

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)

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

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

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

RALEIGH, NC 27604

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Class A Common Stock            | 09/28/2015                           |  | M <sup>(1)</sup>               | 44,522  | A \$ 8.45   | 100,203  | D                                 |
| Class A Common Stock            | 09/28/2015                           |  | S <sup>(1)</sup>               | 4,331   | D \$ 39.708   | 95,872   | D                                 |
| Class A Common Stock            | 09/28/2015                           |  | S <sup>(1)</sup>               | 10,510  | D \$ 40.345   | 85,362   | D                                 |
| Class A Common Stock            | 09/28/2015                           |  | S <sup>(1)</sup>               | 9,300   | D \$  | 76,062   | D                                 |

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|                      |            |  |      |        |   |                  |        |   |
|----------------------|------------|--|------|--------|---|------------------|--------|---|
| Common Stock         |            |  |      |        |   | 40,392<br>(4)    |        |   |
| Class A Common Stock | 09/28/2015 |  | S(1) | 5,540  | D | \$ 41.117<br>(5) | 70,522 | D |
| Class A Common Stock | 09/28/2015 |  | S(1) | 11,811 | D | \$ 38.841<br>(6) | 58,711 | D |
| Class A Common Stock | 09/28/2015 |  | S(1) | 3,030  | D | \$ 39.42<br>(7)  | 55,681 | D |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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. 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.