

Rush Gregory S
 Form 4/A
 September 05, 2017

FORM 4

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

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).

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

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol
 INC Research Holdings, Inc. [INCR]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 C/O INC RESEARCH HOLDINGS, INC., 3201 BEECHLEAF COURT, SUITE 600
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 08/30/2017

____ Director
 Officer (give title below) _____ 10% Owner
 _____ Other (specify below)
 Chief Financial Officer

RALEIGH, NC 27604

4. If Amendment, Date Original Filed (Month/Day/Year)
 09/01/2017

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
				(A) or (D)	Price		
Class A Common Stock	08/30/2017		M ⁽¹⁾	35,503	\$ 10.06	113,799	D
Class A Common Stock	08/30/2017		S ⁽¹⁾	35,503	\$ 58.27 ⁽³⁾	78,296	D
Class A Common Stock	08/30/2017		M ⁽¹⁾	5,917	\$ 16.06	84,213	D
Class A Common Stock	08/30/2017		S ⁽¹⁾	5,917	\$	78,296	D

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Common Stock 58,217
(4)

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

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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	08/30/2017		M ⁽¹⁾	35,503	⁽⁵⁾ 08/30/2023	Class A Common Stock 35,503
Stock Option (Right to Buy Class A Common Stock)	\$ 16.06	08/30/2017		M ⁽¹⁾	5,917	⁽⁵⁾ 06/30/2024	Class A Common Stock 5,917

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rush Gregory S C/O INC RESEARCH HOLDINGS, INC. 3201 BEECHLEAF COURT, SUITE 600 RALEIGH, NC 27604			Chief Financial Officer	

Signatures

/s/ Gregory S.
Rush

09/05/2017

__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.
 - (2) This amendment was filed to correct the code in column 4 from D to A for the exercise.

The price reported in column 4 is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$57.60
 - (3) to \$58.52, 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 \$57.85
 - (4) to \$58.45, 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 sold at each price within the range.
 - (5) The shares subject to this option vested on August 1, 2017.

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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