INC Research Holdings, Inc.

Form 3/A

February 11, 2015

FORM 3

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

MD

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OMB APPROVAL

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, response...

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 * ONTARIO TEACHERS PENSION PLAN BOARD			2. Date of Event Requiring Statement (Month/Day/Year) 11/06/2014		3. Issuer Name and Ticker or Trading Symbol INC Research Holdings, Inc. [INCR]					
(Last)	(First)	(Middle)			4. Relationsh Person(s) to l	ip of Reporting ssuer		5. If Amendment, Date Origina Filed(Month/Day/Year)		
5650 YONGE STREET (Street) TORONTO, A6 M2M 4H5					(Check all applicable)			11/06/2014		
					DirectorX 10% Owner Officer Other (give title below) (specify below)			 6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person X_ Form filed by More than One Reporting Person 		
(City)	(State)	(Zip)		Table I - N	Non-Deriva	ative Securities Beneficially Owned				
1.Title of Secur (Instr. 4)	rity			2. Amount of Beneficially (Instr. 4)		3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nat Owne (Instr	*		
Class A Common Stock, par value \$0.01 per share (1)				14,350,188	3 (1)	D	Â			
Class A Common Stock, par value \$0.01 per share (1) (2)				10,530,718	3 (1) (2)	D	Â			
Reminder: Repo	_	ate line for ea	ch class of secu	urities benefic	ially	SEC 1473 (7-02))			
•	inform	ation conta	oond to the c nined in this t nd unless the	orm are not						

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

currently valid OMB control number.

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1. Title of Derivative Security (Instr. 4)

Expiration Date (Month/Day/Year)

2. Date Exercisable and 3. Title and Amount of Securities Underlying **Derivative Security** (Instr. 4)

Conversion or Exercise Price of Derivative Security

5. Ownership Form of (Instr. 5) Derivative

6. Nature of Indirect Beneficial Ownership

Date Exercisable

Expiration Title Date

Amount or Number of Shares

Direct (D) or Indirect (I) (Instr. 5)

Security:

Reporting Owners

Reporting Owner Name / Address	Relationships				
copyroung owner remainer, requirement	Director	10% Owner	Officer	Othe	
ONTARIO TEACHERS PENSION PLAN BOARD 5650 YONGE STREET TORONTO, A6 M2M 4H5	Â	ÂX	Â	Â	
1829356 Ontario Ltd 5650 YONGE STREET, SUITE 300 TORONTO, A6 M2M 4H5	Â	ÂX	Â	Â	

Signatures

/s/ Rossana Di Lieto, Chief Compliance Officer

02/11/2015

**Signature of Reporting Person

Date

Explanation of Responses:

- If the form is filed by more than one reporting person, see Instruction 5(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).
- The reported securities are owned by 1829356 Ontario Limited, a wholly-owned subsidiary of Ontario Teachers' Pension Plan Board ("OTPP"). Each of Messrs. Terry Woodward and Steve Faraone may be deemed to have the power to dispose of the shares held by **(1)** OTPP because of a delegation of authority from the Board of Directors of OTPP, and each expressly disclaims beneficial ownership of
- OTPP may, at any time, elect to convert shares of Class B common stock into an equal number of shares of Class A common stock, or convert shares of Class A common stock into an equal number of shares of Class B common stock. The table above does not reflect (i) **(2)** shares of Class B common stock issuable upon conversion of Class A common stock or (ii) shares of Class A common stock issuable upon conversion of Class B common stock.

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Remarks:

This Form 3/A amends the Form 3 filed on November 6, 2014 to add 1829356 Ontario LimitedÂ

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.

Reporting Owners 2