Edwards Steve
Form 4
August 08, 2017

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
**Washington, D.C. 20549**

**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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Edwards Steve

(Last) (First) (Middle)

21575 RIDGETOP CIRCLE

(Street)

STERLING, VA 20166

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
NEUSTAR INC [NSR]

3. Date of Earliest Transaction (Month/Day/Year)
08/08/2017

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)
SVP, Data Solutions

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 | 08/08/2017 | | D[(1)] | | 57,945 | D | $ 33.5 | 0 | D | |

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 |
| Restricted Stock Units | $ 0 | 08/08/2017 | | D | | | 8,812 | (2) | (2) | Class A Common Stock | 8,812 |
| Performance Vested Restricted Stock Units | $ 0 | 08/08/2017 | | D | | | 70,313 | (3) | (3) | Class A Common Stock | 70,313 |
| Employee Stock Options | $ 21.06 | 08/08/2017 | | D | | | 3,273 | (4) | (4) | Class A Common Stock | 3,273 |
| Employee Stock Options | $ 26.45 | 08/08/2017 | | D | | | 19,712 | (4) | (4) | Class A Common Stock | 19,712 |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| Edwards Steve<br>21575 RIDGETOP CIRCLE<br>STERLING, VA 20166 | | | SVP, Data Solutions | |

# Signatures

| /s/ Paul S. Lalljie, by power of attorney | 08/08/2017 |
|---|---|
| **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)** Pursuant to an Agreement and Plan of Merger by and among the Issuer, Aerial Topco, L.P. ("Parent") and Aerial Merger Sub, Inc., a wholly-owned subsidiary of Parent ("Merger Sub"), the Merger Sub merged with and into the Issuer on August 8, 2017, with the Issuer surviving as a wholly-owned subsidiary of Parent (the "Merger"). At the effective time of the Merger, each share of Class A Common Stock outstanding, automatically and without any required action on the part of the Reporting Person, was converted into the right to receive $33.50 in cash, without interest.

**(2)**

Pursuant to an Agreement and Plan of Merger by and among the Issuer, Aerial Topco, L.P. ("Parent") and Aerial Merger Sub, Inc., a wholly-owned subsidiary of Parent ("Merger Sub"), the Merger Sub merged with and into the Issuer on August 8, 2017, with the Issuer surviving as a wholly-owned subsidiary of Parent (the "Merger"). At the effective time of the Merger, each restricted stock unit outstanding subject to time-based vesting, automatically and without any required action on the part of the Reporting Person, became fully vested and canceled in exchange for a right to receive a cash payment in an amount equal to $33.50, without interest, for each share of Class A Common Stock underlying the restricted stock unit, less any required withholding taxes.

**(3)** Pursuant to an Agreement and Plan of Merger by and among the Issuer, Aerial Topco, L.P. ("Parent") and Aerial Merger Sub, Inc., a wholly-owned subsidiary of Parent ("Merger Sub"), the Merger Sub merged with and into the Issuer on August 8, 2017, with the Issuer surviving as a wholly-owned subsidiary of Parent (the "Merger"). At the effective time of the Merger, the performance-based conditions to which each outstanding performance stock unit was subject were deemed satisfied at the target levels for any performance period not completed, and such performance stock unit, automatically and without any required action on the part of the Reporting Person, was canceled in exchange for a right to receive a cash payment in an amount equal to $33.50, without interest, for each share of Class A Common Stock underlying the performance stock unit, less any required withholding taxes.

**(4)** Pursuant to an Agreement and Plan of Merger by and among the Issuer, Aerial Topco, L.P. ("Parent") and Aerial Merger Sub, Inc., a wholly-owned subsidiary of Parent ("Merger Sub"), the Merger Sub merged with and into the Issuer on August 8, 2017, with the Issuer surviving as a wholly-owned subsidiary of Parent (the "Merger"). At the effective time of the Merger, each employee stock option outstanding, whether or not vested and exercisable, automatically and without any required action on the part of the Reporting Person, was cancelled in exchange for the right to receive an amount in cash (less any applicable tax withholdings) equal to the product of (i) the excess, if any, of $33.50, without interest, over the per share exercise price of such employee stock option and (ii) the total number of shares of Class A Common Stock otherwise issuable upon exercise of such employee stock option immediately prior to the effective time of the Merger.

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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