

INC Research Holdings, Inc.  
Form 4  
December 08, 2015

**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 \*  
ONTARIO TEACHERS PENSION PLAN BOARD

(Last) (First) (Middle)

5650 YONGE STREET

(Street)

TORONTO, A6 M2M 4H5

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

INC Research Holdings, Inc. [INCR]

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

12/07/2015

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)

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, par value \$0.01 per share <sup>(1)</sup> | 12/07/2015                           |  | S                              |   | 2,934,709 <sup>(2)</sup>  | D  | \$ 45 <sup>(4)</sup>                                  |
|   |                                      |  |                                |   |   |  | 11,770,065 <sup>(1)</sup>                             |
|   |                                      |  |                                |   |   | I <sup>(1)</sup>   | See Footnotes <sup>(1) (5)</sup>                      |
| Class A Common Stock, par value \$0.01 per share <sup>(1)</sup> | 12/07/2015                           |  | S                              |   | 1,467,354 <sup>(3)</sup>  | D  | \$ 45 <sup>(1)</sup>                                  |
|   |                                      |  |                                |   |   |  | 10,302,711 <sup>(1)</sup>                             |
|   |                                      |  |                                |   |   | I <sup>(1)</sup>   | See Footnotes <sup>(1) (5)</sup>                      |

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

**Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| ONTARIO TEACHERS PENSION PLAN BOARD<br>5650 YONGE STREET<br>TORONTO, A6 M2M 4H5 | X             | X         |         |       |
| 1829356 Ontario Ltd<br>5650 YONGE STREET, SUITE 300<br>TORONTO, A6 M2M 4H5      |               |           | X       |       |

**Signatures**

/s/ Rossana Di Lieto, Chief Compliance Officer  
 12/08/2015  
 \*\*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 reported securities are owned by 1829356 Ontario Limited, a wholly-owned subsidiary of Ontario Teachers' Pension Plan Board ("OTPP"). Each of Messrs. Terry Woodward and Steve Faraone may be deemed to have the power to dispose of the shares held by OTTP because of a delegation of authority from the Board of Directors of OTTP, and each expressly disclaims beneficial ownership of such shares.  
 (2)

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The shares were sold by the reporting person in a registered underwritten secondary offering pursuant to an underwriting agreement entered into on December 2, 2015.

- (3) The shares were sold by the reporting person in a privately negotiated share repurchase transaction with the issuer.
- (4) Represents public offering price of \$45.00 per share.
- (5) OTPP and 1829356 Ontario Limited are directors by deputization for purposes of Section 16 of the Securities Exchange Act of 1934.

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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