

INC Research Holdings, Inc.
Form 4
August 14, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 D. Jamie

2. Issuer Name and Ticker or Trading Symbol
INC Research Holdings, Inc. [INCR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
08/12/2015

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

C/O INC RESEARCH HOLDINGS, INC., 3201 BEECHLEAF COURT, SUITE 600

(Street)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | Code V | Amount | Price | |
| Class A Common Stock | 08/12/2015 | | M | | 116,650 | \$ 10.57 | A 165,556 D |
| Class A Common Stock | 08/12/2015 | | F | | 69,309 | \$ 48.2 (1) | D 96,247 D |
| Class A Common Stock | 08/12/2015 | | S | | 47,341 (2) | \$ 44 (3) | D 48,906 D |
| Class A Common Stock | 08/12/2015 | | S | | 9,680 (2) | \$ 44 | D 39,226 D |

Common Stock (3)

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

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount of Number of Shares |
| Stock Option (Right to Buy Class A Common Stock) | \$ 10.57 | 08/12/2015 | | M | 116,650 | (4) 07/28/2021 | Class A Common Stock 116,650 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Macdonald D. Jamie C/O INC RESEARCH HOLDINGS, INC. 3201 BEECHLEAF COURT, SUITE 600 RALEIGH, NC 27604 | X | | Chief Executive Officer | |

Signatures

/s/ Christopher L. Gaenzle,
Attorney-in-Fact 08/14/2015

**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) This is the Fair Market Value as calculated pursuant to the INC Research Holdings, Inc.'s (the "Issuer") 2010 Equity Incentive Plan.

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- The shares of Class A common stock, \$0.01 par value per share (each, a "Share") were sold by the Issuer to Credit Suisse Securities (USA) LLC and J.P. Morgan Securities LLC (collectively, the "Underwriters") in a registered underwritten secondary offering pursuant to the underwriting agreement dated August 11, 2015 (the "Underwriting Agreement"), entered into by and among the Selling Stockholders (as defined in the Underwriting Agreement) and the Underwriters.
- (2) The price represents the offering price of \$44.00 per Share of the Issuer.
 - (3) One half of the Shares subject to this option vest yearly in five equal installments beginning on July 28, 2012, 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.
 - (4)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.