

INC Research Holdings, Inc.  
Form 4  
May 18, 2015

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
ONTARIO TEACHERS PENSION PLAN BOARD

(Last) (First) (Middle)

5650 YONGE STREET

(Street)

TORONTO, A6 M2M 4H5

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

INC Research Holdings, Inc. [INCR]

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

05/14/2015

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)

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, par value \$0.01 per share <sup>(1)</sup> | 05/14/2015                           |  | S                              |   | 3,846,857 <sup>(2)</sup>  | D  | \$ 29.68 <sup>(4)</sup>           | 11,000,055 <sup>(1)</sup> | I | See Footnotes <sup>(1)</sup> <sup>(5)</sup> |
| Class A Common Stock, par value \$0.01 per share <sup>(1)</sup> | 05/14/2015                           |  | S                              |   | 2,471,750 <sup>(3)</sup>  | D  | \$ 29.68                          | 8,528,305 <sup>(1)</sup>  | I | See Footnotes <sup>(1)</sup> <sup>(5)</sup> |



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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 May 6, 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 \$31.00 per share less underwriting discounts and commissions of \$1.32 per share.
- (5) Ontario Teachers' Pension Plan 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.