

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Gaenzle Christopher L

(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)
CAO, GC & Sec

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(A) or Disposed of (D) Code (Instr. 8)	4. Securities Acquired 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 Ownership (Instr. 4)
Class A Common Stock	01/03/2017		M ⁽¹⁾	5,917 A	\$ 16.06 47,217	D	
Class A Common Stock	01/03/2017		S ⁽¹⁾	5,817 D	\$ 51.902 41,400	D	
Class A Common Stock	01/03/2017		S ⁽¹⁾	100 D	\$ 52.25 41,300	D	
Class A Common Stock	01/03/2017		M ⁽¹⁾	4,733 A	\$ 10.06 46,033	D	

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Common
Stock

Class A Common Stock	01/03/2017	<u>S</u> ⁽¹⁾	4,733	D	\$ 51.892 <u>(3)</u>	41,300	D
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Class A Common Stock	01/03/2017	<u>M</u> ⁽¹⁾	4,733	A	\$ 10.57	46,033	D
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Class A Common Stock	01/03/2017	<u>S</u> ⁽¹⁾	4,733	D	\$ 51.907 <u>(4)</u>	41,300	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)	8. Amount or Number of Shares
Stock Option (Right to Buy Class A Common Stock)	\$ 16.06	01/03/2017		<u>M</u> ⁽¹⁾	5,917	<u>(5)</u> 06/30/2024	Class A Common Stock	5,917
Stock Option (Right to Buy Class A Common Stock)	\$ 10.06	01/03/2017		<u>M</u> ⁽¹⁾	4,733	<u>(6)</u> 08/18/2023	Class A Common Stock	4,733

Stock Option (Right to Buy Class A Common Stock)	\$ 10.57	01/03/2017	M ⁽¹⁾	4,733	⁽⁷⁾	04/02/2022	Class A Common Stock	4,733
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gaenzle Christopher L C/O INC RESEARCH HOLDINGS, INC. 3201 BEECHLEAF COURT, SUITE 600 RALEIGH, NC 27604			CAO, GC & Sec	

Signatures

/s/ Christopher L. Gaenzle 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 4, 2016.
- The price reported in column 4 is a weighted-average price. These shares were purchased in multiple transactions at prices ranging from
- (2) \$51.25 to \$52.20, 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 \$51.50
- (3) 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.
- The price reported in column 4 is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$51.50
- (4) to \$52.35, 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.
- One half of the shares subject to this option vest yearly in five equal installments beginning on June 30, 2015, subject to continued
- (5) 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 August 18, 2014, 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, 2013, subject to continued employment.
- One half of the shares subject to this option vest yearly in five equal installments beginning on April 2, 2013, 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, 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.