

INC Research Holdings, Inc.

Form 4

June 07, 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 *
Gibertini Michael

(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)

06/06/2016

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)

President Clinical Development

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	06/06/2016		M ⁽¹⁾	153,716	A \$ 8.45	200,998	D
Class A Common Stock	06/06/2016		S ⁽¹⁾	144,682	D \$ 43.0528	56,316	D
Class A Common Stock	06/06/2016		S ⁽¹⁾	9,034	D \$ 43.8318	47,282	D
Class A Common Stock	06/06/2016		M ⁽¹⁾	14,628	A \$ 10.57	61,910	D

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Common
Stock

Class A Common Stock	06/06/2016	S ⁽¹⁾	13,751	D	\$ 43.1851 (4)	48,159	D
Class A Common Stock	06/06/2016	S ⁽¹⁾	877	D	\$ 43.816 (5)	47,282	D
Class A Common Stock	06/06/2016	M ⁽¹⁾	17,752	A	\$ 16.06	65,034	D
Class A Common Stock	06/06/2016	S ⁽¹⁾	16,652	D	\$ 43.0494 (6)	48,382	D
Class A Common Stock	06/06/2016	S ⁽¹⁾	1,100	D	\$ 43.7566 (7)	47,282	D
Class A Common Stock	06/06/2016	S ⁽¹⁾	26,394	D	\$ 43.05 (2)	20,888	D
Class A Common Stock	06/06/2016	S ⁽¹⁾	1,476	D	\$ 43.843 (8)	19,412	D

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 of Number of Shares
Stock Option (Right to Buy	\$ 8.45	06/06/2016		M ⁽¹⁾	153,716	⁽⁹⁾	09/28/2020	Class A Common Stock	153,716

Class A
Common
Stock)

Stock
Option
(Right to

Buy \$ 10.57 06/06/2016

M⁽¹⁾

14,628

⁽¹⁰⁾

08/17/2022

Class A
Common
Stock

14,628

Stock
Option
(Right to

Buy \$ 16.06 06/06/2016

M⁽¹⁾

17,752

⁽¹¹⁾

06/30/2024

Class A
Common
Stock

17,752

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

Gibertini Michael
C/O INC RESEARCH HOLDINGS, INC.
3201 BEECHLEAF COURT, SUITE 600
RALEIGH, NC 27604

President Clinical Development

Signatures

/s/ Christopher L. Gaenzle,
Attorney-in-Fact

06/07/2016

__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 May 4, 2016.

(2) The price reported in column 4 is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$42.69 to \$43.68, 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 \$43.69 to \$44.18, 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 \$42.70 to \$43.68, 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)

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The price reported in column 4 is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$43.71 to \$43.95, 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.

- (6) The price reported in column 4 is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$43.68 to \$43.67, 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.

- (7) The price reported in column 4 is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$43.68 to \$43.96, 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.

- (8) The price reported in column 4 is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$43.69 to \$44.23, 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.

- (9) 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.

- (10) 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.

- (11) 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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