

Gaenzle Christopher L
 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 *
 Gaenzle Christopher L

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)

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

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 CAO, GC & Sec

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

(Street)

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

RALEIGH, NC 27604

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | | (A) or (D) | Price | | |
| Class A Common Stock | 09/01/2017 | | M ⁽¹⁾ | 4,733 A | \$ 10.57 69,557 | D | |
| Class A Common Stock | 09/01/2017 | | S ⁽¹⁾ | 4,733 D | \$ 58.352 64,824 | D | |
| Class A Common Stock | 09/01/2017 | | M ⁽¹⁾ | 14,200 A | \$ 10.06 79,024 | D | |
| Class A Common Stock | 09/01/2017 | | S ⁽¹⁾ | 9,467 D | \$ 69,557 | D | |

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| | | | | | | | | |
|----------------------|------------|--|------------------|--------|---|------------|--------|---|
| Common Stock | | | | | | 58,467 | | |
| | | | | | | <u>(3)</u> | | |
| Class A Common Stock | 09/01/2017 | | S ⁽¹⁾ | 4,733 | D | \$ 58,674 | 64,824 | D |
| | | | | | | <u>(4)</u> | | |
| Class A Common Stock | 09/01/2017 | | M ⁽¹⁾ | 23,668 | A | \$ 16.06 | 88,492 | D |
| Class A Common Stock | 09/01/2017 | | S ⁽¹⁾ | 10,198 | D | \$ 59.099 | 78,294 | D |
| | | | | | | <u>(5)</u> | | |
| Class A Common Stock | 09/01/2017 | | S ⁽¹⁾ | 1,636 | D | \$ 59.602 | 76,658 | D |
| | | | | | | <u>(6)</u> | | |
| Class A Common Stock | 09/01/2017 | | S ⁽¹⁾ | 11,834 | D | \$ 58.455 | 64,824 | D |
| | | | | | | <u>(7)</u> | | |

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) | \$ 10.57 | 09/01/2017 | | M ⁽¹⁾ | 4,733 | <u>(8)</u> 04/02/2022 | Class A Common Stock 4,733 |
| Stock Option | \$ 10.06 | 09/01/2017 | | M ⁽¹⁾ | 14,200 | <u>(8)</u> 08/18/2023 | Class A Common 14,200 |

| | | | | | | | | | |
|--------------------------------------------------|----------|------------|------------------|--------|------------|------------|--|--|-----------------------------|
| (Right to Buy Class A Common Stock) | | | | | | | | | Stock |
| Stock Option (Right to Buy Class A Common Stock) | \$ 16.06 | 09/01/2017 | M ⁽¹⁾ | 23,668 | <u>(8)</u> | 06/30/2024 | | | Class A Common Stock 23,668 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------------------------------------------------------|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Gaenzle Christopher L C/O INC RESEARCH HOLDINGS, INC. 3201 BEECHLEAF COURT, SUITE 600 RALEIGH, NC 27604 | | | CAO, GC & Sec | |

Signatures

/s/ Christopher L. Gaenzle 09/05/2017

**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 transaction reported on this form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 3, 2017.
The price reported in column 4 is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$58.25 to \$58.50, 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 \$58.20 to \$58.60, 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 \$58.55 to \$58.80, 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 \$58.60 to \$59.58, 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 \$59.60 to \$59.65, 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)

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The price reported in column 4 is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$58.10 (7) to \$58.70, 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.

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

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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