

INC Research Holdings, Inc.
Form 4
January 04, 2016

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Macdonald Alistair

2. Issuer Name and Ticker or Trading Symbol

INC Research Holdings, Inc. [INCR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Operating Officer

(Last) (First) (Middle)
C/O INC RESEARCH HOLDINGS, INC., 3201 BEECHLEAF COURT, SUITE 600

3. Date of Earliest Transaction (Month/Day/Year)
12/31/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(Street)
RALEIGH, NC 27604

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Class A Common Stock	12/31/2015		S ⁽¹⁾	46,982	D	\$ 48.64	8,699	D
Class A Common Stock	12/31/2015		M ⁽¹⁾	31,241	A	\$ 8.45	39,940	D
Class A Common Stock	12/31/2015		S ⁽¹⁾	20,366	D	\$ 46.64	19,574	D
						⁽²⁾		
Class A Common Stock	12/31/2015		S ⁽¹⁾	10,427	D	\$	9,147	D

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Common Stock						47.54 <u>(3)</u>		
Class A Common Stock	12/31/2015		<u>S</u> ⁽¹⁾	448	D	\$ 48.64	8,699	D
Class A Common Stock	12/31/2015		<u>M</u> ⁽¹⁾	52,972	A	\$ 10.57	61,671	D
Class A Common Stock	12/31/2015		<u>S</u> ⁽¹⁾	34,521	D	\$ 46.64 <u>(4)</u>	27,150	D
Class A Common Stock	12/31/2015		<u>S</u> ⁽¹⁾	17,690	D	\$ 47.54 <u>(3)</u>	9,460	D
Class A Common Stock	12/31/2015		<u>S</u> ⁽¹⁾	761	D	\$ 48.64	8,699	D
Class A Common Stock	12/31/2015		<u>M</u> ⁽¹⁾	28,404	A	\$ 16.06	37,103	D
Class A Common Stock	12/31/2015		<u>S</u> ⁽¹⁾	18,513	D	\$ 46.64 <u>(4)</u>	18,590	D
Class A Common Stock	12/31/2015		<u>S</u> ⁽¹⁾	9,483	D	\$ 47.54 <u>(3)</u>	9,107	D
Class A Common Stock	12/31/2015		<u>S</u> ⁽¹⁾	408	D	\$ 48.64	8,699	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy Class A Common Stock)							Class A Common Stock	
\$ 8.45					12/31/2015			31,241
	M ⁽¹⁾					<u>(5)</u>		09/28/2020
\$ 10.57					12/31/2015		Class A Common Stock	52,972
	M ⁽¹⁾					<u>(6)</u>		08/17/2022
\$ 16.06					12/31/2015		Class A Common Stock	28,404
	M ⁽¹⁾					<u>(7)</u>		06/30/2024

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Macdonald Alistair C/O INC RESEARCH HOLDINGS, INC. 3201 BEECHLEAF COURT, SUITE 600 RALEIGH, NC 27604			Chief Operating Officer	

Signatures

/s/ Christopher L. Gaenzle,
Attorney-in-Fact 01/04/2016

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The transactions reported on this Form 4 were effected pursuant to a Rule 10b-1 trading plan adopted by the reporting person on November 4, 2015.
 - (2) The price reported in column 4 is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$46.31 to \$47.01, inclusive. The reporting person will provide to the INC Research Holdings, Inc. (the "Issuer"), any security holder of the

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Issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

(3) The price reported in column 4 is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$47.47 to \$48.07, inclusive. The reporting person will provide to the Issuer, any security holder of the Issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

(4) The price reported in column 4 is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$46.31 to \$47.01, inclusive. The reporting person will provide to the Issuer, any security holder of the Issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

(5) One half of the shares subject to this option vest yearly in five equal installments beginning on September 28, 2011, subject to continued employment. The other half of the shares subject to this option vest yearly in five equal installments beginning on December 31, 2013, subject to continued employment.

(6) One half of the shares subject to this option vest yearly in five equal installments beginning on August 17, 2013, subject to continued employment. The other half of the shares subject to this option vest yearly in five equal installments beginning on December 31, 2013, subject to continued employment.

(7) One half of the shares subject to this option vest yearly in five equal installments beginning on June 30, 2015, subject to continued employment. The other half of the shares subject to this option vest yearly in five equal installments beginning on December 31, 2014, subject to continued employment.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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