INC Research Holdings, Inc.

Form 4

December 08, 2015

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

OMB Number:

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OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **ONTARIO TEACHERS PENSION** PLAN BOARD

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

Class A Common

Stock, par

\$0.01 per share (1)

value

12/07/2015

(First) (Middle) INC Research Holdings, Inc. [INCR]

(Check all applicable)

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

_X__ Director

X__ 10% Owner

12/07/2015

below) 6. Individual or Joint/Group Filing(Check

Officer (give title

_ Other (specify

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

Applicable Line)

Form filed by One Reporting Person _X_ Form filed by More than One Reporting

Person

TORONTO, A6 M2M 4H5

5650 YONGE STREET

(City)	(State)	(Zip) Tab	le I - Non-	Derivative Sec	curities	s Acqui	ired, Disposed of	, or Beneficia	lly 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 a coror Disposed of (Instr. 3, 4 an Amount	of (D)	ed (A)	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)
Class A Common Stock, par value \$0.01 per share (1)	12/07/2015		S	2,934,709 (2)	D	\$ 45 (<u>4)</u>	11,770,065 (1)	I (1)	See Footnotes (1) (5)

S

1

See

(1)(5)

Footnotes

I (1)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	int of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired]
	•				(A) or]
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Kelationships					
copyring of the radius, radius	Director	10% Owner	Officer	Other		
ONTARIO TEACHERS PENSION PLAN BOARD 5650 YONGE STREET TORONTO, A6 M2M 4H5	X	X				
1829356 Ontario Ltd 5650 YONGE STREET, SUITE 300 TORONTO, A6 M2M 4H5		X				

Signatures

/s/ Rossana Di Lieto, Chief Compliance Officer

12/08/2015

**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 reported securities are owned by 1829356 Ontario Limited, a wholly-owned subsidiary of Ontario Teachers' Pension Plan Board ("OTPP"). Each of Messrs. Terry Woodward and Steve Faraone may be deemed to have the power to dispose of the shares held by OTPP because of a delegation of authority from the Board of Directors of OTPP, and each expressly disclaims beneficial ownership of such shares.

(2)

Reporting Owners 2

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The shares were sold by the reporting person in a registered underwritten secondary offering pursuant to an underwriting agreement entered into on December 2, 2015.

- (3) The shares were sold by the reporting person in a privately negotiated share repurchase transaction with the issuer.
- (4) Represents public offering price of \$45.00 per share.
- (5) OTPP and 1829356 Ontario Limited are directors by deputization for purposes of Section 16 of the Securities Exchange Act of 1934.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.