

INC Research Holdings, Inc.
Form 4
August 19, 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)
08/17/2015

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)
Class A Common Stock, par value \$0.01 per share ⁽¹⁾	08/17/2015		S	V	3,857,525 ⁽²⁾ \$ 44 ⁽³⁾ 11,537,335 ⁽¹⁾	I ⁽¹⁾	See Footnotes ⁽¹⁾ ⁽⁵⁾
Class A Common Stock, par value \$0.01 per share ⁽¹⁾	08/17/2015		J ⁽⁴⁾	A	3,167,439 ⁽⁴⁾ 14,704,774 ⁽¹⁾	I ⁽¹⁾	See Footnotes ⁽¹⁾ ⁽⁵⁾

Class B Common Stock, par value \$0.01 per share ⁽¹⁾	08/17/2015	J ⁽⁴⁾	3,167,439	D	⁽⁴⁾	0 ⁽¹⁾ ⁽⁴⁾	I ⁽¹⁾	See Footnotes ⁽¹⁾ ⁽⁵⁾
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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. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

Signatures

/s/ Rossana Di Lieto, Chief Compliance Officer

08/19/2015

 **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).

- 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 OTPP because of a delegation of authority from the Board of Directors of OTPP, and each expressly disclaims beneficial ownership of such shares.
- (1) The shares were sold by the reporting person in a registered underwritten secondary offering pursuant to an underwriting agreement entered into on August 11, 2015.
 - (2) Represents public offering price of \$44.75 per share less underwriting discount of \$0.75 per share.
- OTPP may, at any time, elect to convert shares of Class B common stock into an equal number of shares of Class A common stock, or convert shares of Class A common stock into an equal number of shares of Class B common stock. Following a registered underwritten secondary offering of Class A common stock, par value \$0.01 per share, of INC Research Holdings, Inc., OTPP converted 3,167,439 shares of Class B common stock, par value \$0.01 per share into an equal number of shares of Class A common stock, par value \$0.01 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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