

INC Research Holdings, Inc.
Form 8-K
November 17, 2017

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): November 13, 2017

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
(Address of principal executive offices)

27604-1547
(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 Michael Gibertini, PhD

On November 13, 2017, INC Research Holdings, Inc., a Delaware corporation (the Company), entered into a letter agreement with Michael Gibertini, PhD, President, Clinical Development, Therapeutic Business Units of the Company (the Letter Agreement). As part of his transition from Chief Operating Officer to his current role as President, Clinical Development, Therapeutic Business Units of the Company, the Company agreed to vest his outstanding equity awards and pay a portion of his severance, equal to \$1,242,000 (which is the sum of his base salary plus two times his target bonus). Mr. Gibertini retains the right to receive the balance of his severance entitlement, equal to 12 months of salary continuation and up to 18 months of health care coverage continuation upon a subsequent termination of employment for any reason other than for Cause .

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 November 13, 2017, between INC Research Holdings, Inc. and Michael Gibertini, PhD.</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: November 17, 2017

By: /s/ Christopher L. Gaenzle
Name: Christopher L. Gaenzle
Title: Chief Administrative Officer, General
Counsel and Secretary