

INC Research Holdings, Inc.  
Form 4  
September 29, 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 \*  
Macdonald Alistair

2. Issuer Name and Ticker or Trading Symbol

INC Research Holdings, Inc. [INCR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ 10% Owner  
\_\_\_\_\_ Other (specify below)  
Chief Operating Officer

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

3. Date of Earliest Transaction (Month/Day/Year)  
09/28/2015

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

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

(Street)  
RALEIGH, NC 27604

(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)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	09/28/2015		M <sup>(1)</sup>		44,522	A	\$ 8.45
Class A Common Stock	09/28/2015		S <sup>(1)</sup>		4,331	D	\$ 39.708
Class A Common Stock	09/28/2015		S <sup>(1)</sup>		10,510	D	\$ 40.345
Class A Common Stock	09/28/2015		S <sup>(1)</sup>		9,300	D	\$ 76,062

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Common Stock						40,392 (4)		
Class A Common Stock	09/28/2015		S(1)	5,540	D	\$ 41.117 (5)	70,522	D
Class A Common Stock	09/28/2015		S(1)	11,811	D	\$ 38.841 (6)	58,711	D
Class A Common Stock	09/28/2015		S(1)	3,030	D	\$ 39.42 (7)	55,681	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
Stock Option (Right to Buy Class A Common Stock)	\$ 8.45	09/28/2015		M(1)	44,522	(8)	09/28/2020	Class A Common Stock	44,522

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Macdonald Alistair C/O INC RESEARCH HOLDINGS, INC. 3201 BEECHLEAF COURT, SUITE 600			Chief Operating Officer	

RALEIGH, NC 27604

## Signatures

/s/ Christopher L. Gaenzle,  
Attorney-in-Fact

09/29/2015

\_\_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 transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 8, 2015.  
  
The price reported in column 4 is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$39.13 to \$40.12, inclusive. The reporting person will provide to INC Research Holdings, Inc. (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.
  - (2) The price reported in column 4 is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$40.13 to \$40.78, 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.
  - (3) The price reported in column 4 is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$39.76 to \$40.73, 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.
  - (4) The price reported in column 4 is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$40.80 to \$41.44, 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 price reported in column 4 is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$38.34 to \$39.33, 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.
  - (6) The price reported in column 4 is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$39.35 to \$39.54, 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.
  - (7) One half of the shares subject to this option vest yearly in five equal installments beginning on September 28, 2011, subject to continued employment. The other half of the shares subject to this option vest yearly in five equal installments beginning on December 31, 2013, subject to continued employment.
  - (8)

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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