

CHARLES RIVER ASSOCIATES INC  
Form 8-K  
June 15, 2004

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

**FORM 8-K**

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

Date of Report (date of earliest event reported): **June 15, 2004**

**CHARLES RIVER ASSOCIATES INCORPORATED**

(Exact Name of Registrant as Specified in Its Charter)

**Massachusetts**  
(State or Other Jurisdiction  
of Incorporation)

**000-24049**  
(Commission File Number)

**04-2372210**  
(I.R.S. Employer Identification No.)

**200 Clarendon Street, Boston, Massachusetts 02116**  
(Address of principal executive offices and zip code)

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

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**Item 5. Other Events and Required FD Disclosure.**

On June 15, 2004, Charles River Associates Incorporated issued a press release pursuant to Rule 135c announcing a proposed private offering of convertible senior subordinated debentures. The press release is filed herewith as Exhibit 99.1 and incorporated by reference herein.

**Item 7. Financial Statements, *Pro Forma* Financial Information and Exhibits.**

(c)

Exhibits.

99.1

Press release dated June 15, 2004.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**CHARLES RIVER ASSOCIATES INCORPORATED**

By: /s/ J. PHILLIP COOPER

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J. Phillip Cooper  
Executive Vice President and Chief Financial Officer

Date: June 15, 2004

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>	
99.1	Press release dated June 15, 2004.	4

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SIGNATURES

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