

INC Research Holdings, Inc.
 Form 4
 April 14, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Macdonald D. Jamie

2. Issuer Name and Ticker or Trading Symbol

INC Research Holdings, Inc. [INCR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Executive Officer

(Last) (First) (Middle)
 C/O INC RESEARCH HOLDINGS, INC., 3201 BEECHLEAF COURT, SUITE 600
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/12/2016

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Class A Common Stock | 04/12/2016 | | M ⁽¹⁾ | A | \$ 10.57 | 138,398 | D |
| Class A Common Stock | 04/12/2016 | | S ⁽¹⁾ | D | \$ 48 | 79,226 | D |
| Class A Common Stock | 04/12/2016 | | M ⁽¹⁾ | A | \$ 10.57 | 114,729 | D |
| Class A Common Stock | 04/12/2016 | | S ⁽¹⁾ | D | \$ 48 | 79,226 | D |

Common
Stock

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

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SEC 1474
(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Option (Right to Buy Class A Common Stock) | \$ 10.57 | 04/12/2016 | | M ⁽¹⁾ | 59,172 | ⁽²⁾ 07/28/2021 | Class A Common Stock 59,172 |
| Stock Option (Right to Buy Class A Common Stock) | \$ 10.57 | 04/12/2016 | | M ⁽¹⁾ | 35,503 | ⁽³⁾ 01/01/2023 | Class A Common Stock 35,503 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Macdonald D. Jamie C/O INC RESEARCH HOLDINGS, INC. 3201 BEECHLEAF COURT, SUITE 600 RALEIGH, NC 27604 | X | | Chief Executive Officer | |

Signatures

/s/ Christopher L. Gaenzle,
Attorney-in-Fact

04/14/2016

__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 December 14, 2015.

(2) One half of the shares subject to this option vest yearly in five equal installments beginning on July 28, 2012, 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.

(3) One half of the shares subject to this option vest yearly in five equal installments beginning on January 1, 2014, 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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