

INC Research Holdings, Inc.
Form 4
May 26, 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)
05/22/2015

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 Indirect Ownership (Instr. 4)
Class A Common Stock, par value \$0.01 per share ⁽¹⁾	05/22/2015		J ⁽²⁾	V	6,866,555 A ⁽²⁾	I	See Footnote ⁽¹⁾ ⁽³⁾
Class B Common Stock, par value \$0.01 per share ⁽¹⁾	05/22/2015		J ⁽²⁾	D	6,866,555 D ⁽²⁾	I	See Footnote ⁽¹⁾ ⁽³⁾
					15,394,860 ⁽¹⁾		
					3,167,439 ⁽¹⁾ ⁽²⁾		

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OTPP may, at any time, elect to convert shares of Class B common stock into an equal number of shares of Class A common stock, or convert shares of Class A common stock into an equal number of shares of Class B common stock. Following a registered underwritten secondary offering of Class A common stock, par value \$0.01 per share, of INC Research Holdings, Inc., OTPP converted 6,866,555 shares of Class B common stock, par value \$0.01 per share into an equal number of shares of Class A common stock, par value \$0.01 per share.

(3) 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.

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