NEUSTAR INC
Form 3
October 21, 2016

FORM 3

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

OMB APPROVAL	
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INITIAL STATEMENT OF 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 *
Â Achanta Venkat
(Last) (First) (Middle)
21575 RIDGETOP CIRCLE
(Street)
STERLING,Â VAÂ 20166
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
09/28/2016

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

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chief Data & Analytics Officer

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Restricted Stock Units	Â (1)	Â (2)(3)(4)	Class A Common Stock	11,880	$ 0	D	Â
Restricted Stock Units	Â (5)	Â (2)(3)(4)	Class A Common Stock	38,180	$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Achanta Venkat 21575 RIDGETOP CIRCLE STERLING,Â VAÂ 20166	Â	Â	Â Chief Data & Analytics Officer	Â

Signatures

/s/ Paul S. Lalljie, by power of attorney	10/21/2016
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) One-third of the restricted stock units vest on each of July 25, 2017, 2018 and 2019.

(2) Following a Change in Control (as defined in the Neustar, Inc. Amended and Restated 2009 Stock Incentive Plan (the "Plan")) following which any portion of the Reporting Person's RSUs remains unvested, upon the Reporting Person's Termination (as defined in the Plan) (i) by reason of the Reporting Person's death or Disability (as defined in the Plan), (ii) by the Company without Cause (as defined in the Plan), (iii) by the Reporting Person with Good Reason (as defined in the Plan), in each case, within two (2) years after such Change in Control (as defined in the Plan), the Reporting Person's RSUs shall immediately vest in full upon such Termination.

(3) Upon the Reporting Person's Termination due to Retirement (as defined in the Plan), a number of unvested RSUs (if any) equal to the product of (i) the number of RSUs that would have become vested on the next scheduled Vesting Date (as defined in the Plan) had the Reporting Person's employment continued through such Vesting Date and (ii) a fraction, the numerator of which is the number of days from the last Vesting Date preceding the date of such Termination (or in the case of a Termination prior to the first such Vesting Date, the number of days from the Grant Date (as defined in the Plan)) through the date of such Termination, and the denominator of which is the number of days from the last Vesting Date preceding the date of such Termination (or in the case of a Termination prior to the first such Vesting Date, the number of days from the Grant Date) through the next scheduled Vesting Date, shall immediately vest.

(4) Upon the Reporting Person's Termination (as defined in the Plan) (i) by the Company for Cause (as defined in the Plan) or (ii) by the Reporting Person (x) voluntarily, and (y) other than due to the Reporting Person's Retirement (as defined in the Plan), any unvested RSUs shall immediately be forfeited without compensation.

(5) 38.9% vests on January 31, 2017 and 61.1% vests on January 31, 2018.

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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