

Rush Gregory S  
Form 4  
September 05, 2017

**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 \*  
Rush Gregory S

2. Issuer Name and Ticker or Trading Symbol  
INC Research Holdings, Inc. [INCR]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)  
09/01/2017

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

RALEIGH, NC 27604

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

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	09/01/2017		M <sup>(1)</sup>		71,005	A	\$ 10.06 149,301
Class A Common Stock	09/01/2017		S <sup>(1)</sup>		19,300	D	\$ 58.598 130,001
Class A Common Stock	09/01/2017		S <sup>(1)</sup>		16,202	D	\$ 59.535 113,799
Class A Common Stock	09/01/2017		S <sup>(1)</sup>		35,503	D	\$ 59.21 78,296

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Common Stock						<u>(4)</u>	
Class A Common Stock	09/01/2017		<u>M<sup>(1)</sup></u>	23,668	A	\$ 16.06	101,964 D
Class A Common Stock	09/01/2017		<u>S<sup>(1)</sup></u>	1,834	D	\$ <u>(5)</u> 58.681	100,130 D
Class A Common Stock	09/01/2017		<u>S<sup>(1)</sup></u>	11,834	D	\$ <u>(6)</u> 58.445	88,296 D
Class A Common Stock	09/01/2017		<u>M<sup>(1)</sup></u>	4,066	A	\$ 40.12	92,362 D
Class A Common Stock	09/01/2017		<u>S<sup>(1)</sup></u>	4,066	D	\$ <u>(7)</u> 58.387	88,296 D

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (Right to Buy Class A Common Stock)	\$ 10.06	09/01/2017		<u>M<sup>(1)</sup></u>	71,005	<u>(8)</u> 08/30/2023	Class A Common Stock 71,005
Stock Option	\$ 16.06	09/01/2017		<u>M<sup>(1)</sup></u>	23,668	<u>(8)</u> 06/30/2024	Class A Common 23,668



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- (9) The shares subject to this option vest in four equal annual installments of 25% beginning on June 30, 2016, subject to continued employment.

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