

INC Research Holdings, Inc.
Form 4
June 16, 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 *
Gaenzle Christopher L

(Last) (First) (Middle)

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

(Street)

RALEIGH, NC 27604

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

INC Research Holdings, Inc. [INCR]

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

06/14/2016

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)
CAO, GC & 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Class A Common Stock	06/14/2016		M ⁽¹⁾		1,946 A \$ 16.06	18,287	D
Class A Common Stock	06/14/2016		S ⁽¹⁾		1,946 D \$ 40.1123	16,341	D
Class A Common Stock	06/14/2016		M ⁽¹⁾		1,100 A \$ 10.57	17,441	D
Class A Common Stock	06/14/2016		S ⁽¹⁾		1,100 D \$ 40.052	16,341	D

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Common Stock						(3)		
Class A Common Stock	06/15/2016		M ⁽¹⁾	728	A	\$ 10.57	17,069	D
Class A Common Stock	06/15/2016		S ⁽¹⁾	728	D	\$ 40.215 ⁽⁴⁾	16,341	D
Class A Common Stock	06/15/2016		M ⁽¹⁾	3,928	A	\$ 16.06	20,269	D
Class A Common Stock	06/15/2016		S ⁽¹⁾	3,928	D	\$ 40.1598 ⁽⁵⁾	16,341	D

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. Amount or Number of Shares
Stock Option (Right to Buy Class A Common Stock)	\$ 16.06	06/14/2016		M ⁽¹⁾	1,946	(6) 06/30/2024	Class A Common Stock	1,946
Stock Option (Right to Buy)	\$ 10.57	06/14/2016		M ⁽¹⁾	1,100	(7) 04/02/2022	Class A Common Stock	1,100

Class A Common Stock)									
Stock Option (Right to Buy	\$ 10.57	06/15/2016	M ⁽¹⁾	728	⁽⁷⁾	04/02/2022	Class A Common Stock	728	
Class A Common Stock)									
Stock Option (Right to Buy	\$ 16.06	06/15/2016	M ⁽¹⁾	3,928	⁽⁶⁾	06/30/2024	Class A Common Stock	3,928	
Class A Common Stock)									

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

06/16/2016

**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 transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 4, 2016.

The price reported in column 4 is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$40.00 to \$40.31, 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 \$40.00 to \$40.29, 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.
 - (4) The price reported in column 4 is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$40.12 to \$40.31, 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.

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(5) The price reported in column 4 is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$40.00 to \$40.38, 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) One half of the shares subject to this option vest yearly in five equal installments beginning on June 30, 2015, subject to continued employment. The other half of the shares subject to this option vest yearly in five equal installments beginning on December 31, 2014, subject to continued employment.

(7) One half of the shares subject to this option vest yearly in five equal installments beginning on April 2, 2013, subject to continued employment. The other half of the shares subject to this option vest yearly in five equal installments beginning on December 31, 2013, subject to continued employment.

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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