

INC Research Holdings, Inc.

Form 4

January 04, 2016

**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  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Macdonald Alistair

(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)

12/31/2015

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

Chief Operating Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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	12/31/2015		S <sup>(1)</sup>		46,982	D	\$ 48.64	8,699	D	
Class A Common Stock	12/31/2015		M <sup>(1)</sup>		31,241	A	\$ 8.45	39,940	D	
Class A Common Stock	12/31/2015		S <sup>(1)</sup>		20,366	D	\$ 46.64 <sup>(2)</sup>	19,574	D	
Class A	12/31/2015		S <sup>(1)</sup>		10,427	D	\$	9,147	D	

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

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 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)	\$ 8.45	12/31/2015	<u>M</u> <sup>(1)</sup>			31,241	<u>(5)</u>	09/28/2020	Class A Common Stock	31,241
Stock Option (Right to Buy Class A Common Stock)	\$ 10.57	12/31/2015	<u>M</u> <sup>(1)</sup>			52,972	<u>(6)</u>	08/17/2022	Class A Common Stock	52,972
Stock Option (Right to Buy Class A Common Stock)	\$ 16.06	12/31/2015	<u>M</u> <sup>(1)</sup>			28,404	<u>(7)</u>	06/30/2024	Class A Common Stock	28,404

## 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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