

INC Research Holdings, Inc.
Form 8-K
May 25, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)

of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 24, 2016

INC RESEARCH HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

3201 Beechleaf Court, Suite 600

001-36730
(Commission

File Number)

27-3403111
(IRS Employer

Identification No.)

27604-1547

Raleigh, North Carolina
(Address of principal executive offices) **(Zip Code)**
Registrant's telephone number, including area code: (919) 876-9300

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07 Submission of Matters to a Vote of Security Holders.

On May 24, 2016, INC Research Holdings, Inc. (the Company) held its 2016 Annual Meeting of Stockholders (the Meeting). The certified results of the matters voted upon at the Meeting, which are more fully described in the Company's proxy statement, are as follows:

1. Election of Directors. In an uncontested election, each of the following Class II nominees was elected to the Board of Directors for a term expiring at the 2019 annual meeting of stockholders or until their successors have been elected and qualified. The following table reflects the voting results for each nominee:

| Nominee | For | Against | Abstain | Broker Non-Votes |
|----------------------|------------|------------|---------|------------------|
| Robert W. Breckon | 41,636,302 | 1,241,789 | 16,930 | None |
| David F. Burgstahler | 24,326,659 | 18,551,684 | 16,678 | None |
| Terry Woodward | 27,572,170 | 15,306,173 | 16,678 | None |

2. Approval, on an advisory (nonbinding) basis, of the resolution regarding executive compensation:

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 42,349,923 | 456,429 | 88,669 | None |

This proposal was approved on an advisory (non-binding) basis.

3. Approval, on an advisory (nonbinding) basis, of the frequency of future stockholder advisory votes on executive compensation:

| One Year | Two Years | Three Years | Abstain |
|------------|-----------|-------------|---------|
| 40,445,009 | 12,792 | 2,348,171 | 89,049 |

The stockholders approved, on an advisory (non-binding) basis, an annual stockholder advisory vote on executive compensation. In light of these results, which are consistent with the Company's recommendation, the Company will hold an advisory (non-binding) vote on executive compensation each year until such time as the next advisory (non-binding) vote regarding the frequency of advisory (non-binding) votes on executive compensation is submitted to the Company's stockholders.

4. Approval of the INC Research Holdings, Inc. 2016 Employee Stock Purchase Plan:

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 42,692,154 | 129,391 | 73,476 | None |

This proposal was approved.

5. Approval of the INC Research Holdings, Inc. 2014 Equity Incentive Plan, as amended and restated, including to increase the number of shares authorized for issuance and approve material terms under Section 162(m) of the Internal Revenue Code of 1986, as amended:

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 40,166,990 | 2,637,869 | 90,162 | None |

This proposal was approved.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 25, 2016

INC RESEARCH HOLDINGS, INC.

By: /s/ Christopher L. Gaenzle

Name: Christopher L. Gaenzle

Title: Chief Administrative Officer and General Counsel