UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-K/A

(Amendment No. 1)

o **ANNUAL REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 28, 2013

Commission file number: 000-24049

CRA International, Inc.

(Exact name of registrant as specified in its charter)

Massachusetts	**04-2372210**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
200 Clarendon Street, Boston, MA	**02116-5092**
(Address of principal executive offices)	(Zip code)

617-425-3000
(Registrant s telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
Common Stock, no par value	**Nasdaq Global Select Market**

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes o No x

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes o No x

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No o

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant s knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. x

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer o	Accelerated filer x	Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No x

The aggregate market value of the stock held by non-affiliates of the registrant as of June 29, 2013, the last business day of the registrant s most recently completed second fiscal quarter, based on the closing sale price of $18.47 as quoted on the NASDAQ Global Select Market as of the last trading day before that date, was approximately $182.0 million. Outstanding shares of common stock beneficially owned by executive officers and directors of the registrant and certain related entities have been excluded from this computation because these persons may be deemed to be affiliates. The fact that these persons have been deemed affiliates for purposes of this computation should not be considered a conclusive determination for any other purpose.

As April 24, 2014, CRA had outstanding 10,030,617 shares of common stock.

DOCUMENTS INCORPORATED BY REFERENCE

None.

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EXPLANATORY NOTE

The purpose of this Amendment No. 1 to our Annual Report on Form 10-K for the fiscal year ended December 28, 2013 (the Original Report) is to amend Part III, Items 10 through 14, of the Original Report, which was filed with the U.S. Securities and Exchange Commission on March 13, 2014, to include information previously omitted from the Original Report in reliance on General Instruction G to Form 10-K, which provides that registrants may incorporate by reference certain information from a definitive proxy statement filed with the SEC within 120 days after the end of the fiscal year.

As required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended (the Exchange Act), this Amendment No. 1 contains new certifications by our principal executive officer and principal financial officer, which are being filed or furnished, as applicable, as exhibits to this Amendment No. 1. Therefore, we are also amending Part IV, Item 15 of the Original Report to include these exhibits.

This amendment is not intended to update or modify any other information presented in the Original Report, including with respect to events occurring subsequent to the March 13, 2014 filing date of the Original Report. Accordingly, this Amendment No. 1 on Form 10-K/A should be read in conjunction with the Original Report and our other filings with the SEC.

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CRA INTERNATIONAL, INC.

ANNUAL REPORT ON FORM 10-K

FOR THE FISCAL YEAR ENDED DECEMBER 28, 2013

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PART III

Item 10 *Directors, Executive Officers and Corporate Governance*

Directors and executive officers

Set forth below are the names and certain biographical information regarding our directors and our executive officers as of April 24, 2014.

Name	Age	Position
Rowland Moriarty (1)(2)(3)	67	Chairman of the board
Paul Maleh (3)	50	President, chief executive officer and director
Wayne Mackie	65	Executive vice president, treasurer and chief financial officer
Arnold Lowenstein	60	Executive vice president and chief strategy officer
William Concannon (1)(4)	58	Director
Ronald Maheu (1)(3)(4)	71	Director
Thomas Robertson (2)	71	Director
Nancy Rose (4)	55	Director
William Schleyer (2)	62	Director

(1) Member of our nominating and corporate governance committee

(2) Member of our compensation committee

(3) Member of our executive committee

(4) Member of our audit committee

Our board of directors is divided into three classes. The term of one class of directors expires each year at the annual meeting of our shareholders (or any special meeting held in lieu thereof). 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.

Backgrounds and qualifications of directors. Below we have identified each of our directors by class. In addition, for each director we have included information regarding the director s business experience, as well as the director s particular experiences, qualifications, attributes and skills, that led our board of directors to conclude that the director should serve as a member of our board of directors.

Directors serving a term expiring at the 2014 special meeting in lieu of 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, and was a director at Trammell Crow Company from 1997 to 2006. The extensive experience, knowledge and perspective Dr. Moriarty has gained across a broad spectrum of industries as a director of these publicly-traded companies, and as an international marketing consultant and a professor of marketing, are significant assets to our board of directors. Dr. Moriarty s long-standing relationship with us has given him an intimate institutional knowledge of our business, and he has been providing invaluable leadership and guidance to our board of directors for many years.

William Concannon has served as a director since June 2000. Mr. Concannon has served as chief executive officer of Global Corporate Services of CBRE, Inc., a global commercial real estate firm, since July 2012; he served as president of

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Global Corporate Services of CBRE from August 2009 until July 2012, and as vice chairman of Global Corporate Services of CBRE from 2006 until August 2009. Mr. Concannon was the first real estate professional inducted into the International Association of Outsourcing Professionals Outsourcing Hall of Fame. 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 also served on the board of trustees from 2002 until 2010. Our board of directors benefits from Mr. Concannon s wealth of experience as a senior business executive, his diverse knowledge of business management, his keen perspectives on a wide range of business issues, his deep knowledge of professional services, and his insights derived from having led business services at a large corporation and otherwise being a recognized leader in the business community.

Directors serving a term expiring at the 2015 annual meeting (Class II directors).

Ronald 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, and was a director of Enterasys Networks, Inc. from 2003 to 2006. As is evident from his background, Mr. Maheu provides our board of directors and our audit committee with a high level of expertise in the areas of accounting, auditing and finance, as well as a highly developed grasp of the professional services industry, gained not only from being a former partner at and senior executive of an international accounting firm, but also from his experience as a member of the boards of directors and audit committees of several publicly-traded companies. Mr. Maheu is an audit committee financial expert under the rules of the Securities and Exchange Commission.

Nancy Rose has served as a director since March 2004. Dr. Rose joined the faculty of the Massachusetts Institute of Technology s Economics Department in 1994, where she presently is the Charles P. Kindleberger Professor of Applied Economics and associate department head. 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 a director of the Whitehead Institute for Biomedical Research and chair of its finance committee, and a former director of the Sentinel Group Funds, Inc. Our board of directors values Dr. Rose s significant expertise in various aspects of economics, management and finance, as well as her experience derived from the other boards of directors on which she has served. In addition, Dr. Rose s academic background gives her a unique perspective on a number of the challenges we face, including our market for consulting staff and senior consultants.

Directors serving a term expiring at the 2016 annual meeting (Class III directors).

Paul 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. As our chief executive officer, Mr. Maleh brings to our board of directors valuable leadership experience and a deep and thorough understanding of our business and operations, the day-to-day management of our business, and our industry as a whole.

Thomas Robertson has served as a director since July 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 and 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. He is a director and

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member of the audit committee of The Carlyle Group, L.P., a publicly-traded global asset management firm. Dr. Robertson s position as a professor of management and private enterprise at the Wharton School puts him in touch with the leading edge of business methods and thinking, which he applies to the issues we face, and allows him to provide our board of directors with invaluable insights and advice regarding strategic and management issues. Our board of directors also benefits from Dr. Robertson s extensive background in and knowledge of consumer services and academia.

William 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. Mr. Schleyer served as a director of Rogers Communications, a diversified Canadian communications and media company, from August 1998 until January 27, 2013. Our board of directors benefits from the viewpoint Mr. Schleyer brings as a veteran business executive with experience at the most senior levels across a diverse spectrum of companies, as well as an extensive background in and knowledge of consumer services. Mr. Schleyer also brings extensive insight into corporate governance matters, derived from serving as a director for a number of other companies.

Backgrounds of executive officers. Below we have identified our executive officers (other than Mr. Maleh, our president and chief executive officer, who is a class III director identified above) and provided a description of their business experience.

Arnold 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 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 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. Mr. Mackie, who is a CPA, received an M.S. from the Wharton School of the University of Pennsylvania and a B.S. from Babson College. Mr. Mackie is a trustee of the Massachusetts Eye and Ear Infirmary.

Corporate Governance

Audit Committee

Our board of directors has established a standing audit committee. The board has adopted a charter for our audit committee, which is available through the Investor Relations page of our website at *www.crai.com*. Our audit committee is currently, and was during fiscal 2013, composed of

Dr. Rose and Messrs. Concannon and Maheu. Our audit committee provides the opportunity for direct contact between the members of our board of directors and our independent registered public accountants, who report directly to the committee. The committee assists our board of directors 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, determining the compensation of, evaluating and, when necessary, terminating our independent registered public accountants. The committee is also responsible for reviewing and assessing the adequacy of the charter by which it is governed on an annual basis. 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. Our audit committee is also responsible for reviewing and, if appropriate, approving related-party transactions. Our audit committee has the authority to retain independent advisors and consultants, with all fees and expenses paid by us. Our board of directors has determined that Mr. Maheu is an audit committee financial expert under

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the rules of the Securities and Exchange Commission, and that all of the members of our audit committee are independent under the rules of the NASDAQ Stock Market.

Code of Ethics

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 and the Dodd-Frank Wall Street Reform and Consumer Protection Act, 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.* 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 executive officers and employees, 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, including those resulting from the Dodd-Frank Wall Street Reform and Consumer Protection Act.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires our officers and directors and persons who beneficially own more than ten percent of our common stock to file reports of ownership and changes in ownership with the Securities and Exchange Commission. SEC regulations require officers, directors and greater-than-ten-percent shareholders to furnish us with copies of all Section 16(a) forms they file.

Based solely upon a review of Forms 3 and 4 and amendments thereto furnished to us during fiscal 2013 and Forms 5 and amendments thereto furnished to us with respect to fiscal 2013, or written representations that a Form 5 was not required for fiscal 2013, we believe that all Section 16(a) filing requirements applicable to our officers, directors and greater-than-ten-percent shareholders were fulfilled in a timely manner.

Item 11 *Executive Compensation*

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 our audit committee, $20,000 to the chair of our compensation committee, $10,000 to the chairs of our executive committee and our 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 of $150,000, as well as office space, support services and healthcare benefits, for his services as chairman of our board of directors. Directors who are employees do not receive separate fees for their service 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 the automatic restricted stock awards described below. 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 a director at, or whose term as a director continues after, the annual meeting of our shareholders (or any special meeting in lieu thereof) receives, on the date of the meeting, 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 the date of the meeting. Each person who is first elected as an outside director at the annual meeting of our shareholders (or any special meeting in lieu thereof) receives, 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 2013, we gave the following grants to our directors in accordance with the terms of our 2006 equity incentive plan. In connection with the special meeting in lieu of annual meeting of our shareholders held on May 23, 2013,

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each of Drs. Moriarty, Rose and Robertson and Messrs. Concannon, Maheu and Schleyer received a restricted stock award of 4,030 shares of our common stock. Each of these restricted stock awards vests in four equal annual installments, beginning on May 23, 2014.

The following table provides information regarding the compensation earned by our non-employee directors in fiscal 2013.

Non-Employee Director Compensation Table for Fiscal 2013

Name	Fees Earned or Paid in Cash ($)	Stock Awards ($)(1)(2)	Option Awards ($)(3)	Total ($)
Rowland Moriarty	245,000	74,999		319,999
William Concannon	90,000	74,999		164,999
Ronald Maheu	110,000	74,999		184,999
Thomas Robertson	75,000	74,999		149,999
Nancy Rose	75,000	74,999		149,999
William Schleyer	95,000	74,999		169,999

(1) Amounts reflect the aggregate grant date fair values of grants of restricted stock made to each of our non-employee directors on May 23, 2013, under our 2006 equity incentive plan. These grant date fair values were computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718, Compensation-Stock Compensation (ASC Topic 718), excluding the effect of estimated forfeitures, based on the closing market price of our common stock on the date of grant. Additional details on accounting for share-based compensation can be found in note 1, Summary of Significant Accounting Policies Share-Based Compensation, and note 12, Share-Based Compensation, to our consolidated financial statements in our annual report on Form 10-K filed with the Securities and Exchange Commission on March 13, 2014.

(2) As of December 28, 2013, each non-employee director held the number of outstanding unvested shares of restricted stock set forth in the table below.

Name	Shares (#)
Rowland Moriarty	9,446
William Concannon	9,446
Ronald Maheu	9,446
Thomas Robertson	9,446
Nancy Rose	9,446
William Schleyer	9,446

(3) As of December 28, 2013, each non-employee director held outstanding stock options to purchase the number of shares of our common stock set forth in the table below.

Name	Shares (#)
Rowland Moriarty	10,000
William Concannon	10,000
Ronald Maheu	10,000
Thomas Robertson	
Nancy Rose	20,000
William Schleyer	

Director stock ownership guidelines

The current policy of our board of directors is that our outside directors should acquire and obtain shares of our common stock (whether or not vested) with an aggregate value equal to at least 300% of the director s annual fee (currently $75,000) for serving on our board of directors. If an outside director has not achieved, or is not maintaining, this threshold, the director is required to hold 50% of the total shares of our common stock received by him or her upon the vesting of shares

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of restricted stock or the exercise of stock options, net of any shares sold to fund the exercise prices of option exercises or any tax withholding.

Compensation committee interlocks and insider participation

Our board of directors has established a standing compensation committee. The board has adopted a charter for our compensation committee, which is available through the Investor Relations page of our website at *www.crai.com*. Our compensation committee is currently, and was during fiscal 2013, composed of Drs. Moriarty and Robertson and Mr. Schleyer. Our compensation committee s responsibilities include providing recommendations to our board of directors regarding the compensation levels of our directors; reviewing and approving, or recommending for approval by our board of directors, the compensation levels of our executive officers; providing recommendations to our board of directors regarding our compensation programs; administering our employee benefit plans, including all incentive compensation plans and equity based plans; authorizing grants under our stock option plans and other equity based plans; and authorizing other equity compensation arrangements. The committee is directly responsible for appointing, determining the compensation of, evaluating and, when necessary, terminating our compensation consultant, as well as evaluating the independence of any legal counsel or other advisor engaged by the committee. The committee is also responsible for reviewing and assessing the adequacy of the charter by which it is governed on an annual basis. Our audit committee has the authority to retain independent advisors and consultants, with all fees and expenses paid by us. Our board of directors has determined that all of the members of our compensation committee are independent under the rules of the NASDAQ Stock Market.

The members who served on our compensation committee during fiscal 2013 were Drs. Moriarty and Robertson and Mr. Schleyer. None of these members was one of our officers or employees during fiscal 2013, and none of these members is one of our former officers. None of our executive officers serves (or served during fiscal 2013) on the board of directors or compensation committee of an entity that has one or more executive officers serving (or who served during fiscal 2013) on our board of directors or compensation committee.

Compensation processes and procedures

Role of our compensation committee and chief executive officer. The compensation committee established by our board of directors is currently composed of Mr. Schleyer, who is the chairman, and Drs. Moriarty and Robertson, all of whom are independent directors (within the rule of the NASDAQ Stock Market) and outside directors (within the meaning of Section 162(m) of the Internal Revenue Code). 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*. Under the charter, our compensation committee is responsible for recommending to our board of directors the compensation philosophy and policies that we should follow, particularly with respect to the compensation of our senior management. The committee is responsible for:

- reviewing and approving, or recommending for approval by our board of directors, the compensation of our executive officers, including our chief executive officer;

- setting, in consultation with management, as applicable, and, if desired by the committee, our compensation consultant, the corporate and individual performance criteria, performance targets and payment formulas of executive cash and equity incentive compensation, and overseeing the evaluation of our executive officers in light of those criteria and targets;

- administering, reviewing and making recommendations to our board of directors with respect to our employee benefit plans, including our incentive compensation plans and our equity-based plans;

- appointing, determining the compensation of, evaluating and, when necessary, terminating our compensation consultant, as well as evaluating the independence of any compensation consultant, legal counsel or other advisor engaged by the committee;

- reviewing and assessing the adequacy of its charter on an annual basis;

- evaluating whether or not our compensation practices and policies create unnecessary or excessive risks; and

- reviewing and discussing with management our disclosures to be included in our annual proxy statement and annual report on Form 10-K regarding executive compensation, including the sections of this annual report

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entitled Compensation discussion and analysis and Compensation policies and practices as they relate to risk management below.

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. Our chief executive officer is not permitted to be present when our compensation committee is deliberating on our chief executive officer s compensation.

Compensation consultant. Our compensation committee has the authority to engage and receive advice from external compensation consultants, with all fees and expenses paid by us. In fiscal 2013, the committee engaged and received advice from Semler Brossy Consulting Group, LLC, or Semler Brossy. Semler Brossy reports directly to the committee and provides services only as directed by the committee. Our compensation committee has reviewed Semler Brossy s policies regarding independence and conflicts of interest and assessed Semler Brossy s independence based on, among other things, this review and consideration of the other factors required by the rules of the Securities Exchange Act of 1934, as amended, and the NASDAQ Stock Market. Based on this review and consideration, the committee has determined that Semler Brossy is independent from us and that the services provided to us by Semler Brossy in fiscal 2013 raised no conflicts of interest. There were no fees paid to Semler Brossy for services that were not related exclusively to executive compensation in fiscal 2013. In prior years, our compensation committee has engaged Semler Brossy to provide the committee with information relating to the compensation levels and practices of our peers, to discuss various possible incentive compensation arrangements and structures, and to provide advice regarding the general design of our executive compensation. Because the committee made the determination to maintain named executive officer salaries for fiscal 2013 at their fiscal 2012 levels, in fiscal 2013 Semler Brossy did not assist the committee in setting salaries or provide to the committee information about the compensation practices of our peers. In fiscal 2013, Semler Brossy s activities were limited to the review of our compensation discussion and analysis disclosure included in the proxy statement for our 2013 special meeting in lieu of annual shareholders meeting. We expect that our compensation committee will engage Semler Brossy to assist it with the determination of executive compensation in the future.

Although Semler Brossy does not generally participate in meetings of our compensation committee, Semler Brossy may participate, by invitation, in portions of some of the meetings of our compensation committee, including some of the executive sessions without any members of management present. In addition, the chair of our compensation committee and, with respect to the compensation of our other executive officers, our chief executive officer at the direction of our compensation committee may consult with Semler Brossy outside of these meetings.

Compensation discussion and analysis

This compensation discussion and analysis describes the material elements of our compensation programs as they relate to our named executive officers listed in the following compensation tables. This compensation discussion and analysis focuses on the information for fiscal 2013 contained in these tables and their related footnotes and narrative disclosures, but also describes other arrangements and actions taken since the end of fiscal 2013 to the extent that these descriptions enhance the understanding of our executive compensation for fiscal 2013. This compensation discussion and analysis includes, in addition to information relating to the individuals serving as our executive officers at the end of fiscal 2013, information relating to Dr. Monica Noether, who stepped down as our chief operating officer and executive vice president on February 7, 2013 to return to a full-time consultant role with us as a leader of our newly expanded health care offering. Although Dr. Noether is no longer one of our executive officers, she is currently treated as a named executive officer for the purposes of disclosure in this annual report and is included in the definition of named executive officers. The term executive officers, where used below, does not include Dr. Noether.

At a special meeting in lieu of annual meeting of our shareholders held on May 23, 2013, we held a non-binding, advisory shareholder vote on the compensation of our named executive officers as disclosed in the proxy statement filed in connection with that meeting pursuant to Item 402 of Regulation S-K (including in the compensation discussion and analysis, compensation tables and accompanying narrative disclosures), commonly referred to as a say-on-pay vote. Our shareholders overwhelmingly approved the compensation of our named executive officers, as over 94.3% of the shares voted at the special meeting on the say-on-pay resolution (excluding abstentions and broker non-votes) were voted in favor of it. As we evaluated our compensation practices and policies for and throughout fiscal 2013, we were mindful of the strong support our shareholders expressed for our philosophy of aligning the compensation of our executive officers with our interests and the interests of our shareholders. As a result, our compensation committee decided to follow the same general approach to executive compensation for fiscal 2013 that it has followed since fiscal 2010, including granting equity awards under our long-term incentive program to our named executive officers and our key generators. Our compensation committee will

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continue to consider the outcome of our say-on-pay votes when making future compensation decisions for our executive officers.

Executive Summary. We seek to align the compensation we pay our executive officers with the interests of our shareholders. Our executive officers total compensation each fiscal year is generally comprised of a mix of base salary and at-risk compensation consisting of cash incentive bonuses and equity awards. These cash incentive bonuses are based on performance over the fiscal year. Equity awards consist of stock options and restricted stock unit awards subject to vesting over four years, and performance restricted stock unit awards based on performance measured over a period that includes at least one of our fiscal years. This mix of fixed and at-risk compensation in the form of cash and equity awards is designed to create competitive compensation packages that reward our executive officers for achieving our long-term and short-term business objectives, including increasing our growth, profitability and shareholder value, without encouraging unnecessary or excessive risk-taking.

As set forth in this compensation discussion and analysis, the basic principle underlying our executive compensation program is pay-for-performance. Highlights of our executive officer compensation program for fiscal 2013 include:

- due to the continued environment of economic uncertainty, our compensation committee decided that base salaries in fiscal 2013 should remain fixed at their fiscal 2012 levels for our executive officers;

- approximately 53% of the target cash compensation that our executive officers were eligible to receive for fiscal 2013 was subject to performance conditions and over 68% of our executive officers target compensation for or granted in fiscal 2013 consisted of awards subject to performance conditions and continued service, including equity awards whose value is tied to the value of our common stock, demonstrating our pay-for-performance philosophy;(1)

- the cash incentive bonuses that our executive officers were eligible to receive for fiscal 2013 under our cash incentive plan depended on the achievement of performance goals linked to our fiscal 2013 consolidated non-GAAP net revenue, our fiscal 2013 consolidated non-GAAP earnings before interest and taxes, subjective individual performance goals for fiscal 2013 and, in the case of Mr. Lowenstein, his fiscal 2013 revenue oversight;(2) the amounts potentially payable with respect to these cash incentive bonuses were subject to maximum payment amounts and our compensation committee s discretion to reduce the amounts actually paid with respect to them, regardless of the performance achieved over fiscal 2013, mitigating the risk that these bonuses could lead to payments that were not commensurate with our actual performance;

- the equity awards granted to our executive officers in fiscal 2013 under our long-term incentive program took the form of stock options vesting over four years (30%, with each share of common stock subject to the stock option treated as one-half of a share for the purpose of determining the grant value mix), restricted stock unit awards vesting over four years (30%), and performance restricted stock units based on non-GAAP financial metrics related to our consolidated cumulative annual revenue growth and our consolidated average adjusted EBITDA over fiscal 2014 and fiscal 2015 (40%, assuming the achievement of target performance for this purpose), all of which serve to align the interests of our executive officers and our shareholders and to compensate our executive officers for increasing shareholder value, as well as our profitability and growth;(3)

- the amount payable under each performance restricted stock unit award granted in fiscal 2013 to our executive officers under our long-term incentive program was subject to threshold and maximum payment amounts equal

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(1) This percentage does not take into account the revenue oversight component of the cash incentive bonus that Mr. Lowenstein, our chief strategy officer and executive vice president, was eligible to receive for fiscal 2013 performance, which had no predetermined target amount. The structure of this bonus is described below under the headings Performance-based annual incentive compensation Performance criteria and targets of cash incentive bonuses for fiscal 2013 performance and Performance-based annual incentive compensation Payment formulas of cash incentive bonuses for fiscal 2013 performance.

(2) The relationship between these metrics and their GAAP equivalents is discussed in this compensation discussion and analysis under the heading Performance-based annual incentive compensation Performance criteria and targets of cash incentive bonuses for fiscal 2013 performance below.

(3) The relationship between these metrics and their GAAP equivalents is discussed in this compensation discussion and analysis under the heading Equity incentive compensation RSUs granted in fiscal 2013 below.

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to 50% and 125%, respectively, of the award s target payment amount, mitigating the risk that this incentive compensation could lead to payments that were not commensurate with our actual performance;

- the grants of equity compensation to our executive officers under our long-term incentive program are subject to stock ownership guidelines, further aligning the interests of our executive officers with those of our shareholders;

- our compensation committee, which approves all compensation granted to our executive officers, is comprised entirely of independent directors (within the rules of the NASDAQ Stock Market) and outside directors (within the meaning of Section 162(m) of the Internal Revenue Code); and

- Section 162(m) of the Internal Revenue Code did not operate to limit the deductibility of any of the compensation we paid to our named executive officers in fiscal 2013.

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

- to align executive compensation with the interest of our shareholders and motivate and reward high levels of performance, by making a substantial portion of executive compensation depend on our financial performance;

- to recognize and reward the achievement of pre-established objective financial and individual performance goals;

- to provide competitive compensation packages that enable us to attract, retain and reward highly-qualified individuals who will contribute to our long-term success; and

- to make a reasonable effort to cause compensation paid to our named executive officers to be deductible by us while simultaneously providing our named executive officers with appropriate rewards for their performance.

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

Setting executive officer compensation and peer groups. In general, our compensation committee is responsible for reviewing and approving, or recommending for approval by our board of directors, the compensation of our executive officers, including our chief executive officer. In fiscal 2013, the compensation of our executive officers was reviewed and approved by our compensation committee. When developing recommendations for the compensation of our executive officers other than our chief executive officer, our compensation committee also takes into account recommendations made by our chief executive officer.

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;
- establish personal objectives that link executive officer compensation to the achievement of goals that correlate to improving our overall financial performance; and
- otherwise align the interests of our executive officers and our shareholders.

We compete with other consulting firms to retain top talent and strive to attract and retain our key employees, including our executive officers. In recent fiscal years, our compensation committee has received advice from its compensation consultant, Semler Brossy, to help it establish compensation that is competitive with the compensation paid to the similarly situated key employees of our peers. Our compensation committee does not target any explicit positioning relative to our peers and has not adopted any policies or guidelines for allocating compensation between long-term and short-

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term compensation or between cash and non-cash compensation. Instead, the committee considers a number of factors in seeking to establish the appropriate mix and level of compensation for our executive officers. These factors generally include peer group information, the scope of the executive officer s role, and the executive officer s individual performance and experience. In setting our executive officer compensation in recent fiscal years, our compensation committee has considered the analysis provided by Semler Brossy regarding compensation being paid by a peer group comprised of the following public professional service firms that are in businesses comparable to ours: Duff & Phelps Corp., FTI Consulting, Inc., Huron Consulting Group Inc., and Navigant Consulting, Inc. We sometimes refer to this peer group in this compensation discussion and analysis as our peer group. The committee did not seek advice from Semler Brossy regarding our peer group for fiscal 2013 because it determined that the base salaries of our executive officers for fiscal 2013 should remain fixed at their fiscal 2012 levels.

Additionally, our 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 of our shareholders. A significant percentage of the total compensation of our executive officers for fiscal 2013 consisted of incentives linked to our performance, growth and profitability, with an additional metric allocated to the achievement of specific subjective individual goals, all of which we believe are critical to our long-term success. We believe that using these types of awards promotes our growth and performance by linking a portion of the total compensation for certain key employees to the attainment of pre-established objectives approved by our compensation committee each year.

Named executive officer compensation in fiscal 2013. The principal components of our named executive officer compensation granted in or for our fiscal year ending December 28, 2013 were (i) cash compensation, consisting of base salary and performance-based annual incentive compensation in the form of cash incentive bonuses that our executive officers were eligible to receive based on fiscal 2013 performance under our cash incentive plan or, in the case of Dr. Noether, a purely discretionary cash bonus, and (ii) equity incentive compensation consisting of stock options and restricted stock unit awards vesting over four years, and performance restricted stock unit awards based on our fiscal 2014 and fiscal 2015 performance, granted on November 19, 2013 under our long-term incentive program, each of which is discussed in turn below.

We believe that mixing base salary, performance-based annual incentive compensation and equity incentive compensation vesting based on time and performance is consistent with our overall compensation philosophy because, as discussed in more detail below, it rewards performance without encouraging unnecessary or excessive risk-taking, is competitive with the compensation packages offered by our peers, aligns the interests of our executives and our shareholders, and helps us attract and retain top talent.

Salary. We include base salary in our named 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 is consistent with the compensation provided to the similarly situated executives of our peers. Additionally, we believe that sufficient base compensation reduces the motivation to take unnecessary or excessive risks. Each named executive officer s base salary reflects his or her position, experience, past contributions and potential. Our compensation 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 cash bonuses to recognize special achievements relating to unique circumstances.

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

Due to the continued environment of economic uncertainty, our compensation committee decided that base salaries in fiscal 2013 should remain fixed at their fiscal 2012 levels for our executive officers. Accordingly, the fiscal 2013 annual rate of base salary for each of our executive officers was as follows: $600,000 for Mr. Maleh, our president and chief executive officer; $375,000 for Mr. Mackie, our executive vice president, chief financial officer and treasurer; and $400,000 for Mr. Lowenstein, our executive vice president and chief strategy officer. The fiscal 2013 annual rate of base salary for Dr. Noether, who stepped down as our executive vice president and chief operating officer on February 7, 2013, was $450,000.

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Performance-based annual incentive compensation. The cash compensation of our executive officers for fiscal 2013 also included performance-based annual incentive compensation in the form of cash incentive bonuses that our executive officers were eligible to receive under our cash incentive plan based on the achievement of performance goals linked to our fiscal 2013 consolidated non-GAAP net revenue, our fiscal 2013 consolidated non-GAAP earnings before interest and taxes, subjective individual performance goals for fiscal 2013 (with this last component, in the case our chief executive officer, being limited by an objective performance formula based on our fiscal 2013 consolidated non-GAAP earnings before interest and taxes) and, in the case of Mr. Lowenstein, his fiscal 2013 revenue oversight. Dr. Noether, who stepped down as our executive vice president and chief operating officer on February 7, 2013, received a purely discretionary bonus. The use of these cash incentive bonuses permit us to provide our executives with incentives to pursue particular objectives in any given year that are consistent with our growth and profitability, as well as the overall goals and strategic direction set by our board of directors. These cash incentive bonuses also tie compensation to performance, and thus play an important role in our pay-for-performance philosophy. The importance of this philosophy to us and our compensation committee is demonstrated by the fact that the target payment amounts under the cash incentive bonuses that our executive officers were eligible to receive for fiscal 2013 represented approximately 53% of the target cash compensation that our executive officers were eligible to receive for fiscal 2013.(4)

An analysis of the cash incentive bonuses that our executive officers were eligible to receive for fiscal 2013 performance, as well as the determination by our compensation committee on March 18, 2014 of the actual amounts to be paid with respect to them, is set forth below. A more complete description of our cash incentive plan and these cash incentive bonuses is contained in this annual report under the headings Plan-based awards Cash incentive plan and Plan-based awards Cash incentive bonuses for fiscal 2013 performance below.

Performance criteria and targets of cash incentive bonuses for fiscal 2013 performance.

On March 15, 2013, our compensation committee determined the performance criteria, performance targets and payment formulas of the cash incentive bonuses that our executive officers were eligible to receive for fiscal 2013 performance under our cash incentive plan.

The performance criteria underlying these cash incentive bonuses were based on non-GAAP financial metrics based on our fiscal 2013 consolidated net revenue (excluding the impact of our NeuCo subsidiary, acquisitions, discontinued operations and extraordinary and special items, as determined by our compensation committee) and our fiscal 2013 consolidated earnings before interest and taxes (excluding the impact of our NeuCo subsidiary, acquisitions, discontinued operations and extraordinary and special items, as determined by our compensation committee), and on individual subjective performance goals for fiscal 2013 tailored for each executive officer.(5) These net revenue and earnings performance criteria were weighted equally, with each tied to 35% of the target payment amount of these cash incentive bonuses. This proportion of objective financial performance criteria was designed to motivate our executive officers to consider and improve both our growth and our profitability, thereby aligning their interests with the interests of our shareholders.

The performance targets established by our compensation committee for these objective financial performance criteria were as follows: the performance target for our fiscal 2013 consolidated non-GAAP net revenue (excluding the impact of our NeuCo subsidiary, acquisitions, discontinued operations and extraordinary and special items, as determined by our compensation committee) was $300.6 million and the performance target for our fiscal 2013 consolidated non-GAAP earnings before interest and taxes (excluding the impact of our NeuCo subsidiary, acquisitions, discontinued operations and extraordinary and special items, as determined by our compensation committee) was $30.3 million.

30% of the target payment amounts of the cash incentive bonuses that to our executive officers were eligible to receive for fiscal 2013 performance were based on subjective individual performance goals. This component was designed to motivate them to pursue individual, qualitative and strategic goals consistent with their particular roles. These subjective individual goals were set for our executive officers (other than Mr. Maleh, our chief executive officer) by our compensation committee in consultation with our chief executive officer and, for Mr. Maleh, by our compensation committee. In setting the relative importance of this subjective component as compared to the components based on objective financial performance

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(4) This percentage does not take into account the revenue oversight component of the cash incentive bonus that Mr. Lowenstein was eligible to receive, which had no pre-determined target payment amount.

(5) Our subsidiary NeuCo, Inc., or NeuCo, develops and markets a family of neural network software tools and complementary application consulting services that are currently focused on electric utilities. As of December 28, 2013, our ownership interest in NeuCo was 55.89%.

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criteria, our compensation committee had previously received advice from its compensation consultant that 30% was both appropriate and consistent with competitive practice.

The cash incentive bonus that Mr. Lowenstein was eligible to receive for fiscal 2013 performance included an additional revenue oversight component based on the revenue we generated in fiscal 2013 from his key clients. This component was included in addition to the components based on management performance in order to recognize the importance of, and to reward, Mr. Lowenstein s direct client revenue oversight activities.

Payment formulas of cash incentive bonuses for fiscal 2013 performance.

The overall target payments for the cash incentive bonuses that our executive officers were eligible to receive for fiscal 2013 performance, excluding Mr. Lowenstein s revenue oversight component, which did not have a pre-determined target payment, were as follows: for Mr. Maleh, $900,000 (or 150% of base salary); for Mr. Mackie, $250,000 (or approximately 67% of base salary); and for Mr. Lowenstein, $400,000 (or 100% of base salary). As a result, approximately 53% of the target cash compensation that our executive officers were eligible to receive for fiscal 2013 was subject to performance conditions (without taking into account the revenue oversight component of Mr. Lowenstein s cash incentive bonus) demonstrating our pay-for-performance philosophy.

The amounts to be paid under these cash incentive bonuses, which were determined by our compensation committee on March 18, 2014 as described under the heading Amounts paid with respect to cash incentive bonuses for fiscal 2013 performance below, could not exceed a maximum payment amount, mitigating the risk that the incentive compensation payable to our executive officers for fiscal 2013 could lead to payments that were not commensurate with our actual performance. These maximum payment amounts, which emphasize the relative importance of the objective financial performance criteria, were determined as follows: (1) the maximum payment of any component linked to our consolidated non-GAAP net revenue or our consolidated non-GAAP earnings before interest and taxes was equal to twice that component s target payment; (2) the maximum payment of any component linked to individual subjective performance goals was 140% of that component s target payment; and (3) the maximum payment of Mr. Lowenstein s revenue oversight component was $650,000. The amount payable to Mr. Maleh under the component linked to individual subjective performance goals was further limited by an objective formula amount based on our consolidated non-GAAP fiscal 2013 earnings before interest and taxes (excluding the impact of our NeuCo subsidiary, acquisitions, discontinued operations and extraordinary and special items as determined by our compensation committee) in order to preserve the deductibility of the amounts payable to him under it. The target and maximum amounts payable under these cash incentive bonuses are reported under the heading Estimated Possible Payouts Under Non-Equity Incentive Plan Awards in the Grant of Plan-Based Awards for Fiscal 2013 table below.

The payment formulas under the components of the cash incentive bonuses that our executive officers were eligible to receive for fiscal 2013 performance tied to objective financial performance criteria increased the payment by 1% of the target payment for each 1% that the performance of the applicable performance criteria exceeded the applicable performance target (subject to the component s maximum payment amount), and decreased the payment by 1% of the target payment for each 1% that the performance of the applicable performance criteria missed the applicable performance target (subject to a floor of zero). Our compensation committee initially adopted this one-to-one so-called leverage curve in fiscal 2009 based, in part, on advice from its compensation consultant that less steep leverage curves are more appropriate when performance targets are unpredictable and volatile. Given the current uncertain economic times, our compensation committee decided to retain this one-to-one leverage curve for the components of the cash incentive bonuses that our executive officers were eligible to receive for fiscal 2013 performance tied to objective financial performance criteria based on the same rationale. The performance formula determining the amount payable under the components of these cash incentive bonuses tied to individual subjective performance goals provided for a payment based on a tally sheet weighted-average score of the applicable executive officer s achievement of his or her individual subjective business goals ranging from one to five. Specifically, this formula provided for a payment linearly ranging from (1) 60% to 90% of the target payment, as the applicable executive officer s individual component weighted-average score ranged from one to two, (2) 90% to 110% of the target payment, as the applicable named executive officer s individual component weighted-average score ranged from two to four, and (3) 110% to 140% of the target payment, as the applicable executive officer s individual component weighted-average score ranged from four to five. Our compensation committee developed this payment formula in consultation with its compensation consultant. The payment formula for Mr. Lowenstein s revenue oversight component provided for a payment ranging from $0 to $650,000 as the revenues generated by us in fiscal 2013 from his key clients ranged from $0 million to $8 million. This payment formula was designed to capture the difference between what a typical sourcing consultant would receive at various revenue oversight levels, as applicable, compared to the compensation that Mr. Lowenstein would otherwise receive for his service as an executive officer for fiscal 2013.

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Regardless of the amount determined by the payment formula with respect to any component of the cash incentive bonuses that our executive officers were eligible to receive for fiscal 2013 performance, our compensation committee retained the ability to reduce or eliminate the amount actually paid under the component in its discretion. This discretion mitigated the risk that the cash incentive compensation payable to our executive officers for fiscal 2013 could have led to payments that were not commensurate with our actual performance.

Amounts paid with respect to cash incentive bonuses for fiscal 2013 performance.

On March 18, 2014, our compensation committee determined the amounts to be paid to our executive officers with respect to the cash incentive bonuses that our executive officers were eligible to receive for fiscal 2013 performance, and the amounts actually paid to our executive officers in respect of these cash incentive bonuses are reported in the Summary Compensation Table for Fiscal 2013 under the heading Non-Equity Incentive Plan Compensation. The amounts to be paid under each of these cash incentive bonuses were determined as follows:

- Component linked to our net revenue. Our fiscal 2013 consolidated non-GAAP net revenue (excluding the impact of our NeuCo subsidiary, acquisitions, discontinued operations and extraordinary and special items, as determined by our compensation committee) was approximately $273.4 million, or approximately 9.1% below the performance target of $300.6 million. Accordingly, the amount payable under the payment formula for the net revenue component of these cash incentive bonuses was the target payment reduced by approximately 9.1% of the target payment.

- Component linked to earnings before interest and taxes. Our fiscal 2013 consolidated non-GAAP earnings before interest and taxes (excluding the impact of our NeuCo subsidiary, acquisitions, discontinued operations and extraordinary and special items, as determined by our compensation committee) was approximately $18.4 million, or approximately 39.1% below the performance target of $30.3 million. Accordingly, the amount payable under the payment formula for the earnings before interest and taxes component of these cash incentive bonuses was the target payment reduced by approximately 39.1% of the target payment.

- Component linked to individual subjective performance goals. Based on the subjective individual performance goal weighted-average scores for each of our executive officers, the amounts payable under the payment formula for the subjective individual performance goal component of these cash incentive bonuses were equal to 100% of their respective target amounts for each of our executive officers. Because our fiscal 2013 consolidated non-GAAP earnings before interest and taxes (excluding the impact of our NeuCo subsidiary, acquisitions, discontinued operations and extraordinary and special items, as determined by our compensation committee) was greater than 50% of the performance target of $30.3 million, the objective payment formula capping the subjective individual performance goal component of Mr. Maleh s cash incentive bonus did not operate to reduce the amount otherwise payable to Mr. Maleh under this component.

- Components linked to revenue sourcing and revenue oversight. The revenue we generated from Mr. Lowenstein s key clients in fiscal 2013 was between $2.4 million and $4 million. Accordingly, the amount payable under the payment formula for the revenue oversight component of Mr. Lowenstein s cash incentive bonus was $50,000.

- Determination of Amount Paid. After calculating the total amount payable to each of our executive officers under these cash incentive bonuses payment formulas, the aggregate amount paid to our executive officers with respect to these bonuses was reduced by approximately 1.2% as a result of rounding.

Discretionary cash bonus paid to Dr. Noether for fiscal 2013.

Dr. Noether, who stepped down as our chief operating officer and executive vice president on February 7, 2013 to return to a full-time consultant role with us, was eligible to receive a purely discretionary cash bonus for fiscal 2013. On March 25, 2014, our chief executive officer determined that the amount payable under this bonus was $440,000. This bonus rewarded Dr. Noether for her direct client revenue oversight and sourcing activities during fiscal 2013. This amount is reported in the Summary Compensation Table for Fiscal 2013 under the heading Bonus.

Equity incentive compensation. In fiscal 2013, the compensation we paid to our named executive officers included equity incentive compensation. We believe that 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

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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 and demonstrated skills and experience, and we believe that equity compensation may give us an advantage in attracting and retaining such employees.

We grant long-term equity incentive compensation to our executive officers and other key employees under our 2006 equity incentive plan, which was adopted by our shareholders in April 2006, and our long-term incentive program, which our compensation committee adopted in fiscal 2009 to create a framework for grants made under our 2006 equity incentive plan. An analysis of the equity compensation granted to our named executive officers in fiscal 2013 under our long-term incentive program and our 2006 equity incentive plan is set forth below. More complete descriptions of our long-term incentive program and 2006 equity incentive plan, and the equity awards granted under them to our named executive officers in fiscal 2013, are contained in this annual report under the headings Plan-based awards Long-term incentive program and Plan-based awards 2006 equity incentive plan below. Where appropriate, our compensation committee also may grant special one-time restricted stock bonuses under our 2006 equity incentive plan to recognize special achievements relating to unique circumstances. A description of the special one-time restricted stock bonus granted to our president and chief executive officer, Mr. Maleh, in fiscal 2014 appears in this compensation discussion and analysis under the heading Special one-time restricted stock bonus awarded in fiscal 2014 below.

Long-term incentive program.

Equity awards granted under our long-term incentive program are comprised of the following types of equity awards granted under our 2006 equity incentive plan in the following proportions: 30% stock options, 30% time-vesting restricted stock unit awards, or RSUs, and 40% performance restricted stock unit awards, or PRSUs, each of which is described more fully below. For purposes of these weightings, each share subject to a stock option is treated as one-half of a share, each share by which an RSU or a PRSU is measured is treated as one share, and it is assumed that each PRSU s target performance will be achieved.

The equity awards comprising grants made to our named executive officers under our long-term incentive program are designed to work together to achieve the program s primary objectives, namely to:

- directly align a significant portion of the total compensation of our named executive officers with the delivery of future value to our shareholders;
- focus our named executive officers 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; and
- promote top line and bottom line growth.

As noted above, these equity awards are comprised of stock options, RSUs and PRSUs. Equity grants under our long-term incentive program include stock options because they motivate our named executive officers to increase shareholder value. The four-year vesting schedule applicable to the stock options granted under our long-term incentive program provides long-term retention value. Stock options granted under our shareholder-approved 2006 equity incentive plan are also efficient from a tax perspective because the compensation they provide is not subject to the deductibility limitations of Section 162(m) of the Internal Revenue Code. RSUs are included in the equity grants made under our long-term incentive program because their value is directly based on the value of our common stock, so RSUs directly align the interests of our named executive officers and our shareholders. The four-year vesting schedule applicable to RSUs granted under our long-term incentive program provides long-term retention value that is less dependent on our stock price than the retention value of stock options, which may be reduced if our stock price drops below the stock options exercise price. Because RSUs vest based on time, not performance, the compensation they provide is subject to the deductibility limitations of Section 162(m). PRSUs are included in the equity grants made under our long-term incentive program because the value of the award is based on our performance, over a period of one fiscal year or more, enabling us to provide longer-term compensation that motivates our named executive officers to increase our profitability and our growth and to increase shareholder value. The PRSUs granted under our long-term incentive program also provide long-term retention value because the RSUs earned based upon the outcome of a PRSU s performance conditions is subject to further time-based vesting, so the entire award is paid over a four-year vesting period, regardless of the length of the PRSU s performance period. PRSUs

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granted under our shareholder-approved 2006 equity incentive plan are also efficient from a tax perspective because the compensation they provide is not subject to the deductibility limitations of Section 162(m) of the Internal Revenue Code. These stock options and shares of common stock issued pursuant to the vesting of these RSUs and PRSUs further align the interests of our named executive officers and our shareholders because they are held subject to our stock ownership guidelines described in this compensation discussion and analysis under the heading Stock ownership guidelines below.

Values of equity awards, and mix of cash and equity compensation, for fiscal 2013.

On November 19, 2013, our compensation committee granted equity awards under our long-term incentive program to our named executive officers. The aggregate grant date fair value of these equity awards (assuming the PRSUs target performance would be achieved) were as follows: for Mr. Maleh, $760,995; for Mr. Mackie, $285,371; for Mr. Lowenstein, $380,498; and for Dr. Noether, $142,677. Accordingly, the target grant date fair value of this equity compensation represented approximately 33% of the target total cash and equity compensation of our executive officers for fiscal 2013. Combining this equity compensation, whose value is tied to the value of our common stock, and the target payments of the cash incentive bonuses that our executive officers were eligible to receive based on fiscal 2013 performance under our cash incentive plan, over 68% of our executive officers target compensation for or granted in fiscal 2013 consisted of awards subject to performance conditions and continued service, demonstrating our commitment to providing executive compensation that aligns the interests of our executive officers with the interests of our shareholders, rewards performance and provides retention value.

The number of shares of our common stock subject to stock options, the number of shares of our common stock by which RSUs are measured, and the threshold, target and maximum number of shares of our common stock by which PRSUs are measured with respect to the equity awards granted to each of our executive officers under our long-term incentive program in fiscal 2013 are set forth under the headings All Other Option Awards: Number of Securities Underlying Options, All Other Stock Awards: Number of Shares of Stock or Units, and Estimated Future Payouts Under Equity Incentive Plan Awards, respectively, in the Grant of Plan-Based Awards for Fiscal 2013 table below.

PRSUs granted in fiscal 2013

The PRSUs granted to our named executive officers in fiscal 2013 are based on the performance over fiscal 2014 and fiscal 2015 of our consolidated non-GAAP average adjusted EBITDA (including acquisitions and divestitures) and our consolidated non-GAAP cumulative net annual revenue growth (excluding acquisitions and divestitures), which aligns the interests of our named executive officers and shareholders by motivating our named executive officers to consider both our growth and profitability. The non-GAAP adjusted EBITDA and revenue we will use for these purposes will be the same as the non-GAAP adjusted EBTDA and revenue we report with our financial results for the applicable measurement periods. The number of shares of our common stock potentially issuable under each of these PRSUs based on the outcome of its performance conditions ranges from a threshold of 50% of the PRSU s target payment to a maximum of 125% of the PRSU s target payment. If these PRSU s threshold performance level is not achieved over their performance period, no payment will be made under the PRSUs, mitigating the risk that the incentive compensation payable under them will not be commensurate with our actual performance. When determining these PRSU s performance targets, our compensation committee sets goals that it believes will be challenging to achieve, based on a review of our future financial plan and general economic conditions, in order to motivate a high degree of business performance with an emphasis on longer-term financial objectives.

PRSU performance conditions determined for fiscal 2012 and fiscal 2013.

On March 18, 2014, our compensation committee determined that no shares of our common stock were issuable based on the outcome of performance conditions of PRSUs granted on November 14, 2011 to our named executive officers under our long-term incentive program and 2006 equity incentive plan. These PRSUs were based on our fiscal 2012 and fiscal 2013 consolidated non-GAAP average operating margin (including acquisitions and divestitures) and our consolidated non-GAAP cumulative annual net revenue growth (excluding acquisitions and divestitures). The number of shares of our common stock potentially issuable under each of these PRSUs based on the outcome of the PRSU s performance conditions, or its performance share number, ranged from a threshold of 50% of PRSU s target payment to a maximum of 125% of the PRSU s target payment. The threshold, target and maximum performance share numbers under these PRSUs were based on threshold, target and maximum performance of 8%, 10% and 12%, respectively, for our fiscal 2012 and fiscal 2013 consolidated non-GAAP operating margin (excluding the impact of our NeuCo subsidiary and, for fiscal 2012 only, restructuring costs and a non-cash goodwill impairment charge) and 4%, 8% and 14%, respectively, for our fiscal 2012 and fiscal 2013 consolidated non-GAAP annual revenue growth (excluding the impact of our NeuCo subsidiary and divestitures and, for fiscal 2012 only, restructuring costs and a non-cash goodwill impairment charge). Our compensation committee

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determined that our fiscal 2012 and fiscal 2013 consolidated non-GAAP average operating margin (excluding the impact of our NeuCo subsidiary and, for fiscal 2012 only, restructuring costs and a non-cash goodwill impairment charge) was approximately -1.42% and our fiscal 2012 and fiscal 2013 consolidated non-GAAP annual revenue growth (excluding the impact of our NeuCo subsidiary and divestitures and, for fiscal 2012 only, restructuring costs and a non-cash goodwill impairment charge) was approximately 7.3% and, accordingly, that these PRSU s threshold performance levels were not achieved over the performance period. As a result, no payment will be made under these PRSUs.

Stock ownership guidelines.

The equity awards granted to our executive officers, other senior leaders and other key employees under our long-term incentive program, or LTIP, are subject to share ownership requirements to further promote the long-term nature of the program. The share ownership thresholds are 400% of base salary for our chief executive officer, 300% of base salary for each of our other executive officers, and 140% of base salary for our other key employees who participate in the LTIP. The equity awards that count towards these share ownership thresholds are (1) vested stock options granted under the LTIP, (2) shares of our common stock issued pursuant to vested time-vesting restricted stock unit awards, or RSUs, granted under the LTIP, (3) shares of our common stock issued pursuant to vested performance restricted stock unit awards, or PRSUs, granted under the LTIP and (4) any other share of our common stock delivered to us to be held for purposes of meeting these stock ownership guidelines. If an employee is subject to our stock ownership guidelines, until his or her employment with us ends or he or she is no longer otherwise providing services for us, he or she may not exercise any stock option issued under the LTIP, or sell or transfer any shares of common stock issued with respect to RSUs or PRSUs granted under the LTIP (except for sales to cover withholding taxes with respect to such issuance), unless his or her share ownership threshold is met and would continue to be met after such exercise, sale or transfer. In any event, an employee subject to our stock ownership guidelines may exercise any vested stock option granted under the LTIP within one year of such stock option s expiration date. For purposes of these stock ownership guidelines, shares of our common stock are valued based on the closing price of our common stock reported on the NASDAQ Global Select Market on the day prior to the applicable exercise, sale or transfer and vested stock options are valued based on the Black-Scholes option-pricing model.

Policy on derivatives, hedging, short sales and pledging.

Our trading policies prohibit our employees, consultants and non-employee directors from (i) purchasing, selling or otherwise trading in options (including publicly traded options), puts, calls, warrants and other derivatives involving or relating to our common stock, (ii) engaging in any hedging activities with respect to our common stock, (iii) engaging in short sales or taking equivalent positions in our common stock, or (iv) holding shares of our common stock in a margin account or, without the express authorization of our chief executive officer or general counsel, pledging shares of our common stock as security.

Practices regarding the grant of equity awards.

Our compensation committee has generally followed a practice of making all equity awards to our executive officers on a single date each year. The committee authorized all of the equity awards made in fiscal 2013 on November 19, 2013. We do not otherwise have any program, plan or practice related 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 currently 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 outside of the 2006 equity incentive plan, we have at times granted options at strike prices significantly above the then current fair market value of our common 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 our stock 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 our compensation 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.

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Special one-time restricted stock bonus awarded in fiscal 2014.

On February 25, 2014, our compensation committee granted Mr. Maleh, our president and chief executive officer, a special one-time bonus of 21,748 restricted shares of our common stock, which will vest in four equal annual installments beginning on February 25, 2015. The committee granted Mr. Maleh this bonus in recognition of his exceptional personal performance during fiscal 2013.

Perquisites and other compensation. Our executive officers have typically received modest perquisites and other compensation paid by us mainly parking, contributions to our 401(k) savings and retirement plan (described in this compensation discussion and analysis under the heading 401(k) savings plan below), premiums we pay for term life insurance, long-term disability insurance and accidental death and dismemberment insurance for the benefit of our executive officers, and reimbursement for certain health and dental premiums and expenses. Our compensation committee believes these modest perquisites and other compensation are consistent with our overall policy of providing competitive compensation to attract and retain our executive officers.

Employment agreements. We have an employment agreement with Mr. Mackie that is described in this annual report under the heading Potential payments upon termination or change in control below. Mr. Mackie s employment agreement provides for certain payments upon his termination in a change of control, as described in that section. Our other named executive officers do not have employment agreements, other than our standard employee agreements related to confidentiality, non-competition and non-solicitation. As described in this annual report under the heading Potential payments upon termination or change in control below, a change of control may also trigger payments to our named executive officers under our cash incentive plan, and a named executive officer s death or disability may trigger acceleration of certain equity awards granted to the named executive officer under our 2006 equity incentive plan, pursuant to the applicable award agreement.

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 $17,500 in calendar year 2013, into their 401(k) plan accounts. Participants age 50 and over may also contribute catch-up contributions of up to $5,500 for calendar year 2013. 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 $7,650 in calendar year 2013. 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 591/2, subject to certain exceptions set forth in the regulations of the Internal Revenue Service. We maintain our 401(k) plan because we wish to encourage our employees to save some percentage of their cash compensation for their retirement. Our 401(k) plan permits employees to make such savings in a manner that is relatively tax efficient.

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 each of our chief executive officer and our three other most highly compensated named executive officers, other than our chief financial officer, in any fiscal year. Compensation that is qualified performance-based compensation within the meaning of Section 162(m) does not count towards this $1.0 million limit. The cash incentive bonuses that our executive officers were eligible to receive for fiscal 2013 performance under our cash incentive plan (excluding the components tied to the subjective individual performance goals for all of our executive officers other than our chief executive officer), as well as the stock options and PRSUs granted to our named executive officers in fiscal 2013 under our long-term incentive program and 2006 equity incentive plan, were all designed to be qualified performance-based compensation, preserving the deductibility of the amounts paid under them. Special one-time cash or stock bonuses, such as the restricted stock bonus granted to Mr. Maleh in 2014 described under the heading Equity Incentive Compensation Special one-time restricted stock bonus awarded in fiscal 2014 above, count toward the Section 162(m) $1.0 million limit described above. Section 162(m) did not operate to limit the deductibility of any of the compensation we paid to our named executive officers in fiscal 2013.

Our policy with respect to Section 162(m) is to make a reasonable effort to cause compensation paid to our named executive officers to be deductible by us while simultaneously providing our named executive officers with appropriate rewards for their performance. Our compensation committee may, in its discretion, defer compensation that would not be deductible under Section 162(m) and may decide to make payments to our named executive officers that are not fully deductible because of the Section 162(m) limitation.

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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 this review and discussion, the committee recommended to our board of directors that the above compensation discussion and analysis be included in this annual report on Form 10-K for the fiscal year ended December 28, 2013.

The compensation committee

William Schleyer (Chair)
Rowland Moriarty
Thomas Robertson

Compensation policies and practices as they relate to risk management

Our compensation committee has reviewed our incentive compensation programs, discussed the concept of risk as it relates to our compensation programs, and considered various mitigating factors. Based on these reviews and discussions, the committee does not believe that our compensation programs encourage excessive or inappropriate risk-taking. Some of the reasons leading to the committee s conclusion are as follows:

- The compensation we pay to our executive officers and key employees consists of both fixed and variable components. The fixed portion is designed to provide steady income regardless of our common stock s performance, so that these employees do not focus solely on our stock performance to the detriment of other important business metrics. The equity compensation paid to our executive officers and key employees through our long-term incentive program is designed to reward long-term performance. For example, the stock options and time-vesting restricted stock unit awards granted under our long-term incentive program vest in equal annual installments over a period of four years, and the performance restricted stock unit awards are linked to our performance over periods of one to four years. The proportions of salary and equity compensation are designed to ensure that our executives and key employees are properly motivated without being encouraged to take unnecessary or excessive risks.

- The performance criteria underlying the performance restricted stock unit awards granted to our executive officers and key employees under our long-term incentive program are based on non-GAAP performance criteria related to our consolidated net revenue growth and adjusted EBITDA or average operating margin, which encourages these employees to focus on growth and efficiency, and discourages risk-taking focused on improving only one of these measures of our performance because such a focus would ultimately harm our stock price and thus the value of their equity awards. There is no payment under any of these awards if the award s threshold performance levels are not achieved, and each award contains a pre-determined maximum payment, which mitigates risk by making it less likely that the payout on any given award will not correspond to performance. Finally, the performance criteria applicable to performance restricted stock unit awards granted under our long-term incentive program apply to all of our executive officers and our key employees eligible for the program, creating a consistent compensation risk profile across our business.

- The financial performance criteria underlying the cash incentive bonuses that our executive officers were eligible to receive for fiscal 2013 performance under our cash incentive plan are based on our fiscal 2013 consolidated non-GAAP net revenue and earnings before interest and taxes, which encourages our executive officers to focus on growth and efficiency. These awards have pre-determined maximum payouts and use a relatively flat one-to-one leverage curve for adjusting the payments for performance that misses or exceeds the awards performance targets, which reduces the risk that payouts under the awards will not correspond to performance. Most important, our compensation committee can exercise its discretion to reduce or eliminate the payment made under any of these awards, regardless of the amount resulting from the award s payment formula.

- We have adopted stock ownership guidelines with respect to equity awards made under our long-term incentive program, which further motivates our executives and key employees to consider our long-term performance.

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• Our compensation committee has generally followed a practice of making all equity awards to our executive officers on a single date each year, so the equity component of our compensation program cannot be timed or coordinated with the release of material information.

• Except with respect to the 30% component of the cash incentive bonuses that our executive officers (other than our chief executive officer) were eligible to receive for fiscal 2013 performance tied to subjective individual performance goals, the amounts earned under these cash incentive bonuses and the performance restricted stock units awards granted to our named executive officers under our 2006 equity incentive plan and long-term incentive program are designed to be qualified performance-based compensation within the meaning of Section 162(m) of the Internal Revenue Code, which preserves the deductibility of the amounts payable under them. The outcome and payments of these awards are certified to, and approved by, our compensation committee.

• Our compensation committee has sought and received the advice of a compensation consultant regarding certain of our compensation practices and policies and the structure and design of our executive officer and key employee compensation programs; our committee determined that this consultant, which provided services only as directed by the committee and had no other relationship with us during fiscal 2013, is independent from us and that the limited services provided by it in fiscal 2013 raised no conflicts of interest.

Executive compensation

Summary compensation. The following table provides a summary of all compensation earned with respect to fiscal 2013 by Paul Maleh, our president and chief executive officer, Wayne Mackie, our chief financial officer, treasurer and executive vice president, and the two persons other than our chief executive officer and chief financial officer who served as executive officers during fiscal 2013, Arnold Lowenstein, our chief strategy officer and executive vice president, and Monica Noether, who stepped down as our chief operating officer and executive vice president on February 7, 2013. The persons listed in this table are referred to as our named executive officers. The term executive officers, where used below, does not include Dr. Noether.

The compensation received by our named executive officers in fiscal 2013 consisted of the following: base salary; non-equity incentive plan awards in the form of cash incentive bonuses that our executive officers were eligible to receive under our cash incentive plan depending on the achievement of performance goals linked to our fiscal 2013 consolidated non-GAAP net revenue, our fiscal 2013 consolidated non-GAAP earnings before interest and taxes, subjective individual performance goals for fiscal 2013 and, in the case of and Mr. Lowenstein, his fiscal 2013 revenue oversight; in the case of Dr. Noether, a purely discretionary cash bonus; option and stock awards in the form of stock options, time-vesting restricted stock unit awards, or RSUs, and performance restricted stock unit awards, or PRSUs, based on fiscal 2014 and fiscal 2015 performance, all of which were granted on November 19, 2013 under our long-term incentive program and 2006 equity incentive plan; and modest perquisites and other compensation. The structure of these cash incentive bonuses, and the determination by our compensation committee on March 18, 2014 of the amounts payable under them, are described in this annual report under the headings Plan-based awards Cash incentive plan and Plan-based awards Cash incentive bonuses for fiscal 2013 performance below. These stock options, RSUs and PRSUs are described in this annual report under the headings Plan-based awards Long-term incentive program and Plan-based awards LTIP awards granted in fiscal 2013 below. Analysis and further information about our named executive officers fiscal 2013 compensation is set forth in this annual report under the heading Compensation discussion and analysis above.

Summary Compensation Table for Fiscal 2013

Name and Principal Position	Year	Salary ($)	Bonus ($)	Stock Awards ($)(1)(2)	Option Awards ($)(3)	Non-Equity Incentive Plan Compensation ($)(4)	All Other Compensation ($)(5)(6)	Total ($)
Paul Maleh	2013	600,000		559,390	201,606	740,000	33,186	2,134,182
President, chief executive	2012	600,000						