NEUSTAR INC
Form 4
December 28, 2016

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

## 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 *
Foster Brian

(Last) (First) (Middle)

21575 RIDGETOP CIRCLE

(Street)

STERLING, CA 20166

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/23/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
SVP, Information Services

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 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 Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Class A Common Stock | 12/23/2016 | | M | | 1,585 | A | $ 0 | 18,579 | D | |
| Class A Common Stock | 12/23/2016 | | F | | 596 (1) | D | $ 33.25 (2) | 17,983 | D | |
| Class A Common Stock | 12/23/2016 | | M | | 4,901 | A | $ 0 | 22,884 | D | |
| Class A Common | 12/23/2016 | | F | | 1,842 (1) | D | $ 33.25 | 21,042 | D | |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Stock | | | | | | (2) | | |
| Class A Common Stock | 12/23/2016 | | M | 2,806 | A | $ 0 | 23,848 | D |
| Class A Common Stock | 12/23/2016 | | F | 1,055 (1) | D | $ 33.25 (2) | 22,793 | 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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**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. Pr Deriv Secu (Instr |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Units | $ 0 | 12/23/2016 | 12/23/2016 | M | | | 1,585 | (3) | (3) | Class A Common Stock | 1,585 | $ |
| Restricted Stock Units | $ 0 | 12/23/2016 | 12/23/2016 | M | | | 4,901 | (4) | (4) | Class A Common Stock | 4,901 | $ |
| Restricted Stock Units | $ 0 | 12/23/2016 | 12/23/2016 | M | | | 2,806 | (5) | (5) | Class A Common Stock | 2,806 | $ |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| Foster Brian<br>21575 RIDGETOP CIRCLE<br>STERLING, CA 20166 | | | SVP, Information Services | |

# Signatures

| | |
|---|---|
| /s/ Paul S. Lalljie, by power of attorney | 12/28/2016 |
| **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)** These shares were delivered to and withheld by the Issuer to pay the related withholding tax obligations (net down) of the vested restricted stock units.

**(2)** The price is equal to the closing price of the Class A Common Stock on December 23, 2016.

**(3)** On August 19, 2015, 4,755 restricted stock units were awarded. The portion of the restricted stock units that are being reported in this Form 4 were fully vested on December 23, 2016.

**(4)** On August 19, 2015, 24,655 restricted stock units were awarded. The portion of the restricted stock units that are being reported in this Form 4 were fully vested on December 23, 2016.

**(5)** On April 8, 2016, 8,420 restricted stock units were awarded. The portion of the restricted stock units that are being reported in this Form 4 were fully vested on December 23, 2016.

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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