

INC Research Holdings, Inc.
Form 4
May 15, 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 *
Avista Capital Partners II GP, LLC

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)

05/14/2015

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

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
X 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) | | |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|---|---------------------------------|
| | | | | Code V | Amount | (A) or (D) | Price | | |
| Class A Common Stock, par value \$0.01 per share ⁽¹⁾ | 05/14/2015 | | S | 4,018,029 ⁽²⁾ | D | \$ 29.68 ⁽⁴⁾ | 21,969,976 | I | Affiliated Funds ⁽¹⁾ |
| Class A Common Stock, par value \$0.01 per | 05/14/2015 | | S | 2,581,732 ⁽³⁾ | D | \$ 29.68 | 19,388,244 | I | Affiliated Funds ⁽¹⁾ |

share ⁽¹⁾

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

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(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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Avista Capital Partners II GP, LLC C/O INC RESEARCH HOLDINGS, INC. 3201 BEECHLEAF COURT, SUITE 600 RALEIGH, NC 27604 | | X | | |
| Avista Capital Partners II, L.P. C/O INC RESEARCH HOLDINGS, INC. 3201 BEECHLEAF COURT, SUITE 600 RALEIGH, NC 27604 | | X | | |
| Avista Capital Partners (Offshore) II, L.P. C/O INC RESEARCH HOLDINGS, INC. 3201 BEECHLEAF COURT, SUITE 600 RALEIGH, NC 27604 | | X | | |
| Avista Capital Partners (Offshore) II-A, LP C/O INC RESEARCH HOLDINGS, INC. 3201 BEECHLEAF COURT, SUITE 600 RALEIGH, NC 27604 | | X | | |
| | | X | | |

ACP INC Research Co-Invest, LLC
C/O INC RESEARCH HOLDINGS, INC.
3201 BEECHLEAF COURT, SUITE 600
RALEIGH, NC 27604

INC Research Mezzanine Co-Invest, LLC
C/O INC RESEARCH HOLDINGS, INC.
3201 BEECHLEAF COURT, SUITE 600
RALEIGH, NC 27604

X

Signatures

/s/ Ben Silbert, Chief Administrative Officer & General
Counsel

05/15/2015

__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).

Avista Capital Partners II GP, LLC ultimately exercises voting and dispositive power over the shares held by Avista Capital Partners II, L.P., Avista Capital Partners (Offshore) II, L.P., Avista Capital Partners (Offshore) II-A, L.P., ACP INC Research Co-Invest, LLC and

- (1) INC Research Mezzanine Co-Invest, LLC. The reporting person disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein, and the inclusion of shares in this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities so disclaimed for purposes of Section 16 or for any other purpose.
- (2) The shares were sold by the reporting person in a registered underwritten secondary offering pursuant to an underwriting agreement entered into on May 6, 2015.
- (3) The shares were sold by the reporting person in a privately negotiated share repurchase transaction with the issuer.
- (4) Represents public offering price of \$31.00 per share less underwriting discounts and commissions of \$1.32 per share.

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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