

INC Research Holdings, Inc.

Form 4

January 04, 2017

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
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Rush Gregory S

(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)

01/03/2017

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 below) ____ Other (specify below)

Executive VP and CFO

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)
Class A Common Stock	01/03/2017		M ⁽¹⁾	35,503	A \$ 10.06 82,712	D	
Class A Common Stock	01/03/2017		S ⁽¹⁾	34,903	D \$ 51.893 47,809	D	
Class A Common Stock	01/03/2017		S ⁽¹⁾	600	D \$ 52.398 47,209	D	
Class A Common Stock	01/03/2017		M ⁽¹⁾	5,917	A \$ 16.06 53,126	D	

Common
Stock

Class A Common Stock	01/03/2017	S ⁽¹⁾	5,717	D	\$ 51.894 ⁽⁴⁾	47,409	D
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Class A Common Stock	01/03/2017	S ⁽¹⁾	200	D	\$ 52.4 ⁽⁵⁾	47,209	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (Right to Buy Class A Common Stock)	\$ 10.06	01/03/2017		M ⁽¹⁾	35,503	⁽⁶⁾ 08/30/2023	Class A Common Stock 35,503
Stock Option (Right to Buy Class A Common Stock)	\$ 16.06	01/03/2017		M ⁽¹⁾	5,917	⁽⁷⁾ 06/30/2024	Class A Common Stock 5,917

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer

Other

Rush Gregory S
C/O INC RESEARCH HOLDINGS, INC.
3201 BEECHLEAF COURT, SUITE 600
RALEIGH, NC 27604

Executive VP and CFO

Signatures

/s/ Gregory S.
Rush

01/04/2017

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 May 9, 2016.

The price reported in column 4 is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$51.30 to \$52.25, inclusive. The reporting person will provide to the INC Research Holdings, Inc. (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.
- (2) The price reported in column 4 is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$52.30 to \$52.55, 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.
- (3) The price reported in column 4 is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$51.35 to \$52.15, 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 purchased in multiple transactions at prices ranging from \$52.35 to \$52.45, 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.
- (5) One half of the shares subject to this option vest yearly in five equal installments beginning on August 30, 2014, 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 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.
- (7)

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.