

NEUSTAR INC  
Form 4  
June 16, 2016

**FORM 4**

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**RIEMAN DEBORAH**

(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)  
**06/14/2016**

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Class A<br>Common<br>Stock            | 08/15/2016                              |                                                             | M                                    | 6,516<br>(1) A \$ 0                                                        | 6,516 (2)                                                                                                          | 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  
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SEC 1474  
(9-02)

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

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of<br>Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------------|
| Restricted<br>Stock<br>Units                        | \$ 0                                                               | 06/14/2016                              |                                                             | M                                    | 6,516                                                                                                     | (3) (4)                                                        | Class A<br>Common<br>Stock                                          | 6,516                                     |
| Restricted<br>Stock<br>Units                        | \$ 0                                                               | 06/15/2016                              |                                                             | A                                    | 7,786                                                                                                     | (5) (6)                                                        | Class A<br>Common<br>Stock                                          | 7,786                                     |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |         |       |
|---------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                               | Director      | 10% Owner | Officer | Other |
| RIEMAN DEBORAH<br>21575 RIDGETOP CIRCLE<br>STERLING, VA 20166 | X             |           |         |       |

## Signatures

Paul S. Lalljie, by Power of Attorney

06/16/2016

\_\_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 shares of Class A Common Stock represent the number of shares of restricted stock units that were granted on September 18, 2015 and vested on June 14, 2016. The shares will be delivered to the Reporting person on August 15, 2016.
- (2) Includes the shares of Class A Common Stock granted on September 18, 2015 and which vested on June 14, 2016. These shares will be delivered to the Reporting Person on August 15, 2016.
- (3) These restricted stock units were granted on September 18, 2015 and fully vested on June 14, 2016.
- (4) These restricted stock units fully vested on June 14, 2016 and will be delivered to the Reporting Person on August 15, 2016 in accordance with the terms of the award agreement.  
The restricted stock units fully vest on the earlier of June 16, 2017 or the day preceding the date in the calendar year 2017 on which the NeuStar, Inc. annual meeting is held. Upon vesting, the Reporting Person shall be entitled to shares of Class A Common Stock equal to
- (5) the number of vested shares of restricted stock units, including any resulting from dividend equivalents (as defined in the Restricted Stock Unit Agreement), which shall be delivered on the date that is six months after the Reporting Person's Termination (as defined in the Amended and Restated NeuStar, Inc. 2009 Stock Incentive Plan).
- (6) The restricted stock units terminate if the Reporting Person experiences a Termination (as defined in the Amended and Restated NeuStar, Inc. 2009 Stock Incentive Plan) before the earlier of June 16, 2017 or the day preceding the date in calendar year 2017 on which the

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NeuStar, Inc. annual meeting is held.

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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