

INC Research Holdings, Inc.
 Form 4
 September 28, 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 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)
 C/O INC RESEARCH HOLDINGS, INC., 3201 BEECHLEAF COURT, SUITE 600
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/27/2016

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

RALEIGH, NC 27604

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

(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 | 09/27/2016 | | S ⁽¹⁾ | 13,989 | D | \$ 44.301 ⁽²⁾ | 62,220 | D |
| Class A Common Stock | 09/27/2016 | | S ⁽¹⁾ | 3,293 | D | \$ 44.313 ⁽³⁾ | 58,927 | D |
| Class A Common Stock | 09/27/2016 | | M ⁽¹⁾ | 17,752 | A | \$ 13.52 | 76,679 | D |
| Class A Common Stock | 09/27/2016 | | S ⁽¹⁾ | 17,752 | D | \$ 44.307 | 58,927 | D |

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| | | | | | | | |
|----------------------|------------|--|------------------|--------|---|------------------|----------|
| Common Stock | | | | | | <u>(4)</u> | |
| Class A Common Stock | 09/27/2016 | | M ⁽¹⁾ | 18,936 | A | \$ 16.06 | 77,863 D |
| Class A Common Stock | 09/27/2016 | | S ⁽¹⁾ | 18,936 | D | \$ <u>(5)</u> | 58,927 D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Option (Right to Buy Class A Common Stock) | \$ 13.52 | 09/27/2016 | | M ⁽¹⁾ | 17,752 | <u>(6)</u> 04/01/2024 | Class A Common Stock 17,752 |
| Stock Option (Right to Buy Class A Common Stock) | \$ 16.06 | 09/27/2016 | | M ⁽¹⁾ | 18,936 | <u>(7)</u> 06/30/2024 | Class A Common Stock 18,936 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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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

09/28/2016

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 10b5-1 trading plan adopted by the reporting person on August 23, 2016.
The price reported in column 4 is a weighted-average price. These shares were purchased in multiple transactions at prices ranging from
- (2) \$43.98 to \$44.74, 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 purchased at each price within the range.
The price reported in column 4 is a weighted-average price. These shares were purchased in multiple transactions at prices ranging from
- (3) \$43.96 to \$44.59, 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 purchased at each price within the range.
The price reported in column 4 is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$43.99
- (4) to \$44.66, 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.
The price reported in column 4 is a weighted-average price. These shares were purchased in multiple transactions at prices ranging from
- (5) \$43.96 to \$44.66, 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 purchased at each price within the range.
One half of the shares subject to this option vest yearly in five equal installments beginning on April 1, 2015, subject to continued
- (6) 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.
One half of the shares subject to this option vest yearly in five equal installments beginning on June 30, 2015, subject to continued
- (7) 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. 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.