

Macdonald Alistair  
Form 4  
August 21, 2017

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Macdonald Alistair

(Last) (First) (Middle)

C/O INC RESEARCH HOLDINGS,  
INC., 3201 BEECHLEAF COURT,  
SUITE 600

(Street)

RALEIGH, NC 27604

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol

INC Research Holdings, Inc. [INCR]

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

08/17/2017

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)

Chief Executive Officer

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction(A) or Disposed of (D)<br>Code (Instr. 3, 4 and 5)<br>(Instr. 8) | 4. Securities Acquired<br>(Instr. 3, 4 and 5)<br>(A)<br>or<br>(D) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------------------------------------------------|-------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Class A<br>Common<br>Stock            | 08/17/2017                              |                                                             | M <sup>(1)</sup>                                                                  | 8,828                                                             | A \$ 10.57                                                                                                         | 110,629                                                              | D                                                                 |
| Class A<br>Common<br>Stock            | 08/17/2017                              |                                                             | S <sup>(1)</sup>                                                                  | 8,828                                                             | D \$ 55.648                                                                                                        | 101,801                                                              | D                                                                 |
|                                       |                                         |                                                             |                                                                                   |                                                                   | (2)                                                                                                                |                                                                      |                                                                   |

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**

SEC 1474  
(9-02)

number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)                | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8.<br>Date of<br>Exercise<br>(Instr. 3 and 4) |
|--------------------------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|-----------------------------------------------|
|                                                                    |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                       | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of<br>Shares        |
| Stock<br>Option<br>(Right to<br>Buy<br>Class A<br>Common<br>Stock) | \$ 10.57                                                              | 08/17/2017                              |                                                             | M <sup>(1)</sup>                        | 8,828                                                                                                           | <sup>(3)</sup>                                                 | 08/17/2022         | Class A<br>Common<br>Stock                                          | 8,828                                         |

## Reporting Owners

| Reporting Owner Name / Address                                                                                | Relationships |           |                         |       |
|---------------------------------------------------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
|                                                                                                               | Director      | 10% Owner | Officer                 | Other |
| Macdonald Alistair<br>C/O INC RESEARCH HOLDINGS, INC.<br>3201 BEECHLEAF COURT, SUITE 600<br>RALEIGH, NC 27604 | X             |           | Chief Executive Officer |       |

## Signatures

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

08/21/2017

                     \*\*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 November 7, 2016.

The price reported in column 4 is a weighted-average price. These shares were purchased in multiple transactions at prices ranging from  
(2) \$55.57 to \$55.75, 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 purchased at each price within the range.

(3) The shares subject to this option vested on August 1, 2017.

## Edgar Filing: Macdonald Alistair - Form 4

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.