

NEUSTAR INC
Form 3
June 28, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â MIDOCEAN CAPITAL INVESTORS LP			(Month/Day/Year)	NEUSTAR INC [NSR]	
(Last)	(First)	(Middle)		4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
320 PARK AVENUE,Â 17TH FLOOR				(Check all applicable)	
(Street)				<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
NEW YORK,Â NYÂ 10022				<input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	<input type="checkbox"/> Form filed by One Reporting Person
(City)	(State)	(Zip)			<input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	5,429,027	I	By NeuStar, Inc. Voting Trust
Class A Common Stock	2,827,041	I	See Footnote <u>(1)</u> <u>(2)</u>

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Stock Option	Â (3)	02/14/2015	Class A Common Stock	82,723	\$ 10.857	I	See footnote (4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MIDOCEAN CAPITAL INVESTORS LP 320 PARK AVENUE 17TH FLOOR NEW YORK, NY 10022	Â	Â X	Â	Â
MIDOCEAN CAPITAL PARTNERS LP 320 PARK AVENUE 17TH FLOOR NEW YORK, NY 10022	Â	Â X	Â	Â
VIRTUE J EDWARD 320 PARK AVENUE 17TH FLOOR NEW YORK, NY 10022	Â	Â X	Â	Â
ULTRAMAR CAPITAL LTD C/O MIDOCEAN PARTNERS 320 PARK AVENUE, 17TH FLOOR NEW YORK, NY 10022	Â	Â X	Â	Â
EXISTING FUND GP LTD C/O MIDOCEAN PARTNERS 320 PARK AVENUE, 17TH FLOOR NEW YORK, NY 10022	Â	Â X	Â	Â
MIDOCEAN PARTNERS, LP 320 PARK AVENUE 17TH FLOOR NEW YORK, NY 10022	Â	Â X	Â	Â
MIDOCEAN ASSOCIATES SPC C/O MIDOCEAN PARTNERS 320 PARK AVENUE, 17TH FLOOR NEW YORK, NY 10022	Â	Â X	Â	Â

Signatures

/s/ MidOcean Capital Investors, L.P., by MidOcean Capital Partners, L.P., by Existing Fund GP Ltd., its general partner, by J. Edward Virtue, Managing Director	06/28/2005
**Signature of Reporting Person	Date
/s/ MidOcean Capital Partners, L.P. by Existing Fund GP Ltd., its general partner, by J. Edward Virtue, Managing Director	06/28/2005
**Signature of Reporting Person	Date
/s/ J. Edward Virtue	06/28/2005
**Signature of Reporting Person	Date
/s/ Ultramar Capital Ltd., by J. Edward Virtue, Chief Executive Officer	06/28/2005
**Signature of Reporting Person	Date
/s/ Existing Fund GP Ltd., by J. Edward Virtue, Managing Director	06/28/2005
**Signature of Reporting Person	Date
/s/ MidOcean Partners, LP by MidOcean Associates, SPC, its general partner, by J. Edward Virtue, Chief Executive Officer	06/28/2005
**Signature of Reporting Person	Date
/s/ MidOcean Associates, SPC, by J. Edward Virtue, Managing Director	06/28/2005
**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) MidOcean Capital Investors, L.P., is the direct owner of the reported securities (the "Shares"). This Form 3 is being filed jointly by Ultramar Capital Ltd., a Cayman Islands exempted company ("Ultramar"), J. Edward Virtue ("Virtue"), MidOcean Associates, SPC, a Cayman Islands exempted company registered as a segregated portfolio company ("Associates"), MidOcean Partners, LP, a Cayman limited partnership ("MidOcean"), Existing Fund GP, Ltd., a Cayman Islands exempted company ("Existing Fund"), MidOcean Capital Partners, L.P., a Delaware limited partnership ("MOCP"), and MidOcean Capital Investors, L.P., a Delaware limited partnership ("MCILP").
 - (2) MOCP, Existing Fund, MidOcean and Associates may all be deemed to be beneficial owners of the Shares as a result of their direct or indirect control relationship with MCILP. MOCP is the general partner of MCILP. Existing Fund is the general partner of MOCP. MidOcean is the sole owner of Existing Fund and a limited partner in MOCP, and Associates is the general partner of MidOcean. Ultramar is the sole owner of Associates. J. Edward Virtue may be deemed the beneficial owner of the Shares because he indirectly controls the Shares, but disclaims beneficial ownership except to the extent of his pecuniary interest therein.
 - (3) Immediately.
 - (4) This option to purchase Class A Common Stock is owned directly by Frank L. Schiff, a managing director of entities that indirectly control the Reporting Person.

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.