

INC Research Holdings, Inc.
Form 8-K
January 03, 2018

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): January 3, 2018

INC RESEARCH HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

001-36730
(Commission

File Number)

27-3403111
(IRS Employer

Identification No.)

3201 Beechleaf Court, Suite 600
Raleigh, North Carolina **27604-1547**
(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 of 1933 (the Securities Act) (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Securities Exchange Act of 1934 (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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act (§230.405 of this chapter) or Rule 12b-2 of the Exchange Act (§240.12b-2 of this chapter).

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) Letter Agreement with Gregory S. Rush

On January 3, 2018, INC Research Holdings, Inc., a Delaware corporation (the Company), entered into a letter agreement (the Letter Agreement) with Gregory S. Rush, Executive Vice President and Chief Financial Officer of the Company, pursuant to which Mr. Rush will continue to serve in that role with the Company until April 30, 2018, at which time he will step down and cease to be an executive officer and employee of the Company.

As part of his transition, Mr. Rush will receive a one-time cash transition bonus equal to \$400,000, payable \$250,000 on the date 2017 annual bonuses are paid and \$150,000 promptly after April 30, 2018, subject to execution of a release of claims. Mr. Rush's non-competition covenant, pursuant to his employment agreement with the Company, dated August 5, 2013, will be deemed to run from February 16, 2018.

The foregoing summary of the Letter Agreement is qualified in its entirety by reference to the agreement itself, which is attached to this Current Report as Exhibit 10.1 and which is incorporated by reference in its entirety into this Item 5.02.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
10.1	<u>Letter Agreement, dated January 3, 2018, between INC Research Holdings, Inc. and Gregory S. Rush.</u>

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.

INC RESEARCH HOLDINGS, INC.

Date: January 3, 2018

By: /s/ Christopher L. Gaenzle

Name: Christopher L. Gaenzle

Title: Chief Administrative Officer, General
Counsel and Secretary