

NEUSTAR INC  
Form 4  
February 19, 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 \*  
Prince Edward M Jr.

(Last) (First) (Middle)  
21575 RIDGETOP CIRCLE  
(Street)

STERLING, VA 20166

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
NEUSTAR INC [NSR]

3. Date of Earliest Transaction (Month/Day/Year)  
02/13/2015

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)  
SVP, Information Services

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            | 02/13/2015                           |  | M                              |   | 5,503 A \$ 0  | 16,596 <sup>(1)</sup>                                    | D                                 |
| Class A Common Stock            | 02/13/2015                           |  | F                              |   | 2,067 D \$ 24.61 <sup>(2)</sup>   | 14,529 <sup>(1)</sup>                                    | D                                 |
| Class A Common Stock            | 02/13/2015                           |  | M                              |   | 7,132 A \$ 0  | 21,661 <sup>(1)</sup>                                    | D                                 |
| Class A Common                  | 02/13/2015                           |  | F                              |   | 2,009 D \$ 24.61  | 19,652 <sup>(1)</sup>                                    | D                                 |

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|              |            |  |   |              |   |      |              |
|--------------|------------|--|---|--------------|---|------|--------------|
| Stock        |            |  |   |              |   | (2)  |              |
| Class A      |            |  |   |              |   |      |              |
| Common Stock | 02/13/2015 |  | M | 2,099<br>(3) | A | \$ 0 | 21,751 (1) D |

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.**

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(9-02)

**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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
|  |  |                                      |  | Code V (A) (D)                 |   | Date Exercisable Expiration Date                         | Title   |                               |
| Performance Stock Units                    | \$ 0   | 02/13/2015                           |  | M                              | 5,503<br>(4)  | (5) (6)  | Class A Common Stock  | 5,503                         |
| Performance Stock Units                    | \$ 0   | 02/13/2015                           |  | M                              | 7,132<br>(7)  | (8) (3)  | Class A Common Stock  | 7,132                         |
| Performance Stock Units                    | \$ 0   | 02/13/2015                           |  | M                              | 2,099<br>(9)  | (10) (3)   | Class A Common Stock  | 2,099                         |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |                           |       |
|--|---------------|-----------|---------------------------|-------|
|  | Director      | 10% Owner | Officer                   | Other |
| Prince Edward M Jr.<br>21575 RIDGETOP CIRCLE<br>STERLING, VA 20166 |               |           | SVP, Information Services |       |

## Signatures

/s/Paul S. Lalljie, by power of  
attorney

02/19/2015

\_\_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) Includes shares that are subject to restricted stock agreements and a performance-vested restricted unit agreement under the Amended and Restated NeuStar, Inc. 2009 Stock Incentive Plan.
- (2) The price is equal to the closing price of the Class A Common Stock on February 13, 2015.
- (3) Any unvested performance-vested restricted stock units shall be forfeited if the Reporting Person experiences a Termination (as defined in the Amended and Restated NeuStar, Inc. 2009 Stock Incentive Plan).

The shares represent the second tranche of the performance-vested restricted stock units granted on August 5, 2013. In accordance with the Performance-Vested Restricted Stock Unit Agreement, each performance stock unit represented a contingent right to receive a share of Class A Common Stock based on, and subject to, the achievement and subsequent certification of certain revenue and adjusted net income goals for the 2014 fiscal year. The number of shares of Class A Common Stock, together with Dividend Equivalents (as defined in the Amended and Restated NeuStar, Inc. 2009 Stock Incentive Plan) on such performance stock units, that the Reporting Person was entitled to receive ranged from 0% to 150% of the number of shares of performance stock units granted.
- (4) Immediately.

If the Reporting Person experiences a Termination (as defined in the Amended and Restated NeuStar, Inc. 2009 Stock Incentive Plan) other than "for cause" or "without good reason", these performance stock units, and any other performance stock units earned by the Reporting Person as a result of the achievement of performance goals which have not yet vested as of the date of Termination but would have vested at any time during the twelve (12) months following such Termination, shall immediately vest, and any remaining portion of any unvested award shall be immediately forfeited.
- (5) The shares represent the second tranche of the performance-vested restricted stock units granted on September 26, 2012. In accordance with the Performance-Vested Restricted Stock Unit Agreement, each performance stock unit represented a contingent right to receive a share of Class A Common Stock based on, and subject to, the achievement and subsequent certification of certain revenue and adjusted net income goals for the 2014 fiscal year. The number of shares of Class A Common Stock, together with Dividend Equivalents (as defined in the Amended and Restated NeuStar, Inc. 2009 Stock Incentive Plan) on such performance stock units, that the Reporting Person was entitled to receive ranged from 0% to 150% of the number of shares of performance stock units granted.
- (6) Seventy-five percent of these shares vested on February 13, 2015, and the remaining twenty-five percent of these shares vest on January 1, 2016.

The shares were awarded pursuant to a Performance-Vested Restricted Stock Unit Agreement under the Amended and Restated NeuStar, Inc. Stock Incentive Plan. In accordance with the Performance-Vested Restricted Stock Unit Agreement, each performance stock unit represented a contingent right to receive a share of Class A Common Stock based on, and subject to, the achievement and subsequent certification of certain revenue and adjusted net income goals for the 2014 fiscal year. The number of shares of Class A Common Stock, together with Dividend Equivalents (as defined in the Amended and Restated NeuStar, Inc. 2009 Stock Incentive Plan) on such performance stock units, that the Reporting Person was entitled to receive ranged from 0% to 150% of the number of shares of performance stock units granted.
- (7) These shares vest on March 1, 2015.
- (8) These shares vest on March 1, 2015.
- (9) These shares vest on March 1, 2015.
- (10) These shares vest on March 1, 2015.

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.