

NEUSTAR INC  
Form 4  
March 02, 2016

**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 \*  
**KENNEDY LEONARD J**

(Last) (First) (Middle)

21575 RIDGETOP CIRCLE

(Street)

STERLING, VA 20166

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**NEUSTAR INC [NSR]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/29/2016**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)

SVP, General Counsel & Sec

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 or Price		
Class A Common Stock	02/29/2016	02/29/2016	M		17,412 A \$ 0	35,349	D
Class A Common Stock	02/29/2016	02/29/2016	F		6,297 D \$ 24.87 <sup>(1)</sup>	29,052	D
Class A Common Stock	02/29/2016	02/29/2016	M		17,247 <sup>(2)</sup> A \$ 0	46,299 <sup>(3)</sup>	D
Class A Common	03/01/2016	03/01/2016	M		3,293 A \$ 0	49,592 <sup>(3)</sup>	D

Stock

Class A						\$			
Common	03/01/2016	03/01/2016	F	1,172	D	25.43	48,420 <sup>(3)</sup>	D	
Stock						<u>(4)</u>			

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

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**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)	Amount or Number of Shares
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Performance Stock Units	\$ 0	02/29/2016	02/29/2016	M	17,412 <u>(5)</u>	<u>(6)</u> <u>(7)</u>	Class A Common Stock	17,412
Performance Stock Units	\$ 0	02/29/2016	02/29/2016	M	17,247 <u>(8)</u>	<u>(2)</u> <u>(7)</u>	Class A Common Stock	17,247
Restricted Stock Units	\$ 0	03/01/2016	03/01/2016	M	3,293	<u>(9)</u> <u>(10)</u>	Class A Common Stock	3,293

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KENNEDY LEONARD J 21575 RIDGETOP CIRCLE STERLING, VA 20166	SVP, General Counsel & Sec

## Signatures

/s/ Paul S. Lalljie, by Power of Attorney 03/02/2016

\_\_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 price is equal to the closing price of the Class A Common Stock on February 29, 2016.
- (2) The shares are subject to vesting based on continued employment through March 1, 2018.
- (3) Includes shares that are subject to a performance-vested restricted unit agreement under the Amended and Restated NeuStar, Inc. 2009 Stock Incentive Plan.
- (4) The price is equal to the closing price of the Class A Common Stock on March 1, 2016.
- The shares represent the third tranche of the performance-vested restricted stock units granted on June 19, 2013. In accordance with the Performance-Vested Restricted Stock Unit Agreement, each performance stock unit represented a contingent right to receive a share of Class A Common Stock based on, and subject to, the achievement of certain revenue and adjusted net income goals for the 2015 fiscal year. The number of shares of Class A Common Stock, together with Dividend Equivalents (as defined in the Amended and Restated NeuStar, Inc. 2009 Stock Incentive Plan) on such performance stock units, that the Reporting Person was entitled to receive ranged from 0% to 150% of the number of performance stock units granted.
- (5) Immediately.
- If the Reporting Person experiences a Termination (as defined in the Amended and Restated NeuStar, Inc. 2009 Stock Incentive Plan) other than "for cause" or "without good reason", these performance stock units, and any other performance stock units earned by the Reporting Person as a result of the achievement of performance goals which have not yet vested as of the date of Termination but would have vested at any time during the twelve (12) months following such Termination, shall immediately vest, and any remaining portion of any unvested award shall be immediately forfeited.
- (6) The shares represent the first tranche of the performance-vested restricted stock units granted on April 13, 2015 and remain subject to vesting based on continued employment through March 1, 2018. Each performance stock unit represented a contingent right to receive a share of Class A Common Stock based on, and subject to, the achievement of certain revenue and adjusted net income goals set forth in the Performance-Vested Restricted Stock Unit Agreement. The number of shares of Class A Common Stock, together with the Dividend Equivalents (as defined in the NeuStar, Inc. 2009 Stock Incentive Plan) on such performance stock units, that the Reporting Person was entitled to receive ranged from 0% to 150% of the number of shares of performance stock units granted.
- (7) One-third of the restricted stock units vest on each of March 1, 2016, 2017 and 2018.
- (8) Upon the Reporting Person's termination (as defined in the Amended and Restated NeuStar, Inc. 2009 Stock Incentive Plan (the "Plan")), including by reason of death or Disability (as defined in the Plan), other than by the Issuer for Cause (as defined in the Plan) or by the Reporting Person without Good Reason (as defined in the Restricted Stock Unit Agreement, any unvested restricted stock units that would have vested during the 12 months after such separation from NeuStar, Inc. shall immediately vest, and the remainder of any unvested restricted stock units shall immediately be forfeited without compensation.
- (9) (10)

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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