

INC Research Holdings, Inc.

Form 4

April 14, 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

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(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)
04/12/2016

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	04/12/2016		M ⁽¹⁾		59,172	A	\$ 10.57	138,398	D	
Class A Common Stock	04/12/2016		S ⁽¹⁾		59,172	D	\$ 48	79,226	D	
Class A Common Stock	04/12/2016		M ⁽¹⁾		35,503	A	\$ 10.57	114,729	D	
Class A	04/12/2016		S ⁽¹⁾		35,503	D	\$ 48	79,226	D	

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Common
Stock

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

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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)	\$ 10.57	04/12/2016		M ⁽¹⁾	59,172	⁽²⁾ 07/28/2021	Class A Common Stock 59,172
Stock Option (Right to Buy Class A Common Stock)	\$ 10.57	04/12/2016		M ⁽¹⁾	35,503	⁽³⁾ 01/01/2023	Class A Common Stock 35,503

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

04/14/2016

__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 December 14, 2015.
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.
- (2) One half of the shares subject to this option vest yearly in five equal installments beginning on January 1, 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.
- (3) One half of the shares subject to this option vest yearly in five equal installments beginning on January 1, 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.

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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