

INC Research Holdings, Inc.  
Form 8-K  
December 16, 2016

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): December 16, 2016**

**INC RESEARCH HOLDINGS, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-36730**  
**(Commission**  
  
**File Number)**

**27-3403111**  
**(IRS Employer**  
  
**Identification No.)**

**3201 Beechleaf Court, Suite 600**

**Raleigh, North Carolina**

**27604-1547**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (919) 876-9300

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

(a) Effective December 16, 2016, INC Research Holding, Inc. s (the Company ) Board of Directors approved the Company s Amended and Restated Bylaws (the Bylaws ) to change the voting standard for uncontested elections of directors. The voting standard for uncontested elections of directors was changed from plurality voting to majority voting, such that, in an uncontested election, a director nominee will be elected to the Board only if the number of votes cast for that director exceeds the number of votes cast against that director. Directors will continue to be elected by a plurality of the votes cast in contested elections (as explained further in the Amended and Restated Bylaws). The foregoing description of the Bylaws is qualified in its entirety by reference to the full and complete text of the Bylaws, a copy of which is attached as Exhibit 3.3 hereto and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
3.3	Amended and Restated Bylaws of INC Research Holdings, Inc., as adopted by the Board of Directors on December 16, 2016.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: December 16, 2016

**INC RESEARCH HOLDINGS, INC.**

By: /s/ Christopher L. Gaenzle

Name: Christopher L. Gaenzle

Title: Chief Administrative Officer and General Counsel