided by our independent registered public accountants.

**Committee authority.** Each of our audit committee, nominating and corporate governance committee, and compensation committee has the authority to retain independent advisors and consultants, with all fees and expenses paid by us.

**Whistleblower procedures.** Our audit committee has adopted procedures for the treatment of complaints regarding accounting, internal accounting controls, or auditing matters, including procedures for the confidential and anonymous submission by our directors, officers, employees, and outside consultants of concerns regarding questionable accounting, internal accounting controls, or auditing matters.

Table of Contents**EXECUTIVE OFFICERS AND DIRECTORS****Executive officers and directors**

Set forth below are the names and certain information with respect to each of our directors and executive officers as of March 8, 2010:

<b>Name</b>	<b>Age</b>	<b>Position</b>
Rowland T. Moriarty (1)(2)(3)	63	Chairman of the board
Paul A. Maleh (3)	46	President, chief executive officer and director
Wayne D. Mackie	60	Executive vice president, treasurer and chief financial officer
Arnold J. Lowenstein	56	Executive vice president and chief strategy officer
Monica G. Noether	56	Executive vice president and chief operating officer
William F. Concannon (1)(4)	54	Director
Ronald T. Maheu (1)(3)(4)	67	Director
Thomas S. Robertson (4)	67	Director
Nancy L. Rose (2)(4)	51	Director
William T. Schleyer (2)	58	Director

- (1) Member of the nominating and corporate governance committee
- (2) Member of the compensation committee
- (3) Member of the executive committee
- (4) Member of the audit committee

Our board of directors is divided into three classes. The term of one class of directors expires each year at our annual meeting of shareholders. Each director also continues to serve as a director until his or her successor is duly elected and qualified. Our executive officers are elected by, and serve at the discretion of, our board of directors. There are no family relationships among our directors and executive officers. Below we have identified each of our directors by class.

*Directors serving a term expiring at the 2010 annual meeting (Class III directors):*

**Paul A. Maleh**, who joined us in 1989, has served as our president and chief executive officer and as a director since November 29, 2009. Mr. Maleh served as our chief operating officer from October 2008 through November 28, 2009, and as our executive vice president from October 2006 to November 28, 2009. From December 2006 to January 2009, he served as head of our finance platform. Mr. Maleh also directed our finance practice from 2000 to December 2006 and served as a vice president from 1999 to October 2006. Mr. Maleh received his M.B.A. from Northeastern University.

**Thomas S. Robertson** has served as a director since July 8, 2009. Since 2007, Dr. Robertson has been Dean of the Wharton School and Reliance Professor of Management and Private Enterprise at the University of Pennsylvania. From 2006 to 2007, Dr. Robertson was Special Assistant to Emory University's President on issues of international strategy and a founding director of the Institute for Developing Nations established jointly by Emory University and The Carter Center in fall 2006. From 1998 until 2007, Dr. Robertson was Dean of Emory University's Goizueta Business School and, from 1994 until 1998, he was the Sainsbury Professor, Chair of Marketing and Deputy Dean of the London Business School. From 1971 to 1994, Dr. Robertson was a member of the faculty at the Wharton School. Dr. Robertson received his M.A. and Ph.D. in marketing from Northwestern University in 1966 and his B.A. from Wayne State University in 1963.

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**William T. Schleyer** has served as a director since January 2008. Mr. Schleyer served as chairman and chief executive officer of Adelphia Communications Corporation from March 2003 until it emerged from bankruptcy in February 2007. Adelphia was already involved in bankruptcy proceedings at the time Mr. Schleyer became its chairman and chief executive officer. Prior to joining Adelphia, Mr. Schleyer was president and chief executive officer of AT&T Broadband from October 2001 until February 2003 and a principal in Pilot House Ventures, a telecommunications venture capital company, from 1997 to 2001. From 1978 to 1997, Mr. Schleyer served in various positions at Continental Cablevision Corporation, including as its president and chief operating officer from 1993 to 1997. Mr. Schleyer received his M.B.A. from Harvard University in 1977 and his B.S. in mechanical engineering from Drexel University in 1973. He is a director of Rogers Communications, a diversified Canadian communications and media company.

*Directors serving a term expiring at the 2011 annual meeting (Class I directors):*

**Rowland T. Moriarty** has served as a director since 1986 and as chairman of our board of directors, a non-executive position, since May 2002. From December 1992 until May 2002, Dr. Moriarty served as vice chairman of our board of directors. Dr. Moriarty has been the chief executive officer of Cubex Corporation, an international marketing consulting firm, since 1992. Dr. Moriarty was a professor at Harvard Business School from 1981 to 1992. He received his M.B.A. from the Wharton School in 1970 and his D.B.A. from Harvard University in 1980. He is a director of Staples, Inc., Wright Express Corp. and Virtusa Corporation.

**William F. Concannon** has served as a director since June 2000. Since December 2006, Mr. Concannon has served as vice chairman of global corporate services of CB Richard Ellis Group, Inc., a global commercial real estate firm. Mr. Concannon served as vice chairman, from June 2003, and as director, from 1991, of Trammell Crow Company, a diversified commercial real estate firm, until its acquisition by CB Richard Ellis in December 2006. From February 2001 to June 2003, Mr. Concannon was the president of the global services group of Trammell Crow Company. Mr. Concannon has also served as the president and chief executive officer of Trammell Crow Corporate Services, a real estate company and, from 2002 to 2006, on the board of directors of FPD Savills, a real estate company based in the United Kingdom. Mr. Concannon received his B.S. in accounting from Providence College in 1977, where he currently serves on the board of trustees.

*Directors serving a term expiring at the 2012 annual meeting (Class II directors):*

**Ronald T. Maheu** has served as a director since January 2003. From 2000 to 2004, Mr. Maheu was a lecturer at the Graduate School of Management at Boston University. Mr. Maheu retired in July 2002 from PricewaterhouseCoopers, LLP. Since 2002, Mr. Maheu has been a financial and business consultant. Mr. Maheu was a founding member of Coopers & Lybrand's board of partners. Following the merger of Price Waterhouse and Coopers & Lybrand in 1998, Mr. Maheu served on both the U.S. and global boards of partners and principals of PricewaterhouseCoopers until June 2001. Mr. Maheu holds an M.B.A. from Boston University and an M.S. in taxation from Bentley College. He is also a director of Wright Express Corp. and Virtusa Corporation.

**Nancy L. Rose** has served as a director since March 2004. Dr. Rose has been a professor of economics in the department of economics at the Massachusetts Institute of Technology since 1995. She has been a director of the National Bureau of Economic Research research program in industrial organization since 1991. From 1985 to 1997, she held various faculty positions at the Massachusetts Institute of Technology's Sloan School of Management, including professor of management and economics from 1995 to 1997. She received her Ph.D. in economics from the Massachusetts Institute of Technology in 1985. Dr. Rose is also a director of Sentinel Group Funds, Inc. and the Whitehead Institute.

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*Our executive officers who are not also directors are listed below:*

**Arnold J. Lowenstein**, who joined us in June 1993, has served as our executive vice president and chief strategy officer since October 2006. Mr. Lowenstein also served as a group vice president and co-head of our business consulting practice from 2001 through fiscal year 2006. Mr. Lowenstein received his M.A. in industrial economics from the University of British Columbia.

**Wayne D. Mackie** has served as our executive vice president since October 2006 and as our chief financial officer and treasurer since July 2005. From July 2005 to October 2006, Mr. Mackie also served as our vice president. Mr. Mackie has been a member of the board of directors and chairman of the audit committee of Exa Corporation, a privately-held software company, since 2008. Prior to joining us, Mr. Mackie had been a member of the board of directors of Novell, Inc. since June 2003. From 1972 through December 2002, Mr. Mackie was with Arthur Andersen, LLP, where he became a partner in 1983. Since leaving Arthur Andersen, he has served as a consultant to a number of organizations. He received an M.S. from the Wharton School of the University of Pennsylvania and a B.S. from Babson College, and is a CPA. Mr. Mackie is a trustee of the Massachusetts Eye and Ear Infirmary.

**Monica G. Noether**, who joined us in April 1996, has served as our chief operating officer since November 29, 2009, and as our executive vice president since October 2006. From December 2006 to February 2008, she served as head of our litigation and applied economics platform. Dr. Noether also directed our competition practice from 2001 to 2006. Dr. Noether received her M.B.A. in economics and finance and her Ph.D. in economics from the University of Chicago.

**Board and committee meetings**

During the fiscal year ended November 28, 2009, our board of directors met seven times and acted by unanimous written consent six times. During fiscal 2009, each incumbent director attended at least 75% of the total number of meetings held by our board and the committees of our board on which he or she served. To the extent reasonably practicable, directors are expected to attend board meetings, meetings of committees on which they serve, and our annual meeting of shareholders. Last year, all of the individuals then serving as directors attended the annual meeting in person.

Our board of directors has four standing committees: our audit committee, our nominating and corporate governance committee, our compensation committee and our executive committee. All of the members of our audit committee, our nominating and corporate governance committee, and our compensation committee are independent under the rules of the Nasdaq Stock Market. Our board of directors has adopted charters for each of these committees, which are available through the Investor Relations page of our website at [www.crai.com](http://www.crai.com). Each of our audit committee, our nominating and corporate governance committee and our compensation committee has the authority to retain independent advisors and consultants, with all fees and expenses paid by us.

The membership of each committee of our board is as follows:

**Audit committee:**

Ronald T. Maheu (Chair)  
William F. Concannon  
Thomas S. Robertson  
Nancy L. Rose

**Compensation committee:**

William T. Schleyer (Chair)  
Rowland T. Moriarty  
Nancy L. Rose

**Nominating and corporate  
governance committee:**

William F. Concannon (Chair)  
Ronald T. Maheu  
Rowland T. Moriarty

**Executive committee:**

Rowland T. Moriarty (Chair)  
Ronald T. Maheu  
Paul A. Maleh

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**Audit committee**

Our audit committee is currently composed of Drs. Robertson and Rose and Messrs. Concannon and Maheu. During fiscal 2009, our audit committee also included Basil L. Anderson, who retired from our board in January 2010. Our audit committee provides the opportunity for direct contact between members of our board of directors and our independent registered public accountants, who report directly to the committee. The committee assists our board in overseeing the integrity of our financial statements; our compliance with legal and regulatory requirements; and our independent registered public accountants' qualifications, independence, and performance. The committee is directly responsible for appointing, compensating, evaluating and, when necessary, terminating our independent registered public accountants. Our audit committee has adopted procedures for the treatment of complaints regarding accounting, internal accounting controls, or auditing matters, including procedures for the confidential and anonymous submission by our employees of concerns regarding questionable accounting, internal accounting controls, or auditing matters. Our board has determined that Mr. Maheu is an audit committee financial expert under the rules of the Securities and Exchange Commission. Our audit committee met twelve times during fiscal 2009.

**Nominating and corporate governance committee**

Our governance committee predates our public offering in 1998, and we have since renamed it the nominating and corporate governance committee. The current members of our nominating and corporate governance committee are Messrs. Concannon and Maheu and Dr. Moriarty. During fiscal 2009, our nominating and corporate governance committee consisted of Messrs. Anderson, Concannon and Maheu and Dr. Moriarty. Our nominating and corporate governance committee's responsibilities include providing recommendations to our board of directors regarding nominees for director, membership on the committees of our board, and succession plans for our chief executive officer. An additional function of the committee is to develop corporate governance practices for recommendation to our board and, once implemented, to assist our board in complying with them. Our nominating and corporate governance committee met five times during fiscal 2009.

**Compensation committee**

Our compensation committee is currently composed of Drs. Moriarty and Rose and Mr. Schleyer. During fiscal 2009, our compensation committee consisted of Drs. Moriarty and Rose and Messrs. Concannon and Schleyer. Our compensation committee's responsibilities include providing recommendations to our board regarding the compensation levels of directors; reviewing and approving, or recommending for approval by our board, the compensation levels of executive officers; providing recommendations to our board regarding compensation programs; administering our employee benefit plans, including all incentive compensation plans and equity-based plans; authorizing grants under our stock option plans; and authorizing other equity compensation arrangements. Our compensation committee met sixteen times and acted by unanimous written consent twice during fiscal 2009.

**Executive committee**

Our executive committee, currently composed of Dr. Moriarty and Messrs. Maheu and Maleh, has delineated authority to act on behalf of our board of directors in situations arising between regular meetings of our board. It is intended that our executive committee shall take action only when reasonably necessary to expedite our interests between regularly scheduled board meetings. Our executive committee met five times during fiscal 2009.

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**Director candidates and selection processes**

The process followed by our nominating and corporate governance committee to identify and evaluate director candidates includes requests to our current directors and others for recommendations, meetings from time to time to evaluate biographical information and background materials relating to potential candidates, and interviews of selected candidates by members of the committee and other members of our board of directors. The committee often solicits the opinions of third parties with whom a potential candidate has had a business relationship. Once the committee is satisfied that it has collected sufficient information on which to base a judgment, the committee votes on the candidates under consideration.

In evaluating the qualifications of any candidate for director, the committee considers, among other factors, the candidate's depth of business experience, intelligence, quality of judgment, integrity, familiarity with the legal, regulatory, and business consulting industry, ability to assist in recruiting outside experts and employee consultants, understanding of financial matters, familiarity with the periodic financial reporting process, reputation, level of educational attainment, degree of independence from management, contribution to the diversity of our board, and willingness and ability to serve. The committee also considers the degree to which the candidate's skills, experience, and background complement or duplicate those of our existing directors. Among the qualities or skills that the committee believes to be necessary for one or more members of our board to possess are familiarity with the segments of the consulting industry in which we compete, substantial experience with the financial reporting process for public companies, and knowledge of the academia of economics. In the case of incumbent directors whose terms are set to expire, the committee also gives consideration to each director's prior contributions to our board. In evaluating candidates, the committee prefers to retain the flexibility to consider each candidate's overall mix of qualifications, rather than to specify minimum qualifications that each candidate must possess. In selecting candidates to recommend for nomination as a director, the committee abides by our firm-wide non-discrimination policy.

The committee considers director candidates recommended by shareholders and uses the same process to evaluate candidates, whether the candidates were recommended by shareholders, directors, management, or others. The committee has not adopted any particular method that shareholders must follow to make a recommendation. We suggest that shareholders make recommendations by writing to the chairman of our nominating and corporate governance committee, in care of our offices, with sufficient information about the candidate and his or her work experience, qualifications for director, and references, to enable the committee to evaluate the candidacy properly. We also suggest that shareholders make their recommendations well in advance of the anticipated mailing date of our next proxy statement to provide our nominating and corporate governance committee an adequate opportunity to complete a thorough evaluation of the candidacy, including personal interviews. We remind shareholders of the separate requirements set forth in our by-laws for nominating individuals to serve as directors, which are discussed elsewhere in this proxy statement.

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**Communications with our board of directors**

Our board of directors has established the following process for shareholders to communicate with it, and this process has been approved by a majority of our independent directors. Shareholders wishing to communicate with our board should send correspondence to the attention of Rowland T. Moriarty, Chairman of the Board, CRA International, Inc., 200 Clarendon Street, T-33, Boston, Massachusetts 02116. The correspondence should include satisfactory evidence that the sender of the communication is one of our shareholders. Satisfactory evidence would include, for example, contemporaneous correspondence from a brokerage firm indicating the identity of the shareholder and the number of our shares held. Our chairman will review all correspondence confirmed to be from shareholders and decide whether or not to forward the correspondence, or a summary, to our board or a committee of our board. Accordingly, our chairman will review all shareholder correspondence, but the decision to relay any correspondence to our board or a committee of our board will rest entirely within his discretion.

Our board believes this process suffices to handle the relatively low volume of communications we have historically received from our shareholders. If the volume of communications increases to the extent that this process becomes burdensome to our chairman, our board may elect to adopt more elaborate screening procedures.



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**COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS**

**Director compensation**

We pay our non-employee directors, who consist of all our directors other than our chief executive officer, an annual fee of \$75,000 for their services as directors. We pay an annual fee of \$25,000 to the chair of the audit committee, \$20,000 to the chair of the compensation committee, \$10,000 to the chairs of the executive committee and the nominating and corporate governance committee, and \$5,000 to each non-employee director who serves as a member, but not the chair, of any committee for service on each committee above one. Our chairman also receives an annual fee, as well as office space, support services, and healthcare benefits, for his services as chairman of our board. In light of the current economic downturn, our chairman has voluntarily reduced his annual fee for calendar years 2009 and 2010 from \$150,000 to \$125,000. Directors who are employees do not receive separate fees for their services as directors. All of the payments described in this paragraph are made in cash.

Under the terms of our 2006 equity incentive plan, each director who is not employed by, and does not provide independent contractor services as a consultant or advisor to, us or our subsidiaries receives automatic restricted stock awards. We refer to these directors as our "outside directors." Currently, our outside directors are Drs. Moriarty, Robertson and Rose, and Messrs. Concannon, Maheu and Schleyer. Each outside director who is re-elected as one of our directors or whose term continues after the special meeting will, on the date of the special meeting, receive a restricted stock award, vesting in four equal annual installments beginning on the first anniversary of the date of grant, valued at \$75,000, based on the closing price of our common stock as of that date. Each person who is first elected an outside director at the special meeting will receive, on the date of his or her election, a restricted stock award, vesting in four equal annual installments beginning on the first anniversary of the date of grant, in an amount to be determined by our board of directors.

In fiscal 2009, we gave the following grants to our directors in accordance with the terms of our 2006 equity incentive plan. In connection with our annual meeting of shareholders in April 2009, each of Drs. Moriarty and Rose and Messrs. Anderson, Concannon, Maheu and Schleyer received a restricted stock award of 3,457 shares of our common stock. Each of these restricted stock awards vests in four equal annual installments, beginning on April 16, 2010. Additionally, in fiscal 2009, we granted Dr. Robertson on July 8, 2009 a restricted stock award of 2,982 shares of our common stock, in accordance with the terms of our 2006 equity incentive plan, in connection with his appointment to our board of directors. This restricted stock award vests in four equal annual installments, beginning on July 8, 2010.

The following table provides information regarding the compensation earned by our current non-employee directors and by Basil L. Anderson, who served on our board during fiscal 2009.

Table of Contents**Non-Employee Director Compensation Table for Fiscal 2009**

<b>Name</b>	<b>Fees Earned or Paid in Cash (\$)</b>	<b>Stock Awards (\$)(1)(2)</b>	<b>Non-Equity Incentive Plan Compensation (\$)</b>	<b>Total (\$)</b>
Rowland T. Moriarty	\$ 168,800	\$ 67,721	\$	\$236,521
Basil L. Anderson	59,383	67,721		\$127,104
William F. Concannon	69,050	67,721		\$136,771
Ronald T. Maheu	92,800	67,721		\$160,521
Thomas S. Robertson		7,341		\$7,341
Nancy L. Rose	54,104	67,721		\$121,825
William T. Schleyer	50,550	48,979		\$99,529

(1)

The amount shown does not reflect compensation actually received by the non-employee director. Instead, the amount shown reflects the compensation expense recognized in our financial statements for fiscal 2009 in respect of the grants of restricted stock to our non-employee directors under our 2006 equity incentive plan listed below, except that, pursuant to SEC rules, the amount shown excludes the impact of estimated forfeitures related to service based vesting conditions. The amount shown was computed in accordance with Accounting Standards Codification Topic 718

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("ASC Topic 718"), "Compensation-Stock Compensation," using a grant date fair value, indicated in the table below, based upon the fair market value of our common stock on the date of grant.

Name	Grant date	Shares (#)	Grant date fair value (\$)
Rowland T. Moriarty	4/21/2006	1,487	\$ 75,019
	4/20/2007	1,434	75,013
	4/17/2008	2,215	74,978
	4/16/2009	3,457	75,017
Basil L. Anderson	4/21/2006	1,487	75,019
	4/20/2007	1,434	75,013
	4/17/2008	2,215	74,978
	4/16/2009	3,457	75,017
William F. Concannon	4/21/2006	1,487	75,019
	4/20/2007	1,434	75,013
	4/17/2008	2,215	74,978
	4/16/2009	3,457	75,017
Ronald T. Maheu	4/21/2006	1,487	75,019
	4/20/2007	1,434	75,013
	4/17/2008	2,215	74,978
	4/16/2009	3,457	75,017
Thomas S. Robertson	7/8/2009	2,982	74,997
Nancy L. Rose	4/21/2006	1,487	75,019
	4/20/2007	1,434	75,013
	4/17/2008	2,215	74,978
	4/16/2009	3,457	75,017
William T. Schleyer	1/31/2008	1,796	74,965
	4/17/2008	2,215	74,978
	4/16/2009	3,457	75,017

(2)

Each non-employee director held the number of unvested shares of our common stock underlying restricted stock awards outstanding as of November 28, 2009, set forth in the table below. Our compensation committee has determined that the awards granted to Mr. Anderson will continue to vest, even though he no longer serves on our board of directors.

Name	Shares (#)
Rowland T. Moriarty	6,209
Basil L. Anderson	6,209
William F. Concannon	6,209
Ronald T. Maheu	6,209
Thomas S. Robertson	2,982
Nancy L. Rose	6,209

William T. Schleyer

6,466

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**Compensation committee interlocks and insider participation**

The members who served on our compensation committee during fiscal 2009 were Drs. Moriarty and Rose and Messrs. Concannon and Schleyer. None of these members was an officer or employee during fiscal 2009, and none of these members is a former officer. None of our executive officers serves (or served during fiscal 2009) on the board of directors or compensation committee of an entity that has one or more executive officers serving (or who served during fiscal 2009) on our board of directors or compensation committee.

**Compensation discussion and analysis**

This compensation discussion and analysis describes the material elements of our compensation programs as they relate to our executive officers listed in the following compensation tables, who are sometimes referred to as our "named executive officers." This compensation discussion and analysis focuses on the information contained in the following tables and related footnotes, but also describes other arrangements and actions taken since the end of fiscal 2009 to the extent such discussion enhances the understanding of our executive compensation for fiscal 2009.

*Role of our compensation committee.* The compensation committee established by our board of directors is currently composed of Mr. Schleyer (Chair) and Drs. Moriarty and Rose. Our compensation committee is governed by a written charter adopted by our board of directors. A copy of our compensation committee charter is available through the Investor Relations page of our website at [www.crai.com](http://www.crai.com). Under the charter, our compensation committee is responsible for recommending to our board the compensation philosophy and policies that we should follow, particularly with respect to the compensation of our senior management. In addition to the other duties set forth in the section of this proxy statement entitled "Executive Officers and Directors Compensation committee," the committee is responsible for reviewing and approving, or recommending for approval by our board, the compensation of our executive officers, including our chief executive officer, and for overseeing the evaluation of our chief executive officer and senior executives. When developing recommendations for the compensation of our executive officers other than our chief executive officer, the committee also takes into account recommendations made by our chief executive officer. In addition, our board has delegated to the committee the authority to administer, review, and make recommendations with respect to our employee benefit plans, including our incentive compensation plans and our equity-based plans.

*Compensation consultant.* The compensation committee received advice from an external executive compensation consulting firm, Semler Brossy Consulting Group, LLC, in fiscal 2009 with respect to the compensation of our named executive officers. In addition to providing us with information relating to the compensation levels and practices of our peers, our compensation consultant also discussed various possible incentive compensation arrangements and structures with us, and provided advice regarding the design of our executive compensation programs. Specifically, the consultant's activities in fiscal 2009 included:

providing information related to the compensation practices and levels of our peers and the market place in general;

assisting the compensation committee in setting fiscal year 2009 compensation levels; and

supporting the compensation committee in developing our new long-term incentive program described below and analyzing and projecting the associated equity usage and share requirements.

Our compensation consultant often participates, by invitation, in portions of our compensation committee meetings, including executive sessions without any members of management present. In addition, both the chair of our compensation committee and, with respect to the compensation of our

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other executive officers, our chief executive officer, regularly consults our compensation consultant outside of these meetings. Semler Brossy reports to the committee and provides services to us solely for and at the direction of the committee.

*Compensation objectives.* Our growth and long term success depends upon our ability to attract and retain talented and highly qualified employees. The main objectives of our compensation program are:

to align compensation with our long-term and short-term business objectives, individual performance and the interest of our shareholders;

to motivate and reward high levels of performance;

to recognize and reward the achievement of pre-established goals; and

to enable us to attract, retain, and reward highly qualified individuals who will contribute to our long-term success.

We believe these objectives are furthered by the use of executive compensation packages that include both short-term and long-term components, that use both cash and equity-based compensation and that are designed to measure performance against pre-established goals.

*Setting executive compensation.* To achieve our executive compensation objectives, our compensation committee strives to make decisions concerning executive compensation that:

establish incentives that link executive officer compensation to our financial performance and that motivate executives to attain our annual financial targets and long-term strategic goals;

provide a total compensation package that is competitive among companies offering similar consulting services; and

establish personal objectives that link executive officer compensation to the achievement of those goals that correlate to improving upon our overall financial performance.

We compete with similarly situated consulting firms to retain top talent. We strive to attract and retain our key employees, including our named executive officers, by providing compensation that is competitive with the compensation paid to the similarly situated executives of our peers. To that end, in fiscal 2009 we used the services of our compensation consultant to help us establish compensation that was competitive with the compensation paid to the similarly situated key employees of our peers. The compensation committee does not target any explicit positioning relative to our peers, but instead considers a number of factors in seeking to establish the appropriate mix and level of compensation for our executive officers. These include peer group information, the scope of the executive officer's role and the executive officer's individual performance and experience. In setting our fiscal 2009 named executive officer compensation, we considered the compensation being paid by the following comparable public professional service firms: FTI Consulting, Inc., Huron Consulting Group Inc., LECG Corporation and Navigant Consulting, Inc. In addition, due to the more general public company nature of the chief financial officer's role at CRA, we considered the compensation reported in various compensation surveys in setting the fiscal 2009 compensation of our chief financial officer. The surveys considered were (1) 2008 US Mercer Benchmark Database- Executive, (2) 2008/2009 Watson Wyatt Survey Report on Top Management Compensation, (3) 2007 Hewitt Total Compensation by Industry: Executive and (4) 2008 Towers Perrin Compensation: General Industry Executive Database. In the case of each of our named executive officers, the total compensation for fiscal 2009, as well as each of the components of this compensation described below, was within the ranges for such type of compensation drawn from the peers we considered.

Additionally, the compensation committee attempts to establish compensation parameters that link executive officer compensation to the attainment of goals that serve both our interests and the interests



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of our shareholders. A significant percentage of the total compensation of our named executive officers for fiscal 2009 consists of incentives tied to our performance, growth, and profitability, with additional metrics in some cases allocated to specific and individualized goals for practice and personal performance, all of which we believe are critical to our long-term success. For our named executive officers, this incentive compensation takes the form of performance awards granted under our 2007 cash incentive plan, which our shareholders approved at our 2007 annual meeting of shareholders. We believe that the plan promotes our growth and performance by linking a portion of the total compensation for certain key employees to the attainment of pre-established objectives, which are approved by the committee each year. The 2007 cash incentive plan is effective until our 2012 annual meeting of shareholders.

*Executive officer compensation elements.* For our fiscal year ended November 28, 2009, the principal components of our named executive officer compensation were:

cash compensation, consisting of base salary, special one-time bonuses and awards of performance-based annual incentive compensation (to the extent that such awards were paid in cash); and

long-term equity incentive compensation, including awards of performance-based annual incentive compensation (to the extent that such awards were paid in shares of restricted stock).

*Cash compensation.* Our named executive officer compensation includes three types of cash compensation: base salary, special one-time bonuses and cash payable under performance-based annual incentive compensation. We include base salary in our executive officer compensation packages because we believe it is appropriate for a portion of compensation to be fixed and predictable, and because the use of base salary for our named executive officers is consistent with the compensation provided to the similarly situated executives of our peers. Each named executive officer's base salary reflects his or her position, experience, past contributions, and potential. The committee evaluates these and other factors underlying the base salary of our named executive officers each year, and makes adjustments, as appropriate. Where appropriate, the committee also uses special one-time bonuses to recognize special achievements relating to unique circumstances. Our cash compensation also includes performance-based annual incentive compensation (discussed below) because it permits us to provide our executives with incentives to pursue particular objectives in any given year that are consistent with our overall goals and strategic direction set by our board of directors.

*Salary.* The compensation committee generally fixes the annual base salary of our named executive officers at its regularly scheduled meeting in the first fiscal quarter of each year. Annual changes to a named executive officer's base salary are based on the committee's assessment of our performance and the performance of our business practices and the named executive officer, as well as general economic conditions such as inflation and economic forecasts. The committee has sole discretion to set the base salary of each named executive officer. In determining these base salaries, the committee is generally mindful of its overall goal of remaining competitive with firms offering similar consulting services and of our desire to reward and retain key employees.

*Performance-based annual incentive compensation.* Our 2007 cash incentive plan authorizes the grant of performance awards to our executive officers and other salaried employees. A performance award granted under the plan is payable only to the extent certain performance targets, based on objective business criteria specified by our compensation committee, are achieved in the relevant measurement period. These annual performance targets can be based on certain financial performance criteria, including, but not limited to, revenue; net revenue; revenue growth; earnings before interest, taxes, depreciation and amortization; funds from operations; net earnings; earnings per share growth; return on equity; share price performance; total shareholder return; economic value added; improvement in cash flow; and confidential business unit objectives. Performance awards are payable in



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cash or shares of restricted stock, at the discretion of our compensation committee, and the maximum amount payable to any executive officer in a given fiscal year under performance awards granted under the plan is \$8,000,000. The plan is designed to promote our growth and performance while preserving, where possible, our ability to deduct in full certain compensation paid to our executive officers for federal tax purposes.

On February 24, 2009, our compensation committee determined the performance awards to be granted to our named executive officers for fiscal 2009, as well as the performance targets and the target and maximum amounts payable under these awards. In establishing the targets for our 2009 performance awards, our compensation committee decided, as in past years, to provide for a portion of the target awards to be payable in cash and the remainder to be payable in the form of shares of restricted stock granted under our 2006 equity incentive plan. The committee's decision on the relative mix between cash compensation and restricted stock compensation was based on its desire to strike a balance between annual and longer term incentives, and to incorporate long-term incentives as part of our retention strategy for executive officers. The committee also considered the mix of cash and equity paid to similarly situated executives at the four professional services peer firms discussed above.

The cash portion of each award consisted of a "management" component, an award based upon the named executive officer's management performance in fiscal 2009, and, in the case of Mr. Lowenstein, an additional "sourcing" component, based on his respective generation of engagements for us in fiscal 2009.

Our compensation committee set the following target cash amounts payable under the management components of the performance award granted to each of our named executive officers in fiscal 2009: for Dr. Burrows, \$1,000,000; for Mr. Mackie: \$250,000; for Mr. Maleh: \$675,000; for Dr. Noether: \$1,000,000; and for Mr. Lowenstein, \$250,000. The maximum amount payable under each of these management components was twice the target amount. The target amount for each management component was payable only to the extent certain performance targets were achieved in fiscal 2009. For Dr. Burrows and Messrs. Maleh, Lowenstein and Mackie, 100% of these target amounts were tied to the achievement of overall corporate performance targets based upon net revenue and earnings before interest and taxes. For Dr. Noether, 70% of these target amounts were tied to the achievement of these overall corporate performance targets and 30% of these target amounts were tied to the net revenue and operating income of certain practices that Dr. Noether was tasked with developing. The focus on corporate-wide performance goals was in line with our desire to give our executive officers a greater incentive to work towards overall corporate objectives and to align their compensation with our overall results and profitability. For each of these executive officers, the portion of the target amount tied to overall corporate performance targets was split as follows: two-thirds was tied to our achieving target corporate net revenue (excluding the impact of our NeuCo subsidiary, acquisitions, discontinued operations and extraordinary and special items, as approved by our compensation committee) in fiscal 2009 of \$336.1 million and one-third was tied to achieving target earnings before interest and taxes of \$40.9 million (in each case, excluding the impact of our NeuCo subsidiary, acquisitions, discontinued operations and extraordinary and special items, as approved by our compensation committee). Dr. Noether's additional performance targets were split as follows: one-half was tied to our achieving net revenue targets in the specified practices and one-half was tied to our achieving pre-bonus operating income in the specified practices, in each case after allocating corporate overhead and excluding acquisitions, discontinued operations, extraordinary and special items, as approved by our compensation committee. For confidentiality reasons that we believe could result in competitive harm, we do not disclose the targets for the practices included in the additional performance factors that apply to Dr. Noether's bonus calculation. However, the targets for these practices were set at levels that were consistent with our budgeted expectations for these practices at the time that the performance awards were determined.

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In the event that a performance target tied to the management component of a named executive officer's award was exceeded, the target amount of the award tied to that performance target was increased by the same percentage by which the performance target was exceeded. In the event that a performance target tied to the management component of a named executive officer's award was missed, the target amount of the award tied to that performance target was reduced by the same percentage by which the performance target was missed. This is in contrast to the prior year when the executive officer awards contained a leverage multiplier that magnified the percentage adjustments by a factor of five. The compensation committee determined that eliminating the leverage multiplier was more appropriate for fiscal 2009, based on the economy generally and the specific economic factors and uncertainties affecting our business at the time the performance awards were determined. We made this decision in part on advice from our compensation consultant that lower leverage multipliers were both more consistent competitively and appropriate when performance targets are more unpredictable and volatile, as they are in uncertain economic times.

As noted above, the cash portion of the performance awards granted to Mr. Lowenstein in fiscal 2009 also included a sourcing component. This component was payable in an amount equal to a percentage of his sourcing revenues. For fiscal year 2009, we used a percentage sourcing amount that would reward successful sourcing of new business for us while at the same time incentivizing Mr. Lowenstein to maximize efforts towards achievement of broader corporate goals. However, unlike the other executive officers, all of Mr. Lowenstein's cash based incentive compensation (both for corporate performance and sourcing) was payable only to the extent it exceeded his base salary. These differences in Mr. Lowenstein's compensation structure as compared to our other executive officers were based on the expected transition of Mr. Lowenstein during fiscal 2009 from a business generating consultant to an executive officer role primarily focused on corporate-wide objectives.

The performance awards to be granted to our named executive officers for fiscal 2009 also contained equity portions, which were payable in shares of restricted stock that vest in four equal annual installments, beginning on the first anniversary of the date of grant. Our compensation committee set the following target and maximum values payable (which imply target and maximum numbers of shares of restricted stock based upon the fair market value of our common stock on the date our compensation committee finally determines the amount payable under the performance award) under the equity portion of the performance award granted to each of our named executive officers in fiscal 2009: for Dr. Burrows, \$800,000; for Mr. Mackie: \$250,000; for Mr. Maleh: \$650,000; for Dr. Noether: \$500,000; and for Mr. Lowenstein: \$400,000. Each target amount was payable only to the extent certain overall corporate performance targets were achieved in fiscal 2009. For each of our named executive officers, half of this target amount was tied to our achieving corporate net revenue in fiscal 2009 of \$336.1 million and half was tied to achieving target earnings before interest and taxes of \$40.9 million (in each case, excluding the impact of our NeuCo subsidiary, acquisitions, discontinued operations and extraordinary and special items, as approved by our compensation committee).

In the event that a performance target tied to the equity portion of a named executive officer's performance award was missed, the target amount of the award tied to that performance target was reduced by the same percentage by which the performance target was missed. As with the cash-based performance awards, this is in contrast to the prior year when the executive officer awards contained a leverage multiplier that magnified the percentage adjustment by a factor of five. The compensation committee determined that eliminating the leverage multiplier was more appropriate for fiscal 2009, based on the economy generally and the specific economic factors and uncertainties affecting our business at the time the performance awards were determined.

Each year, the compensation committee must determine and certify in writing (1) the extent to which each of our executive officers has achieved the applicable prior fiscal year's performance targets, and (2) the appropriate amount, if any, to be paid with respect to such executive officer's performance-based annual incentive award. The committee determines this amount after reviewing our performance

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and the performance of the executive officer. Even if certain performance targets are achieved, the committee may exercise "negative discretion" and thereby reduce the payment made under a performance award.

On February 23, 2010, our compensation committee certified and determined the amounts payable to our named executive officers with respect to the cash and equity components of their performance awards for fiscal 2009, and these amounts are reported in the "Summary Compensation Table for Fiscal 2009" under the headings "Non-Equity Incentive Plan Compensation" and "Stock Awards." The amounts payable under these performance awards that was based upon our overall corporate performance targets were calculated as described above, specifically:

Awards tied to corporate net revenue. Our corporate net revenue for fiscal 2009 was 16.7% below our named executive officers' performance target for corporate net revenue (reduced for the impact of our NeuCo subsidiary, acquisitions, discontinued operations and extraordinary and special items approved by the compensation committee as described above) of \$336.1 million. Accordingly, the formula amount payable under any performance award tied to corporate net revenue equaled the target amount reduced by 16.7%.

Awards tied to earnings before interest and taxes. Our earnings before interest and taxes for fiscal 2009 were 42.5% below our named executive officers' performance target for earnings before interest and taxes of \$40.9 million. Accordingly, the formula amount payable under any performance award tied to earnings per share equaled the target amount reduced by 42.5%.

For confidentiality reasons that we believe could result in competitive harm, we do not disclose the specific results of the practices included in the additional performance factors that apply to Dr. Noether's bonus calculation. However, the net revenues for those practices were 18.2% below the target amount and the operating income for those practices was 45% below the target amount, resulting in a formula amount payable under those performance awards equal to the target bonus amount reduced by the corresponding percentages. Each of our executive officers voluntarily agreed to recommend to the compensation committee that the cash performance awards be reduced by 20% in light of our overall performance and the need to make additional cash bonuses available to our broader employee bonus pool. Accordingly, the compensation committee decided to exercise its negative discretion to reduce the calculated cash incentive payments for Messrs. Maleh and Mackie by 20%. In addition, the compensation committee further exercised its negative discretion to reduce the cash incentive payments made to Dr. Burrows and Dr. Noether by 36% and 35%, respectively, in order to make the bonus amounts consistent with the compensation committee's view of the executives' overall contribution to our results for fiscal 2009. Because Mr. Lowenstein's calculated cash bonus payments did not exceed his base salary, no cash performance award payments were earned by Mr. Lowenstein in fiscal 2009. As a result of these adjustments, in fiscal 2009, our named executive officers were awarded, with respect to the management components of their respective performance awards, the following percentages of their target amounts: for Dr. Burrows: 47.5%; for Mr. Mackie: 59.8%; for Mr. Maleh: 59.8%; for Dr. Noether: 47.5%; and for Mr. Lowenstein: 0%.

In determining the performance awards for our executive officers for fiscal 2010, we have decided that in addition to corporate-wide performance goals, part of the performance awards will be based on subjective personal goals. For each executive officer, 70% of the performance goals are based on objective business criteria: 40% is tied to net revenue and 30% is tied to earnings before interest and taxes (in each case excluding the impact of our NeuCo subsidiary, acquisitions, discontinued operations and extraordinary and special items, as approved by our compensation committee). The remaining 30% is based on specified personal objectives of each officer. The portion of the bonus determined based on objective business criteria is intended to qualify as performance based compensation pursuant to Section 162(m) of the Code, while the portion of the bonus based on personal objectives is not. We have done this so that in addition to the corporate-wide goals we have established to correlate our executive compensation with the overall results of our firm, we are also better able to assign more

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detailed personal objectives and expectations to each officer and better assess their individual performance against those pre-established objectives and criteria.

The payment of performance-based annual incentive awards under our 2007 cash incentive plan is generally made shortly following the certification mentioned above. All of the shares of stock underlying restricted stock awards payable under performance awards are subject to our right of first refusal in the event of a proposed transfer of the shares, in accordance with our 2006 equity incentive plan. We have been advised that these performance awards qualify as "qualified performance-based compensation" under section 162(m) of the Internal Revenue Code, which preserves the deductibility of the payments made under them. We can only grant performance-based annual incentive awards to employees and, to receive payment under such an award, the recipient must be an employee on the last day of the period over which his or her performance targets are being measured, unless the committee exercises its discretion to make prorated payments to former or retired employees or to a deceased employee's estate. All of our named executive officers were employed by us on November 28, 2009, the last day of our fiscal 2009 performance award period.

*One-time bonus.* In June 2009 we completed the acquisition of substantially all of the assets of Marakon Associates, a leading strategy consulting firm known for pioneering value-based management. As a result of this acquisition, we added 48 employee consultants, who are based in our London, Chicago, and New York offices. The compensation committee decided to award a special one-time bonus to Mr. Lowenstein, our chief strategy officer, in the amount of \$100,000 in recognition of his key role in the acquisition and integration of the Marakon practice. This role was outside of the business criteria established in the performance award granted to Mr. Lowenstein for fiscal 2009 as this acquisition opportunity was not contemplated at the time that the performance criteria were established.

*Long-term equity compensation.* We believe that long-term equity compensation is an important component of our compensation program because it promotes the long-term retention of our key employees, motivates high levels of performance, and recognizes our key employees' contributions to our success. In addition, equity compensation aligns the long-term interests of our management and our shareholders. We recognize that we conduct our business in an increasingly competitive environment. In order to remain competitive, we must employ top-flight key employees who have abundant talent, demonstrated skills, and experience. We also believe that long-term equity compensation may give us an advantage in attracting and retaining such employees.

We feel that our 2006 equity incentive plan, which is discussed in more detail below, plays an important role in our long-term equity executive officer compensation package. The plan allows us to compensate our employees, including our named executive officers, who are expected to make important contributions to our success with a variety of long-term equity-based awards, including stock options, restricted stock, restricted stock units and performance restricted stock units. Grants under our 2006 equity incentive plan generally vest over a four-year or longer time period, which promotes the long-term retention of our key employees. To the extent awards granted under our 2006 equity incentive plan do not arise from the satisfaction of performance-based annual incentive awards under our 2007 cash incentive plan, they are subject to the limitations on deductibility set forth in section 162(m) of the Internal Revenue Code discussed below.

*2006 equity incentive plan.* Our 2006 equity incentive plan provides for the following types of long-term equity awards:

options to purchase shares of our common stock intended to qualify as "incentive stock options," as defined in section 422 of the Internal Revenue Code;

nonqualified options, which do not qualify as incentive stock options;

restricted stock awards consisting of shares of our common stock subject to restrictions;

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restricted stock unit awards consisting of the contractual right to receive shares of our common stock in the future contingent upon the completion of service and/or the achievement of performance or other objectives;

performance awards consisting of the right to receive payment of cash and/or shares of our common stock upon the achievement of predetermined performance targets; and

other stock-based awards in the form of stock purchase rights, shares of our common stock, and awards valued in whole or in part by or otherwise based on our common stock.

To date, the awards granted to our executive officers have primarily taken the form of either stock options or restricted stock:

*Stock options.* Stock options granted under our 2006 equity incentive plan may vest upon the passage of time and continued employment. This vesting occurs over four years, typically in equal annual installments beginning on the first anniversary of the date of grant. Stock options granted under our 2006 equity incentive plan have a seven-year term. The stock options granted under our prior equity plans have a ten-year term. All stock options are granted with an exercise price equal to the fair market value of our common stock on the date of grant, and option repricing is not permitted.

*Restricted stock.* Shares of restricted stock awarded under our 2006 equity incentive plan may vest on the basis of the passage of time and continued employment. This vesting occurs over four years, typically in equal annual installments beginning on the first anniversary of the date of grant. Recipients of restricted stock awards may receive dividends on and may vote the shares subject to the awards. Unvested shares of restricted stock may not be sold or otherwise transferred.

The relative mix of long-term equity compensation may change from year to year. Since the adoption of the 2006 plan, we have relied primarily on restricted stock for our named executive officers, which we believe better directly aligns the interests of our executive officers with those of our shareholders. The long-term equity compensation granted to our executive officers in respect of fiscal 2009 took the form of shares of restricted stock granted under our 2006 equity incentive plan. Some of these awards were granted in fiscal 2010 to satisfy payments determined under performance-based annual incentive awards based on fiscal 2009 performance under our 2007 cash incentive plan, as discussed above. As a result, these awards were tied to the achievement of performance targets. The restricted stock awards made during fiscal 2009 were determined in connection with our compensation committee's review of the executive's fiscal 2008 performance, and were designed to provide the executive officers with long-term incentives.

The amount of long-term equity compensation provided to each executive officer takes into account the role, performance and overall compensation package of the executive officer, as well as the compensation levels of his or her peers at other similar companies. This amount is targeted and capped by the committee, which is also mindful of additional considerations affecting our ability to retain and provide incentives to our executive officers.

*Practices regarding the grant of equity awards.* The committee has generally followed a practice of making all equity awards to our executive officers on a single date each year. This year, the committee authorized the awards for fiscal 2009 on February 23, 2010, after determining the payments to be made under performance-based annual incentive awards for fiscal 2009. The committee believes that it is appropriate that equity awards granted in respect of a fiscal year be made only after the material information regarding our performance for the fiscal year has been determined and disclosed. The committee is currently contemplating the potential inclusion of the executive officers in the new long-term incentive program described below, which may result in additional grants of equity awards to executive officers during fiscal 2010. We do not otherwise have any program, plan, or practice related

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to the timing of the granting of equity awards to our executive officers as it relates to the release of material non-public information.

All equity awards made to our executive officers, or to any of our other employees or directors, are made pursuant to our 2006 equity incentive plan. All stock options under this plan are granted with an exercise price equal to the fair market value of our common stock on the date of grant. Fair market value is defined under the plan to be the closing price per share on the applicable date as reported by a nationally recognized stock exchange. In connection with inducement grants made to new hires, which are made outside of the 2006 equity incentive plan, we have at times granted options at a strike price significantly above the then current fair market value of our stock, as an incentive for these new hires to participate only in very significant increases in our overall stock value. We do not otherwise have any program, plan or practice of awarding stock options or setting the exercise price of stock options based on the stock's price on a date other than the grant date. We do not have a practice of determining the exercise price of stock option grants by using average prices (or lowest prices) of our common stock over a period preceding, surrounding or following the grant date. While the committee's charter permits the committee to delegate its authority to grant equity awards in certain circumstances, all grants to employees are currently made by the committee itself and not pursuant to any delegated authority.

*CRA's New Long-Term Incentive Program.* In 2009, the compensation committee approved a new long-term incentive program which sets a framework for how the committee intends to grant equity awards under the 2006 equity incentive plan. Since the named executive officers had already been granted performance-based annual incentive awards as described above for fiscal 2009, they did not receive grants under the new program in fiscal 2009. The new program consists of grants using a combination of three long-term incentive vehicles: (1) time-vested restricted stock units, (2) stock options and (3) performance-vested restricted stock units. The primary objectives of the new program are to:

directly align a significant portion of the total compensation of our key revenue generators and senior leaders with the delivery of future value to our shareholders;

focus our key revenue generators and senior leaders on performance by directly linking their compensation to the achievement of predetermined performance goals and shareholder returns;

provide a competitive compensation program that has significant retention value to ensure that our key revenue generators and senior leaders stay with the firm; and

promote top line and bottom line growth.

Consistent with the 2006 equity incentive plan, the time-vested restricted stock units and stock options vest in four equal installments beginning on the first anniversary of grant. We believe the four-year time horizon promotes the long-term retention of our key employees. Additionally, the performance-vested restricted stock units vest at the end of the four-year performance period based on the achievement of pre-determined performance goals established by the committee. Below a certain level of performance, no payout is made. To the extent that they vest, the time-vested restricted stock units and performance-vested restricted stock units are payable in either cash or shares of our common stock, at our election.

The new program is accompanied with new share ownership requirements and retention requirements on the shares granted under the program to further promote the long-term nature of the program. We currently expect that it will be effective for our named executive officers beginning in fiscal 2010.

*Perquisites.* Our named executive officers have typically received modest perquisites paid by us mainly parking, group term life insurance, and supplemental health insurance. The committee believes

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these perquisites are consistent with our overall policy of providing competitive compensation to attract and retain our executives and employees.

*Employment agreements.* We have an employment agreement with Mr. Mackie that is described in the section below entitled "Agreements with named executive officers." Mr. Mackie's employment agreement provides for certain payments upon a change of control, as described in that section. Our other executive officers do not have employment agreements, other than our standard employee agreements related to confidentiality, non-competition and non-solicitation. As described in the section entitled "Agreements with named executive officers," a change of control may also trigger payments to our executive officers under our 2007 cash incentive plan.

*401(k) savings plan.* Under our 401(k) savings plan, a tax-qualified retirement savings plan, participating employees, including our named executive officers, may contribute up to 80% of regular earnings on a before-tax basis, up to the applicable calendar year limit, which was \$16,500 in calendar year 2009, into their 401(k) plan accounts. Participants age 50 and over may also contribute catch-up contributions of up to \$5,000 per year. In addition, under the 401(k) plan, we match an amount equal to fifty cents for each dollar contributed by participating employees on the first 6% of their regular earnings up to a maximum amount. This maximum matching amount was \$7,350 in calendar year 2009. Amounts held in 401(k) plan accounts on behalf of an employee may not be withdrawn prior to the employee's termination of employment, total and permanent disability, or such earlier time as the employee reaches the age of 59 1/2, subject to certain exceptions set forth in the regulations of the Internal Revenue Service. We maintain the 401(k) plan because we wish to encourage our employees to save some percentage of their cash compensation for their retirement. The 401(k) plan permits employees to make such savings in a manner that is relatively tax efficient.

*Stock ownership guidelines and equity grant retention requirements.* The new long term incentive program's share ownership requirements and retention requirements do not apply to the named executive officers yet since they have not received any awards under the new program.

*Policy on deductibility of compensation.* Section 162(m) of the Internal Revenue Code limits our tax deduction for compensation in excess of \$1.0 million paid to our chief executive officer and our three other most highly compensated executive officers, other than our chief financial officer, at the end of any fiscal year, unless the compensation is "qualified performance-based compensation." Our policy with respect to section 162(m) is to make a reasonable effort to cause compensation to be deductible by us while simultaneously providing our executive officers with appropriate rewards for their performance. Because of this limitation, in fiscal 2006, we were unable to deduct all of the compensation paid to our executive officers. As a result, in fiscal 2007, we adopted, and our shareholders approved, our 2007 cash incentive plan. The cash incentive plan enables us to compensate our executive officers with performance awards designed to be treated as "qualified performance-based compensation" under section 162(m). We have also at times deferred the payment of compensation to executive officers that is subject to the section 162(m) limitation.

**Compensation committee report**

The compensation committee has reviewed and discussed with management the contents of the compensation discussion and analysis set forth above. Based on its review and discussion, the committee recommended to our board of directors that the above compensation discussion and analysis be included in this proxy statement and incorporated by reference into our annual report on form 10-K for the year ended November 28, 2009.

The compensation committee

William T. Schleyer (Chair)  
Rowland T. Moriarty  
Nancy L. Rose

Table of Contents**Executive compensation**

*Summary compensation.* The following table provides a summary of all compensation earned with respect to fiscal 2009 by Dr. James C. Burrows, our vice chairman who served as our president and chief executive officer during fiscal 2009; Wayne D. Mackie, our executive vice president, treasurer, and chief financial officer; our three most highly compensated executive officers other than our chief executive officer and chief financial officer who were serving as executive officers at the end of fiscal 2009, Messrs. Maleh and Lowenstein and Dr. Noether; and Dr. Gregory K. Bell, our vice president who would have been one of our three most highly compensated executive officers other than our chief executive officer and chief financial officer during fiscal 2009 but for the fact that he stopped serving as an executive officer on February 24, 2009. The persons listed in this table are referred to as our "named executive officers."

**Summary Compensation Table for Fiscal 2009**

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)(1)	Option Awards (\$)(2)	Non-Equity Incentive Plan	All Other Compensation (\$)(4)(5)	Total (\$)
						Compensation (\$)(3)		
James C. Burrows Vice chairman (6)	2009	\$500,000		\$434,433	\$32,998	\$475,000	\$87,371	\$1,529,802
	2008	509,615	\$149,634	367,754	105,506	141,366	64,303	1,338,178
	2007	488,461		252,296	129,452	500,000	52,259	1,422,469
Wayne D. Mackie Executive vice president, treasurer and chief financial officer	2009	375,000		111,400	77,520	149,500	51,464	764,884
	2008	382,211	114,658	90,533	92,774	35,342	30,825	746,343
	2007	369,231	150,000	47,165	91,524	157,096	26,012	841,028
Paul A. Maleh President, chief executive officer and director (7)	2009	450,000		469,188	20,437	403,500	15,940	1,359,065
	2008	382,211	293,453	299,523	61,644	56,547	22,439	1,115,817
	2007	364,038		197,530	66,469	1,104,846	9,632	1,742,515
Monica G. Noether Executive vice president and chief operating officer	2009	375,000		272,680	13,646	475,000	32,033	1,168,359
	2008	382,211		231,838	41,159	478,481	30,531	1,164,220
	2007	369,231	150,000	147,054	48,467	327,106	11,557	1,053,415
Arnold J. Lowenstein Executive vice president and chief strategy officer	2009	375,000	100,000	259,284	3,372		43,800	781,456
	2008	382,211		215,763	10,170	415,000	22,107	1,045,251
	2007	369,231		147,054	34,913	890,171	17,938	1,459,307
Gregory K. Bell Vice president (8)	2009	375,000	1,143,950	261,545	21,752		48,838	1,851,085
	2008	382,211		269,880	61,650	992,395	35,434	1,741,570
	2007	369,231		175,929	68,486	1,455,669	28,525	2,097,840

(1)



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The amount shown does not reflect compensation actually received by the named executive officer. Instead, the amount shown represents the compensation expense recognized in our financial statements for the applicable fiscal year in respect of grants of restricted stock to the named executive officer under our 2006 equity incentive plan, including grants, determined by our compensation committee on February 15, 2008, made in satisfaction of the equity portion of the performance award for fiscal 2007 granted to the named executive officer under our 2007 cash incentive plan, grants, determined by our compensation committee on February 24, 2009, made in satisfaction of the equity portion of the performance award for fiscal 2008 granted to the named executive officer under our 2007 cash incentive plan, grants, determined by our compensation committee on February 23, 2010, made in satisfaction of the equity portion of the performance award for fiscal 2009 granted to the named executive officer under our 2007 cash incentive plan, and a grant of 31,341 shares of restricted stock to Mr. Maleh on October 29, 2008, in connection with his promotion to chief operating officer, except that, pursuant to SEC rules, the amount shown excludes the impact of estimated forfeitures related to service based vesting conditions. In the case of Dr. Bell for fiscal 2009, the amount shown also includes grants of 3,361 time-vested restricted stock units and 4,481 performance-vested restricted stock units pursuant to our long-term incentive program and 2006 equity incentive plan, determined by our compensation committee on October 28, 2009. The amount shown was computed in accordance with ASC Topic 718, using a grant date fair value based upon the fair market value of our common stock on the date of grant.

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(2)

The amount shown does not reflect compensation actually received by the named executive officer. Instead, the amount shown represents the compensation expense recognized in our financial statements for the applicable fiscal year in respect of grants to the named executive officer of options to purchase shares of our common stock, except that, pursuant to SEC rules, the amount shown excludes the impact of estimated forfeitures related to service based vesting conditions. The amount shown was computed in accordance with ASC Topic 718, using the assumptions set forth below.

Name	Grant date	Expected Life (Years)	Expected Volatility	Risk-free Interest Rate	Expected Dividends
James C. Burrows	6/5/2003	3.98	44.8%	3.0%	
	3/25/2005	3.50	34.1%	4.0%	
Wayne D. Mackie	10/5/2005	3.50	37.5%	4.4%	
Paul A. Maleh	6/5/2003	3.98	44.8%	3.0%	
	4/1/2005	3.50	33.9%	3.9%	
Monica G. Noether	6/5/2003	3.98	44.8%	3.0%	
	4/1/2005	3.50	33.9%	3.9%	
Arnold J. Lowenstein	6/5/2003	3.98	44.8%	3.0%	
	4/1/2005	3.50	33.9%	3.9%	
Gregory K. Bell	6/5/2003	3.98	44.8%	3.0%	
	4/1/2005	3.50	33.9%	3.9%	
	10/28/2009	4.50	47.0%	1.7%	

(3)

For fiscal 2009, the amount shown represents the following cash amounts earned in respect of the management component of the performance award for fiscal 2009 granted to the named executive officer under our 2007 cash incentive plan: \$475,000 for Dr. Burrows; \$149,500 for Mr. Mackie; \$403,500 for Mr. Maleh; and \$475,000 for Dr. Noether. All of these amounts were determined by our compensation committee on February 23, 2010.

(4)

For fiscal 2009, the amount shown represents our contributions to our savings and retirement plan of \$7,350 for fiscal 2009 on behalf of each of the named executive officers; premiums we paid for term life insurance for the benefit of our executive officers; the following payments of vacation and holiday days earned, but not used as of the end of fiscal year 2008, in excess of 160 hours: \$48,856 for Dr. Burrows; \$23,751 for Mr. Mackie; \$3,022 for Mr. Maleh; \$9,013 for Dr. Noether; \$20,776 for Mr. Lowenstein; and \$35,921 for Dr. Bell.

(5)

The amount shown includes the following perquisites and other personal benefits: with respect to Dr. Burrows, \$4,440 for parking, \$19,437 for other compensation, and \$481 for personal use of professional sporting event tickets; with respect to Mr. Mackie, \$4,440 for parking and \$9,160 for other compensation; with respect to Dr. Noether, \$4,440 for parking and \$5,662 for other compensation; with respect to Mr. Lowenstein, \$4,440 for parking and \$5,665 for other compensation. Compensation in the form of perquisites and other personal benefits has been omitted for Mr. Maleh and Dr. Bell in the table above because the total value of all perquisites and other personal benefits paid to each of them in fiscal 2009 was less than \$10,000.

(6)

Mr. Burrows was our president, chief executive officer, as well as a director, through November 28, 2009, the last day of our 2009 fiscal year. On November 29, 2009, Dr. Burrows assumed the role of vice chairman.

(7)

Mr. Maleh was our chief operating officer and executive vice president through November 28, 2009, the last day of our 2009 fiscal year. On November 29, 2009, Mr. Maleh became our president and chief executive officer, as well as a director.

(8)

In connection with our decision to group our services into two broad categories, litigation, regulatory and financial consulting and management consulting, instead of three platforms, Dr. Bell, who had been head of our business consulting platform, stopped serving as an executive vice president on February 24, 2009. On that date, Dr. Bell assumed the position of vice president.

*Plan-based awards.* Please see the section of this proxy statement entitled "Compensation Discussion and Analysis Performance-based annual incentive compensation" for the details of the grants of performance awards under our 2007 cash incentive plan to our named executive officers in fiscal 2009. As discussed there, the cash portions of the performance awards granted to each of Dr. Burrows and Noether and Messrs. Maleh and Mackie in fiscal 2009 are capped as set forth in the "Grants of Plan-Based Awards for Fiscal 2009" table below. The cash portion of the performance award granted to Mr. Lowenstein consists of a management component, with a maximum of \$500,000, and a component based on Mr. Lowenstein's generation of engagements for us in fiscal 2009. This latter component has no pre-determined maximum because there is no pre-determined limit on the engagements that Mr. Lowenstein might have generated for us in fiscal 2009. The amounts actually earned on the cash portion of the performance awards granted to our named executive officers for

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fiscal 2009 were determined by our compensation committee on February 23, 2010 and are reported in the "Summary Compensation Table for Fiscal 2009" under the heading "Non-Equity Incentive Plan Compensation."

Please see the section of this proxy statement entitled "Compensation Discussion and Analysis - CRA's New Long-Term Incentive Program" for the details of our long-term incentive program. On October 28, 2009, Dr. Bell was awarded the following grants for fiscal 2009 under our long-term incentive program and our 2006 equity incentive plan: an option to purchase 6,712 shares of our common stock, which vests in four equal annual installments beginning on the first anniversary of the date of grant; 3,361 time-vested restricted stock units, which vest in four equal annual installments beginning on the first anniversary of the date of grant; and 4,481 performance-vested restricted stock units, a percentage of which (ranging between 50% and 200%) will vest at the end of the performance period running from September 5, 2009 to August 30, 2013, if and based upon the extent to which certain objective performance criteria exceed specified thresholds over this performance period. If these performance criteria do not exceed the specified thresholds over this performance period, Dr. Bell will receive no payment in respect of this performance-vested restricted stock unit award. When these time-vested restricted stock unit and performance-vested restricted stock unit awards vest, we can elect to pay the vested portion to Dr. Bell in either cash or shares of our common stock.

The following table provides further information regarding grants of plan-based awards to our named executive officers during fiscal 2009. The minimum payout or "threshold" under all of the equity plan-based awards and non-equity plan-based awards disclosed in the table below, except for the performance-vested restricted stock unit award granted to Dr. Bell, was \$0 because no payment was guaranteed under any of these awards, even if the award's performance targets were met.

**Grants of Plan-Based Awards for Fiscal 2009**

Name	Grant Date(1)	Estimated Future Payouts Under Non-Equity Incentive Plan Awards(2)		Threshold (#)	Estimated Future Payouts Under Equity Incentive Plan Awards(4)		All Other Stock Awards: Number of Shares of Stock or Units (#)(6)	All Other Option Awards: Number of Securities Underlying Options (#)(8)	Exercise Price of Awards (\$/sh)	Grant Date Fair Value (\$)(9)
		Target (\$)	Maximum (\$)		Target (\$ or #)	Maximum (\$ or #)				
James C. Burrows	2/27/2009 2/24/2009	\$1,000,000	\$ 2,000,000	0	\$ 800,000	\$ 800,000	5,022			\$113,095
Wayne D. Mackie	2/27/2009 2/24/2009	250,000	500,000	0	\$ 250,000	\$ 250,000	1,569			35,334
Paul A. Maleh	2/27/2009 2/24/2009	675,000	1,350,000	0	\$ 650,000	\$ 650,000	3,139			70,690
Monica G. Noether	2/27/2009 2/24/2009	1,000,000	2,000,000	0	\$ 500,000	\$ 500,000	3,139			70,690
Arnold J. Lowenstein	2/27/2009 2/24/2009	250,000	500,000 (3)	0	\$ 400,000	\$ 400,000	2,511			56,548
Gregory K.	2/24/2009						3,139			70,690

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Bell	10/28/2009				6,712 \$ 24.11	61,825 (10)
	10/28/2009				3,361 (7)	81,034 (11)
	10/28/2009	2,240 (5)	4,481 (5)	8,962 (5)		108,037 (12)

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- (1) The grant date of each performance award (with an equity portion) or award of restricted stock, as applicable, is the same as the date such award was approved by our compensation committee. No executive officer paid any amount to us as consideration for any award disclosed in this table.
- (2) Except as set forth in footnote (3) below, the amounts shown represent target and maximum payouts set at the beginning of fiscal 2009 for the cash portion of performance awards for fiscal 2009 granted to the named executive officer under our 2007 cash incentive plan. The amounts actually earned with respect to fiscal 2009 on the cash portion of these awards were determined by our compensation committee on February 23, 2010 and are reported in the "Summary Compensation Table for Fiscal 2009" under the heading "Non-Equity Incentive Plan Compensation."
- (3) The amount shown reflects the maximum of the management component of the cash portion of the performance awards granted to Mr. Lowenstein. As discussed above, in addition to the management component, the cash portion of this award has a second

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component, based upon the engagements that Mr. Lowenstein generated for us in fiscal 2009. This latter component has no pre-determined maximum because there is no pre-determined limit on the engagements that Mr. Lowenstein might have generated for us in fiscal 2009.

- (4) Except as set forth in footnote (5) below, the amounts shown represent the dollar value of the target and maximum payouts set at the beginning of fiscal 2009 for the equity portion of performance awards for fiscal 2009 granted to the named executive officer under our 2007 cash incentive plan. The corresponding number of shares of our common stock is determined by dividing these amounts by the fair market value of our shares of common stock on the date of determination. As discussed under the heading "Compensation discussion and analysis Performance based annual incentive compensation" above, on February 23, 2010, our compensation committee determined the number of shares of restricted stock to be granted, subject to conditions, under our 2006 equity incentive plan in respect of these awards. These shares vest in four equal annual installments, beginning on the first anniversary of the date of grant.
- (5) Represents the minimum, target and maximum number of units, measured in shares of our common stock, that can vest under a performance-vested restricted stock unit award granted to Dr. Bell under our long-term incentive program and 2006 equity incentive plan. These units will vest if and based upon the extent to which certain objective performance criteria exceed specified thresholds over a performance period running from September 5, 2009 to August 30, 2013. If these performance criteria do not exceed the specified thresholds over this performance period, no payment will be made in respect of these units. When this performance-vested restricted stock unit award vests, we can elect to pay the vested portion in either cash or shares of our common stock.
- (6) Except as set forth in footnote (7), these amounts represent shares of our common stock subject to restricted stock awards granted under our 2006 equity incentive plan. These shares vest in four equal annual installments, beginning on the first anniversary of the date of grant.
- (7) Represents the number of time-vested restricted stock units, measured in shares of our common stock, granted to Dr. Bell under our long-term incentive program and 2006 equity incentive plan. These time-vested restricted stock units vest in four equal annual installments, beginning on the first anniversary of the date of grant. When this time-vested restricted stock unit award vests, we can elect to pay the vested portion in either cash or shares of our common stock.
- (8) Represents an option to purchase shares of our common stock granted to Dr. Bell under our long-term incentive program and 2006 equity incentive plan. This option vests in four equal annual installments, beginning on the first anniversary of the date of grant.
- (9) Except as set forth in footnotes (10), (11) or (12) below, the grant date fair value shown was computed in accordance with ASC Topic 718, using a closing market price of our common stock on 2/24/2009 of \$22.52.
- (10) The grant date fair value shown was computed in accordance with ASC Topic 718, using a closing market price of our common stock on 10/28/2009 of \$24.11 and the following assumptions: expected life 4.5 years; expected volatility 47.0%; risk-free interest rate 1.7%; and no expected dividends.
- (11) The grant date fair value shown was computed in accordance with ASC Topic 718, using a closing market price of our common stock on 10/28/2009 of \$24.11.
- (12) The grant date fair value shown was computed in accordance with ASC Topic 718, using a closing market price of our common stock on 10/28/2009 of \$24.11 and assuming that the target performance levels would be achieved.

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*Outstanding equity awards.* The following table provides information regarding outstanding equity awards held by our named executive officers on November 28, 2009.

**Outstanding Equity Awards at End of Fiscal 2009**

Name	Option Awards				Stock Awards			
	Number Of Securities Underlying Unexercised Options (#)	Number Of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)(7)	Equity Incentive Plan Awards: Number Of Unearned Shares, Units or Other Rights That Have Not Vested (#)(8)	Equity Incentive Plan Awards: Market or Payout Value Of Unearned Shares, Units or Other Rights That Have Not Vested (\$)(7)
James C. Burrows					3,345 (1)	\$ 81,116		\$
					2,868 (2)	69,549		
					7,180 (3)	174,115		
					5,022 (4)	121,784		
	13,250		\$ 19.75	4/25/2010				
	2,624		13.75	5/30/2012				
	7,376		13.75	5/30/2012				
	14,734		22.81	6/5/2013				
	10,266		22.81	6/5/2013				
	30,000		32.26	5/10/2014				
	21,068		50.84	3/25/2015				
	3,932		50.84	3/25/2015				
							32,989	799,983
Wayne D. Mackie					1,912 (2)	46,366		
					2,394 (3)	58,055		
					1,569 (4)	38,048		
	9,716		41.16	10/5/2015				
	15,284		41.16	10/5/2015				
							10,309	249,993
Paul A. Maleh					1,859 (1)	45,081		
					4,302 (2)	104,324		
					4,787 (3)	116,085		
					31,341 (5)	760,019		
					3,139 (4)	76,121		
	1,880		22.81	6/5/2013				
	4,620		22.81	6/5/2013				
	15,000		32.26	5/10/2014				
	10,492		50.09	4/1/2015				
	4,508		50.09	4/1/2015				
							26,804	649,997
Monica G. Noether					1,239 (1)	30,046		
					3,346 (2)	81,141		
					4,787 (3)	116,085		
					3,139 (4)	76,121		
	1,701		13.75	5/30/2012				
	7,500		22.81	6/5/2013				
	1,353		32.26	5/10/2014				
	8,647		32.26	5/10/2014				
	6,276		50.09	4/1/2015				
	3,724		50.09	4/1/2015				
							20,618	499,987

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Arnold J. Lowenstein

			1,239 (1)	30,046		
			3,346 (2)	81,141		
			4,787 (3)	116,085		
			2,511 (4)	60,892		
21,784	14.03	6/1/2011				
11,993	22.81	6/5/2013				
6,507	22.81	6/5/2013				
10,000	32.26	5/10/2014				
2,500	50.09	4/1/2015				
2,500	50.09	4/1/2015				
					16,494	399,980

Gregory K. Bell

			1,239 (1)	30,046
			4,780 (2)	115,915
			4,787 (3)	116,085
			3,139 (4)	76,121
			3,361 (6)	81,504
2,966	10.69	9/11/2010		
3,750	10.85	5/2/2011		
3,269	13.75	5/30/2012		
13,125	13.75	5/30/2012		
7,314				