

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

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Macdonald D. Jamie

(Last) (First) (Middle)

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

(Street)

RALEIGH, NC 27604

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below)

Chief Executive Officer

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

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

# Edgar Filing: INC Research Holdings, Inc. - Form 4

Common  
Stock

(3)

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.**

SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)                | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|--|--|---|---|--------------------------------------|---|--|---|
|  |  |   |   | Code                                 | V (A) (D)   | Date<br>Exercisable<br>Expiration<br>Date                      | Title<br>Amount of<br>Number of<br>Shares                           |
| Stock<br>Option<br>(Right to<br>Buy<br>Class A<br>Common<br>Stock) | \$ 10.57   | 08/12/2015                              |   | M                                    | 116,650   | (4) 07/28/2021   | Class A<br>Common<br>Stock 116,650                                  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships                    |
|---|----------------------------------|
|   | Director 10% Owner Officer Other |
| Macdonald D. Jamie<br>C/O INC RESEARCH HOLDINGS, INC.<br>3201 BEECHLEAF COURT, SUITE 600<br>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.

## Edgar Filing: INC Research Holdings, Inc. - Form 4

(2) 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.

(3) The price represents the offering price of \$44.00 per Share of the Issuer.

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.

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.