

INC Research Holdings, Inc.
Form 4
August 14, 2015

FORM 4

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

OMB APPROVAL

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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 *
Breckon Robert W

(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)

08/12/2015

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price (A) or (D) | | |
| Class A Common Stock | 08/12/2015 | | M | | 3,669 A \$ 8.45 | D | |
| Class A Common Stock | 08/12/2015 | | F | | 705 D \$ 48.2 (1) | D | |
| Class A Common Stock | 08/12/2015 | | S | | 2,964 (2) D \$ 44 (3) | D | |
| Class A Common Stock | 08/12/2015 | | S | | 5,417 D \$ 44 | D | |

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Common Stock (2) (3)

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy Class A Common Stock) | \$ 8.45 | 08/12/2015 | | M | 3,669 | <u>(4)</u> 09/28/2020 | Class A Common Stock | 3,669 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Breckon Robert W C/O INC RESEARCH HOLDINGS, INC. 3201 BEECHLEAF COURT, SUITE 600 RALEIGH, NC 27604 | X | | | |

Signatures

/s/ Christopher L. Gaenzle, Attorney-in-Fact 08/14/2015

 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) This is the Fair Market Value as calculated pursuant to the INC Research Holdings, Inc.'s (the "Issuer") 2010 Equity Incentive Plan.
The shares of Class A common stock, \$0.01 par value per share (each, a "Share") were sold by the Issuer to Credit Suisse Securities (USA) LLC and J.P. Morgan Securities LLC (collectively, the "Underwriters") in a registered underwritten secondary offering pursuant to the underwriting agreement dated August 11, 2015 (the "Underwriting Agreement"), entered into by and among the Selling Stockholders (as defined in the Underwriting Agreement) and the Underwriters.
- (2) The price represents the offering price of \$44.00 per Share of the Issuer.
- (3) The Shares subject to this option vest yearly in five equal installments beginning on September 28, 2011, subject to continued service on the Issuer's Board of Directors.
- (4)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.