

Macdonald Alistair
Form 4
August 21, 2017

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 *
Macdonald Alistair

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

3. Date of Earliest Transaction (Month/Day/Year)
08/17/2017

(Street)
RALEIGH, NC 27604

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

(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 Ownership (Instr. 4)	
				Code V	Amount	(A) or (D)	Price	
Class A Common Stock	08/17/2017		M ⁽¹⁾	8,828	A	\$ 10.57	110,629	D
Class A Common Stock	08/17/2017		S ⁽¹⁾	8,828	D	\$ 55.648	101,801	D
						⁽²⁾		

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)	8. Amount or Number of Shares
Stock Option (Right to Buy Class A Common Stock)	\$ 10.57	08/17/2017		M ⁽¹⁾	8,828	⁽³⁾ 08/17/2022	Class A Common Stock	8,828

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Macdonald Alistair 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

08/21/2017

**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 November 7, 2016.

The price reported in column 4 is a weighted-average price. These shares were purchased in multiple transactions at prices ranging from
(2) \$55.57 to \$55.75, 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 purchased at each price within the range.

(3) The shares subject to this option vested on August 1, 2017.

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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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